

BYLAWS OF THE VICTORIA PHOTOGRAPHY CLUB VICTORIA, TEXAS

January 8, 2022

(This Document Replaces All Previously Published VPC Bylaws)

I. OBJECTIVES:

The primary purpose of The Victoria Photography Club (VPC) is to promote photography by participating in events that include but are not limited to the following:

1. Monthly Competition.
2. Instructional programs.
3. Affiliation with other organizations as appropriate and beneficial to VPC.
4. Discussion – a forum to share mutual interest.
5. VPC Annual Print Contest and Exhibition (Annual Contest).

II. MEMBERSHIP:

1. Membership is open to any person.
2. Membership is established by payment of dues which constitute a member in good standing.
3. VPC Bylaws, Annual Contest instructions and annual calendar of events will be posted on VPC's web site. This information may be printed on request for members that do not have internet access.
4. Members who donate time in the name of VPC may not receive compensation.

III. ANNUAL DUES:

1. Annual dues are \$25.00 per calendar year per person or \$30.00 per family.
2. Dues for joining after June 30 of a given calendar year are \$12.50 per person or \$15.00 per family.
3. Dues for joining after October 30 of a given calendar year are \$25.00 per person or \$30.00 per family. This shall apply to the following calendar year's membership.
4. All members of a family must live in the same household to be eligible for a family membership.
5. Annual dues for persons under the age of 18, or persons enrolled full time in college shall be \$12.50.
6. Annual dues for persons under the age of 18, or persons enrolled full time in college who join after June 30 of a given calendar year are \$6.25.
7. Annual dues for persons under the age of 18, or persons enrolled full time in college who join after October 30 of a given calendar year are \$12.50. This shall apply to the following calendar year's membership.
8. A member's dues must be paid in full prior to competing in VPC Monthly Competition.

IV. ELECTIONS AND NOMINATIONS:

1. Elections of officers will be held in November of each year. The term of office shall begin the following January.
2. Elected officers shall include the President, Vic-president, Secretary, Treasurer, two Directors and Newsletter Editor.
3. The President shall appoint a nominating committee chairperson by the July general meeting.
4. The nominating committee chairperson shall appoint two other members to serve on the committee. This committee will present a slate of officers to the Board of Directors (BOD) by the September BOD meeting.
5. After review by the BOD, the nominees will be presented to the general membership at the October meeting. Additional nominations may be made from the floor at this time.
6. Officers will be elected by a secret ballot vote at the November general meeting. Absentee voting may be available by sealed envelope. All absentee ballots must be received no later than the Friday before the election meeting. Sealed envelopes will be opened during the election meeting.
7. Newly elected officers will attend the December BOD meeting but have no vote at that meeting.

V. OFFICERS AND DUTIES:

1. President:
 - a. Presides at all general membership and BOD meetings.
 - b. Appoints all committee chairpersons.
 - c. Serves as ex-officio member of all committees.
 - d. Serves as liaison to the community.
 - e. Keeps the VPC annual calendar up to date.
 - f. Can vote on all issues.
2. Vice President:
 - a. Shall in the absence of the president, assume all duties of the president.
 - b. Shall keep a record of members and guests in attendance at meetings.
 - c. Shall be in charge of membership applications and bring copies to each VPC meeting.
3. Secretary:
 - a. Shall record the minutes of all BOD and general membership meetings and shall provide a written record of those minutes to be made available to the membership in the VPC's newsletter after approval of the BOD. No Executive Session meeting minutes may be published for public viewing due to confidentiality concerns.
 - b. Shall keep an accurate listing of all VPC property and the location of that property and report annually in December to the Board.
 - c. Shall keep a record of historical documents.
4. Treasurer:
 - a. Shall have charge of all moneys of VPC.
 - b. Shall collect dues and provide proper receipt.

- c. Shall update membership information quarterly and emailed to members only. Members may opt out with a written request.
 - d. Shall maintain an accurate record of names, addresses, email addresses, and phone numbers of all current members and email the list quarterly to members only.
 - e. Shall provide a written financial report at the BOD meetings and quarterly to the general membership in the Newsletter.
 - f. The December financial report will be reviewed by an Audit Committee appointed by the President. This committee will be made up of two VPC members, who are not members of the BOD. The final Audit Committee report will be due by the January general meeting.
 - g. Shall not reimburse VPC individual expenses without receipt of expense. BOD approval is required for purchases over \$100.
 - h. The Treasurer must verify that funds are available for approved expenses.
5. Newsletter Editor
- a. Shall publish a newsletter each month of the year on the Thursday prior to the General Meeting.
 - b. Shall publish additional club information provided by the President or the Board of Directors for the membership.
6. Board of Directors (BOD):
- a. The BOD must all be VPC members and shall be comprised of the President, Vice President, Secretary, Treasurer, two Directors and Newsletter Editor.
 - b. All BOD meetings will be conducted in accordance with Robert's Rules of Order unless waived by the President.
 - c. The BOD may decide all business matters of VPC except changes to the Bylaws.
 - d. The BOD may call for a vote of the membership to decide on issues facing VPC.
 - e. BOD meetings are open to VPC members.
 - f. BOD meetings will be conducted at an announced time and location at least 24 hours after membership is notified.
 - g. Executive Session meetings are exempt from 5e and 5f because these meetings are confidential.
Members may seek to be recognized by the BOD in order to present their concern(s). At the request of the BOD, they may engage in discussion on the topic that is brought to BOD's attention, but they will have no vote.
 - h. The President or any BOD Member may call a BOD meeting in special circumstances. These meetings are subject 5f above.
 - i. Special communications of the BOD may be conducted through electronic means including email and conference calls, but final decisions should be recorded in the minutes of the next BOD meeting.
 - j. A BOD meeting may proceed if four (4) of the seven (7) members are present. This will be a quorum of the BOD.

- k. In the event that an officer or committee chairperson must vacate their office, the BOD shall appoint a person to fulfill the remaining tenure of that office until the next regular election.
7. Recall of a BOD member, committee chairpersons, or expulsion of members:
 - a. Final authority for the recall of a BOD member, committee chairpersons, or expulsion of members shall be the responsibility of the BOD.
 - b. The BOD by majority vote or membership by written petition with the signatures of at least 50% of the membership in good standing shall be required to initiate recall of BOD Members, committee chairpersons or expulsion of members.
 - c. The initiation of recall or expulsion request shall clearly state the grounds upon which recall or expulsion request is based.
 - d. The membership petition shall be filed with the BOD.
 - e. Upon receipt of the petition or the BOD majority vote, the BOD shall notify the member(s) being charged to give them adequate time to prepare their response.
 - f. The BOD shall appoint a committee to investigate the recall or expulsion request.
 - g. The Investigating Committee shall report their findings at an Executive Session (closed to membership) of the BOD within 30 days after the receipt of the recall or expulsion petition.
 - h. The member(s) charged may attend the Executive Session of the BOD to respond to the accusations.
 - i. After a full hearing of the matter, the BOD shall vote to determine the disposition of the recall or expulsion request.
 - j. Final decision on the matter will require a 2/3 majority vote (at least 4 votes) of the BOD.

VI. COMPETITIONS AND CONTESTS

1. All competitions and contests are overseen by the BOD.
2. A photography Monthly Competition will be held for VPC members in good standing.
3. VPC's Annual Contest will be open to the public.
4. The President shall appoint chairpersons for the Monthly Competition by the end of December, for the Annual Contest by the end of October, and for the Program Chairman by the end of October.
5. The Chairpersons of the Monthly Competition and the Annual Contest Committees shall be responsible for reviewing, updating, and implementing their individual contest rules, procedures, and information.
5. All rules, procedures and other information regarding the Monthly Competition and Annual Contest shall be posted on the VPC website.
7. The Annual Contest chairperson shall submit a written report for the Annual Contest committee's activities and expenditures at the next scheduled BOD quarterly meeting.

8. The Treasurer shall designate \$1000 per year as a reserve for the Annual Contest. These funds may only be used by the Annual Contest chairperson to offset any financial short fall the contest may experience. Expenditure of this reserve must be approved by the BOD.
9. All moneys from the Annual Contest shall be deposited in the VPC's General Bank Account by the Treasurer or co-signer.
10. The Monthly Competition chairperson shall maintain files and records of all Monthly Competition activity and post them on the website monthly.
11. The BOD must approve any additional competitions or contest(s) that are sponsored by VPC.

VII. VPC PROPERTY:

1. The Secretary shall keep a complete listing of all VPC property and storage location.
2. The listing shall also indicate a description of the property as well as serial numbers if they are present.
3. All VPC property is to be used at VPC functions only.
4. No member shall be able to use VPC property for personal use.
5. No VPC property shall be loaned or rented to any individual, club, or other organization.
6. The sale of VPC property shall only occur as a result of a majority vote of the BOD.
7. VPC property for sale shall first be advertised to VPC Members who must submit sealed bids. Any remaining items may be sold to the general public for a fixed price or to the highest bidder.
8. The proceeds from the sale of VPC property shall be deposited into VPC's general account by the Treasurer.

VIII. GENERAL MEETINGS:

1. The general meetings shall be held on the third Thursday of each month.
2. Meetings may be cancelled or date may be changed by the President with consent of a majority vote of the BOD.
3. The BOD may call a special meeting by a majority vote of the BOD.
4. One-third of the total membership in good standing will be considered a quorum for business purposes.

IX. DISSOLUTION:

1. Should it become necessary to dissolve VPC, it shall be incumbent upon the current BOD to liquidate all VPC properties and moneys.
2. No member shall profit or benefit from the dissolution of VPC.
3. All moneys gained from the dissolution of VPC shall be donated to a local charity, that shall be selected by the current BOD, only after the current Treasurer has reported that all VPC debts are paid in full and that VPC's accounts have been balanced and reconciled.

X. FUTURE AMENDMENTS

1. Any member in good standing may submit a written proposal for a Bylaws amendment to the BOD for consideration.
2. The BOD shall review proposed Bylaw amendments at either their next scheduled meeting or a specially called meeting, and vote to accept or reject the amendment by majority vote.
3. If the proposal includes more than one amendment, each amendment may be voted on separately by the BOD.
4. A copy of Bylaw amendments accepted by the BOD must be distributed to all members by the next general meeting.
5. Members will be given one (1) month to review the amendments. Then a final vote to accept or reject the proposed Bylaws amendments will be held at the next scheduled meeting of the general membership. A quorum of members must be present to vote on the proposed amendments.
6. Membership vote will be by secret ballot.
7. If the proposal includes more than one amendment, each amendment may be voted on separately by the membership.
8. An amendment will become part of the Bylaws immediately following the vote if a majority of members at the meeting approve the amendment.

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