

**Analysis of 2024
Professional Photographers
of America
Officer Elections**

prepared and endorsed by
a select group
of PPA Past Presidents

January 29, 2025

This is not an official PPA document

Letter to PPA Council from Past Presidents

Dear Members of the PPA Council,

As Past Presidents of the Professional Photographers of America (PPA), we typically remain in the background, offering support to the association and its leadership without engaging in the politics of governance. When we do speak, it is usually as individuals, not as a collective.

Today, however, is different. Today, several of us speak as one voice.

The undersigned group represents decades of leadership within PPA. Collectively, at least one of us has served on the board since the early-1990s. We have witnessed the association navigate financial crises, a struggling national convention, the closure of Winona, the relocation of headquarters, changes in executive leadership, the transition to digital imaging in competition, and the careful accumulation of reserve funds exceeding \$40 million. Through all of this, we have never witnessed a failure of leadership like what has occurred with the current Board of Directors.

Leadership always involves challenges, criticism, and difficult decisions. Historically, when faced with external criticism, we have defended the Board and the association, recognizing that detractors often target success and seek to discredit those responsible for it. However, the actions taken at the November Board meeting and the subsequent decisions surrounding the officer elections are unparalleled in PPA history.

While it is not unheard of for an officer to be denied advancement, it is rare. There are occasions when board members do not continue in leadership due to performance. What is disturbing, however, is that both a President-Elect and Treasurer were removed in a convoluted sequence of events spanning nearly four weeks—without adherence to standard parliamentary procedures or the bylaws governing the election process.

The Importance of Leadership Development

Strong leadership is vital to PPA. In the past, leaders gained experience through a robust affiliate network and a structured committee system. Those systems have largely eroded, and as a result, the leadership pipeline has weakened. This lack of experience is evident in the current council packet, where board nominee candidate profiles resemble speaker applications rather than those suited for governing a \$40 million nonprofit.

Once elected to PPA's Executive Committee, officers have a duty to mentor and prepare those who follow. Leadership is not about conformity; it is about fostering diverse perspectives, encouraging open dialogue, and maintaining respect for all

voices at the table. The failure of the current executive leadership to uphold these values became glaringly evident in the events following October 7 and 8.

Our position is not about Allison Watkins or Pete Rezac. None of the undersigned hold personal relationships with either beyond professional acquaintance. What concerns us is the **process**—or lack thereof—that led to their removal. How does a President-Elect and Treasurer enter a meeting, receive overwhelming board support by written ballot, leave as duly elected officers, and then find themselves removed weeks later?

Were criminal charges filed? Were ethical violations alleged? Did financial misconduct occur? No such concerns were raised before or after the election. If leadership had genuine concerns about Allison’s ability to serve as President, why was she elevated from Treasurer to President-Elect the previous year? Why was she elected as an officer in the first place? The role of the Chair and President is to guide and prepare future leaders. It is evident that this responsibility was neglected.

There appear to be no leadership or performance issues levied against Pete Rezac, just retribution for not falling in line with the original three who worked to unseat the President-Elect.

Lack of Transparency and Due Process

The explanations offered during the online meeting, called by the PPA Chairman, with Past Presidents for these unprecedented actions have been vague at best. We were told that:

1. The CFO and CEO independently determined that a validating motion was required after the paper ballot vote. This determination was made in the days following the October meeting.
2. Nine board members, each “acting independently,” approached the Chair about leadership concerns with the newly elected President.
3. Allison was described as “difficult” and differing in opinion from others on the Board.
4. Board members were unaware they were voting to move Allison to President, despite casting paper ballots at the October meeting to do so.
5. Legal counsel was consulted after these parliamentary “concerns” by staff surfaced and later when previously published minutes of the November meeting required “revision.”
6. During the November meeting, Board members Pete Rezac and Cris Duncan were accused of “weaponizing” Sturgis Rules of Order for their efforts to uphold the results of the October meeting.

These justifications defy credibility. The notion that elected and appointed Board members did not understand their own votes is both insulting to them and alarming to us. Furthermore, **we have never seen a validating motion required following a paper ballot election of officers in our collective experience.** If such a motion was

necessary, it was the Chair's responsibility to call for it at the time of the election—not weeks later. It is our belief that the Chair in fact acted correctly, as Sturgis does not require a confirming vote unless covered under the bylaws, which it does not.

In the 30+ years of board meetings covered by this group, none of us can recall an occasion where a parliamentary concern was ever brought to our attention following the adjournment of a board meeting.

The Public Relations Catastrophe

Following these missteps, PPA leadership, previous board members, and most disturbingly, staff, engaged in extensive lobbying efforts, making calls to Council members, select Past Presidents, and other stakeholders in an attempt to control the narrative. Meanwhile, social media exploded with outrage, damaging PPA's reputation in ways not seen since the failed attempt at implementing professional licensing.

As Past Presidents, we take no pleasure in seeing PPA subjected to public scrutiny and criticism. However, we cannot ignore the reality of the situation. What should have been a simple and fair election process was transformed into a crisis of leadership, trust, and governance.

Our Position

While none of us has signed or endorsed board recall petitions, we do question whether a Board that cannot properly conduct an uncontested officer election should be entrusted with governing a multimillion-dollar organization. We are listening to the discussions and will respect Council's decisions. However, the fundamental issue remains: PPA's leadership must be experienced, transparent, and capable of making decisions in the best interest of the membership.

The failure here is threefold:

1. A failure of the Chair to maintain order and properly conduct meetings.
2. A failure of past and current officers to cultivate and mentor future leaders.
3. A failure of staff to remain neutral in Board elections.

The reputation of PPA, along with its leadership, has been harmed, and that pains us deeply. While many of us have not served in leadership roles for years, we remain engaged in the profession as studio owners, educators, and industry leaders. We care deeply about PPA's future and want to see it continue to thrive. During our tenures of service as board members, officers, committee members, or judges, the PPA halls of Peachtree Center carried a constant theme with signage throughout: **Question Everything**. Today, we are doing just that and we ask Council to do the same.

In the following pages, we have summarized the events of October 8 and the following meetings. Using available minutes, retracted minutes, PPA bylaws, board policy,

Sturgis, and public statements, we are presenting our research on the handling of board elections.

We urge the Council to consider these concerns seriously and to take the necessary steps to ensure that PPA's governance reflects the professionalism, integrity, and leadership that its members deserve.

Sincerely,



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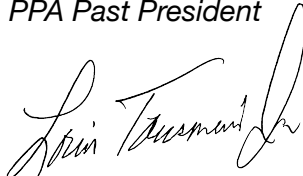
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Analysis of 2024 PPA Officer Elections

Based on The Standard Code of Parliamentary Procedure (Sturgis), PPA Documents and Published Information

Key Procedural Detail:

- Sturgis Rules do **not** inherently require a motion to validate the results of an election unless this is specified in the organization's **bylaws** or **policies**.
- The PPA Board Policies, under **Section 1.2 (Election of Officers)**, specify that voting can occur by secret ballot or by acclamation if a candidate is unopposed.
- There is **no explicit requirement in the policies or bylaws** for a motion to validate the results of an election conducted via paper ballot or acclamation.

Implications for Election 1 (October 7–8):

1. Election Validity:

- The first election appears valid under both Sturgis and PPA policies since the officers were either elected by ballot or by acclamation without any formal contest during the meeting.
- The argument for invalidation hinges on an unnecessary interpretation that a validating motion was required, which contradicts both Sturgis and the PPA bylaws.

2. Responsibility for Oversight:

- If the Chair (Kira Derryberry) believed a validating motion was necessary, it was her responsibility to ensure this was addressed during the October meeting.
- The absence of this motion cannot retroactively invalidate the election unless explicitly mandated by the bylaws.

3. Missed Opportunity for Resolution:

- Cris Duncan's suggestion to retroactively approve the slate with a motion during the November 4 meeting would have resolved the issue. The refusal to entertain this motion indicates either a misinterpretation of the rules or an intentional avoidance.

Analysis of Subsequent Elections

Election 2 (November 4):

- **Procedural Irregularities:**
 - While this election was conducted, Allison Watkins was excluded from discussions about her leadership. This exclusion violates principles of fairness and Sturgis' emphasis on allowing all members to participate in debates about their eligibility or performance.
- **Validation of Pete Rezac:**
 - Pete Rezac was elected Vice President by acclamation and received the necessary votes to validate his position. The procedural errors cited for invalidating this election appear inconsistent since no specific faults were raised about his election process.

Election 3 (November 25):

- **Finality:**
 - This election was conducted under the oversight of legal counsel, and its results have not been contested.
 - However, the 10–3 voting split aligns closely with the signatories of the October letter expressing concerns about Allison Watkins, suggesting a pre-established factional divide within the Board.

Key Discrepancies in Arguments

1. Claim of Procedural Flaw:

- The claim that Election 1 was invalid due to a missing motion lacks support under Sturgis and PPA bylaws. This rationale was likely used as a pretext for redoing the elections.

2. Inconsistent Application of Standards:

- Election 2 results (including Pete Rezac's uncontested VP election) were invalidated using a broad interpretation of procedural flaws, yet these same standards were not applied to Election 1 until after Allison Watkins' leadership was challenged.

3. **Transparency Concerns:**

- The exclusion of key stakeholders (e.g., Pete Rezac and possibly others) from consultations with legal counsel raises questions about the fairness of the decision-making process.

4. **Negative Campaigning:**

- The November 4 meeting featured a lengthy discussion criticizing Allison Watkins, in violation of Board policies prohibiting negative speech about candidates before elections.

Conclusion

The original October election results were valid under both Sturgis Rules and PPA policies, making the subsequent re-elections unnecessary. The procedural flaws cited to invalidate Election 1 appear to have been leveraged selectively to address underlying interpersonal and governance conflicts. Transparency, fairness, and adherence to rules must be prioritized to restore trust in PPA's leadership.

Expanded Analysis Incorporating Retracted November 4 Meeting Minutes

Context of Retracted Minutes (November 4, 2024):

The retracted meeting minutes from November 4, 2024, provide additional insight into the proceedings and decisions made during the second election process. The minutes, later removed from the record, highlight critical procedural and governance issues.

Key Details from the Retracted Minutes:

1. Executive Session to Discuss Leadership:

- Motion B: Approved entry into Executive Session for discussions on the election of Board officers.
- **Issue:** The Executive Session excluded certain members, including Allison Watkins, from discussions about her leadership—a potential violation of parliamentary rules guaranteeing members the right to be present for discussions involving them.

2. **President Election:**

- Allison Watkins was nominated for President.
- Motion H: To elect Allison Watkins as President was **not approved**, despite her unopposed status.
- **Discrepancy:** Under PPA policies and Sturgis Rules of Order, unopposed candidates are typically elected by acclamation. The rejection of her election raises questions about procedural adherence and fairness.

3. **Vice President Election:**

- Pete Rezac was nominated and elected as Vice President without opposition.
- Motion J: To elect Pete Rezac as Vice President was **approved**.
- **Inconsistency:** Pete's uncontested election was validated during the meeting, while Allison's was rejected. This selective application of standards indicates potential bias.

4. **Treasurer Election:**

- Makayla Harris was nominated and elected as Treasurer.
- Motion L: Approved her election.
- **Observation:** The Treasurer election proceeded without issues, despite being part of the same process deemed procedurally flawed for other positions.

5. **Meeting Extensions:**

- The meeting was extended multiple times to accommodate these deliberations, highlighting the contentious nature of the discussions.

6. **Final Adjournment:**

- The meeting was adjourned at 2:43 PM, with motions passed for all officer positions except for President.

Impact of the Retracted Minutes

1. Procedural Violations:

- The exclusion of Allison Watkins from discussions regarding her leadership contravenes principles of fairness and transparency. Under Sturgis, individuals have the right to defend themselves in such discussions.

2. Unexplained Rejection of President Nomination:

- Motion H's failure to approve Allison as President despite her unopposed status contradicts PPA policies. No procedural explanation was provided for rejecting her candidacy, undermining confidence in the process.

3. Selective Application of Rules:

- Pete Rezac's election as Vice President was validated, while Allison Watkins' identical circumstances as an unopposed candidate for President were treated differently. This inconsistency raises concerns about potential factional biases.

4. Legitimacy of Retracted Minutes:

- The subsequent retraction of these minutes suggests an effort to obscure the irregularities of the November 4 meeting. Transparency is critical in governance, and such actions may erode trust among members and stakeholders.

Revised Key Discrepancies:

1. Election Validation Requirements:

- The insistence on validating motions for Allison's position contrasts with the lack of similar requirements for other officers, contrary to Sturgis and PPA bylaws.

2. Retracted Record of Decisions:

- The removal of these minutes highlights procedural opacity. Without a clear explanation for the retraction, the Board appears to be concealing irregularities.

3. Impact on Subsequent Elections:

- The procedural flaws and factional dynamics evident in the November 4 meeting likely influenced the third election on November 25, where Allison Watkins and Pete Rezac lost despite prior successful elections.

Comprehensive Analysis of Procedural and Governance Violations in PPA Board Meetings

Introduction: This analysis covers the PPA Board of Directors meetings held on October 7-8, November 4, and November 25, 2024, focusing on procedural, parliamentary, bylaws, and policy violations at each step. It synthesizes all provided information, emphasizing governance challenges and proposing remedies.

Timeline and Violations Identified

October 7-8, 2024: Initial Officer Elections

Procedural Details:

- Paper ballots were distributed for elections.
- Results:
 - Allison Watkins elected as President by acclamation.
 - Pete Rezac elected as Vice President by acclamation.
 - Makayla Harris elected as Treasurer by vote.
- The meeting minutes recorded the results without any contestation or indication of procedural errors.

Violations:

1. Invalidation Without Cause:

- Sturgis Rules of Order and PPA policies do not require a validating motion for election results unless explicitly stated in the bylaws. No such requirement exists in the PPA bylaws.

- The later claim that the election was invalid due to the lack of a motion is baseless and contrary to procedural norms.

2. **Chair's Oversight:**

- As per Board Policy 2.5.1, the Chair of the Board is responsible for conducting meetings in accordance with bylaws and parliamentary rules. Failure to ensure clarity on this issue allowed for unnecessary disputes.

November 4, 2024: Special Board Meeting

Procedural Details:

- The agenda included approving committee assignments and addressing leadership concerns.
- Leadership discussions occurred in Executive Session, from which Allison Watkins was excluded.
- A second round of elections was held:
 - Allison Watkins was re-elected as President but not confirmed.
 - Pete Rezac was re-elected as Vice President by acclamation.
 - Makayla Harris was re-elected as Treasurer.

Violations:

1. **Exclusion from Leadership Discussions:**

- Excluding Allison Watkins from discussions about her leadership violated Sturgis Rules of Order and PPA policies, which guarantee members the right to participate in matters directly affecting them.

2. **Unjustified Re-Election:**

- The re-election was conducted without prior notice or formal contestation of the initial results, violating transparency and procedural fairness.

3. **Selective Validation:**

- Pete Rezac's uncontested re-election as Vice President was validated, while Allison Watkins' presidency was contested without clear justification.

4. **Minutes Manipulation:**

- The November 4 meeting minutes were later retracted without explanation, eroding trust in the governance process.

November 25, 2024: Special Board Meeting

Procedural Details:

- A third election was held under legal counsel's oversight:
 - Mark Campbell was elected as President (10-3).
 - Makayla Harris was elected as Vice President (10-3).
 - Larry Lourcey was elected as Treasurer by acclamation.
- The Officer Slate was approved despite dissenting votes from Pete Rezac, Allison Watkins, and Cris Duncan.
- A motion was passed to alter the Nominating Committee's composition, replacing outgoing officers with incoming ones.

Violations:

1. **Third Election Unnecessary:**

- Sturgis and PPA policies stipulate that unopposed candidates are elected by acclamation unless contested during the meeting. The October results were binding and did not warrant subsequent elections.

2. **Policy Breach in Nominating Committee Composition:**

- Replacing outgoing officers in the Nominating Committee violated Board Policy 3.23.1 and disenfranchised Allison Watkins and Pete Rezac.

3. **Factional Decision-Making:**

- Voting patterns aligned closely with the 10 signatories of the October leadership concerns letter, suggesting pre-determined decisions rather than impartial evaluations.

4. **Transparency Issues:**

- The temporary retraction and revision of November 4 minutes without clear justification further damaged credibility.

Recommendations for Board Organizational Reform

1. Transparent Documentation:

- Preserve all meeting minutes, including retractions and revisions, with detailed justifications for changes.

2. Procedural Consistency:

- Amend bylaws to explicitly clarify election procedures, ensuring that unopposed candidates are elected by acclamation unless formally contested during the meeting.

3. Leadership Training:

- Provide comprehensive training for Board members on Sturgis Rules of Order and PPA-specific governance policies.
- Develop a process of non-confrontational evaluation, feedback and leader development.

4. Independent Review:

- Engage an impartial third party to assess the procedural and governance failures of the 2024 election cycle and propose corrective measures.

5. Conflict Resolution Protocols:

- Establish formal mediation processes to address interpersonal disputes and ensure constructive dialogue within the Board.

6. Nominating Committee:

- Change the makeup of nominating committee to include only one board member in efforts to promote not only social diversity, but those who can provide alternative points of view.
- Seek out nominees that have governing and board experience in photographic associations, service, charitable, art and cultural, chambers of commerce or business organizations. Look for experience in areas such as strategic planning, financial oversight, policy development, and leadership.

Conclusion

The officer election process of 2024 highlighted significant governance failures, including procedural violations, selective rule enforcement, and lack of transparency. Addressing these issues is essential to restore trust among PPA members and ensure fair and effective leadership practices in the future.