

# **BY-LAWS**

## **Two Rivers Photography Club**

### **ARTICLE I: ORGANIZATION**

The Name of this organization shall be Two Rivers Photography Club.

### **ARTICLE II: PURPOSES**

#### **Section 1**

The purposes of the Two Rivers Photography Club are exclusively those allowed for organizations defined under 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue law. It is organized exclusively for educational purposes.

#### **Section 2**

The following are the purposes for which this corporation has been organized: To foster, promote, expand and perpetuate knowledge, appreciation and enjoyment of photography and related subjects.

### **ARTICLE III: MEMBERSHIP**

#### **Section 1**

Membership shall be open to anyone regardless of age, gender, race, nationality, or color. Children under the age of 16 must be accompanied by an adult.

#### **Section 2**

There shall be a yearly membership fee.

#### **Section 3 - Privileges**

All club members may participate in club educational programs and competitions.

## **Section 4 - Membership**

Membership is a privilege and may be withdrawn by a 2/3 vote of the Board of Directors with just cause. Just cause is defined as disruptive and/or inappropriate behavior that negatively impacts the goals of the club. The Board of Directors reserves the right to request original files at any time (including metadata).

## **ARTICLE IV: MEETINGS AND COMPETITIONS**

### **Section 1 - Competitions**

Competitions shall be arranged by the Competition Committee, or the Board of Directors. Competitions may occur from September to May.

### **Section 2 - Annual Meeting**

The annual meeting may be held at the final regularly scheduled competition of the club to conduct any official business.

### **Section 3 - Meetings**

The Board of Directors may schedule meetings of the general membership as often as necessary to fulfill the purposes of the corporation. Notice of all meetings shall be given to members at least 48 hrs. in advance. Notices shall state the place, date and hour of such a meeting.

## **ARTICLE V: BOARD OF DIRECTORS**

### **Section 1 - Number of Directors and Qualifications**

- a) The business of this corporation shall be managed by a Board of Directors consisting of no less than 7 and not more than 15 members in good standing of this organization.
- b) Members of the board must be in good standing of the organization, which includes a current, paid membership.
- c) The members of the Board of Directors shall serve without compensation.

- d) All newly elected board members must agree with and sign the 'Code of Ethics' statement. These documents are to be kept on file with the Secretary.

## **Section 2 - Voting**

Each director shall have one vote.

- a) Such voting shall be done in person.
- b) E-mail may be acceptable when directed by the President or Vice-President.

## **Section 3 - Election and Term of Directors**

- a) New members to the Board of Directors (including the filling of vacancies) are elected onto the TRPC board by the present board after accepting nominations from the Board of directors and/or the general membership.
- b) The term of each board member is for 4 years, expiring on the last day of June.
- c) Board members may serve two consecutive terms.
- d) The Board of Directors reserves the right to allow continuum of service for additional term(s) with a 2/3 vote.

## **Section 4 - Quorum**

- a) A majority of the board shall constitute a quorum for the transaction of business.
- b) A vote of the majority of the Board of Directors present at the time of a vote shall be an act of the Board of Directors.

## **Section 5 - Board Meetings**

- a) Board meetings are held once each month on the 1<sup>st</sup> Thursday of the month, when possible. Depending on need, the board may meet all year round.

- b) All club members are welcome at the meetings to express ideas, although not to vote on any issues.
- c) Board of Director members are expected to attend a high percentage of regularly scheduled meetings.

## **Section 6 - Powers**

- a) The Board of Directors shall be the policy making body of the corporation.
- b) The function of the Board of Directors is to administer the workings of the Two Rivers Photography Club, arrange its events, set up educational opportunities, and handle the budget.
- c) The Board of Directors shall establish policies and rules to govern all committees, staff members, and other affiliated personnel.
- d) It shall have the power to call for an audit of all accounting records.
- e) It shall review the By Laws annually and amend according to the provision in Article IX of this document.
- f) The Board of Directors shall have the control and management of the property of the Corporation, with the power to borrow money for corporate purposes. Acting on behalf of the corporation it may hold or dispose of such property, real or personal, as may be given, devised or bequeathed to it or entrusted to its care and keeping, and may purchase, acquire, and dispose of such other property of the corporation.

## **ARTICLE VI: OFFICERS**

### **Section 1 - Election and Term of Officers**

- a) All officers shall be elected at the meeting of the Board of Directors held prior to the end of the year awards meeting.
- b) Officers shall be announced at the End of Year Awards Meeting.

- c) All officers shall be elected for a term of 2 years.

## **Section 2 - Qualifications**

An officer must be a member in good standing of this corporation and must be a member of the Board of Directors.

## **Section 3 - President**

- a) The President shall preside at all business meetings of the general membership and at all meetings of the Board of Directors.
- b) He / she shall supervise and manage all of the business and affairs of the corporation and carry out all the duties usually incumbent upon a president.
- c) He / she shall be an ex officio member of all standing committees.
- d) He / she shall submit to the Board of Directors all appointments, proposals and decisions for its approval.
- e) He / she, with the Vice President, shall execute all legal papers, documents, or instruments of the Corporation.
- f) He / she shall conduct competitions in coordination with the vice - president.
- g) He / she shall keep members updated on meetings and events.

## **Section 4 - Vice President**

- a) The Vice President shall in the absence or disability of the president, perform the duties and exercise the powers of the president.
- b) He / she, with the President, shall execute all legal papers, documents, or instruments of the Corporation.
- c) He / she shall conduct competitions in coordination with the president.
- d) He / she shall keep members updated on meetings and events.

## **Section 5 - Secretary**

- a) The Secretary shall perform the usual and ordinary duties of a secretary of an organization.
- b) He / she shall record the minutes of the Board meetings and be prepared to present them for approval at the next meeting. A copy of the minutes should be e- mailed to the Board of Directors 1 week early to facilitate the agenda.
- c) He / she shall handle all general correspondence and/or communications.
- d) He / she shall be the custodian of all non-financial records, books, documents and communications.

#### **Section 6 - Treasurer**

- a) The Treasurer shall account for all funds of the Corporation.
- b) He / she shall keep or cause to be kept accurate and proper record of all money and make monthly reports to the Board of Directors. A copy of the monthly financial report should be e- mailed to the Board of Directors 1 week early to facilitate the agenda.
- c) He / she shall balance all accounts and prepare monthly reports or cause the same to be done.
- d) He / she shall work closely with the President in all matters of business and finance, including the preparation of the annual budget.
- e) He / she shall serve as Business Manager for the corporation and as coordinating chairman of all business-related activities.
- f) Treasurer shall comply with all local, state, and federal regulations to maintain the 501(c)3 status, including filing required paperwork in a timely fashion.

#### **Section 7 - Vacancies**

Should a vacancy occur in an office of the board, the President, with the approval of the remaining board, shall appoint a member of the board to

assume the office for the remainder of the term.

## **ARTICLE VII: COMMITTEES**

### **Section 1**

The President shall appoint all committees as he or she deems necessary. Standing committees may consist of:

- |                   |                   |
|-------------------|-------------------|
| a) Hospitality    | e) Special Events |
| b) Finance        | f) Publicity      |
| c) Education      | g) Membership     |
| d) Competition    | h) By-Laws        |
| e) Special Events | i) Fund Raising   |

### **Section 2**

All committees are required to report to the board on a timely basis whenever there are changes that affect the organization. The Board of Directors can also request a report from any committee whenever the Board of Directors deems necessary.

## **ARTICLE VIII: FINANCIAL POLICIES**

### **Section 1 - Non-Profit Status**

The Corporation is not organized and shall not be operated for pecuniary gain or profit but shall adhere to the standards of a non-profit organization. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its board members, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II – Purposes.

## **Section 2 - Sources**

- a) The Corporation shall collect yearly dues from the general membership.
- b) The Corporation may accept free-will gifts of interested persons or groups as financial support
- c) The Corporation may seek grant funds to help in the execution of its stated purposes.
- d) Tuition fees for classes, conferences, etc... and receipts from sales of materials or books, etc... shall be reinvested in the club or applied against expenses.

## **Section 3 - Fiscal Year**

The fiscal year of this corporation shall begin on July 1<sup>st</sup> of each year, and end on June 30<sup>th</sup> of each year.

## **ARTICLE IX: AMENDMENTS**

By Laws may be amended, repealed or adopted by a majority of those present at a meeting of the general membership.

## **ARTICLE X: DISSOLUTION**

In the event it should be necessary to dissolve the Corporation, the Board of Directors shall develop a plan for disposition and distribution of the residual assets consistent with the established purposes of said Corporation and within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court or Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.