

Antique & Amusement Photographers International, Inc.
Bylaws
Proposed for Revision at Annual Membership Meeting January 30, 2020

I. Name of Association

1. The name of the Association is Antique and Amusement Photographers International.

Commented [SC1]: "The" was removed

II. Purposes of the Association

The purposes of the Association are:

1. To promote and support the progress and development of antique and amusement photography.
2. To conduct studies and programs to further the welfare of the industry and the public it serves.
3. To sponsor conventions, educational meetings and various seminars to disseminate information to the members of the Association.
4. To be the communication link, for mutual benefit, between the Regular Members and Suppliers and other persons who have a common interest with the Association.
5. To undertake such programs and activities as may, at the direction of the Board of Directors, be necessary and proper.
6. To recommend a range of standards for the betterment of the industry.

Commented [SC2]: No changes

III. Government

1. The government of the Association shall be led by the following officers:
 - a) President: to be elected from the previous year's Board by the membership for a term of one (1) year, not to exceed three (3) terms. The President shall act as Chairman of the Board and shall discharge all duties as are appropriate.
 - b) Vice-President: to be elected by the membership from the previous year's Board for a term of one (1) year, not to exceed three (3) terms. The Vice-President shall assume the duties of the President in his/her absence.
 - c) Secretary: to be elected by the membership for a term of one (1) year, not to exceed three (3) terms. The Secretary shall be responsible for the compilation and reporting to the membership of all minutes and Association business. The Secretary may call upon Association Staff to assist in these duties.
 - d) Treasurer: to be elected by the membership for a term of one (1) year, not to exceed three (3) terms. The Treasurer shall be responsible for the compilation and reporting to the membership financial information and shall serve as the Chairman of the Financial Committee. The Treasurer may call upon Association Staff to assist in these duties.

Commented [SC3]: This paragraph has numerous changes. It is broken down into multiple sub-paragraphs for clarity and ease. Removal of all references to how the board was originally structured in the first few years. It is no longer required in the By-Laws but be retained for AAPI history.

2. The Association shall elect a Board of Directors, which shall consist of at minimum seven (7) total members, including officers (President, Vice-President, Secretary, and Treasurer), and, at most, fifteen (15) members, including the aforementioned officers.

Commented [SC4]: Removed G (regarding an Assistant Treasurer) and moved E to #2 and F to #3

- a) These directors are to be elected by the membership at large.
 - b) At any given time, no more than one (1) director may serve from the same member company or corporation.
 - c) At any given time, directors from the manufacturing and sales membership classification (Vendor Membership) shall comprise of no more than fifty percent (50%) of the Board of Directors, including the four officer positions.
 - d) Notwithstanding the provisions set forth above, at the time of the election of officers and/or directors, the number of elected Board of Director positions, including officers, should equal one (1) board member per every ten (10) member companies in good standing (e.g. if there are ninety (90) total members in good standing, there should be nine (9) board members – four (4) officers and five (5) directors).
 - e) Should Articles III.2.c and III.2.d come into conflict, the rule of 7 to 15 total board members outlined in Article III.2 shall take precedent.
 - f) The President receives voice in matters before the Board but receives no vote except in the event of a tie. In the case of a tie, the President receives the tiebreaking vote.
 - g) Each elected officer and elected board member shall be nominated and elected by the membership as a whole and that person shall represent the membership as a whole.
 - h) Each board member not serving as an officer shall be elected for a term of two (2) years.
 - i) Individual board members may be removed from the Board of Directors prior to completion of their terms by a two-thirds (2/3) vote of the general membership.
3. Executive Director/Management: The Board of Directors shall be empowered to employ or to engage by contract, management personnel and further shall be empowered to appoint an Executive Director to serve as chief staff officer of the Association, as governed by these bylaws and by the policies and procedures adopted by the Board of Directors. Such an Executive Director shall serve the Board of Directors as an advisor, shall receive voice but no vote in proceedings, and serves at the pleasure of the Board of Directors.
 4. Each board member shall have one (1) vote on business coming before the Board and must be present in person, by telephone, or by electronic transmission to exercise that vote.
 5. The Board of Directors shall have charge over the management of the Association and shall be vested with full power and authority to adopt and to put into effect such laws, resolutions, policies and procedures, and decisions of the Association as may be necessary and which are not in conflict with these Bylaws.
 6. Any vacancy on the Board which occurs during a regular term shall be filled by Presidential appointment to the remainder of the term. Such appointment to a partial term shall not affect the eligibility of the appointee to serve subsequent terms as an officer or as a director.
 7. The Board shall be indemnified from liability arising from official acts.

Commented [SC5]: Gave more clarity to Board duties and responsibilities. Removed the contingencies for adding additional board members if it has even number. To ensure good order, the Committee recommended that the President be allowed to cast the tie-breaking vote.

Commented [SC6]: Expanded the description of the Executive Director and giving clear definition that the ED has no vote on the board.

8. A quorum of the Board shall consist of a majority of the directors (board members). In case there be less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.
9. Meetings of the Board of Directors shall be conducted under the following stipulations:
 - a) The Board of Directors shall hold a Regular Meeting to be called by the President and to be held at the place of the Annual Membership Meeting, preceding such Annual Membership Meeting by not more than seven days' time.
 - b) The Board shall meet in Special Meetings upon the call of the President at such times and places as he or she may designate. The Board also shall be called to meet in Special Meeting upon demand of a majority of its members.
 - c) Notice of all Regular and Special Meetings shall be sent by mail or by other mode of transmittal, including electronic transmission, to each board member at his or her last recorded address (physical and/or electronic). Such Notice shall be sent at least twenty (20) days in advance of each such meeting.
 - d) The President or any three board members may call an Emergency Meeting to conduct emergency business when time is of the essence. Such Emergency Meetings may be called without Notice as required for all other meetings of the Board, provided a good faith effort has been made to inform all Officers and board members as to the time and place such Emergency Meeting shall be held. Further, the first order of business of an Emergency Meeting shall be ratification by a majority of the Board that an Emergency situation exists. Without such ratification, the Emergency Meeting shall not proceed. The Agenda of an Emergency Meeting shall be limited to that item or those items directly related to the Emergency situation as declared and ratified by a majority of the Board.
10. An Officer or board member position shall be deemed vacated whenever the person holding such positions shall be absent from two (2) consecutive meetings of the Board. An absence may be designated as an excused absence by a majority vote of the Board of Directors. An excused absence shall not be counted as an absence for the purpose of vacating the position after two consecutive absences. After an Officer or a board member shall have been absent for three (3) consecutive meetings of the Board, despite any previous action by the Board to excuse an absence or absences, it is mandatory that the absent individual's position be vacated.

IV. Membership & Duties

1. The Membership is open to any person or company with mutual interest in the Association and its purposes. The following classes of membership are established, with one (1) voting membership per company:
 - a) Regular Members, including photographers, operators of photography studios or those with an interest in the business of antique and amusement photography.
 - b) Vendor Members, including manufacturers and suppliers to the antique and amusement photography industry.

2. The Board will have the authority to define and interpret eligibility for membership.
3. The Board will have the authority to set dues and fees to provide for the sound fiscal management of the Association.
4. All persons or corporations desiring membership in the Association shall make application and submit dues and any applicable fees for membership to the Membership Committee. Membership is subject to approval of the Membership Committee.
5. The Membership Committee shall supply the Board of Directors with a list of members in good standing prior to all official meetings, for the purposes of determining quorum, representation, and/or election/nomination eligibility.

Commented [SC7]: Added Membership Committee

V. Membership Meetings

1. There shall be an Annual Membership Meeting open to all members in good standing of the Association. Notice of the time, place and agenda of such Annual Membership Meeting shall be provided by mail or by electronic means to each member in good standing not less than twenty (20) days prior to the meeting.
2. Special Membership Meetings shall be held upon the call of the Board of Directors or by petition of not less than two-thirds (2/3) of the membership. Notice of the time, place and agenda of any Special Membership Meeting shall be provided by mail or by electronic means to each member in good standing not less than twenty (20) days prior to the Meeting.
3. A quorum of the Membership shall consist of fifteen (15) percent of the members in good standing, present at a Meeting in person or by written proxy signed by the duly authorized representative of the member. In case there are less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.
4. Each Member in good standing of the Association shall be qualified to cast one (1) vote on any matter that shall come before a legal meeting of the membership as outlined above.
5. Votes shall be cast in person by a qualified representative of the member or by written proxy signed by a qualified representative of the member.
6. A simple majority of votes shall carry any question, provided such decision is not in conflict with the adopted bylaws of the Association.
7. Proposed amendment of bylaws shall require submissions and notice as set out in Section VII below.
8. In case of a tie vote in the election of the officers or board members, there shall be an immediate recount of the votes. In the event the recount fails to resolve the tie, election shall be determined by lot during the Membership Meeting.

Commented [SC8]: Just cleaned up and added clarity.

VI. Committees

1. There shall be five (5) standing Committees appointed by the Board of Directors from the membership-at-large:
 - a) Membership Committee
 - b) Communication Committee

c) Convention Committee

d) Financial Committee

e) Nominating Committee

2. All other Committees will be formed and dissolved by resolution of the Board and appointed by the President with the advice and consent of the Board.

Commented [SC9]: No Changes

VII. Bylaws

1. Bylaws may be amended or changed through one of two separate methods described within.

a) The first method is by Resolution adopted at the Annual Membership Meeting. Any Association member in good standing may propose the amendment or change. This requires a second and follows standard rules for debate and vote.

b) A proposal for amendment or change to the bylaws may also be submitted to the membership by a special vote of the majority of the Board of Directors. All amendments and changes proposed by the Board must be presented in writing to the membership at least twenty (20) days prior to the Annual Membership Meeting. Proposed amendments may be debated and amended during the Annual Membership Meeting and then voted upon without the required twenty-day (20-day) Notice to the Members, so long as the intent of the adopted amendment or amendments does not change the spirit and substance of the original amendment(s) presented to the membership.

2. Any change to the bylaws, regardless of path for introduction, requires ratification by a two-thirds (2/3) majority vote of the membership present at the Annual Membership Meeting.

Commented [SC10]: Added clarity to making changes to the By-Laws

VIII. Fiscal Year

1. The Fiscal Year of the Association shall be January 1 through December 31.

2. The Association shall be not for profit.

Commented [SC11]: No Changes

IX. Rules of Order

1. Robert's Rules of Order, Newly Revised (11th or subsequent edition), shall be the authority on all questions of parliamentary procedure arising at all meetings and not otherwise provided for in the Bylaws.

2. All meetings of the Board of Directors shall be open to the membership-at-large.

Commented [SC12]: Updated the latest version of Robert's Rules of Order.