



**THE BYLAWS OF THE
PROFESSIONAL PHOTOGRAPHERS OF SOUTH CAROLINA**

A SOUTH CAROLINA NONPROFIT 501c (6) MUTUAL BENEFIT CORPORATION
Incorporated 2001
(Updated February 13, 2024)

ARTICLE I – NAMES AND OFFICES

Section 1.1 – Name

The name of this Corporation is Professional Photographers of South Carolina. The acronym also used is PPSC.

Section 1.2 – Principal Office

There is no physical principal office of the Corporation. The principal office of the Corporation for business correspondence is Professional Photographers of South Carolina c/o John B Lane, CPA, 1211 Pine St, Elgin SC, 29045. The Board of Directors of the Corporation, as defined in Section 3.3 (Membership Rights), of these Bylaws, may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary of the Corporation on these Bylaws in this Section 1.2.

Section 1.3 – Other Offices

The Board of Directors of the Corporation may at any time establish branch or subordinate offices of the Corporation at any place or places where the Corporation is qualified to transact business.

ARTICLE II – PURPOSES

Section 2.1 – Purposes

The purposes of the Corporation are as follows:

1. To promote the advancement of professional photography, in better business methods, more perfect techniques, and greater efficiency in service.
2. To promote high ethical standards of conduct for the professional photographer and exposing unethical practices.
3. Seeking fellowship of all professional photographers through social interaction and exchange of ideas.
4. For the enlightenment of the public in the value and worth of the professional photographer through every legitimate means of publicity.

Section 2.2 – Mission Statement

To provide working and aspiring professional photographers the resources to achieve success and profitability by mastering the business, technology and art of professional image making. To maintain excellence, respect, and integrity in all aspects of our industry and to achieve superior levels of performance through education and cooperation.

ARTICLE III – MEMBERS

Section 3.1 – Classes of Members

The Corporation shall have six classes of members, designated as follows: Officers, Members of the Board of Directors, Professional Members, Associate Professional Members, Student Members, and Honorary Members.

The Corporation shall have eight classes of members, designated as follows: Officers, Members of the Board of Directors, Professional Members, Associate Professional Members, Student Members, Honorary Members, Memorial Members, and Speaker Members.

Section 3.2 – Description of the Membership Categories

- 1) Officers – are the elected Members of the Board of Directors and includes the Chairman of the Board, President, Vice President, Secretary, and Treasurer. This is the Executive Committee. Each officer shall be entitled to one (1) vote on each matter of business during Board of Directors meetings.

- 2) Appointed Members of the Board of Directors – are the Members appointed by the simple majority vote of the Executive Committee and includes the District Chairpersons, and Membership Chairperson.
 - a) If a State District has a sole District Chairperson appointed, that sole District Chairperson shall be entitled to one (1) vote on each matter of business during Board of Directors meetings.
 - b) If a District has one or more appointed District Chairpersons, each District Chairperson in that District shall be entitled to one half (1/2) vote on each matter of business during Board of Directors meetings.
 - c) Membership Chairpersons shall be entitled to one (1) vote on each matter of business during Board of Directors meetings.
- 3) Professional Members – A Professional Member is an individual involved in professional photography in a full or part time capacity.
- 4) Associate Professional Members – This membership classification applies to employees, spouses, and partners of a Professional Member. Associate Professional Members have all the same benefits as a Professional Member for the duration of the membership held by the Professional Member with whom the Associate is affiliated.
- 5) Student Members – are full time students of photography or media programs at an accredited institution or other school approved by the PPSC Board of Directors. Volunteer hours may be required to sustain this membership level. Minimum age requirements may be set forth by the Board of Directors if necessary.
- 6) Honorary Members – Honorary Members are individuals who have maintained membership for a duration of 20 years and are approved by the Board of Directors with a two-thirds vote.
- 7) Memorial Members – Memorial Members are individuals associated with a previous member who has preceded the Memorial Member in death. Memorial Members may access member-only electronic communication channels including, but not limited to, social media groups and the membership website. Memorial Members do not have any voting privileges within the organization. This membership classification must be approved by the Board of Directors with a two-thirds vote. The membership will automatically renew yearly until such a time as the Board of Directors revokes the membership with a two-thirds vote.
- 8) Speaker Members – This membership classification is appointed to outside educators who speak at workshops and/or conferences Members may access member-only electronic communication channels including, but not limited to, social media groups. Speaker Members do not have any voting privileges within the organization and must be approved yearly by the Board of Directors with a two-thirds vote. The Board of Directors can revoke this membership at any time.

Section 3.3 – Membership Rights

1. Officers

- a. Membership Rights Afforded by Law – The Officers shall have all rights afforded members of the Corporation, including the right to vote on the disposition of all or substantially all of the assets of the Corporation, on any merger and its principal terms and any amendments thereof, and on any election to dissolve the

Corporation.

- b. Powers and Duties of Directors – All rights, powers, and duties conferred upon the Board of Directors of the Corporation, including the right, power, and duty to manage the Corporation’s activities and affairs and to exercise its corporate powers, shall be vested in, and be exercised by, the Board of Directors of the Corporation acting in a meeting called and held pursuant to, or by other mode of action authorized by, the provisions of Article IV of these Bylaws.
2. Appointed Members of the Board of Directors – All rights, powers, and duties conferred upon the Board of Directors of the Corporation, including the right, power, and duty to manage the Corporation’s activities and affairs and to exercise its corporate powers, shall be vested in, and be exercised by, the Board of Directors of the Corporation acting in a meeting called and held pursuant to, or by other mode of action authorized by, the provisions of Article IV of these Bylaws.
3. Members Other Than Officers and the Board of Directors – The Corporation and these Bylaws may refer to Professional Members, Associate Professional Members, Student Members, and Honorary Members as "members." By amendment of its Articles of Incorporation or these Bylaws, the Corporation may grant some or all of the rights of a member of any class, as set forth in these Bylaws, to any individual or entity which does not have the right to vote.
4. Election of Officers – Officers, Appointed Members of the Board of Directors, Professional members, Associate Professional members, and Honorary members shall have the right to vote on the election of Officers of the Corporation.
5. Rights on Dissolution – Upon the dissolution of the Corporation or the termination of its affairs, by three-fourths of the Officers, the assets of the Corporation shall be distributed according to such provision stated in the Articles of in Corporation.

Section 3.4 – Application for Membership

Requirements and terms of acceptance of Applications for membership in the Corporation are to be set forth by the Board of Directors.

Section 3.5 – Dues, Fees, and Assessments

Each member must pay, within the time and on the conditions set by the Board of Directors, the dues, fees, and assessments in amounts to be fixed from time to time by the Board of Directors. Such dues, fees, and assessments shall be equal for all members of each class, but the Board of Directors may, in their discretion, set different dues, fees, and assessments for each class.

Section 3.6 – Members in Good Standing

Individuals and entities whose applications for membership have been accepted by the Board of Directors, and which have paid the required dues, fees, and assessments, in accordance with the provisions of this Article III, and which have not been suspended, shall be members in good

standing of the Corporation.

Section 3.7 – Termination and Suspension of Membership

1. Causes of Termination – A membership in the Corporation, or in any class of membership, shall terminate on the occurrence of any of the following events:
 - a. Resignation of a member, on reasonable notice to the Corporation.
 - b. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board of Directors.
 - c. Failure of a member to pay dues, fees, or assessments as set by the Board of Directors within ten (10) days after the same becomes due and payable.
 - d. Occurrence of any event which renders a member ineligible for membership, or failure to satisfy qualifications for membership.
 - e. Expulsion of the member in accordance with the provisions of Section 3.8 of these Bylaws, based on the good faith determination by the Board of Directors of the Corporation, or a committee or person authorized by the Board of Directors to make such a determination, that such member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation.
 - f. Sexual Harassment will not be tolerated and is grounds for suspension or termination from membership in the corporation.
2. Suspension of Membership – A member may be suspended in accordance with the provisions of Section 3.8 of these Bylaws, based on the good faith determination by the Board of Directors of the Corporation, or a commission or person authorized by the Board of Directors to make such a determination, that such member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation. An individual or entity whose membership is suspended shall not be a member of the Corporation during the period of suspension.

Section 3.8 – Procedure for Expulsion or Suspension

If grounds appear to exist for expulsion or suspension of a member under the provisions of Section 3.7, of these Bylaws, the procedure set forth below shall be followed:

1. Notice – Such notice may be delivered personally or by mail, including electronic message transmissions. If delivered by mail, such notice shall be sent by certified mail to the member's last known address as it appears on the books of the Corporation. If delivered by email, the notice will be sent to the email address listed in the member's profile on the PPSC website.
2. Hearing – The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board

of Directors of the Corporation, or by an Ethics Committee authorized by the Board of Directors to determine whether such expulsion or suspension should take place.

3. Decision – The Board of Directors of the Corporation, or an Ethics Committee shall decide whether or not the member should be expelled, suspended, or sanctioned in any other manner. The decision of the Board of Directors, or of such a committee, shall be final.
4. Action – Any action challenging an expulsion from, or suspension or termination of, membership, including a claim alleging defective notice must be commenced within thirty (30) days after the date of such expulsion, suspension, or termination.

Section 3.9 – Transfer of Memberships

No membership or any right arising from membership, in the Corporation shall be transferred. All membership rights shall cease on the member’s death, suspension, expulsion, or termination.

ARTICLE IV – MEETINGS

Section 4.1 – Place of Meeting

Meetings of the Board of Directors of the Corporation shall be held at any place within or outside the State of South Carolina designated by the Board of Directors, whether, with respect to any such meeting, by written consent of all Board of Directors entitled to vote at the meeting, given before or after the meeting, or by resolution adopted in a previous meeting. Special meetings of the Board of Directors may also be held at any place within the State of South Carolina designated by the Officer of the Corporation giving notice of such special meeting, as provided in Section 4.3, subsection (b), of these Bylaws.

Section 4.2 – Annual Meeting of the Members

An annual meeting of the Members of the Corporation will be held each year, with proper notice provided to each member. The purpose of the annual meeting shall be for the election of Officers of the Corporation and for the transaction of other business as may come before the meeting. If the election of Officers is not held on the day said for annual meeting, or at any adjournment thereof, the Board of Directors will cause the election to be held at a special meeting of the members as soon thereafter as convenient. A quorum as provided in section 4.5 must be present in order to vote. Voting may be done electronically or in-person. The Annual Meeting may be held in a physical setting or virtually via electronic means.

Section 4.3 – Regular Meetings of the Board of Directors

A regular meeting of the Board of Directors of the Corporation shall be held in each quarter of each year, at a time requested by one of the Officers of the Corporation and agreed to by a simple majority of the Board of Directors. The regular meetings may be held in a physical setting or virtually via electronic means.

Section 4.4 – Special Meetings.

1. Members Authorized to Call – A special meeting of the Board of Directors of the Corporation may be called for any lawful purpose at any time by the following:
 - a. A majority of the Officers acting in a meeting called and held pursuant to, or by other mode of action authorized by, these Bylaws.
 - b. The President of the Corporation; or
 - c. Board of Directors having twenty-five percent (25%) or more of all votes which may be cast by Board of Directors.
2. Calling Meetings – A special meeting called, shall be called by electronic request, specifying the active nature of the business proposed to be transacted, and submitted to the President, Vice President, or the Secretary of the Corporation. The Officer of the Corporation receiving the request shall cause notice to be given promptly to the Board of Directors entitled to vote.
3. Proper Business of Special Meeting – No business, other than the business the active nature of which was set forth in the notice of the meeting, may be transacted in a special meeting of the Board of Directors.
4. Executive Committee Session – In circumstances requiring the immediate attention of the Corporation on matters of a sensitive nature or that affect the security of the Corporation, any elected Officer of the Corporation may call a special meeting of only the Executive Committee (elected Officers) to conduct specific business. Upon completion of an Executive Committee Session, the Executive Committee may disclose the results of the meeting to the other members of the Board but are not required to disclose any specific discussions or confidential information. Dates and outcomes of Executive Committee Session should be recorded in the next scheduled meeting of the Board of Directors. Executive Committee Session should only be called in urgent situations.

Section 4.5 – Quorum and Chair

1. Percentage Required – Fifty-one percent (51%) of the voting power of the Board of Directors of the Corporation shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Twenty percent (20%) of the voting power of the Membership of the Corporation shall constitute a quorum for the transaction of business at the Annual Business Meeting. Electronic voting is allowed. Should there be a tie, the Chairman of the Board will be the tie breaking vote.
2. Loss of Quorum – The Board of Directors present at a duly called or held meeting at which a quorum is present may NOT continue to transact business if other Board of Directors have withdrawn in a number so as to leave less than a quorum. The meeting must be adjourned.
3. Chair – All meetings of the Board of Directors or Members of the Corporation, whether regular or special, shall be chaired by the Chairman of the Board, the President, or Vice President of the Corporation.

Section 4.6 – Voting

1. Eligibility to Vote – Members entitled to vote at the annual business meeting of the Corporation shall be the following members described in Section 3.2 Categories of Membership: Officers, Appointed Members of the Board of Directors, Professional Members, Associate Professional Members, Student Members, and Honorary Members. (Memorial Members and Speaker Members shall not be entitled to vote.)
2. Manner of Casting Votes – Voting may be by voice vote, electronic, or paper ballot.
3. Voting by Active members – At the annual business meeting of the Corporation, each eligible, active member described in Section 3.2 shall have one (1) vote.
4. Voting by Members of the Board of Directors – At the annual business meeting of the Corporation, each member of the Board of Directors, as defined in Section 3.2 of these Bylaws, shall have only one (1) vote.
5. Approval by Majority Vote – If a quorum is present, the affirmative vote of the majority of the voting power represented at the annual business meeting and voting electronically and who are entitled to vote and voting on any matter, shall be the act of the Board of Directors, unless the vote of a greater number or voting by classes is required by those the South Carolina Nonprofit Mutual Benefit Corporation Law or by the Articles of Incorporation.

Section 4.7 – Action Without a Meeting

Action by Unanimous Consent – Any action required or permitted to be taken by the Board of Directors of the Corporation may be taken without a meeting, if all Board of Directors consent in writing or by electronic means to the action. Such consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. This action shall have the same force and effect as the unanimous vote of the members.

Section 4.8 – Participation by Electronic Means

Any Director may participate in, and be regarded as present at any meeting of the Board of Directors using electronic means by which all persons participating in the meeting can hear each other at the same time.

ARTICLE V – OFFICERS AND BOARD OF DIRECTORS

Section 5.1 – Officers of the Corporation

The Officers of the Corporation shall be the Chairman of the Board, President, Vice President, Secretary, and Treasurer. This is the Executive Committee.

Section 5.2 – Responsibilities

- 1) President (CEO) –
 - a) The President shall supervise, direct, and control the activities, affairs, and other Officers of the Corporation.
 - b) The President shall sign all contracts on the Corporation’s behalf.
 - c) The President shall be both an Executive Committee member and a Board of Directors member of all committees of the Corporation, save and except the audit committee.
 - d) The President of the Association shall be a member in good standing of the Professional Photographers of America, Inc. In the event the elected President is not a current member of the PPA, then he or she shall be given ninety (90) days from the time of election to show proof of PPA membership. PPA dues MAY be reimbursed by the Professional Photographers of South Carolina.
- 2) Vice President –
 - a) In the absence of the President, or during any period in which the President is unable to serve, the Vice President shall perform all the duties of the President, and shall have all powers of, and be subject to all restrictions on, the President.
 - b) The Vice President shall either be the chair of the Convention Committee or be responsible for finding a suitable delegate to chair the Convention Committee and shall oversee the planning and execution of the Annual Convention or Event. The Board of Directors must approve any Convention Committee chairperson delegated by the Vice President.
 - c) The Vice President shall have such powers, and perform such other duties, as the Board of Directors may prescribe.
 - d) The outgoing Vice President will automatically be nominated for the position of President for the upcoming term. If an outgoing Vice President is unable/unwilling to fill the position of President, then at their discretion, the Board of Directors may, put forth any current member in good standing as candidate to the membership for vote.
- 3) Secretary –
 - a) Book of Minutes – The Secretary shall keep, or cause to be kept, at the place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of the Board of Directors of the Corporation, as well as of all committees of the Corporation. The minutes of meetings shall include the time and place of holding, whether the meeting was regular or special, and, if special, how authorized, the notice given, the names of those present, and the number of Board of Directors present.
 - b) Filed Documents – The Secretary shall keep, or cause to be kept, at the President’s place of business or a location approved by the Board of Directors in the State of South Carolina, a copy of the Articles of Incorporation and these Bylaws, as amended to date.
 - c) Membership Records – The Secretary shall keep, or cause to be kept, at the President’s place of business or such other place as the Board of Directors may direct, a record of the Corporation’s members, showing each member’s name, address, and class of membership.
 - d) Notices, Seal, and Other Duties – The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and of committees of the Corporation, required by these Bylaws to be given. The Secretary shall countersign all contracts approved by the

President, and shall have such other powers, and perform such other duties, as the Board of Directors may direct.

- e) Electronic records shall be permitted in lieu of physical records described in Section 5.2.3 if the electronic storage provider can provide a full and complete audit of any and all edits at the request of an Officer or at the request of an Ethics Committee.
- 4) Treasurer –
- a) The Treasurer shall have served on the Finance Committee for at least ninety (90) days prior to being nominated for Treasurer. In the event that no willing, active member meets this requirement, the Board of Directors, at its discretion, shall appoint at least one member in good standing to the Finance Committee to serve for ninety (90) days after which time the Board of Directors will present a special election to the Members.
 - b) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and transactions of the Corporation, and of the committees of the Corporation.
 - c) The Treasurer shall give, or cause to be given to the Board of Directors of the Corporation, such financial statements and reports as are required by law, these Bylaws, or by the Board of Directors.
 - d) The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board of Directors may designate and shall disburse the Corporation's funds as the Board of Directors may order, and shall render to the President, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation.
 - e) The Treasurer shall sign, or cause to have signed, all checks drawn on the Corporation's accounts. The Treasurer shall have such other powers, and perform such other duties, as the Board of Directors may direct. The Treasurer shall chair the Finance Committee.
- 5) Chairman of the Board – This position is to commence upon the conclusion of their duties as President of the Board of Directors and would run for a term equal to other elected Officer positions. This position of Chairman of the Board will have full Board of Directors voting rights and duties.
- a) The outgoing President of the Board of Directors will automatically be nominated for the position of Chairman of the Board. If the outgoing President does not receive a majority of the actual votes cast, then the outgoing President will be considered NOT ELECTED. If an outgoing President is not elected OR is unable/unwilling to be nominated for the position of Chairman of the Board, then the position of Chairman of the Board will:
 - i) Remain vacant for that fiscal year or.
 - ii) Until such time that the outgoing President is elected or.
 - iii) At their discretion, the Board of Directors may, if they wish, put forth any past PPSC President(s), including the outgoing Chairman of the Board, as candidate to the membership for vote.
 - b) Duties will include, but not be limited to:
 - i) Supporting the Board of Directors
 - ii) Maintaining merit records, issuing merits earned by members under the State Merit Program, and awarding the appropriate Fellowships to recipient members.
 - iii) Assist the President with the Professional Photographers of America, Inc.

responsibilities.

- 6) Membership Chairperson
 - a) The Executive Committee shall appoint one active member to serve as Membership Chairperson
 - b) Duties will include, but not be limited to:
 - i) Supporting the Board of Directors
 - ii) Maintaining the membership application process on the website
 - iii) Presenting new/renewing members to the Board of Directors for approval
 - iv) Chairing the Membership Committee
 - v) Onboarding new members
- 7) District Chairpersons
 - a) For each of the State Districts, the Executive Committee shall appoint at least one active member to serve as a District Chairperson for the corresponding State District.
 - i) If only one person is appointed to a State District as District Chairperson, that corresponding Board Member shall equal one (1) vote per business matter during Board of Directors meetings.
 - ii) At the Executive Committee's discretion, it may appoint more than one person per State District to share the responsibilities of that State District. In the event that multiple people are assigned to single State District as District Chairpersons, each corresponding Board Member shall equal one-half (1/2) vote per business matter during Board of Directors meetings.
 - iii) If no active member is willing to serve as District Chairperson for a particular State District, that Board of Director's position shall remain vacant until such a time as an appointment can be made.
 - iv) In the event that an appointed District Chairperson is unable or unwilling to serve after appointment, the Board of Directors, at its discretion, may remove the member from the Board of Directors and seek another member to appoint.
 - b) Duties will include, but not be limited to:
 - i) Supporting the Board of Directors
 - ii) Serving on the Membership Committee
 - iii) Planning/Organizing State District special events

Section 5.3 – Terms of Office

1. President and Vice President – The President, and Vice President, shall serve each for a term of one (1) year, concurrently with the fiscal year of the Corporation, with one (1) year options each year thereafter at the discretion of the Board of Directors or until a successor is elected.
2. Secretary and Treasurer – The Secretary (CAO) and Treasurer (CFO) shall serve each for a term of one (1) year, concurrently with the Corporation's fiscal years, with one (1) year options thereafter at the discretion of the Board of Directors or until a successor is elected.

Section 5.4 – Qualifications for Nomination

No individual shall be nominated to any of the offices specified in Section 5.1 of the Article V, unless he or she has been an active member in good standing of the Corporation for a period of at least one (1) year unless no other qualified member is nominated. All eligible nominees must agree to uphold the values and mission of the Corporation and complete all of the duties of the elected office for the specified term. Suitable nominees are active in their districts and have exhibited a strong desire to successfully carry out the Purposes of the Corporation as indicated in section 2.1. Nominees must not have any ethics violations for a period of no less than five (5) years. All nominations must be made thirty (30) days prior to a scheduled election in order to verify eligibility. The nominee must have agreed to the nomination prior to the election and must meet all requirements for the office to which they are being nominated.

Section 5.5 – Qualifications for Office

No individual shall hold any of the offices specified in Section 5.1 of this Article V, unless he or she be and remain an active member of the Corporation during his or her term of office. Should any of the Officers of the Corporation cease to be an active member of the Corporation during his or her term of office for 30 days or more after notification of lapsed membership, such Officer shall be deemed automatically to have resigned the office held by him or her, effective immediately, and such office shall be deemed vacant.

If any Officer of the Corporation ceases to be an active member due to extenuating circumstances, the Board of Directors, at its discretion, may vote to retain the Officer.

Section 5.6 – Executive Director

At the discretion of the Board of Directors, an individual or business may be contracted by the Corporation to assist in carrying out the duties of the offices of the Board of Directors. If deemed appropriate, such individual or group may receive a title consistent with “Executive Director”. Compensation and scope of job may be handled on a case-by-case basis. While often integral to the operations of The Corporation, individuals filling this role are not considered members of the Corporation and do not have a vote.

Section 5.7 – Vacancies

1. President and Vice President – In the event the President of the Corporation dies or resigns from office, or the office otherwise becomes vacant, the Vice President of the Corporation shall become President. The empty position will either remain vacant until the next election term, or The Board of Directors will hold a special election to fill the vacant position.
2. Secretary and Treasurer – In the event either the Secretary or the Treasurer of the Corporation dies or resigns from office, or either office otherwise becomes vacant, the President shall appoint an acting Secretary or an acting Treasurer, as the case may be, to serve until the next regular election term.
3. In the event that an Officer of the Corporation requests a temporary leave of absence that

is approved by the Board of Directors, the Chairman of the Board shall serve in that position for the term of the leave of absence. In the event there is no Chairman of the Board, the Board of Directors will appoint a temporary replacement.

4. In the event that the Chairman of the Board dies or resigns from office or the office otherwise becomes vacant, the Board of Directors will allow the office to remain vacant until the next election or hold a special election from previously elected Presidents of the Corporation.

Section 5.8 – Appointed Directors and Tenure

The President shall appoint District Chairpersons and a Membership Director to serve for a term that aligns with the current presidential term or until the duties of the position have been fulfilled or each such Director’s successor shall have been duly appointed. Appointed Directors can serve for consecutive terms.

Section 5.9 – Compensation

1. Duration – Officers of the Corporation may receive reasonable compensation for service on the Board of Directors for the duration of their term and with two-thirds approval of the Board of Directors.
2. Reasonable Compensation – Reasonable compensation is defined as sufficient monies to sustain leadership and management practices without causing undue hardship or insolvency of the Corporation. The Board of Directors may, in its discretion, authorize payments of greater amounts or different forms to a particular Officer than is paid to another Officer.
3. Disbursement – Officers of the Corporation will receive salaries at a frequency set by the Board of Directors.

ARTICLE VI – RECORDS, REPORT, AND BYLAWS

Section 6.1 – Maintenance of Corporate Records

The Corporation shall keep as permanent written records a copy of the minutes of all meetings of its Members and Board of Directors, a record of all actions taken by the Members or Directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The Corporation shall maintain appropriate accounting records. The Corporation or its agent shall maintain a record of the name and address, in alphabetical order, of each Member. The Corporation shall keep a copy of the following records at its electronic records location(s) or on its website:

1. Its Articles or restated Articles of Incorporation and all amendments thereto currently in effect;
2. Its Bylaws or restated Bylaws and all amendments thereto currently in effect.

3. Resolutions adopted by its Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of the Members or any class or category of Members.
4. The minutes of all meetings of Members and records of all actions approved by the Members for the past three (3) years.
5. All written communications to Members generally within the past three (3) years, including financial statements furnished for the past three (3) years; and
6. A list of the names and business or home address of its current Directors and Officers; and
7. The Corporation's most recent report of each type to be filed by the Corporation with the SC Secretary of State.

Section 6.2 – Members' Inspection Rights

Membership Records – The members shall only have such rights to inspect the records of this Corporation to the extent, and according to the procedures and limitations, prescribed in the Act.

Section 6.3 – Maintenance and Inspection of Articles and Bylaws

The Corporation shall keep the original or a copy of its Articles of Incorporation and its Bylaws, as amended to date at the electronic records location specified by the Board of Directors. Members can inspect these governing documents on the Corporation's official website, www.ppfsc.com.

Section 6.4 – Fiscal Year

The fiscal year of the Corporation shall commence on January 1st.

Section 6.5 – Amendments to Bylaws

These Bylaws may be amended or repealed, or new bylaws may be adopted by approval of the Board of Directors of the Corporation if three fourths (3/4) of the voting power of the entire Board of Directors to approve of such amendment or repeal of these Bylaws, or such adoption of new bylaws. The Secretary may without previous notice of amendments of these Bylaws when the changes are to correct minor errors and omissions that do not change any principle established in the bylaws.

ARTICLE VII – PARLIAMENTARY AUTHORITY

Section 7.1 – Parliamentary Authority

In all questions of Parliamentary authority not covered by these bylaws, the latest edition of

Robert's Rule revised of Parliamentary Procedure shall prevail.

ARTICLE VIII – Code of Ethics

The corporate Charter of the Professional Photographers of South Carolina, Inc. states as its general purpose:

The promotion of one of the fine arts and the support and encouragement of the art of photography, namely, and to advance photography in all of its branches, both as an art and as a profession; to create, foster, promote, and maintain cordial relations and cooperation and interchange of thought and opinion freely among its members; to oppose violation and infringements of the rights of professional photographers of their organizations; to foster the practical benefits to be derived from personal acquaintance and the discussion of subjects having to do with the art or profession of photography; to cooperate with other organizations which may be striving to accomplish similar purposes.

I understand and accept the purpose of this association and agree to abide by and support the conditions set forth within this association's corporate purpose and mission statement.

I will cooperate whenever possible with other members of this association and assist whenever possible should they be in trouble or difficulty.

I will share knowledge with the other members and try myself as well as encourage other members individually and collectively to achieve and maintain the highest standards of quality.

I will, at all times, avoid the use of unfair competitive practices as determined by any court of competent jurisdiction, the Federal antitrust laws and related statutes.

I recognize the authority of this association in all matters relating to the interpretation of this code in accordance with the statutes of the United States and the State of South Carolina and the decisions of courts and governmental agencies of competent jurisdiction.

ARTICLE IX – INDEMNIFICATION

Section 9.1 – Scope

The Corporation shall indemnify, defend and hold harmless the Corporation's Officers and Directors to the fullest extent permitted by, and in accordance with the Act. Such right of indemnification shall not be exclusive of any other right which such Directors, Officers, or representatives may have or hereafter acquire and without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw,

agreement, vote of Members, insurance, provision of law, or otherwise.

Section 9.2 – Indemnification Plan

The Board of Directors may from time to time adopt an Indemnification Plan implementing the rights granted in Section 9.1. This Indemnification Plan shall set forth in detail the mechanics of how the indemnification rights granted in 9.1 shall be exercised.

Section 9.3 – Insurance

The Board of Directors may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a Director.

ARTICLE X – MISCELLANEOUS

10.1 – Severability

If any provision of these Bylaws or the application thereof to any person or circumstances shall be held invalid or unenforceable to any extent by a court of competent jurisdiction, such provision shall be complied with or enforced to the greatest extent permitted by law as determined by such court, and the remainder of these Bylaws and the application of such provision to other persons or circumstances shall not be affected thereby and shall continue to be complied with and enforced to the greatest extent permitted by law.

10.2 – Conflict Between Bylaws, Articles and the Act

The Articles and the Act (as either may be amended from time to time) are incorporated herein by reference. Any conflict between the terms of these Bylaws, the Articles, or the Act shall be resolved in the following order: (1) the Act; (2) the Articles; and (3) these Bylaws.

The foregoing are certified to be the true and complete Bylaws of the Corporation adopted by the Board of Directors as of February 13th, 2024.

Secretary: *Lois Madeline*