

**BY-LAWS OF THE
NATIONAL PROFESSIONAL
VIDEOGRAPHERS ASSOCIATION
(Revised April, 2007)**

Article 1. Name and Objectives of the Association

1. The organization shall be known as "National Professional Videographers Association" which shall hereinafter be referred to as the "Association".
2. The objectives of the Association are as follows:
 - a. To assure a high quality of professional practice through the establishment and maintenance of videography and business standards and professional ethics;
 - b. To promote research and education in videography and related areas and to help develop new technologies for the profession;
 - c. To disseminate knowledge by providing for the free exchange of information among association members and members of allied specialties and profession; and
 - d. To promote the benefits of professional videography to potential customers and their intermediaries.

Article II. Classes of Membership, Qualifications and Privileges

1. The members of the Association shall consist of persons and companies interested in the objectives of the Association.
2. The Association shall have seven classes of membership. The designation of such classes and the qualifications and privileges of the members of such classes are as follows:
 - a. **Individual Member** – An individual who meets and continues to meet all requirements for this membership as formally established by the Board from time to time. This class of membership shall have voice and vote at all Association membership meetings, and shall have any additional privileges formally established by the Board from time to time.
 - b. **Corporate Member** – A business or other organizational entity that meets and continues to meet all requirements for this membership as formally established by the Board from time to time. This class of membership allows the designation of one individual who shall have voice and vote at all Association membership meetings. Said individual shall be designated at the time of the membership application, and shall thereafter act, on

behalf of said business or other organizational entity, as a voting member. Additional individuals who are employed by the same entity may be designated as non-voting members; such non-voting members shall have voice but not vote at all Association membership meetings. This class of membership, and the individuals designated as voting and non-voting members, shall have any additional privileges formally established by the Board from time to time.

- c. **Provisional Member** – An individual or business in the first year of membership in the Association, who has not yet been approved by the Board of Directors as an Individual or Corporate Member. This class of membership shall have voice but not a vote in membership meetings and elections of the Association, and shall have any additional privileges formally established by the Board from time to time.
 - d. **Sponsoring Member** – An individual or company who meets and continues to meet all requirements for this membership class as formally established by the Board from time to time. This class of membership shall have voice but not vote at all Association membership meetings, and shall have any additional privileges formally established by the Board from time to time.
 - e. **Student Member** – An individual who meets and continues to meet all requirements for this membership class as formally established by the Board from time to time. This class of membership shall have voice but not vote at all Association membership meetings, and shall have any additional privileges formally established by the Board from time to time.
 - f. **Senior Member** – An individual who meets and continues to meet all requirements for this membership class as formally established by the Board from time to time. This class of membership shall have both a voice and a vote at all Association membership meetings, and shall have any additional privileges formally established by the Board from time to time.
 - g. **Life Member** – An individual recognized by unanimous vote of the Board of Directors for extraordinary service and contribution to the Association over a sustained period of time. This class of membership shall have both a voice and a vote at all Association membership meetings, and shall have any additional privileges formally established by the Board from time to time.
3. Membership shall not be transferable to another person or company.

Article III. Officers & Boards of Directors

1. The Board of Directors is the sole governing body of the Association.
2. The officers of the Association shall be President, Vice President, Secretary, and Treasurer.
3. The Board of Directors shall consist of nine voting members:
 - a. The four Officers of the Association: President, Vice President, Secretary, and Treasurer;
 - b. The immediate past President of the Association, who shall serve as Presidential Advisor and Membership Director; and
 - c. Four additional elected positions: Program Director, Marketing Director, Newsletter Editor, Technical Advisor, and Competition Coordinator
4. All officers and board members shall be elected or appointed to one-year terms corresponding to the calendar year.
5. To be eligible for election as a board member, a candidate must have been an Individual or Corporate member in good standing of the Association for 12 consecutive months prior to the election. No board member may run for re-election to the same position after having served more than 5 consecutive terms in that position, except that the Technical Advisor may serve more than five consecutive terms, and no President may serve more than 2 consecutive terms as President.
6. Election of officers and board members will take place by electronic ballot over at least a 7-day period prior to the November membership meeting, and the results announced at the November meeting.
7. The board may, from time to time, invite Association members who have significant operating roles (such as, for example, Webmaster) to attend Board meetings regularly as non-voting members.
8. The President shall fill any vacancy in the board of directors by appointment, ratified by majority vote of the remaining Board of Directors.
9. If the president becomes unable or unwilling to perform the duties of his/her office, the Vice President shall succeed to the office of President and continue to serve as President until the subsequent year.

Article IV. Amendments

1. Every proposal to alter or amend the By-Laws must be submitted in writing to the Board of Directors.
2. Only upon approval by the Board of Directors, the proposed amendments may be presented to the general membership for a vote.
3. Articles of the Constitution may be altered, amended or changed by an affirmative vote of 2/3 of the members voting by electronic ballot.
4. Notice of the proposed amendments shall be sent to the membership a minimum of 30 days prior to the vote. Electronic balloting will be open for no fewer than 7 days.

Article V. Application and Approval for Membership

1. It shall be the duty of the Association to apply the membership requirements in a fair and impartial manner.
2. All applications for membership must be submitted on applications forms furnished by the Membership Director. Each application must include the applicant's name, business name, mailing address, telephone numbers, email and web addresses (if available), a statement of professional qualification, and a signed copy of the Association Code of Ethics. Each application must be accompanied by the initiation fee and first-year's dues as determined by the Board from time to time.
3. Upon acceptance of the Membership Director of all application materials and fees, an applicant will become a Provisional Member of the Association, and will remain so until approved by the Board of Directors for Individual or Corporate Membership. This normally happens after one year as a Provisional Member of the Association.
4. At each scheduled Board meeting, the Board of Directors will review, discuss, and vote approval or disapproval of Individual or Corporate Member status for all who have been Provisional Members for at least ten months. The Board may, at that time, vote to promote a Provisional Member to Individual or Corporate Member status, extend their status as a Provisional Member for another year, or terminate their membership in the Association.
5. All applications for membership, whether rejected or accepted, shall be put on file and preserved as part of the permanent record of the Association, along with all accompanying required items.

Article VI. Term of Membership

1. The term of membership shall be for the duration of the calendar year, except for Life Members whose membership has no term.
2. Membership shall be considered to have automatically renewed for the next calendar year upon payment of dues and satisfaction of all other monies due to the Association prior to the start of the next calendar year, unless other action has been taken under the "Termination of Membership" or "Member Resignation" paragraphs of the By-Laws.

Article VII. Termination of Membership

1. The Board of Directors may, by affirmative vote of at least two-thirds of the Board members present and voting, suspend or expel a member for cause after an appropriate hearing.
2. Any member may resign by filing a written resignation with the Secretary. A member who fails to pay membership dues within 30 days of the start of the calendar year will be deemed to have resigned. Dues will not be refunded upon resignation.
3. Any person, having resigned or had his/her Association membership terminated, and desiring reinstatement, may submit a new membership application to the Membership Director for Board approval. Dues and the initiation/reinstatement fee must accompany the application where available. The Board may, at its discretion, reinstate such member and determine in which membership category the reinstatement should occur.

Article VIII. Code of Ethics

1. All applicants for membership and all members of the Association are bound by the following Code of Ethics..

As a member of the National Professional Videographers Association, I pledge to:

1. Conduct all business transactions with honesty and integrity;
2. Treat each Customer with respect, making sure they fully understand the services for which they have contracted;
3. Regard fellow videographers, and other trade professionals, with respect;
4. Not represent other individuals' work as my own;
5. Strive at all times to produce work of the highest possible quality;

6. Constantly advance and improve my skills as a professional videographer;
 7. Share my knowledge with fellow videographers, students, and others who aspire to become professional videographers, so as to attempt to raise the standards of this Industry;
 8. Engage in fair and honest business practices, adhering to local, state/provincial, or Federal laws and rules;
 9. Use dependable equipment and accessories, which I will maintain in good working condition, I will also maintain and have available back-up equipment, wherever possible; and
 10. Conduct myself with grace and professionalism at any House of Worship, or other facility, that I enter. It shall be my goal to establish a positive working relationship with the other professionals and clergy. My attire and demeanor shall be appropriate to the dignity of the occasion.
2. Any violation of this code by an Association member may result in rejection, suspension or expulsion from the Association as described in "Termination of Membership."

Article IX. Misuse of Association Lists and Property

1. The Membership Directory is published to assist in communications among members in the furtherance of the Association's business and for business referrals and contacts, and lists of members contact information are considered to be the property of the Association. Use of member and mailing lists for reasons outside these purposes without the express authorization of the President or the Board of Directors is strictly prohibited, and may constitute grounds for suspension or cancellation of membership in the Association.

Article X. Dues

1. Dues for each class of membership in the Association shall be determined from time to time by the Board of Directors

Article XI. Meetings of the Board of Directors

1. Meetings of the Board of Directors of the Association will be held on a regular basis (typically once a month), and may be held in person or by telephone conference call. All board members must be notified in advance of such meetings.
2. A majority of the Board of Directors shall constitute a quorum for a board meeting.

Article XII. Roles and Duties of Officers and Directors

1. It shall be the duty of the President to:
 - a. supervise all activities of the Association;
 - b. call and conduct all membership and board meetings; and
 - c. serve as an ambassador to national organizations and other local associations.

2. It shall be the duty of the Vice President to:
 - a. become familiar with the duties of the President, as the Vice President will normally be considered for election to President the following year;
 - b. perform the duties of President if and when the President is unable to do so;
 - c. oversee the logistics of all membership meetings; and
 - d. monitor and, to the extent possible, participate in the activities of all committees.

3. It shall be the duty of the Secretary to:
 - a. keep a permanent record of all minutes of board meetings and membership meetings;
 - b. publish minutes and official notices of the Association on the website and in the Association's newsletter; and
 - c. conduct electronic balloting for elections, by-laws amendments, and other issues to be voted by the membership.

4. It shall be the duty of the Treasurer to:
 - a. receive and disburse all funds on behalf of the Association;
 - b. maintain appropriate bank accounts;
 - c. maintain detailed accounting records of receipts and disbursements;
 - d. prepare a quarterly Treasurer's Report to the membership of the Association; and
 - e. arrange for the billing and collection of all membership fees.

5. It shall be the duty of the Presidential Advisor/Membership Director to:
 - a. serve in an advisory capacity to the President;
 - b. assist the Vice President in the logistics of monthly meetings;
 - c. maintain and keep current the membership directory and membership database for the Association;
 - d. promote membership in the Association to professionals in New England;
 - e. chair a Membership Committee, which screens and approves applications for membership in the Association; and
 - f. bring to the Membership Committee and/or the Board any complaints or breaches of the Code of Ethics for appropriate action.

7. It shall be the duty of the Marketing Director to:
 - a. recommend and lead the execution of marketing and outreach programs to prospective event, wedding, and corporate videography clients and intermediaries; and
 - b. formulate and implement publicity programs for the Association.

Article XIII. Committees

1. All committees shall be responsible to the Board of Directors.
2. Any committee member failing to fulfill the duties assigned to that committee shall be dismissed by a majority vote of the Board of Directors.
3. Within one month after the expiration of term, the chairperson of each committee shall deliver to his/her successor all papers necessary to carry on the work of that committee.
4. Special projects of committees shall be assigned by the President subject to the approval of the Board of Directors.
5. The Board of Directors may suspend or discontinue any committee whose function may not be considered necessary in carrying out the objectives of the Association or may consolidate the function of one or more committees.
6. Any committee member proposing an expenditure of \$50 or more must have this expense approved by the Associations Board of Directors.

7. The Association will convene the following committees, whose members will be appointed by the Board of Directors:

- a. By-Laws Committee**

- This committee shall consider and recommend any changes or amendments in the Bylaws which may be considered necessary or advisable.

- b. Membership Committee**

- This committee shall establish criteria for membership eligibility, shall seek qualified applicants, shall review membership applications, shall formulate plans for increasing and maintain membership.

- c. Program Committee**

- This committee shall plan and present programs of interest to meet the needs of the membership for all regular meetings. All such activities shall be approved by the Board of Directors.

- d. Nominating Committee**

- It shall be the duty of this Committee to prepare a slate of officers and candidates for election to the Board of Directors for consideration by the Membership, and to receive additional nominations from the membership.

- e. Ad Hoc Committees**

- Ad Hoc Committees shall be appointed by the President for special tasks such as planning special events or addressing important issues. Upon completion of said task, said committee will be dissolved.

Article XIV. Order of Meetings

1. The order of business for Meetings of the Board of Directors shall be governed by Robert's Rules of Order, Revised and follow a pre-approved agenda established by the President.
2. While the purpose of monthly Membership Meetings is principally to pursue the goal of education and networking, a portion of each Membership Meeting may be set aside for a formal agenda to conduct the business of the Association. This formal portion of the meeting shall be governed by Robert's Rules of Order, Revised.