

# Digital Photography Club, Inc. of Annapolis Bylaws

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### ARTICLE I. THE ORGANIZATION

- 1) Name: The name of the organization shall be the “Digital Photography Club of Annapolis, Inc.” (DPCA) and herein referred to as “the Club.”
- 2) Purpose: To support and develop expertise, facilitate information exchange, provide image display platforms, and facilitate general camaraderie in respect to all aspects of digital photography.
- 3) Fiscal Year: The fiscal year of the Club’s operations shall be from July 1 to June 30.

### ARTICLE II. MEMBERSHIP

- 1) Eligibility: Membership in the Club is open to anyone with an interest in digital photography. A "member in good standing" is one whose dues are paid in full for the current Club year. Membership is granted after receipt of a completed membership application and annual dues.
- 2) Dues: Dues shall be required of all members. The amount of annual dues shall be proposed by the Executive Board and approved by vote of the general membership during the last meeting of the fiscal year. A simple majority of the members present is required for acceptance. Continuing and previous members must pay full annual dues by October 1 to sustain their membership in good standing. New members joining after the midpoint of the regular program season shall pay fifty percent of the annual dues, rounded up to the nearest five dollars. New members joining on or after the date of the second to last meeting of the Club year may pay full dues for the current year; those dues shall cover full membership for the upcoming year as well.

Current members may prepay dues for the upcoming year in the last month of the regular season. When dues are collected in the present fiscal year to cover membership in the upcoming year, the dues shall be treated as income in the upcoming year.

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- 3) Privileges: Members in good standing shall be eligible to participate in all Club activities, vote at business meetings, and avail themselves of all services offered to members. Individuals who are not members in good standing may observe a maximum of two programs offered by the Club and shall be ineligible for other Club activities and services.

### ARTICLE III. GOVERNMENT

- 1) Executive Board: The Club shall have an Executive Board comprised of members in good standing who shall manage the Club in accordance with its Bylaws. The Club's elected officers shall consist of the President, Vice President, Secretary, and Treasurer.

The President shall appoint a Programs Director, Field Trips Director, Exhibits Director, Membership Director, Communications Director, Technology Director and Webmaster. The elected officers and appointed directors shall constitute the Executive Board.

The Executive Board may appoint additional Committees and Committee Chairpersons as needed. Such Committee Chairpersons shall report to an Executive Board member as directed by the President but shall not be voting members of the Executive Board.

The Executive Board shall meet at least three times each year at an agreed-upon time and place. An official board meeting requires that each board member shall have written notice at least two weeks in advance. Email and/or hard copy letter sent via USPS constitute written notice. All Executive Board members shall be voting members. Questions shall be decided by a simple majority of the attending Executive Board members. Attendance shall be defined by physical or electronic presence via skype, phone, or other means. Paper proxy votes shall also be accepted.

- 2) Elected Officers' Responsibilities

a) **President:**

- Preside over Club and Executive Board meetings
- Act as an ex-officio member of all committees
- Coordinate and review efforts of the Officers and Directors of Membership, Technology, Communications and the Webmaster
- Monitor the general operations of the Club and represent the Club to the public
- Approve Club publications

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- Act as the primary contact with the Webmaster for transmitting website content additions, deletions, and edits. Deliver such content in a form ready for posting.
- Fill by appointment all vacancies
- Take action, with the informed advice of the Executive Board, on matters which need immediate attention
- Serve as a non-voting advisor on the Executive Board as Past President during the year immediately following his or her term of office
- Perform other duties as necessary

### **b) Vice President:**

- Report to the President
- Substitute for the President, when necessary
- Coordinate and review efforts of the Directors of Programs, Field Trips, and Exhibits
- Maintain the master calendar spreadsheet displaying meetings, speakers, presentations, Challenges, Showcases, field trips, exhibits and any other Club activities and their important dates
- Approve the agendas for Club meetings and other Club activities
- Manage special projects
- Recruit a member in good standing to keep the Club's backup projector, make it available as a standby for meetings, and handle its short-term rental
- At the direction of the President, chair and form a committee to undertake review of the Bylaws
- Perform other duties, as directed by the President

### **c) Secretary:**

- Report to the President
- Prepare minutes of Club and Executive Board meetings
- After approval of the President, distribute Executive Board meeting summaries to members
- Provide to the membership advance notice of a business meeting, to include topics of discussion at the meetings
- Maintain a file with historical records, excluding financial documents, of the Club

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- Prior to the fiscal year's end, prepare an historical summary documenting the names of Club officers and directors and describing key Club activities for the past fiscal year
- Submit annual updates of the Club history to the Club Webmaster for posting on the Club's web site
- Maintain a list of Club and external contest opportunities to be presented on the Club's website
- Maintain a list of volunteer opportunities for community service to be presented on the Club's website
- In the case of dissolution of the Club, file Articles of Dissolution with the State of Maryland in compliance with current State requirements

### d) Treasurer:

- Report to the President
- Manage the Club's post office box, forwarding all membership related information to the Club's Membership Director, retaining financial documents and distributing non-membership materials to the President.
- Receive from the Membership, Exhibit Directors and all others, all monies received by them or their designees.
- Deposit all monies collected by the Club, e. g. dues, exhibit fees, etc., in a checking account in the name of the Club. Conduct best practice transactions associated with maintaining the Club's bank account(s).
- Prepare a budget for the following fiscal year and submit it to the Executive Board for approval by the Club membership by the final meeting of the season
- On request, provide monthly cash flow statements to the Executive Board or the membership
- Keep and maintain the Club's financial records, i.e. bills, invoices, receipts, cancelled checks, bank statements, etc.
- Prepare and file appropriate federal and state corporate tax returns each year on or before August 15. The outgoing Treasurer shall assist the current Treasurer with preparation as needed
- Prepare an annual financial statement to be shared with the membership
- Transfer the Club's financial records to the newly elected Treasurer within a week after the last meeting of the Club year and deliver an orientation for the new Treasurer

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- The newly elected Treasurer shall prepare and submit the Club's financial documents for annual audit/review after the final meeting of the Club year and before July 1. The outgoing Treasurer shall assist the current Treasurer with preparation as needed.
- Accept from the auditor/reviewer upon completion of his/her examination, the Club's financial records.
- With approval of the Executive Board, amend the Club's financial procedures, as possible, in accordance with the auditor/reviewer's guidance.

### 3) Appointed Directors' Responsibilities

Directors may, with the approval of the President, recruit from among the members in good standing individuals and committees to assist in their tasks.

#### a) **Programs Director:**

- Report to the Vice President
- Propose an agenda and arrange activities for each meeting during the regular program season to include the main speaker and additional presentations for each meeting
- Coordinate with speakers before their presentation date to ensure the presentations go smoothly. This coordination shall include communicating to the speaker the audio/visual capabilities of the Club and the meeting location, obtaining the speakers' biographies and website addresses to use in introducing them to the membership, scheduling their time slots and providing them with the address of the meeting place, reconfirming the speakers' participation shortly before the meeting takes place, and following up with thank you notes after the presentations
- Supervise the individuals and committees recruited to assist the Director

#### b) **Field Trips Director:**

- Report to the Vice President
- Research, place before the Vice President for review, and organize outings for Club members outside the regular program schedule
- Prepare and deliver to the President a data sheet presenting the details of each field trip
- Distribute and collect from each field trip participant a completed copy of the Club's release form
- Collect member-submitted photographs from each outing and assemble them into Field Trip presentations coordinating with the Technical Director as necessary

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- Work with the Programs Director to schedule Field Trip presentations
- Conduct the Field Trip presentation of images at meetings as scheduled by the Programs Director
- Supervise the individuals and committees recruited to assist the Director

### **c) Membership Director:**

- Report to the President
- Design and carry out strategies for member recruitment
- Respond to inquiries from prospective members
- Maintain a list of members in good standing with current and accurate email addresses
- Maintain the security fields of the membership database to protect members' personal information with respect to release on the Club's website, display in the hard copy directory, and contact by email, as directed by the member on each year's membership form. If information is missing from the form, the Membership Director shall set the fields that indicate display of the member's information on the website and in the directory to "No." The field "Contact by email" shall be set to "Yes" until directed otherwise by the member.
- Maintain a record of visitors to Club meetings
- Record attendance numbers at each meeting
- Maintain an accurate record of all dues paid and make these records available to the auditor/reviewer, as requested.
- Remit all collected monies to the Treasurer in a timely manner
- Supervise the individuals and committees recruited to assist the Director

### **d) Exhibits Director:**

- Report to the Vice President
- Research and procure locations for Club exhibits
- Coordinate with location organizers to obtain dates, times, hanging, receptions, strikes, etc.
- Prepare the details of each exhibit for the membership and communicate them to the Vice President for review, posting to the website, and dissemination to the membership via email
- Organize exhibits for Club members at area venues

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- Prepare and communicate to the Vice President exhibit opportunities offered by outside organizations
- Supervise the individuals and committees recruited to assist the Director

### **e) Technology Director:**

- Report to the President
- In coordination with the Communications Director, the Treasurer, and the Membership Director, advise on technology strategies that support communications with and among members beyond face-to-face meetings
- Support, maintain, and operate the technology systems used by the Club in a manner respecting best practices in information technology and security
- Renew the software licenses held by the Club as needed
- Insure continuance of the Club's website presence by maintaining the hosting account and coordinating technical improvements with the Webmaster as needed
- Maintain the Officer, Director, and Programs hosted email accounts, account forwarding to personal email addresses, and account passwords. Communicate this information to the Officers and Directors in early July and as needed thereafter
- Maintain the Club's mail hosting account and its user names and passwords and assist the Membership Director as needed with database maintenance and the President and other Officers with email broadcasts
- Maintain an inventory of Club equipment and licenses and prepare a projected schedule for their replacement
- Recommend equipment replacements and additions; prepare budget estimates for hosting, licenses and hardware replacement/purchases; and deliver such recommendations and budget estimates to the Executive Board for review.
- Gather member-submitted photos for Showcases, Challenges, Ego Alleys, Long-Term Projects, etc. and prepare them for display at meetings as scheduled by the Program Director
- Supervise the individuals and committees recruited to assist the Director

### **f) Communications Director:**

- Report to the President
- Define strategies to enhance communications among the membership
- Design and carry out strategies for member recruitment

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- Using print, email, social media, and other vehicles, draft announcements to the membership, and coordinate with the President for their distribution
- Maintain a document containing a calendar of events for display on the Club's web site. Coordinate with the President for its display and distribution
- Post notification of Club meetings and exhibits in local publications. Continually evaluate emerging avenues for placing Club events in front of the public. Communicate such avenues to the President
- Oversee maintenance of the page content of the Club website. Coordinate changes needed with the President and Webmaster
- Supervise the individuals and committees recruited to assist the director

### g) **Webmaster:**

- Report to the President
- Maintain the Club website in a timely manner according to industry best practices for website security. Update the information for meetings, exhibits, field trips, etc. as needed and as delivered by the President
- Research and communicate to the President new and enhanced features offered by the hosting company which may be beneficial for the Club's website
- Recommend opportunities for website content improvement due to technology advances to the Communications Director
- Advise the President and Technical Director of technical issues which may influence the security and continuance of the website
- Supervise the individuals and committees recruited to assist the director

- 4) Terms of Office: Officers shall be elected for one fiscal year. Officers shall be eligible for no more than three consecutive elected terms in the same office. An elected officer may be removed from office with a majority vote of the other members of the Executive Board. The President shall appoint replacements from members in good standing for officers who are removed from office or are otherwise unable to serve out their terms.
- 5) Job Sharing: At the discretion of the President, an appointed position may be shared by two persons. When an appointed position that is a voting member of the Executive Board is shared, the President shall designate one of the two individuals sharing the job as the voting member of the Board.



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- 6) Nomination and Election of Officers: The President shall appoint a Nominating Committee of at least three members in good standing, including one member of the current Executive Board, to recruit and present a slate of candidates for office the following fiscal year. Each slate must propose at least one candidate for each elected office. The slate of candidates must be completed and presented prior to the election of officers for the upcoming fiscal year. The election of officers shall occur by the next-to-last meeting of the regular program season. The new officers shall be presented to the membership at the last regular meeting of the fiscal year.
- 7) Committees:
  - a) Directors may solicit help or form a committee from within the membership, as needed, to assist them in the execution of their duties.
  - b) Members may be assigned to committees by members of the Executive Board. Some committees may be ad-hoc, appointed for a designated period to accomplish a specific task.
- 8) Business Meetings: A meeting of the membership for administrative purposes shall occur at least once per year to discuss and gain approval on the Club's administrative topics, such as nomination/election of officers, changes to the Bylaws, financial status of the Club, and changes to the dues structure. Portions of regular program meetings may be devoted to business meetings, as the need arises. Business meetings shall be conducted in accordance with the current Roberts Rules of Order.
- 9) Membership Votes: At minimum, official membership votes shall be taken on the election of officers, approval of changes to annual dues, approval of next year's budget, modification to the current year's budget, and on revisions to the Club's Bylaws. Notification of official votes shall be made known to the membership by email at least 10 days prior to the meeting at which the vote will be taken. The President shall call for each vote during the business portion of a regular Club meeting. Members' votes shall be signified by a show of hands. To carry, all votes shall require a simple majority of the members present, excepting votes to ratify changes to the Bylaws. Changes to the Bylaws shall require a two-thirds majority of the members present. Members who cannot be present to cast their vote on Bylaws changes shall be permitted to submit their vote via email to the President no less than 48 hours before the vote is taken. Email-submitted votes shall be counted in the Total votes and in the "Yeas" and "Nays" for calculation of the final tally.

### ARTICLE IV. FINANCIAL RESPONSIBILITIES

- 1) Disbursements: All payments by the Club shall be made by check from the Club's checking account or with the Club's credit card. The reason for all payments shall be documented in writing via invoice, sales receipt, etc. Approval by the membership of the annual budget shall constitute authority for the Treasurer to make payments covered therein.

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- a) For expenditures on items that are not specifically captured in the budget as line items, the Treasurer, at his or her discretion, shall pay from the Club's resources all expenditures costing under \$100. In the absence of the Treasurer, the Vice President or President may approve these expenditures.
  - b) The President must approve all items not defined in the budget as line items costing \$100 to \$300 before the Officers, Directors and members may make expenditures on behalf of the Club and the Treasurer makes payment. All expenditures for items not defined in the budget as line items costing between \$301 and \$1,000 shall be approved first by the Executive Board. Items not defined in the budget as line items costing \$1,000 or more shall be approved via a revised budget presented to the membership and a vote of simple majority for approval. All checks issued for \$1,000 or more shall require the co-signature of the President and Treasurer.
- 2) Spending Authority: The President's name and the Treasurer's name shall be on the Club's bank account. In the event of the Treasurer's absence or incapacitation, the President shall have the authority to pay the Club's expenses.
  - 3) Insurance: The Club shall purchase and maintain appropriate Officers and Directors' liability insurance.
  - 4) Audits or Reviews: The President shall assign a member or nonmember to audit/review the Club's books and financial transactions within a week after the final meeting of the Club year. The auditor/reviewer shall present by August 1, a written report to the Executive Board concerning any discrepancies found and shall recommend procedural changes, as appropriate, to ensure strict accountability for all monies handled by the Club.

### ARTICLE V. REVIEW, AMENDMENT, & DISSOLUTION

- 1) Review. The Vice President shall review the Bylaws at least every five years, as measured from the time the Bylaws were last amended.
- 2) Amendment to Bylaws: Amendments to the Bylaws may be proposed by a two-thirds affirmative vote of the Executive Board or by written petition addressed to the Secretary and signed by 15% of the members in good standing. (The current member count shall be obtained from the Membership Director at the request of the President). Amendments proposed by such petition shall be promptly considered by the Executive Board and submitted to the members with the recommendations of the Executive Board for a vote within three months of the date on which the petition was received. Upon receiving approval, the Secretary or Treasurer shall file the amended Bylaws with the relevant Maryland government authority in a timely manner. Amended Bylaws shall take effect as soon as they are approved by the membership.

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- 3) Dissolution: The Club may be dissolved with the approval of a two-thirds majority vote of the total membership. Upon dissolution of the Club, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the Club, dispose of all the assets of the Club to other organizations that are organized and operated exclusively for charitable or educational purposes, as the officers shall determine. The Executive Board shall distribute to the membership a final statement of what action was taken to dissolve the Club. The Secretary shall file Articles of Dissolution as required by the current State of Maryland statutes.