

**BY-LAWS OF
THE VICTORIA PHOTOGRAPHY CLUB, Inc.
VICTORIA, TEXAS
A NON-PROFIT, NON-PARTISAN ORGANIZATION
MARCH, 2010**

(This Document Replaces All of Any Previously Published TVPCI By-Laws)

I. OBJECTIVES:

The primary purpose of The Victoria Photography Club Incorporated (T.V.P.C.I.) is to promote photography by participating in events that includes but are not limited to the following:

1. Monthly competition.
2. Instructional programs.
3. Affiliation with other photographic organizations as appropriate and beneficial to the club.
4. Discussion – a forum to share mutual interest.
5. Annual Print Contest and Exhibition.

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. Club by-laws, digital image competition instructions, annual calendar of events, and membership information will be posted on the club's web site. This information may be printed by request for members that do not have internet access.

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 T.V.P.C.I. monthly club 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. The term of office shall last for one year.
2. Elected officers shall include the President, Vice President, Secretary, Treasurer, and two Directors.
3. No officer or director shall serve more than two consecutive terms in any office.
4. The President shall appoint a Nominating Committee Chairperson by the July general meeting.
5. The Nominating Committee Chair shall assemble a committee. This committee will present a slate of officers to the Board of Directors by the September board meeting.
6. After review by the board, this slate will be presented to the general membership at the October meeting. Additional nominations may be made from the floor at this time.
7. Officers will be elected by a secret ballot vote at the November general meeting. Absentee voting may be available by sealed envelope or Yahoo secured online voting. All absentee ballots must be received no later than the Friday before the election meeting. Sealed envelopes will be opened during the election meeting.
8. Newly elected officers will attend the December Board of Directors meeting but have no vote at that meeting.

V. OFFICERS AND DUTIES:

1. President:
 - a. Presides at all membership meetings.
 - b. Appoints all committee chairpersons.
 - c. Serves as ex-officio member of all committees.
 - d. Serves as liaison to the community.
2. Vice President:
 - a. Shall in the absence of the president, assume all duties of the president.
 - b. Shall maintain an accurate and updated record of names, addresses, email addresses, and phone numbers of all current members.
 - c. Shall keep a record of members and guests in attendance at meetings.
3. Secretary:
 - a. Shall record the minutes of all Board of Directors and general membership meetings, and shall provide a written record of those minutes to be made available to the membership in the Club's newsletter.
 - b. Shall keep an accurate listing of all club property and the location of that property.

4. Treasurer:
 - a. Shall have charge of all moneys of the club.
 - b. Shall collect dues and provide proper receipt.
 - c. Shall provide a written financial report to the Board of Directors at each quarterly meeting, and to the general membership at the meeting in January.
 - d. The December financial report will be reviewed by an Audit Committee appointed by the President. This committee will be made up of two club members, who are not members of the board. The final Audit Committee report will be due by the January general membership meeting.

5. Board Of Directors:
 - a. The board of directors shall be comprised of the President, Vice President, Secretary, Treasurer, and two members of the club who will serve as Directors.
 - b. Officers and members of the Board of Directors may not receive compensation for holding an office or for being a member of the board.
 - c. All Board of Directors meetings will be conducted in accordance with Robert's Rules of Order unless waived by the President.
 - d. The Board of Directors shall decide all business matters of the club.
 - e. The Board of Directors may call on a vote of the membership to decide on issues facing the board.
 - f. A separate meeting of the board shall be conducted once each quarter and is open to club members.
 - g. Members may seek to be recognized by the board in order to be heard. At the request of the board they may engage in discussion on the topic that they brought to the boards attention, but they will have no vote.
 - h. The Board of Directors may be called to a special meeting by the president or any board member if special circumstances call for an immediate decision by the board.
 - i. Board meetings will be conducted at an announced location.
 - j. Special communications of the board may be conducted through electronic means including email and conference calls, but final decisions should be made at a meeting of the board where a quorum is present.
 - k. A board meeting may proceed if four (4) of the six (6) members are present. This will be a quorum of the board.

6. Officer or committee chairperson unable to fulfill duties:
 - a. In the event that an officer or committee chairperson must vacate their office or is unable to fulfill the duties of their office, the Board of Directors shall appoint a person to fulfill the remaining tenure of that office until the next regular election.

7. Recall of officers, committee chairperson, or expulsion of members:
 - a. Final authority for the recall of officers, **committee chairperson**, or expulsion of members shall be the responsibility of the Board of Directors.
 - b. A written petition with the signatures of at least 50% of the membership in good standing shall be required to petition the Board of Directors for recall of officers or expulsion of members.
 - c. The petition shall clearly state the grounds upon which it is based.
 - d. The petition shall be filed with the Board of Directors.
 - e. Upon receipt of the petition, the board shall notify the member(s) being petitioned to give them adequate time to prepare their defense.
 - f. The board shall appoint a committee to investigate the charges.
 - g. The Investigating Committee shall report their findings to a special meeting of the Board within 30 days.
 - h. The member(s) petitioned may attend that special Board meeting to respond and make their defense.
 - i. After a full hearing of the matter the Board shall vote for recall or expulsion.
 - j. Final decision on the matter will require a majority vote by the entire Board of Directors. A tie vote will be resolved by the President.
8. Club expenses must be approved by a majority vote of the Board Directors. The Treasurer must verify the funds are available for the approved expenses.
9. The Board may, at their digression, appoint Club members to assist in carrying out the work of the Club.

VI. COMPETITIONS

1. All competitions are under the oversight of the Board of Directors.
2. A photography contest will be held monthly for club members in good standing. Rules and procedures for the Monthly Photography Contest shall be posted on the Club's website.
3. The Club shall conduct an annual photography contest that will be open to the public. It shall be known as The Victoria Photography Club's Annual Print Contest and Exhibition. (Hereafter known in the By-Laws as the "Annual Contest.") All rules, procedures and other information regarding this contest shall be posted on the Club's website. Changes to any of these rules must be approved by a majority vote of the Board of Directors.
4. The President shall appoint a Competition Chairperson to chair all T.V.P.C. Inc.'s competitions by the end of October following the August Annual Contest.

5. The Competition Chairperson shall appoint a committee for the Monthly Competition and a committee for the Annual Contest. The committees shall be responsible for reviewing, updating, and implementing the contest rules, procedures, and information for their respective competitions.
6. The Competition Chairperson shall submit a written report for both of the contest committee's activities and expenditures to the Board of Directors at the Board's quarterly meetings.
7. The Treasurer shall designate \$1000 per year as a reserve for the Annual Contest. These funds may only be used by the Competition Chairperson to offset any financial short fall the contest may experience. Expenditure of this reserve must be approved by the Board of Directors.
8. All moneys from the Annual Contest shall be deposited in the Club's General Bank Account.
9. The Competition Chairperson shall maintain files and records of all Annual Competition activity and present them to the Board of Directors at the September Board of Director's meeting. In addition, these records will be given to the new Competition Chairperson.
10. The Board of Directors must approve any additional contest(s) that is sponsored by the Club.

VII. CLUB PROPERTY:

1. The Secretary shall keep a complete listing of all club 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 club property is to be used at club functions only.
4. No member shall be able to use club property for personal use.
5. No club property shall be loaned or rented to any individual, club, or other organization.
6. The sale of club property shall only occur as a result of a majority vote of the board of directors.
7. Club property for sale shall be advertised to the general public, and offered for sale to the highest bidder. Sealed bids will be accepted from all interested parties, and the sale will go to the highest bidder.
8. The proceeds from the sale of club property shall be deposited into the club's general account.

VIII. GENERAL MEETINGS:

1. The general meetings shall be held on the third Thursday of each month.
2. Meetings may be cancelled, or date changes may be made by the President or a vote of the Board of Directors.

3. One-third of the total active membership will be considered a quorum for business purposes.

IX. DISSOLUTION:

1. Should it become necessary to dissolve the club it shall be incumbent upon the current Board of Directors to liquidate all club properties and moneys.
2. No member shall profit or benefit from the dissolution of the club.
3. All moneys gained from the dissolution of the club shall be donated to a local charity, who shall be selected by the current Board of Directors, only after the current Treasurer has reported that all club debts are paid in full and that the club'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 Board of Directors for consideration.
2. The Board of Directors shall review the proposed bylaws amendment 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 will be voted on separately.
4. A copy of the bylaws amendments accepted by the Board of Directors 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.
6. Vote will be by secret ballot.
7. One-third of the total membership will make up a quorum for this vote
8. If the proposal includes more than one amendment, each amendment will be voted on separately.
9. An amendment will become part of the bylaws if a majority of members at the meeting approve the amendment, providing that a quorum of members is present.