

# Bylaws of the Trinity Arts Photo Club

As Amended February 2020

## ARTICLE 1: GENERAL

### SECTION 1: Name

The name of the photography club shall be the Trinity Arts Photo Club, hereafter referred to in this document as "Club".

### SECTION 2: Purpose

The purpose of this not-for-profit Club shall be to promote the interests of photographers by bringing together those who are interested in helping each other to produce better pictures, to educate, encourage, and expand the photographic knowledge and capabilities of its members by:

- a. mutual education and learning in the science and art of photography,
- b. promoting and encouraging advancement in the knowledge and practice of photography,
- c. furnishing a meeting place where its members may associate,
- d. making available necessary equipment to conduct its programs with approval of Board of Directors,
- e. presenting programs, lectures, and demonstration of techniques,
- f. providing for Club and member participation in assignments, critiques, contests and field trips
- g. sponsoring any activities which further the purpose of the Club.

### SECTION 3: Amendments

- a. This Constitution and Bylaws may be amended at any time.
- b. Any member may submit a proposed amendment to the Board of Directors. The Board of Directors will present the proposal in writing to the general membership at least 10 days prior to the date the voting shall take place.
- c. At least 40% of the members must be present for a vote to take place. The amendment needs 2/3 approval by the members in attendance at the time of the vote to be adopted.
- d. A voice vote is sufficient unless a member questions the results of the voice vote in which case the voting will be made by counting of hands, unless a secret ballot is requested.

### SECTION 4: Parliamentary Authority

The rules contained in Robert's Rules of Order, Newly Revised, shall govern this Club in all instances in which they are applicable and in which they are consistent with these Bylaws.

## ARTICLE II: MEMBERSHIP

### SECTION 1: Membership Defined

a. Active Members:

1. Active members are individuals who have applied for membership and who are current on their dues.
2. Memberships are classified as Individual, Student or Family. Each shall have its own dues amount.
3. Individual members are those not included in Student or Family classifications.
4. Student Member dues shall be available to high school and college students. "College" shall not include Senior Education or Continuing Education programs.
5. Family memberships shall be one rate to cover all family members. Each family member shall have the rights of an Individual member as related to voting and club activities.

b. Honorary Members:

1. Honorary Members are individuals who have rendered distinguished service to this Club or to the promotion of photography and have been approved by the Board of Directors. Each President of the Club automatically shall be an Honorary Member while serving as President.
2. Honorary Members do not pay club dues. (Article III, Section 3)
3. The Board of Directors may designate a member a "Lifetime Honorary Member" for recognition of special service to the club.
4. Lifetime Honorary Members are listed in Exhibit I at end of these Bylaws.

c. Charter Members:

1. Charter members are those individuals designated in the Constitution and Bylaws adopted November 20, 1984.

2. The Charter members are designated as follows;

Lora Asdorian, Bob Ballard, Geri Combs, Harold Combs, Leo Cox, Johnnie Dilleshaw, Ray Ellis, Karin Gregory, JW Hayes, Evelyn Meadows, Jim Patterson, Steve Reams, Dave Seigel, Alan Smith and Ed Van Sant.

### SECTION 2: Applications

- a. Any person interested in photography may apply for membership.
- b. If a person desires to be a member of the Club, they must submit a completed application and pay any dues as set out by these Bylaws.

### SECTION 3: Duties of Members

- a. Members shall abide by this Constitution and Bylaws and shall keep the Club informed of their current contact information.
- b. Members are expected to be active participants in the meetings, activities and the operation of the club.
- c. Members are expected to contribute to a positive and respectful atmosphere during club meetings and activities.

### SECTION 4: Privileges

- a. Active members shall enjoy all rights and privileges customarily appertaining to such memberships, or otherwise established by the Board of Directors. Such rights and privileges include offering comments during discussions of matters before the club, making motions and voting.
- b. Honorary members shall enjoy the basic status of Active Members, with additional rights and privileges established by tradition or granted by the Board of Directors.

## ARTICLE III: FINANCES/DUES

### SECTION 1: General

Enrollment fees and membership dues shall be fixed by the Board of Directors. The full dues amount collected shall be recorded and posted by the Treasurer.

### SECTION 2: Payment of Annual dues

- a. Dues shall become payable upon application for membership and annually in January thereafter.
- b. All members shall pay their dues by the end of February or be dropped from the current year's roll.
- c. Members who do not pay their dues by the end of February can be reinstated upon payment of the full dues amount at any time during the first year of non-payment. Any former member shall be considered an applicant if his/her dues have been paid for at least one year.
- d. New members joining during the months of March through September will pay a prorated amount.
- e. New members joining in October through December will pay the full annual dues amount, but this payment will also enroll them for the following year during which no additional dues will be required of that member.

### SECTION 3: Exceptions to Payment of Dues

No payment of enrollment fees or dues shall be required of Honorary Members of this Club.

### SECTION 4: Funds

All Club funds shall be properly accounted for and deposited in a financial institution.

## SECTION 5: Disbursements & Report

The club shall operate disbursing funds as approved by the Board of Directors. A report of finances shall be prepared at least once a year by the Treasurer and made available to all members by printing it in the Newsletter and/or posting it at an appropriate website location.

## SECTION 6: Check Authorization

- a. Signatures: The Treasurer and one other officer will be authorized to sign checks and use the debit card.
- b. Excessive check amounts: The Board of Directors of this Club must approve, by majority vote, any expenditure of \$100 or more, except for the annual rental expenditure.

## SECTION 7: Revenue

The club shall receive its funds from dues, contributions, club collections, grants, sale of unneeded assets, and fund-raising projects.

## SECTION 8: Dissolution

- a. Upon dissolution of the Club, the six Officers shall remain in power and with effect for a length of time sufficient to pay any remaining debts and then to disperse any remaining funds and dispose of any assets at the Officers' discretion per the requirement in item b., that follows.
- b. Said remaining funds and assets to be allocated among one or more non-profit organizations or educational entities.

# ARTICLE IV: OFFICERS

## SECTION 1: Slate of Officers

The officers of this Club shall be a President, Vice President, Secretary, Treasurer and two Officers at Large.

## SECTION 2: Nominating Committee

The President shall appoint a nominating committee of at least three (3) members no later than the September meeting. The nominating committee shall present at least one individual per office at the October club meeting. Nominations may be made from the floor at the November meeting before the voting begins provided consent has been obtained from the nominee.

## SECTION 3: Term

Officers shall be elected for a term of one calendar year beginning with the first meeting in January.

## SECTION 4: Election Time

The officers shall be elected at the regular business meeting held in November of each year.

## SECTION 5: Membership requirement

All officers shall be active members of the Club at the time that he/she is elected. However, during his/her tenure the President shall be an Honorary Member and pay no dues. (Article III, Section 3)

## SECTION 6: Term Limitation

An individual shall not serve as President for more than two consecutive elected terms. However, should the office of President become vacant during the year, a member filling out the unfinished term may be elected to two subsequent terms as President. All other officers may serve as long as the Club and involved individual desire.

## SECTION 7: Vacancies in Offices

All vacancies in office, except that of President, shall be filled for the unexpired term by Presidential appointment. If the office of President becomes vacant, the Vice President shall complete the term, appointing a Vice President if warranted.

## SECTION 8: Duties of Officers

- a. President: The President shall preside at all Club meetings, call Club officers for special meetings, appoint officers and committee members as deemed necessary, coordinate planning of Club activities with other officers, ensure that the responsibilities of the various Club offices are being fulfilled, announce Club activities and other items of business during Club meetings, assure that at least one club Officer will be present at each scheduled Club activity and comply with those duties set forth in this Constitution and Bylaws.
- b. Vice President. The Vice President shall perform the duties inherent in the office, conduct meetings in the absence of the President and such additional duties as may be specified in the Constitution and Bylaws. The Vice President shall succeed the President in the event the President shall become unable to perform the designated duties. The Vice President shall be responsible for the coordination of all committee activities. The Vice President will complete any unexpired term of a vacated Presidential office.
- c. Secretary. The Secretary shall perform the duties inherent in the office, and such other duties delegated by the Board of Directors and specified in the Constitution and Bylaws. The Secretary shall be responsible for keeping, in permanent form, the official minutes of the Board of Directors and any business conducted during membership meetings. With the Treasurer, the Secretary shall record all financial matters within those minutes.

- d. Treasurer. The Treasurer shall perform duties inherent in the office, and such other duties delegated by the President, or required by the Board of Directors and specified in the Constitution and Bylaws. The Treasurer shall maintain current and accurate records of all financial activity by the Club and shall be responsible for maintaining current active membership files.
- e. Officer at Large. Two Officers at Large will serve as advisors to committee chairpersons as directed by the President. It is desirable that such members should have served previously as an officer of the Club.

## SECTION 9: Conduct in office

Officers and officials of the Club shall conduct themselves and direct the affairs of an office in a manner consistent with the policies and procedures established by the Board of Directors and shall perform duties specified in the Constitution and Bylaws.

## ARTICLE V: BOARD OF DIRECTORS

### SECTION 1: Composition

The Board of Directors shall be composed of the Officers, Committee Chairpersons and Committee members.

### SECTION 2: Powers

The Board of Directors shall have the power to approve committees and committee chairpersons as recommended by the President; recommend for Club approval any activity or project if needed, expend Club Funds and, in general, act in good faith in behalf of the Club.

## ARTICLE VI: BUSINESS MEETINGS

### SECTION 1: Frequency of Board Meetings

The Board of Directors shall meet as needed to plan and direct Club activities. A quorum of 50 % must be present to conduct business.

### SECTION 2: Voting

- a. Board of Directors meetings. Although meetings shall be open to all Club members, only Board of Directors members shall vote at Board of Directors meeting.
- b. Club Business Meetings. All Active Members in attendance at Club business meetings may vote. Voting decisions shall be based on majority vote of Club members present and voting unless otherwise specified in the Articles presented herein.
- c. Tie vote. The President shall cast a vote only in the event of a tie vote on any matter coming before the Club or the Board.

## ARTICLE VII: CLUB PROGRAMS

### SECTION 1: Monthly Program

- a. The Club shall normally have at least a twenty-minute program during its regular monthly meeting.
- b. Programs should concern themselves with technical and instructional presentations, guest speakers, competitions, member's travelogues or other activities.

### SECTION 2: Competition Program

- a. Monthly Competition. Each year a list of eleven topics (one per month, January – November) will be provided to the members to depict photographically. The topic for any particular month will denote a subject, technique or other requirement.
- b. All monthly competitions shall follow the RULES AND PROCEDURES OF COMPETITION established by the Competition Committee and approved by the Club Membership.
- c. Photos submitted for each topic will be presented to a judge/commentator for review and critique.
- d. Annual Judged Competition. The competition committee should try to arrange a Judged competition at least once a year. The committee shall determine who can participate and all other rules for that competition.
- e. Final Authority. The committee shall be the final authority in all disputes over competition matters.

### SECTION 3: Publicity Program

The club should try to have at least one community service project per year. That project should promote community understanding and friendly relations among persons and organizations within the community. Any funds derived from such a project should be considered as an opportunity to enhance the Club's welfare.

### SECTION 4: Workshop Program

- a. Purpose. The purpose of the workshop program shall be to provide for the enjoyment, mastery, and promotion (furtherance) of arts and science of photography. This may include such workshops in processing, lighting, composition, etc.
- b. Frequency. This program should be scheduled as frequently as members desire, usually in addition to the regular monthly Club meetings.
- c. Revenue Generator. The Board of Directors can give consideration as a revenue generator by allowing these workshops open to the general public on a limited but lucrative basis.

### SECTION 5: Field Trip Program

- a. Purpose. The purpose of the Field Trip Program is to provide members with social and photographic opportunities outside the regularly scheduled meetings to practice particular skills and to learn from others in a group setting.
- b. Frequency. The club shall try to have at least two field trips in a calendar year.

## SECTION 6: Membership Program

- a. Purpose. The Club shall have an effective ongoing membership program to welcome visitors and generate new members.
- b. Inactive members. When it is determined that a previously active member is absent from several Club meetings and events, an attempt will be made to contact that Club member and encourage them to become active again.

## SECTION 7: Committees

All committees will consist of a Chairperson and one or more active members.

Proposed



## ARTICLE VIII: APPROVALS OF CONSTITUTION/AMMENDMENTS

### SECTION 1: Adoption of Original Bylaws

- a. Original Approval. This Constitution and Bylaws were duly approved by the membership of the Club, affiliated with the Trinity Arts Foundation on the 20th day of November 1984. This document and all other historical papers will be stored as club property by the Secretary.
- b. Original Bylaws Committee. Members of the By-Law committee were Steve Reams, J.W. Hayes, Leo Cox, Bob Ballard, Evelyn Meadows, and Karin Gregory.

### SECTION 2: Amendments Prior to the 1994 Revision

The original Constitution has been amended October 1998 and August 1991.

### SECTION 3: 1994 Revision Committee

The 1994 revision committee consisted of the following members: Leo Cox, Ken Hammack, (Chair), Steve Horton and Dwayne Taylor. Approved August 16, 1994.

### SECTION 4: 2003 Revision Committee

The 2003 revision committee consisted of the following members: Linda Hightower, Geri Combs, Al Smith, and Ted Black, President. The revised document was presented to the members on the 20th day of October 2003.

The members approved the revision on the 20th day of October of 2003.

### SECTION 5: 2020 Revision

The 2020 revision committee consisted of the members of the Board. Board member Bill Webb created the draft for consideration by the Board.

President Janet Cunningham presented the revised document to the club for a vote on the \_\_\_\_ day of \_\_\_\_\_, 2020

The members approved the revision on the \_\_\_\_ day of \_\_\_\_\_, 2020.

## Exhibit I

### Lifetime Honorary Members

Upon designation as a Lifetime Honorary Member, the person's name will be entered in this exhibit. Such entry is not considered an amendment of these Bylaws and thus no revision vote is required.

<u>Name</u>	<u>Date elected to Lifetime Honorary Member</u>
Al Smith	October 20, 2003
Bill Martin	October 20, 2003
Steve Horton	October 20, 2003
Geri Combs	October 20, 2003
Leo Cox	October 20, 2003
Jerry Pyle	October 20, 2003
Bruce Hutter	November 28, 2005

Proposed