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 shall establish the policies and activites of the Association for the purposes set forth in these Bylaws, and consistent with the Constitution and Bylaws of PMAI. In addition to committees appointed by the President, the Board may create committees and task forces for the period of one year to carry out its functions. The Board shall establish the membership, responsibility, and authority of its committees and task forces.

XII. MEETINGS OF THE MEMBERS:

The annual meeting of the membership shall occur in conjunction with the annual convention of PPFA. 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 PPFA, shall be sent by the Secretary to all members of PPFA 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 PPFA present in person or by proxy shall constitute a quorum at any meeting of PPFA, and a majority of those voting shall be authorized to approve or reject resolutions.

XIII. CHAPTERS:

Fifteen or more voting members in an approved trading area not already organized as a Chapter may apply to organize a Chapter, following the general rules of the PPFA bylaws and subject to approval of PMAI and the PPFA Board of Directors. A portion of the dues paid to PPFA by members in the Chapter territory will be rebated to the Chapter to assist in its operation to the extent approved by the PMAI Board of Trustees.

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 PPFA 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 PPFA may adopt, or any statutes applicable to this organization.

XVI. AMENDMENTS:

The PPFA Bylaws may be amended or repealed by a majority vote of the Voting Members who vote at the annual or a special meeting of PPFA, 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 PPFA 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
A PMA Member Association

Adopted December 5, 2003
Amended January 31, 2012

A Section of
Photo Marketing Association
International (PMAI)

BYLAWS OF THE PROFESSIONAL PICTURE FRAMERS ASSOCIATION

I. NAME:

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

II. PURPOSE:

The purposes of PPFA 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 manufacturer or supplier of art or picture framing and/or related materials, supplies and services, is eligible for voting membership. A manufacturer or supplier member is defined as a firm generating less than half of its income from the sales of products and services at retail.
2. Membership is not transferable or assignable. All members are entitled to one vote and may appoint a designated representative to cast votes on all Association 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 interested in promoting the art and framing industry is eligible to apply for non-voting membership.

C. Life or Honorary Membership - The Board shall confer life membership upon presidents who have completed their term of office and may confer life membership on 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, he/she will not be required to pay dues and remains a voting member. When retiring from office, he/she will continue as a voting member for life without paying dues. This does not exempt a business other than a sole proprietorship from having to pay dues. The Board may confer honorary membership upon individuals, associations or groups that have advanced the purposes of the picture framing industry. Honorary membership will end after five years unless renewed by the Board. Honorary memberships are non-voting and do not pay dues.

IV. MEMBERSHIP ACCEPTANCE:

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

V. FORFEITURE AND TERMINATION OF MEMBERSHIP AND RIGHTS:

A. Any member who terminates membership in PMAI or discontinues the operations described in Article III ceases to be a member.
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 PPFA Board of Directors with the approval of PMAI.

VII. BOARD OF DIRECTORS AND OFFICERS:

The affairs of PPFA will be conducted by a Board of Directors consisting of a President, Vice President, Treasurer, and six other Directors who shall be owners of, or serve in an executive capacity of, a voting member firm. In addition, the Board shall include the Immediate Past President and another Past President (both of whom are voting members) and a Secretary (a non-voting member) who do not have to meet the above mentioned requirements.

A. The President will preside at meetings, be responsible for general supervision of the Association and its activities and take such action on its behalf, and appoint such committees as the President considers necessary for a period of one year. The President shall be an ex officio member of all committees.
B. The Vice President shall assist the President or perform the duties of the President in the event of prolonged absence or inability to serve.
C. The Treasurer shall act in an advisory capacity on all PPFA financial matters, including the development of an annual budget and presenting financial reports to the Board and the general membership.
D. The Secretary shall be designated by PMAI, serve as the Executive Director of the Association, carry on its day-to-day activities, perform duties stipulated by the Board of Directors and keep records of all meetings. The Secretary need not be a member of PPFA. The Secretary will be responsible for the care and custody of all Association 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 Association.

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 Association, by letter ballot, or electronic ballot. They shall serve following the close of the annual meeting until their successors are elected. If there are more candidates than open positions, the candidates receiving a plurality of the votes shall be declared elected.

The President, Vice President, Treasurer, and Past President shall be elected for a one-year term, with a limit of serving two consecutive terms. The Immediate Past President's term runs concurrent with that of the President. The Directors-At-Large shall be elected to fill a three-year term, with a limit of serving two consecutive terms.

Their terms shall be staggered with no more than two Directors running in one year except for the filling of vacancies.

In the event that an Officer or Director is unable to fulfill his/her duties or is no longer eligible based on these bylaws, the office shall be considered vacated and the Board of Directors shall appoint a successor to serve until the next annual meeting.

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 to the approval of the Board, the committee will produce a slate of Officers and Directors to be voted on at the annual meeting, by letter ballot, or electronic ballot. Additional nominations can be made at the annual meeting, provided the nominees are eligible voting members and have agreed to serve. No more than two Directors shall be representatives of supplier members.