

Bylaws of the International Association of Panoramic Photographers

(Herein referred to as IAPP)

(As Passed on October 10, 2005)

Article 1: Name

Section 1.1: As stated in the Articles of Incorporation, the name of this membership association is the International Association of Panoramic Photographers (IAPP). The object of this Association shall be to create a membership network to educate, promote, exchange artistic and technical ideas, the free sharing of information and to expand public awareness regarding Panoramic Photography.

Article 2: Membership

Section 2.1: Membership in IAPP shall be open to all individuals who agree with the purposes of the association. Any person, regardless of age, race, ethnicity, gender, creed, disability or experience in the field of panoramic photography and imaging, shall be eligible for membership.

Section 2.1.1: Members shall be considered in good standing if they have fulfilled all the requirements for membership and have neither voluntarily withdrawn from membership nor been expelled or suspended from membership.

Section 2.1.2: Membership dues are collected annually. The amount and date for payment of annual membership dues shall be set by the Board.

Section 2.1.3: The Treasurer shall notify members who are one month in arrears in dues, and those whose dues are not paid within one month thereafter shall be automatically dropped from membership in the Association.

Section 2.2: The Board of Directors may by majority vote impose any form of discipline except expulsion on member for violation of the Bylaws or other just cause pursuant to the disciplinary procedure adopted by the Board, which shall provide the member with notice and an opportunity to respond. A majority of the Board of Directors shall begin an expulsion by referring the issue to a Grievance Committee of 2 members in good standing, one of whom shall be a Director. Pursuant to the disciplinary procedure adopted by the Board, which shall provide the member with notice and an opportunity to respond, the Grievance Committee shall investigate and make a recommendation to the Board. If the Grievance Committee recommends expulsion, the Board may expel the member by a two-thirds vote.

Section 2.3: A Life Member shall mean any member who has been so designated by a majority vote of the Board of Directors who has been determined to have made a significant contribution to panoramic photography and to the IAPP. Life Members shall pay no dues but shall have all the rights and other obligations of members.

Article 3: Dues and Fees

Section 3.1: Convention fees, sponsorship rates, advertising rates and other service charges shall be established by the Board of Directors.

Article 4: Board of Directors

- Section 4.1: Members in good standing, including Life Members, shall be eligible to be elected members of the Board of Directors, provided that they have maintained continuous membership for a minimum of one year and attended a minimum of one International Convention.
- Section 4.2: The Board shall consist of the officers, plus four elected directors.
- Section 4.3: The officers shall perform the duties and have the authority as prescribed by these Bylaws, the Policy Manual and the parliamentary authority adopted by the Association, and as the Board may designate from time to time. The elected officers are as follows:
- Section 4.3.1: The President, who shall serve as Chairman of the Board of IAPP and who shall submit to the Board a proposed site and budget for the next International Convention
 - Section 4.3.2: The President-Elect who shall preside should the President be absent and shall automatically succeed to the office of President in case of vacancy or at the end of the President's term and serve as President until the end of the second regular membership meeting after his or her election by the membership or the Board [to fill a vacancy] as President-Elect.
 - Section 4.3.3: The Secretary, who shall maintain accurate minutes of board, committee, and member meetings.
 - Section 4.3.4: The Treasurer, who shall serve as the financial officer of IAPP and shall make a full financial report annually and such interim reports as the Board may direct.
 - Section 4.3.5: The immediate Past President. An immediate past president is one who, having been elected as President-Elect by the membership or the Board has succeeded to the office of President and served to the end of the previous regular membership meeting
 - Section 4.3.6: Four Directors.
- Section 4.4: Each Officer's term shall be for approximately eighteen months, from the end of the regular membership meeting following the officer's election or accession to office to the end of the following regular membership meeting. The President, President-Elect, and Immediate Past President may serve only one successive term in such office. The Secretary, Treasurer, and directors may serve a maximum of two consecutive terms. Any part term of more than 9 months shall be considered a full term. No Officer or Director may hold more than one position at a time. The Secretary, Treasurer, and directors shall be elected to serve for one term or until their successors are elected and qualified. Failure of the membership to elect a President-Elect pursuant to the election procedure shall create a vacancy to be filled by the Board.

- Section 4.5: A vacancy in the position of an officer or director other than the Immediate Past President, or President shall be filled for the remainder of such officer's or director's term by a member elected by the board. No advance notice shall be necessary for an election to fill a vacancy at a regular meeting of the Board.
- Section 4.6: Any Board member may be removed from office, with cause as determined by a two-thirds vote of the Board pursuant to the disciplinary procedure adopted by the Board, which shall provide the Board member with notice and an opportunity to respond.
- Section 4.7: The Board shall have the power to accept any resignations.
- Section 4.8: The Board of Directors shall be empowered to compile the Policy Manual. The Policy Manual shall contain policies of ongoing application as voted by the membership. The board shall have authority over the affairs of IAPP between membership meetings, except as otherwise provided in these Bylaws.
- Section 4.9: Regular meetings of the Board shall be called by the President or by written request of three or more members of the Board. Notice of a membership meeting, shall be given at least 15 days in advance by written notice. Board meetings require three-day notification electronically or in writing.
- Section 4.10: 5 members of the Board of Directors shall constitute a quorum for the transaction of business.
- Section 4.11: The Board shall appoint a three-member Nominating & Election Committee that shall have responsibility to make nominations for each elected position enumerated in Section 4.2 and to oversee the election process

Section 4.11.1: Nominating and Election Procedure.

- (a) Nominating Committee Procedure. The Nominating Committee shall make one or more nominations for each elected office and submit its nominations to the Secretary and the membership at least 120 days before the date designated for the election. Before submitting the nomination to the Secretary, the Nominating Committee shall obtain oral consent to the nomination from the nominee.
- (b) Petition Procedure. A candidate may be nominated by petition supported by at least 20 members, as defined by the Policy Manual. A petition must be submitted to the President at least 60 days before the date designated for the election.
- (c) Only candidates nominated by the Nominating Committee Procedure or the Petition Procedure shall be eligible for election to office. All candidates nominated by the Nominating Committee or petition must submit to the President, at least 45 days before the date designated for the regular membership meeting, a signed statement consenting to candidacy and agreeing to serve if elected and a brief personal statement.

- (d) The Board shall adopt a voting procedure for electronic or mail balloting. The Board shall hire an independent teller, not to include any member, to distribute, collect and count the ballots. At least 30 days before the regular membership meeting the Teller shall submit to the members electronically or by mail the personal statements of candidates for office nominated by the Nominating Committee or petition, a notation indicating whether the candidate's nomination was by the Nominating Committee or petition, and a ballot form with instructions on the method of voting, with all votes to be cast not later than 14 days before the election. A plurality shall elect to office.
- (e) In case of a tie, the election shall be determined by lot, the specific requirements of which shall be determined by the Board. The Secretary shall distribute the results of the vote to the members electronically or by mail upon completion of tabulation.

Article 5: Meetings

- Section 5.1: There shall be a regular membership meeting not less than 15 months and not more than 21 months from the previous regular membership meeting, so that there are two regular membership meetings every three calendar years starting in 2005.
- Section 5.2: The President, in consultation with the Secretary, shall prepare a proposed agenda for each Board and membership meeting, which shall be circulated to the members electronically or in writing at least 15 days before a membership meeting and one day before a Board meeting
- Section 5.3: For business meetings, twenty members in good standing shall constitute a quorum.
- Section 5.4: A Special membership meeting may be called by the President, or by at least three Officers or by petition of at least 20 members in good standing, with at least 20 days notice. The Board shall establish the date, time, and location of all membership meetings, provided that such meeting shall be held not later than forty days from the date that the Secretary receives the request for such meeting. The President shall establish the date, time, and location of all Board meetings, provided that such meeting shall be held not later than fifteen days from the date that the Secretary receives the request for such meeting.
- Section 5.5: All Board meetings may be held remotely by using the most effective technology, including by not limited to electronic media, e-mail, telephone, web conference or other such electronic media which the Board approves.
- Section 5.6: There shall be no proxy voting.

Article 6: Committees

- Section 6.1: In addition to standing committees named in this Article, the Board may create such additional committees, standing or special, as it deems necessary to carry out the work of IAPP.
- Section 6.2: The President shall appoint an Audit Committee of at least three members, of which the Treasurer shall not be a member
- Section 6.3: All committees shall report to the Board of Directors.

Article 7: Financial Matters

- Section 7.1 The Treasurer, in consultation with the President shall present an annual budget to the Board at the first Board meeting of the calendar year.
- Section 7.2: No member of the IAPP shall enter into any agreement or obligation for the IAPP, financial or otherwise, or expend any funds in excess of the adopted budget without prior approval of the Board of Directors.
- Section 7.3: The Board is empowered to adopt an indemnification policy and a conflict of interest policy.
- Section 7.4: The fiscal year of the IAPP shall be the calendar year.

Article 8: Miscellaneous

- Section 8.1: Amendments to these Bylaws may be proposed by the Board of Directors or by a petition of 25 members.
- Section 8.2: These Bylaws may be amended by a two-thirds vote of the voting members of the IAPP, provided that at least fifteen days' previous notice is given.
- Section 8.3: In the event of disagreement on the meaning of any provision herein, the matter shall be settled by an appeal to the Members. In the event of further disagreement the matter shall be referred to either legal counsel or a registered parliamentarian.
- Section 8.4: The *Sturgis Standard Code of Parliamentary Procedure* shall be the parliamentary authority for the IAPP except as otherwise provided by these Bylaws.