

BYLAWS of The New England Professional Picture Framers Association, Inc.

(Draft - 1/16)

ARTICLE I – NAME

Section 1. NAME:

The name of this organization shall be the New England Professional Picture Framers Association, Inc. Referenced herein as NEPPFA, or "the Chapter."

Section 2. ORGANIZATION:

This corporation is a non-profit, non-stock membership corporation organized under the laws of the Commonwealth of Massachusetts.

This corporation shall seek to maintain the status of a chapter of the Professional Picture Framers Association. Referenced herein as PPFA.

ARTICLE II – PURPOSE

Section 1. PURPOSE:

The purpose of this corporation is to develop and promote the professional art and custom picture framing industry in Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont, and parts of New York.

The Chapter will further the interest and welfare of industry members by engaging in activity:

- A. To advance the craft of the art and framing industry by developing to a high degree the professional standards of those who are actively engaged in the handling, conservation and framing of pictures and works of art;
- B. To conduct educational activities and seminars, mini trade shows and workshops;
- C. To keep the membership informed and to encourage the exchange of ideas and knowledge;
- D. To promote sound business practices among its members and encourage healthy competition; and
- E. To improve the image of the picture framing industry, increase public awareness and expand the picture framing business in NEPPFA territory.

ARTICLE III – MEMBERSHIP

Section 1. VOTING MEMBERSHIP:

Voting membership in this corporation shall be open to any members of NEPPFA, engaged in business as a retailer or retailer franchisee of art, picture framing, related materials, supplies, or services when the appropriate dues have been remitted as specified by the Board of Directors.

Section 2. NON-VOTING MEMBERSHIP:

Any other PPFA member organization is eligible for non-voting membership in the chapter.

Section 3. SUSPENSION OR TERMINATION OF MEMBERSHIP:

- A. Any member discontinuing the operations described in Bylaws Article III automatically ceases to be a member of the chapter.
- B. Suspension or Termination:
 - a. Complaints of violations of the rules set forth in these Bylaws or established policies of the NEPPFA may be filed with the President, who shall place the complaint before the Board of Directors.
 - b. The Board of Directors shall investigate the matter and analyze the results.
 - c. The Board of Directors, by affirmative vote of two-thirds of its members, may take punitive action in keeping with the nature and degree of the offense after notice and an appropriate hearing.

ARTICLE VI – MEETINGS OF THE MEMBERS

- A. An official annual meeting of members will be held each year. Other meetings may be held as decided by the board. The annual meeting shall be for the election of officers and other regularly scheduled business.
- B. The date, time and place of the annual meeting, and of any special meetings to conduct the business of the members, are determined by the Board of Directors. A notice of the time, place and purpose of the meeting, or of any special meeting, of the members of the chapter shall be given to each Voting Member of the Chapter. Notice shall be given no less than (10) and no more than sixty (60) days prior to the date of the meeting. Notice is considered given when sent. An electronic communication (eg. Email) is acceptable form of communication.
- C. The members of the Chapter who are present shall constitute a quorum at any meeting of the members. A majority of those present and voting can approve or reject resolutions, except as may be provided by law or in the articles of incorporation.
- D. Proxies shall not be used at any meeting of the Chapter.

ARTICLE V – BOARD OF DIRECTORS AND OFFICERS

Section 1. BOARD OF DIRECTORS AND OFFICERS:

The affairs of the Chapter will be managed by a Board of Directors, sometimes referred to as the Board, consisting of an elected President, a Vice-President, Secretary, Treasurer, a Past President and six (6) Directors. At least two (2) of the Directors must be retail members of the chapter and at least two (2) must be supplier, or wholesale members of the chapter. An Assistant Treasurer may be appointed by the Board if desired. If appointed, the Assistant Treasurer will be a member of the Board of Directors. The President may also designate non-voting advisory members as desired.

Section 2. POWERS OF THE BOARD OF DIRECTORS:

The Board of Directors of the Chapter establishes and is responsible for the programs, policies and activities of the Chapter for the purposes set forth in these Bylaws.

Section 3. MEETINGS OF THE BOARD OF DIRECTORS:

The Board of Directors holds meetings as often and at such times and places as desirable. Meetings are held when called by the President or any three officers. The unanimous written consent (physical or electronic) of the Directors to any action or decision is effective in lieu of any meeting. A majority of the directors eligible to vote constitutes a quorum, and a majority vote of the Directors present is sufficient to approve any action or decision.

Section 4. NOTICE OF SPECIAL MEETINGS:

Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previous to the meeting date by written notice delivered personally or by mail (physical or electronic) to each member of the board. Notice by telephone may be given at least 48 hours prior to such meeting.

ARTICLE VI – DUTIES OF OFFICERS

Section 1. DUTIES OF OFFICERS:

A. The President shall:

1. be the presiding officer as set forth in Roberts Rules of Order Newly Revised at all Chapter and Board meetings;
2. appoint members of any committees.

B. The Vice President shall:

1. preside in the absence of the President; in case of a vacancy in the office of President, the Vice President shall succeed to that office until the next election of officers.

C. The Secretary shall:

1. record and keep an accurate record of the proceedings of all meetings of the NEPPFA and the Executive Board;
2. be custodian of all records, reports and documents of the NEPPFA, except those specifically assigned to others;
3. be responsible for all official correspondence of the NEPPFA;
4. be responsible for sending dues notices and invoices as required by the executive board

D. The Treasurer shall

1. be responsible for the funds of the NEPPFA;
2. disburse only budgeted funds unless authorized by the Executive Board;
3. present an annual financial statement to the Executive Board;
4. review all bills presented for payment;
5. submit books and other pertinent records for audit at the end of the fiscal year or such other times as may be determined by the Executive Board.

E. Directors shall:

1. consist of two retail and two supplier, or wholesale members, each representing the retail and supplier members, respectively, at large, as well as two more unrestricted members of the chapter;
2. perform other appropriate duties as agreed to by the Board of Directors.

Section 2. VACANCY:

A vacancy occurring in an elective office, other than that of President shall be filled by the Board of Directors. Any filled vacancy, including the President, shall be placed up for election at the next normal election of officers.

ARTICLE VII – NOMINATIONS, ELECTIONS AND TERMS OF OFFICE

Section 1. NOMINATING COMMITTEE:

- A. The nominating committee shall prepare a slate of nominees to fill the vacancies created by the terms of office of incumbent officers.
- B. The nominating committee shall consist of:
 1. the most recent past president who shall act as chairperson of the committee;
 2. and two members appointed by the President.
- C. No member of the nominating committee can be nominated as a director.
- D. Additional nominations may be received at the meeting, provided the person nominated has agreed to serve and is otherwise eligible to serve.

Section 2. ELECTIONS:

- A. The election of officers shall take place at the annual meeting of the Chapter.

Section 3. TERMS OF OFFICE

- A. The term of office for officers shall be for two years or until their successors are elected, and their term of office shall begin on the first day of the month following the meeting at which they were elected. Three Directors, one each representing retailers, representing suppliers, and one at large shall be elected each year for two years. This shall result in staggered terms of office for half of the Directors on the Board.
- B. No member shall hold more than one office at a time, except as authorized by a vote of the Board of Directors. No member shall be eligible to serve more than two consecutive terms as President of the Chapter.
- C. Each Director holds office as a designated representative of their member firm. The Executive Board shall terminate the office of any Director who is no longer the designated representative of a member business. In the event of an officer's or director's refusal or inability to perform the duties of the position for whatever reason, or in the event an officer or director is no longer associated with or active in the company with which he or she was associated at the time of nomination to the Board, the position shall be considered vacant and the Board of Directors shall appoint a successor to hold such office for the balance of the term of the office.

ARTICLE VIII – COMMITTEES

Section 1. COMMITTEES:

Committees, standing or special, shall be appointed by the President as the NEPPFA or the Board of Directors shall from time to time deem necessary to carry on the work of the NEPPFA. The President shall be an ex officio member of all committees except the Nominating Committee and the Auditing Committee. The Chair of each Committee shall be an ex officio member (non-voting) of the Board of Directors during their term of service.

Section 2. NOMINATING COMMITTEE:

- a) The Nominating Committee shall prepare a slate of nominees to fill vacancies created by the completion of the terms of office of incumbent officers.
- b) The Nominating Committee shall consist of:
 - 1) the most recent Past President who shall act as chairperson of the committee; and
 - 2) two members appointed by the President.

Section 3. AUDITING COMMITTEE:

- a) The Auditing Committee will consist of a chairperson and two other members appointed by the President.
- b) The Auditing Committee shall examine the Treasurer's books and other pertinent records at the end of the fiscal year, or at such other times as may be determined by the Board of Directors.

Section 4. MEMBERSHIP COMMITTEE:

- a) Applications for membership in the Chapter are made upon standard forms and filed with the Corporation's secretary or with the national offices of PPFA and accompanied by the membership dues and/or fees.
- b) The Membership Committee may reject any application, which claims a membership classification for which the applicant is not qualified. The Membership Committee consists of the Board of Directors, or any other group of members designated by the Board.

Section 5. PROGRAM COMMITTEE:

The Program Committee will be responsible for planning and recommending to the Board of Directors programs for Chapter meetings and such other events as deemed desirable for the membership. They will ensure that perspective speakers are contacted, identify meeting locations and perform general planning associated with such meetings, presentations, or workshops to be conducted.

ARTICLE IX – PARLIAMENTARY AUTHORITY

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

ARTICLE X – FISCAL YEAR

The fiscal year of this corporation shall be the same as the calendar year.

ARTICLE XI – OPEN PARTICIPATION

Any person or firm holding a voting membership in the PPFA® is welcome to attend any meeting of this chapter. The right to vote on Chapter business, election of officers and the right to hold office is reserved to the members of this Chapter.

ARTICLE XII – USE OF EMBLEMS, MARKS and PUBLICATION

- A. The Chapter and its members may use the emblems, names, copyrights, and trademarks of PPFA®. Members may add to their business premises, inside or outside, in conjunction with any authorized use of such marks, any additional identification or slogans which may be developed by the Chapter.
- B. The right to use this Chapter's names or marks in any advertising or promotion, direct or indirect, or in identification of any product or service produced, may be restricted to those firms with membership in good standing and with ethical standards of doing business.
- C. Each member agrees to withdraw from use of all materials, signs, or equipment bearing the PPFA® marks, or the Chapter's name or marks, when the member is no longer eligible to use them.

ARTICLE XII – LIMITATION OF AUTHORITY

No member may take any action on behalf of the Chapter, or in the name of the Chapter, except as authorized by the Board, the Articles of Incorporation, or these Bylaws. Any action taken contrary to those provisions is void, and is not the official act or acts of this Chapter.

ARTICLE XIV – PROTECTION OF VOLUNTEERS

A volunteer director or a volunteer officer shall not be personally liable to the corporation or its members for monetary damages for a breach of the director's or officer's fiduciary duty, except as otherwise provided by statute. The corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer, except as otherwise provided by statute.

ARTICLE XV – AMENDMENTS

Section 1. MEETINGS: These Bylaws may be amended or repealed at any regular or special meeting of the NEPPFA by a two-thirds vote of those members present, constituting a quorum, and voting, provided the proposed amendments have been provided to each member in person, or at the last known regular or email address no later than thirty (30) days prior to such meeting, or through mail ballot as described below.

Section 2. PROPOSED AMENDMENTS: Proposed amendments to these Bylaws must be submitted to the President at least sixty (60) days prior to the date of the meeting at which the amendment is to be considered.

Section 3. MAIL BALLOT: These Bylaws may also be amended by mail ballot with a two-thirds affirmative vote of those ballots returned within thirty (30) days after the date of mailing, provided the proposed amendment has been mailed on the same date to each member at the last known address.

ARTICLE XVI – DISSOLUTION

Upon dissolution of this corporation, any funds remaining after payment or provision for payment of all debts and liabilities of the corporation, shall be turned over to PPFA® for use to benefit the art and picture framing industry. In case the PPFA® no longer exists, these assets shall be given to an organized and qualified charitable organization.