to the approval of the Board, the committee will produce a slate of persons to be the Directors and officers to be voted on at the annual meeting. Additional nominations may be taken at the meeting, provided the persons nominated have agreed to serve and are otherwise eligible to serve. Persons to be nominated as a Director or officer must be owners of, or serve in an executive capacity of, Voting Member firms. No more than two Directors shall be representatives of supplier members. A supplier member is a Voting Member firm that generates less than one-half (50%) of its revenue from the sale of products or services at retail.

X. MEETINGS OF THE BOARD OF DIRECTORS:

The Board of Directors may hold meetings as often and at such times and places as necessary or desirable. Meetings shall be held when called by the President or any two officers. Meetings may be held by conference telephone. Notice of meetings of the Board of Directors shall be given, unless waived by attendance or in writing, not less than four (4) days before the meeting. The unanimous written consent of the Directors to any action or decision shall be effective in lieu of any meeting. A majority of the voting Board members shall constitute a quorum, and a majority vote of the voting Directors present is sufficient to approve any action or decision.

XI. POWERS OF THE BOARD OF DIRECTORS:

The Board of Directors of the Section shall consider and establish the policies and activities of the Section for the purposes set forth in these Bylaws, and consistent with the Constitution and By-Laws of PMAI. In addition to committees appointed by the President, the Board may create committees and task forces that it determines are appropriate to assist it in carrying out its functions. The Board shall determine membership, responsibilities and authority of all such committees or task forces, and shall review them annually.

XII. MEETINGS OF THE MEMBERS:

The annual meeting of the membership shall occur in conjunction with the annual convention of the Section and the PMA Annual Convention and Trade Show. The PPFA Board and PMAI will periodically communicate as to the location of the convention each year, in an effort to select a mutually agreeable convention site no later than two years in advance of each convention, provided however, that PMAI shall retain the exclusive right to make the final date and site selection. An official notice of the annual meeting, or of any special meeting of the Section, shall be sent by the Secretary to all members of the Section by first-class mail or other method approved by law no less than ten (10), nor more than sixty (60) days, prior to the date of such a meeting. Those Voting Members of the Section present in person or by proxy shall constitute a quorum at any meeting of the Section, and a majority of those voting shall be authorized to approve or reject resolutions.

XIII. CHAPTERS:

Fifteen or more members in an approved trading area not already organized as a Chapter may apply to organize a Chapter, following the general provisions for the organization of Chartered Divisions under the PMAI Constitution and By-Laws and affirmed by the Affiliation Agreement ratified on October 22, 2001, subject to the approval of the PPFA Board. By resolution of the PMAI Board, a portion of the dues paid to PPFA by members from a Chapter territory will be rebated to the Chapter to assist in its operations.

XIV. NOMINATION TO THE PMAI BOARD OF TRUSTEES:

The Board of Directors of PPFA will recommend a list of nominees for consideration to the PMAI Nominating Committee. In choosing the list of PPFA nominees to the PMAI Board, the PPFA Board will give strong consideration to candidates who have served at least one (1) full term of office on the Board of Directors of PPFA.

XV. PARLIAMENTARY AUTHORITY:

The rules contained in the current edition of "Robert's Rules of Order" (Newly Revised) shall govern this Section in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or the Bylaws of PMAI, any special rules of order the Section may adopt, or any statutes applicable to this organization.

XVI. AMENDMENTS:

The Section Bylaws may be amended or repealed by a majority vote of the Voting Members who vote at the annual or a special meeting of the Section, in person or by a proxy ballot mailed to the members, provided that an outline of such proposed amendment, deletions, or additions is included in the notice of the meeting. Proposed amendments will be published to the members at least 30 days prior to the meeting.

The Bylaws may be amended, and other decisions by the membership may also be made, by proxy ballot mailed to the members, in lieu of a meeting, provided that a majority of all Voting Members cast a vote. A majority of those voting will be required to pass any amendments or adopt any other resolution, unless the vote is of the type where a higher approval margin is required by law. Any such vote by letter must be proposed by the Section's Board of Directors.

All amendments must be approved by PMAI.

XVII. INDEMNIFICATION:

Indemnification provisions may be found in Article XXI of the PMAI Constitution. A copy of those provisions is available from PMAI.

BYLAWS OF THE Professional Picture Framers Association™ (PPFA®)

PPFA™

Serving the art and framing professional

Adopted December 5, 2003

A Section of
Photo Marketing Association International (PMAI)

BYLAWS OF THE PPFA SECTION

I. NAME:

The Section shall be known as the Professional Picture Framers Association (PPFA) and be operated as a Section of Photo Marketing Association International (PMAI). The effective date of this arrangement was October 22, 2001.

II. PURPOSE:

The purposes of the PPFA Section are:

A. To advance the craft of picture framing;
B. To promote the art and picture framing industry;
C. To conduct educational activities such as conventions, seminars, clinics, trade shows and workshops;
D. To keep the membership informed and to encourage the exchange of ideas and knowledge; and
E. To promote sound business practices among its members and encourage healthy competition.

III. MEMBERSHIP ELIGIBILITY:

A. 1. Voting Membership - Any corporation, partnership, or individually owned business, with a substantial portion of its business generated as a retailer, retailer franchisee, or as a supplier of art or picture framing and/or related materials, supplies and services, is eligible for VOTING membership in the Section.
2. Membership in the Section is not transferable or assignable. All members are entitled to one vote and may appoint a designated representative to cast votes on all Section matters.
3. No individual may be the designated voting representative for more than one member.

B. Non-Voting Membership - Any corporation, partnership, individual proprietorship or individual is eligible for NON-VOTING membership in the Section.

C. Life or Honorary Membership - The Board may confer life membership upon individuals who have distinguished themselves by rendering exceptional, valuable service to the picture framing industry. If conferred upon an individual who is a sole proprietor, then that individual will not be required to pay dues as long as he/she remains a sole proprietor and will retain the right to vote on all matters of the PPFA. The Board may confer honorary membership upon individuals, associations or groups that have advanced the purposes of the picture framing industry. Honorary membership automatically ends after 12 months unless renewed by the Board. No dues are assessed upon the individuals awarded an honorary membership, but the right to vote is contingent on the payment of dues.

IV. MEMBERSHIP ACCEPTANCE:

Applications for Section membership shall be reviewed by and approved by the Secretary of the PPFA Section.

V. FORFEITURE AND TERMINATION OF MEMBERSHIP AND RIGHTS:

A. Any member discontinuing the operations described in Bylaws Article III shall automatically cease to be a member of the Section.

B. Membership is also terminated automatically if the member ceases to be a member of PMAI.

VI. DUES, FEES AND ASSESSMENTS:

Dues, fees and assessments for members and the timing of payment shall be recommended by the Section Board with the approval of PMAI.

VII. BOARD OF DIRECTORS AND OFFICERS:

The affairs of the PPFA Section will be conducted by a Board of Directors consisting of a President (who votes only in the event of a tie), Vice President, Treasurer, the Immediate Past President (who shall have no vote), one other Past President, six other Directors and a Secretary (who shall have no vote). All Directors except the Secretary must be owners of, or serve in an executive capacity of, a Voting Member firm.

A. The President will preside at meetings of the Section, be responsible for general supervision of the Section and its activities, and take such action on its behalf and appoint such committees as the President considers necessary.

B. The Vice President shall assist the President or perform the duties of the President in the event of death, prolonged absence, or otherwise-caused disability.

C. The Treasurer shall act in an advisory capacity in all Section financial matters, including:
The development of an annual Section budget; and reviewing and reporting on Section financial and membership data to the Board and the general membership.

D. The Secretary shall be designated by PMAI. The Secretary will serve as the Executive Director of the Section, carry on its day-to-day activities, perform those functions as the Section, through its Board of Directors, may stipulate, and shall keep a record of all meetings of the Section. The Secretary will be responsible for the care and custody of all Section records. The Secretary shall notify members and officers of the date and place of meetings to be held, and pass on to them, when needed, any other pertinent information concerning the affairs of the Section. The Secretary need not be a member of the Section.

VIII. TERM OF OFFICE:

The Board of Directors and the officers shall be elected by a majority of the Voting Members voting at the annual meeting of the Section, or by letter ballot, to serve following the close of the meeting at which they are elected and until their successors are elected. In the event there are more candidates than there are positions open, the candidates obtaining a plurality of the votes will be deemed elected.

The President, Vice President, Treasurer and Past President will each be elected to fill a one-year term, with a limit of serving two terms in succession in the same position. The Immediate Past President's term is concurrent with the President's term. The Directors-At-Large will each be elected to fill a three-year term, with a limit of serving two terms in succession as Director-At-Large.

To implement these amendments, at the 2004 annual meeting following the adoption of this amendment to the Bylaws, two Directors-At-Large shall be elected to fill a one-year term, two elected to fill a two-year term, and two elected to fill a three-year term. Thereafter, two Directors-At-Large will be elected each year, for a three-year term, to succeed the Directors-At-Large whose terms expire.

In the event of an officer's or Director's inability to perform the duties of office for whatever reason, or in the event an officer or Director is no longer associated with or active in the company with which he/she was associated at the time of nomination to the Board, the position shall be considered vacated. If any office should become vacant, the Board of Directors may appoint a successor to hold office for the balance of the unexpired term.

IX. NOMINATION OF OFFICERS AND DIRECTORS:

The Nominating Committee will be chaired by the Immediate Past President. The Board shall appoint at least four other Voting Members in good standing to serve on the committee. Subject