



## CONSTITUTION AND BY-LAWS

### ARTICLE ONE - NAME and PURPOSE

The name of this organization shall be the University Photographers' Association of America, which may be identified by its initials of UPAA. It shall be the purpose of the UPAA to:

1. Further and develop the potential of the Photographic Arts for improving Instruction and Communication.
2. Foster and further Photographic Techniques as a result of interchange of thoughts and opinions among its members.
3. Cooperate with other organizations which may be striving to accomplish similar purposes.
4. Acquaint Educational Institutions of this Association in an effort to establish confidence in, and to provide good will and support for member institutions and association members.

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### ARTICLE TWO – MEMBERSHIP

#### SECTION ONE – ELIGIBILITY

Membership shall be open to all persons without regard to race, color, sex, religion, national origin, handicap or age.

**1. FULL MEMBERSHIP** shall be open to University Photographers and other employees of an institution of higher learning whose core responsibilities include photography, subject to membership approval as stated in Article Two Section Two. This membership shall be subject to full dues and accorded all voting rights and privileges as provided for in the UPAA Constitution and By-Laws.

**2. ASSOCIATE MEMBERSHIP** shall be open to anyone who is a 'friend of the profession', and who is not eligible for any other membership categories. These members are subject to lower dues than Full membership and are accorded all privileges as provided for in the UPAA Constitution and By-Laws, except the right to vote in UPAA governance issues and holding elected office. Participation in image competitions is subject to restrictions established for those contests by the Board of Directors. At the discretion of the Board of Directors, petitions by Associate classified members may be reviewed, and status changed to Full membership in limited circumstances.

**3. LIFE MEMBERSHIP** shall be awarded at the discretion of the Board of Directors. Life members shall be accorded all rights and privileges of full membership, except competing in image competitions is subject to restrictions established by the Board of Directors. Life members are not required to pay dues.

**4. CHARTER MEMBERSHIP** shall consist of the original nine founders of the Association.

**5. STUDENT MEMBERSHIP** shall be open to any student at an institution of higher learning who participates as a photographer for their campus newspaper, yearbook or public

relations office and/or aspire to be University Photographers, subject to membership approval as stated in Article Two. Student members are subject to dues lower than Full membership and are accorded all privileges of UPAA membership except eligibility for image competitions and voting or holding elected office.

### **SECTION TWO - MEMBERSHIP APPROVAL**

An individual, upon acceptance by the membership chair shall be certified for membership, subject to review by the Board of Directors, by meeting the eligibility requirements and upon payment of the annual dues.

### **SECTION THREE - VOTING**

Each Full member and Life member in attendance at the annual business Meeting shall be entitled to one vote.

### **SECTION FOUR – DUES**

1. Annual dues shall become due January 1st, of each year. Members failing to pay by January 31st, of the same year, will be considered delinquent and dropped from the membership rolls.
2. Members dropped for non-payment of dues will be reinstated by paying dues at or by that year's annual Symposium. Those seeking reinstatement after one or more years will be reinstated by meeting the eligibility requirements and paying the current dues.

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## **ARTICLE THREE - BOARD OF DIRECTORS**

### **SECTION ONE - ELECTED POSITIONS**

The UPAA shall be governed by an eight (8) member Board of Directors whose terms shall last for four years. Two members of this board will be selected each year. Elections shall be by written ballot by a majority vote of the members present at the annual business meeting, with each member in good standing entitled to one vote.

### **SECTION TWO - OFFICERS OF THE BOARD**

This Board shall annually elect the following officers from their own members: President, Vice-President, Secretary, Treasurer or the combined position of Secretary/Treasurer as circumstances dictate.

### **SECTION THREE - DUTIES OF THE PRESIDENT**

It shall be the duty of the President to:

1. Recommend and approve the agenda and preside at all meetings.
2. Call special meetings as deemed necessary, or when requested to do so upon written request of at least one half of the membership.
3. Appoint all Chairpersons and such committees as deemed advisable.

### **SECTION FOUR - DUTIES OF THE VICE-PRESIDENT**

It shall be the duty of the Vice-President to:

1. In the absences of the President, the Vice-President shall assume all the duties of the President.
2. Shall be Ex-Officio member of all committees.

## **SECTION FIVE - DUTIES OF THE SECRETARY**

It shall be the duty of the Secretary to:

1. Record all proceedings of the business meetings of the Association.
2. Conduct correspondence of the Association as directed by the Board.

## **SECTION SIX - DUTIES OF THE TREASURER**

It shall be the duty of the Treasurer to:

1. Be responsible for receipt and disbursement of all moneys of the Association.
2. Report the condition of the Treasury at each meeting of the Association.
3. Make available to the Board of Directors the financial records for an annual audit.

## **SECTION SEVEN - REMOVAL OF A BOARD MEMBER and FILLING OF A VACANCY**

The Board of Directors may remove a member of the Board from office by a two thirds (2/3) majority vote of the full Board. Reasons for removal may be for, but not limited to:

1. Failure to perform the duties and responsibilities of Board Membership.
2. No longer eligible for full membership in the UPAA.
3. Filling of the board vacancy for the remainder of the term shall be done by the appointment of the President with the majority approval of the UPAA board.

## **SECTION EIGHT - ANNUAL SYMPOSIUM**

1. The Annual Symposium and business meeting shall be held at the time and place decided by the Board of Directors.
2. The Symposium Host will coordinate the annual technical program.

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## **ARTICLE FOUR – AWARDS**

### **SECTION ONE - FELLOWSHIP**

The Board of Directors may from time to time elect any member of the Association who, in the opinion of the Board of Directors, has shown distinguished ability, service to the Association, and contributions to the advancement of Photography, as a Fellow of the Association. Fellows shall have the right to place the letters FUPAA after their names for so long as they remain members.

### **SECTION TWO - DISTINGUISHED SERVICE AWARD**

The Board of Directors may from time to time select any member of the Association who, in the opinion of the Board of Directors has rendered exceptional service to the Association to receive a Distinguished Service Award.

### **SECTION THREE - HONOR AWARD**

During the annual photographic exhibit, UPAA Honor Awards will be presented for individual photographs judged as outstanding.

### **SECTION FOUR - UNIVERSITY PHOTOGRAPHER OF THE YEAR AWARD**

A University Photographer of the Year Award may be presented to a UPAA member by the Association.

### **SECTION FIVE - ROLLIN H. BARRETT AWARD**

May be presented as deemed appropriate by the Board of Directors.

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## **ARTICLE FIVE - AMENDMENTS AND BY-LAWS**

### **SECTION ONE - AMENDMENTS**

Amendments to or changes in the Constitution or By-Laws of this Association shall be made by a two thirds (2/3) vote of the membership present at the annual business meeting, or any other meeting specifically called for by the President. Said meeting and vote can be transacted electronically, subject to authorized third party vote tally.

### **SECTION TWO – MATTERS OF CORPORATE GOVERNANCE**

Matters of the corporation and matters not specifically addressed in the UPAA Constitution will be addressed by the board directors in order to comply with state and federal requirements.

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## **BY-LAWS**

### **SECTION ONE - FISCAL YEAR:**

The UPAA shall run on a fiscal year of January 1 through December 31, for the purpose of accounting, dues and terms of office.

### **SECTION TWO - DUES AMOUNT:**

Dues shall be determined by the Board of Directors, subject to approval of any change in dues by a two-thirds (2/3) vote of the members present at the annual business meeting. Special assessments may be levied as needed, by a two thirds (2/3) vote of the members present at the annual business meeting.

### **SECTION THREE - QUORUM:**

A majority of the members at any scheduled meeting shall constitute a quorum authorized to transact the business of the Association.

### **SECTION FOUR - ROBERT'S RULES:**

Robert's Rules of Order shall be the Parliamentary Authority for all matters of procedure during business meetings when not specifically covered by the Constitution and By-Laws.

**Last revised: July 23, 2009.**