

**BY-LAWS OF THE
NAPA VALLEY PHOTOGRAPHIC SOCIETY**
(Revised June 2015)

ARTICLE I. REGULAR MEETINGS

Regular meetings shall be held on the 4th Monday of each month in Napa, CA. The President shall open the meeting with a brief update. Members will be invited to report on upcoming events such as special shows, field trips, social events, etc. This will be followed by a program to be introduced by the Program Chair, such as a critique of members' work or a presentation by a member or an outside speaker. Special meetings may also be held at the discretion of the Board.

ARTICLE II. BOARD MEETINGS

A Board Meeting shall be held on the second Monday of each month, at a location to be determined by the President, and will be chaired by the President, or the Vice-President in his/her absence. An agenda will be prepared by the President and circulated in advance by the President. A quorum of a simple majority of the Board Members is required to be present for a vote, either by physical presence or electronic presence, a simple majority being sufficient to carry a motion. The Secretary shall present the Minutes of the previous meeting for adoption. The Treasurer shall report on the current financial situation. Board members shall report on their particular responsibilities. .

ARTICLE III. ANNUAL MEETINGS

An Annual Meeting of the club shall be held coincident with the June Regular Meeting, to be chaired by the President, or the Vice-President in his/her absence.

The business shall include:

- minutes of the previous Annual Meeting;
- annual reports of the officers and committees;
- statement of accounts and proposed dues for the coming year;
- the operating budget for the next fiscal year;
- any other business.
- There will be an election for Officers of the Board for any positions that are falling vacant. A quorum at such a meeting shall consist of one third of the Members, either in physical attendance or by proxy, a simple majority of those present being sufficient to carry a motion.

ARTICLE IV. DUES

Annual dues shall be recommended by the Board based on estimated expenses for the fiscal year and submitted to the membership at the Annual Meeting. After proper notification by the Treasurer and/or the Membership Secretary, any member whose dues are unpaid at the end of three months shall cease to be a member. New members shall pay dues prorated for the remaining fiscal year.

ARTICLE V. MEMBERSHIP OF THE BOARD, VOTING PROCEDURES and ELECTION OF OFFICERS

The Board shall be made up of not more than nine voting Members, as follows:

- President,
- Vice-President, Secretary,
- Treasurer,
- and not more than five non-elective Standing Committee Chairs.

In the event of a tie vote on a formal motion, the President's vote shall count as two votes to break the tie.

Elective Officers shall be elected by the membership at the Annual Meeting in June and shall take office at the beginning of the next financial year, July 1.

ARTICLE VI. DUTIES OF OFFICERS

Section 1. President.

The President shall chair all regular or special meetings of the Society, and shall administer the affairs of the Society with the assistance of the other officers. He shall endeavor to assume active leadership of the Society at all times and to represent the Society in dealings with outside bodies or agencies. The President shall be authorized to sign on the Society's bank accounts in lieu of the Treasurer when necessary and subject to the same restrictions as placed on the Treasurer. The President shall pick-up and drop-off any necessary keys for the Board Meetings or will delegate this responsibility.

Section 2. Vice-President.

The Vice-President shall chair all regular or special meetings of the Society in the absence of the President. The Vice-President shall be authorized to sign on the Society's bank accounts in lieu of the Treasurer and President when necessary and subject to the same restrictions as placed on the Treasurer and the President. In the event of death, resignation, incapacity or removal of the President, the Vice-President shall assume the duties of that office.

Section 3. Secretary.

The Secretary shall keep a full and accurate record of the proceedings of all regular and special meetings, and distribute the minutes within 7 days to all Board Members. He/she shall be responsible for maintaining the archives of Board minutes and other non-financial documents of the Society.

Section 4. Treasurer.

The Treasurer shall act as custodian of all money and securities of the Society, depositing them in one or more banking institutions approved by the Board. He/she shall pay bills authorized by the budget or approved by special vote of the board, keep a detailed account of all receipts and disbursements, prepare interim reports to be presented at Board Meetings and the financial report to be presented at the Annual Meeting. He/she shall be responsible

for maintaining all financial records of the Society

Section 5. Immediate Past President.

The primary role of the Immediate Past President will be advisory and will be to maintain continuity. He or she may also take on other responsibilities as approved by the Board, and may also act as Chair of the Nominating Committee, the function of which is to identify a slate of candidates for Board Membership in advance of the Annual Meeting.

Section 6. Other Functions of Board Members.

Each of the functions described below shall be carried out by a Board Member. It is probable that each major function will be the responsibility of a Non-Elective Member but an elective officer may choose to carry out one or more of the Other Functions. Any Board Member may also choose to undertake more than one Other Function. This list of Other Functions may be expanded or altered as the needs of the Society change.

Membership Secretary.

Maintain membership records including a current Roster showing list of names, addresses, phone numbers and email addresses. Organize greeting of guests and new members and solicit them to join the Club. Use phone calls and email to encourage the participation of members who do not routinely attend meetings. Provide membership tags and sign-in rosters for meetings. Request members who have not renewed their membership in a timely manner but who continue to participate in the activities of the Club to renew promptly. Inform in writing any member who has failed to pay dues as of September 1 that his/her membership will lapse if payment is not received by October 1.

Program Chair.

(This position will be rotated between board members until further notice.) Arrange the activities for regular meetings and select speakers and reviewers for Board approval, and ensure that the guest speaker or critiquer is entertained for dinner. The speaker or critiquer is not remunerated, but the Society shall pay for his/her dinner and, in the event that a journey of more than 50 miles round trip is undertaken organize a reimbursement of \$50.

Exhibit Chair.

Arrange venues, dates, and themes for each show in collaboration with the exhibiting venue. Administrate the receiving, judging and hanging of pictures. Convey all pertinent information to Master Communicator for distribution to members. Actively seek new venues.

Field Trip Organizer.

Suggest and submit suitable venues for field trips to the Board for approval. Once approved, set dates, make all arrangements and publicize said trips within the Society.

Workshop Organizer.

Suggest and submit suitable workshops to the Board for approval. Once approved, set dates, make all arrangements and publicize said workshops within the Society.

Website Manager.

Organize and maintain the Society website to publicize the existence and aims of the Society, the calendar of activities, membership opportunities, and other relevant topics.

Master Communicator.

Provide the conduit of information for email messages from other Chairs to Members.

Digital Projectionist.

Prepare files of images from members for projection, and project the images at the meetings as required. Advise Members on file formats and other digital issues via Master Communicator.

Publicity Representative.

Prepare and distribute press releases etc. to publicize all activities of the club in the local press, other news media and social media.

Hospitality Coordinator.

Coordinate with Exhibit Coordinator with respect to all exhibit receptions and organize any support or assistance they may require. Coordinate hospitality for special club events, such as annual picnic and holiday party.