

# Approved Constitution & By-Laws of NVPS 5/04/2010

## CONSTITUTION

### Northern Virginia Photographic Society

#### Article I. Name

The organization shall be known as the Northern Virginia Photographic Society.

#### Article II. Aims

The aim of the Northern Virginia Photographic Society shall be the enjoyment, mastery, and furtherance of photography through cooperation, effort, and good fellowship. The Society is not operated for profit, and no part of its income will be to the benefit of any individual member.

#### Article III. Meetings

Regular meetings of the Society will be held as decided by the membership. Special meetings may be scheduled as desired by the members. All official meetings of the Society may, at the discretion of the presiding officer be conducted in accordance with Roberts Rules of Order.

#### Article IV. Membership

Any person interested in photography may become a regular member upon payment of dues. Student memberships are available to any person who is a full time student. Members living at the same address are eligible for family membership. The membership of any person may be terminated by action of the NVPS Board when sufficient reason exists. That person shall have the right to appeal, in which case, the action of the Board may be reversed by a two-thirds majority of the general membership present and voting at any regular meeting. Notice of such an appeal will be provided to all members through the newsletter or by email notification prior to the meeting.

#### Article V. Officers

The following officers shall be elected by the members:

1. President
2. Vice President for Programs
3. Vice President for Competition
4. Vice President for Operations
5. Treasurer
6. Secretary/Historian

#### Article VI. Appointed Members of the Board

The President shall appoint the following Board members:

1. Editor of the Newsletter
2. Exhibits Coordinator
3. Field Trips Coordinator
4. Membership Coordinator
5. Members' Gallery Coordinator
6. Forum Coordinator
7. Workshops, Education & Training Coordinator
8. Website Manager

The President may appoint up to five additional Board members as necessary to perform specific duties necessary for the effective operation of the club, or to provide advice to the board during scheduled board meetings. These positions will only serve concurrent with the President's term.

## **Article VII. Special Committees**

The President may appoint special committees as required and discharge them when they have completed their assignments.

## **Article VIII. NVPS Board responsibilities and the Executive Committee**

The management of the Society shall be directed by the Board composed of the elected Officers and appointed Board members enumerated in Articles V and VI and the Past President, ex-officio.. The Board shall meet as often as necessary, but no less than twice a year, to transact the business of the Society. A majority of the Board shall constitute a quorum. All club members are entitled to attend and to speak, at Board-meetings, but only Board members vote on decisions before the Board. The Executive Committee shall be composed of the elected officers enumerated in Article V and the immediate past president ex-officio.

## **Article IX. Amendments**

Amendments to the Constitution and/or the Bylaws may be proposed by any member to the any member of the Executive Committee and, if then approved by the Board, may be incorporated into the Constitution and/or Bylaws after membership ratification. A two-thirds majority of the general membership present and voting at any official meeting will ratify an amendment to the Constitution; a majority of the general membership present at any official meeting will ratify an amendment to the Bylaws. Any proposed amendment approved by the Board shall be communicated to the membership by either

- being published in the Society newsletter prior to a vote by the membership or
- by both an email to the membership and posting on the NVPS web site at least six (6) days prior to a vote by the general membership.

# **BYLAWS**

## **Article I. Dues**

The dues shall be established by the Board and become effective upon approval by a majority of the general membership present and voting at any official meeting. Anyone joining the Society after January 31 of a membership year shall pay half of the annual dues. The membership year shall run from September 1 through August 31.

## **Article II. Elections**

Election of officers shall be held annually. The President shall appoint a nominating committee. The committee will prepare a single roster of proposed officers by mid-March and obtain the agreement of the nominees to serve if elected. The list of nominees will be announced at the second regular club meeting in March. Any additional nominations must be made by the second regular club meeting in April, in writing, to the Chairperson of the nominating committee. Such nominations may be made and seconded by any club members other than the candidate. The candidate must notify the chairperson of the nominating committee, in writing, of his/her willingness to accept the nomination and serve if elected. The nominating committee shall then notify all members, in the newsletter and by posting the names on the web site, of the nominees for each office. The chairperson of the nominating committee shall present the roster of candidates at the first regular club meeting in May. Election will be by voice vote when there are no additional nominations or by written ballot when additional nominations have been made. Vacancies in the elected club offices shall be filled by the President subject to approval by the Board. Vacancy of the President's office shall be filled on a temporary basis by the Vice President for Programs, or if the Vice President for Programs is unable or unwilling to serve, shall be filled by the Vice-President for Competitions. The Acting President shall convene a special meeting of the Board within 30 days for the purpose of electing a successor President to complete the term. Selection of a successor President shall be by majority vote of the Board.

### **Article III. Duties of Officers**

Duties of the President shall be to preside at all Society functions and Board meetings, to appoint Board members as enumerated in Article VI of the Constitution, and generally to supervise and keep in touch with all activities of the Society.

Duties of the Vice President for Programs shall be to develop and supervise programs designed to further the aims of the Society, and to assume the duties of the President in the President's absence, except that, in the absence of the President for a Program meeting, the duties of the President shall be assumed by the Vice President for Competitions.

Duties of the Vice President for Competitions shall be to obtain judges for monthly and end-of-year competitions, to manage and keep records of these competitions, to plan judging and awards at the annual end-of-year banquet, and to assume the duties of the President in the President's absence for a Program meeting.

Duties of the Vice President for Operations shall be to recruit, develop, coordinate and supervise a team of technical, operational and administrative personnel to provide the equipment, service, and facilities necessary for conducting weekly NVPS meetings and EOY Banquet/Competition and ensuring that member and outside presenters have the equipment and facilities necessary for conducting their presentations. In the event of the dissolution of NVPS, the VP for Operations shall donate the remaining physical property of NVPS to an appropriate and qualified non-profit organization as approved by the Board.

Duties of the Treasurer shall be to maintain records and custody of club funds and dues, to disburse funds for the Society's expenses and maintain records thereof, to prepare periodic fiscal reports, and to prepare a report of anticipated expenses. In the event of the dissolution of NVPS, the Treasurer shall pay all remaining expenses and obligations. Any funds remaining will be donated to the Photographic Society of America (PSA) and the NVPS bank account will be closed.

Duties of the Secretary/Historian shall be to record the minutes of all Board meetings, to maintain a record of all decisions made at general membership meetings, to conduct the correspondence of the Society that does not fall to other Board members, and to maintain a written historical record of the activities of the Society.

The term for all elected officers begins at the termination of the end-of-the-year banquet and runs until the end of the banquet the following year. Any elected officers who fail to discharge their duties can be removed from office by a majority vote of Board members at a regular or specially convened Board meeting. The removed officer can appeal the decision of the Board to an appeals committee composed, if possible, of three past presidents willing to serve and not involved in the initial decision. In the event that three past presidents cannot be found and persuaded to serve, former members of the Board, if they are willing to serve and were not involved in the initial decision, may be appointed to an appeals committee. Such appeals committees are appointed by the Board and their decision is final.

### **Article IV. Duties of Appointed Board Members**

The responsibilities of the appointed Board members shall be determined by the Executive Committee. Appointed Board members shall prepare reports of their activities as requested for presentation to the board and/or to the general membership at regular club meetings. Appointed Board members serve at the will of the President, and may be removed by the President in the event that they fail to discharge their duties. The term for all appointed Board members begins at the termination of the end-of-the-year banquet and runs until the end of the banquet the following year.

## **Article V. Duties of Committees**

The responsibilities of the committees shall be determined by the President. Special committee chairpersons shall prepare periodic reports of committee activities for presentation to the Board and/or to the general membership at regular club meetings.

## **Article VI. Rules of Competition**

Changes in the rules of competition and the format of competition will be decided by a majority vote of the general membership present and voting. Proposed changes shall not be voted on at the meeting during which they are proposed and shall be communicated to the membership by either

- being published in the Society newsletter prior to a vote by the membership or
- by both an email to the membership and posting on the NVPS web site at least six (6) days prior to a vote by the general membership.

## **Article VII. Definition of a Quorum**

A quorum of the general membership for the purpose of voting on Society business shall consist of not less than 15 percent of the entire membership. The Secretary/Historian shall determine if a quorum is present whenever a question arises requiring a vote.

Approved 05/20/2008  
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