

## THE BYLAWS OF THE LINN AREA PHOTO CLUB

### ARTICLE I – NAME

This organization shall be known as the **Linn Area Photo Club**.

### ARTICLE II – PURPOSE AND OBJECTIVES

The object of this Club shall be to bring together persons in the greater Linn County area who are interested in acquiring and developing an appreciation of the art and techniques of photography.

This objective to be furthered by:

1. Providing opportunities for exchanges of ideas and the dissemination of information on all phases of photography.
2. Providing regular programs and competitions for the membership.
3. Providing constructive criticism and helpful suggestions to members, together with advice, help and encouragement to beginners.
4. Promoting good fellowship and mutual aid at all times.
5. Working in cooperation with other camera clubs and organizations interested in photography.

### ARTICLE III – ORGANIZATION

1. The Linn Area Photo Club is organized as an unincorporated non-profit association in accordance with the Revised Uniform Unincorporated Nonprofit Act, chapter 501B of title XII of the Iowa code.
2. The principal means of transacting business with LAPC shall be electronic communications and direct communications with the club officers and committee chairs. LAPC shall maintain electronic mechanisms by which people can communicate with the officers, board, and functions of the organization.

### ARTICLE IV – MEETINGS

1. The Annual Meeting of LAPC shall occur on the second Sunday of November of each year, or its continuation if it must be delayed by weather or government edict.” Because elections are held at the annual meeting, notice of the meeting shall be made to all LAPC members and board members at least two weeks prior to the meeting date.
2. Regular meetings of the Club will be held at a time and location stipulated by the Executive Board.
3. Special meetings may be called by the President or the Executive Board at any time.

4. Other meetings may be scheduled as desired by the members.

#### ARTICLE V – FISCAL YEAR

The fiscal year of the organization shall begin January 1 and end December 31 of the same year.

#### ARTICLE VI – MEMBERSHIP

Membership shall be open to persons who are interested in photography and whose applications have been approved by the Executive Board.

1. Annual dues shall be payable upon joining the Club and every year thereafter.
2. Any person may attend two free meetings before joining. Dues are to be paid upon official membership application. Members applying to join throughout the year will have a one month grace period to pay dues before their membership application is considered invalid. New member dues paid in September and October carry over to the following year. Current members whose dues are in arrears after March 31 of the current year shall be dropped from the roster.
3. Membership of any person may be suspended, when sufficient reasons exist, by the action of the Executive Board. The suspended member shall have the right to appeal suspension in person or in writing, in which case the action of the Executive Board shall be upheld or rescinded by the majority vote of the membership present at any official meeting.
4. Article V Section 4 -- LAPC does not disclose any information about its members to any organization other than affiliates and sponsors as established per Article XIII. Members will be given the opportunity to opt out of any information being shared.

#### ARTICLE VII – OFFICERS

The officers of this Club shall consist of the President, Vice-President, Secretary and Treasurer. All officers shall be elected, for a period of one year, from the active Club membership in good standing. The President shall not serve more than two consecutive terms in office. Officers will work together to lead the Club.

1. Duties of the President shall be: to preside at all Club meetings and Executive Board meetings; to provide expectations and guidance to Committee Chairpersons, in conjunction with the Vice President; to act as Club spokesperson; to generally supervise all Committee activities to ensure they align with the Club's goals & objectives.
2. Duties of the Vice-President shall be: to perform the duties of the President during the absence or disability of the President; to notify members of special meetings and events; to act as Club Director on the Executive Board.
3. Duties of the Treasurer shall be: to maintain records and custody of Club funds and dues; to pay Club expenses authorized per Article XII sections 5, 6, and 7, maintain all

financial records; to prepare periodic reports of Club finances; to prepare an annual budget; and to act as a Club Director on the Executive Board.

4. Duties of the Secretary shall be: to preserve in the books of the Club minutes of the proceedings of Board meetings; to prepare ballots for election and conduct annual Officer elections; to take minutes for monthly Club meetings and provide same to Club members.

#### ARTICLE VIII – ELECTION OF OFFICERS

Election of officers shall be held annually.

1. The President shall appoint a nominating committee composed of three members with at least one of these not on the Executive Board. The committee shall prepare and publish a single slate of candidates in late Fall. The chairperson of the committee shall present the slate of candidates at the November meeting. Additional nominations may be made from the floor at that meeting.
2. Voting shall be by written ballot when more than one candidate for a position is on the ballot. Oral balloting may elect the slate when there is a single candidate for each office.
3. The annual election of officers may not be conducted in writing or by electronic means, but must occur at a physical annual meeting unless such is precluded by governmental edict.

#### ARTICLE IX – EXECUTIVE BOARD

The management of this Club shall be directed by the Executive Board, composed of the elected Officers, the Chairpersons of the standing Committees, and officers from the preceding year.

1. The Executive Board shall meet as often as necessary to transact the business of the club.
2. One half of the Board shall constitute a quorum.
3. Any past Executive Leader or Officer of the previous year shall be invited to serve as a member of the Board for the following year.
4. Any Board member failing to attend three consecutive Board meetings without justifiable reason shall lose their seat on the Board.
5. The first meeting of the incoming Executive Board shall be a joint session with the outgoing Board to facilitate an easy turnover and exchange of ideas.
6. If any officers or board members of LAPC has any affiliation with any other organization or business involved in a matter before the board, they must clearly communicate to the President and all board members present that they have a potential conflict of interest in the matter, and recuse themselves from all discussions and votes related to that matter.
7. Directors and officers as such shall not receive any salaries for their services. However, this shall not be construed to preclude any director or officer from being reimbursed for reasonable expenses incurred in serving LAPC in any other capacity.

8. Because risks are perceived to be low, LAPC does not insure or indemnify its officers or board members against claims or actions that may be taken against them for alleged negligence or misdeeds of the board.
9. Except as specified in these bylaws, a quorum shall consist of one-half of the members of the Executive Board in office. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the Board.
10. Any action which may be taken at an Executive Board meeting, except amending these bylaws, may be taken without a meeting if (1) a consent in writing, setting forth the action so taken, shall be signed by all of the Directors, or (2) an electronic statement of the action to be taken is approved by electronic means by a majority of the membership of the board and minuted by the secretary.
11. The Executive Board shall approve all contracts, agreements, and commitments with individuals or organizations, whether or not the exchange of money is involved, except as delegated in article XII.
12. The Executive Board shall actively participate in the recruitment of qualified board members and new members.
13. Any member in good standing may attend any regular Board meeting.

#### ARTICLE X – VACANCIES

Vacancies in Club offices shall be filled by the Officers, subject to approval of the Executive Board. The vacancy of the President's office shall be filled by the advancement of the Vice-President.

#### ARTICLE XI – COMMITTEES

The President, after consulting the Executive Board, shall identify chairpersons of the following standing committees and such special committees as the Board may establish.

1. Standing Committees:^^

- a) Activities
- b) Communication
- c) Contests
- d) Facilities
- e) Help Portrait
- f) Membership
- g) Program
- h) Spring Event

^^Duties of these standing committees shall be defined in the Appendix.

2. Special committees shall continue to function until the service for which they were formed is completed, or until discharged by the Board. These appointments shall not

extend beyond the close of the year in which they were appointed, unless reappointed by the new Board.

- a) The activities of the special committees shall be determined by the Executive Board. The activities decided upon shall thereafter be carried out by the committee chairpersons and the members selected by the chairpersons for the respective committees.
- b) Standing committee chairpersons shall consult with the Executive Board regarding their activities, prepare reports of activities and progress periodically for presentation to the Executive Board or to the membership of the Club and shall participate as Director on the Executive Board.
- c) Tenure of standing committees shall cease with the expiration of the year.

## ARTICLE XII- FINANCES AND DUES

Membership dues, voluntary contributions, together with profits of such Club activities as are approved by the Executive Board, shall constitute the sources of revenue for the conduct of the affairs of the Club.

1. The annual dues of the Club shall be determined by the Executive Board each fiscal year.
2. Annual dues shall be payable after January 1 of the current fiscal year. Notice of acceptance after January 1 shall require payment as determined by the Board.
3. The annual budget and finance report shall be presented to the membership in summary form shortly after the close of the fiscal year. The outgoing Treasurer shall submit the budget and finance reports in detail at the first meeting of the incoming Board for consideration and adoption by the new Executive Board.
4. Active members of the Executive Board annual dues are waived, as a part of the gratitude for serving the Club in a leadership role, until which time the individual(s) resign their position.
5. Any commitment or contract by LAPC to expend \$500 or more must be approved by the executive board before the commitment is made.
6. The president and vice president may commit LAPC to expenditures of up to \$500 so long as the expense is included in a budget approved by the executive board.
7. The Treasurer, Secretary, and chairs of the standing committees may commit LAPC to expenditures of up to \$250 so long as the expense is included in a budget approved by the executive board.

### ARTICLE XIII: RELATIONSHIPS WITH OTHER ORGANIZATIONS

1. LAPC, by action of the Executive Board, may cooperate with other groups with a similar mission to sponsor events and activities.
2. LAPC, by action of the Executive Board, may become a member of other organizations that support its mission.
3. LAPC, by vote of the membership, may affiliate with businesses as sponsors, and promote those sponsors to the members and acknowledge those sponsors in its communications.
4. Except for Affiliates and Sponsors, LAPC shall not provide any LAPC resources, including membership information, to support individuals, organizations, and businesses.

### ARTICLE XIII-AMENDMENTS

Amendments to the Constitution may be proposed by any member of the Executive Board.

1. A two thirds majority vote of at least a quorum of members present at any official meeting will ratify such amendment to the bylaws.
2. A special meeting may be called for this purpose provided the members are given seven days notice and an explanation of the meeting.
3. A proposed amendment may NOT be voted on at the meeting in which it was proposed, but shall be voted on not later than the second meeting following its submission.

Bylaws Adopted: February 7, 2004.

Amended: January 12, 2020

Amended: February 13, 2022

## APPENDIX

Duties of the Standing Committees shall be defined as follows:

### 1. **Activities**

Further assists Club members in the growth of their photography skills by developing, scheduling and coordinating photography activities outside of club meetings like photo shoots, workshops, etc. Works with Club's annual survey results whereby identifying learning/teaching opportunities and incorporates that information into these activities.

### 2. **Communications**

Leads in the communication activities of the Club such as, but not limited to: 1) Club newsletter, 2) Club posts, 3) Club events, 4) Hoopla posts, 5) Newspaper articles 6) Twitter, 7) Club Website, and 8) Facebook. Develops informative Club posts on photography tips, or photography articles from sources outside our club, or new photography equipment, or Club survey results, etc. Identifies and leads the marketing activities of the Club within the community. Monitors Club communication effectiveness and identifies new opportunities. The Club's Web Master has an active role as a part of the Communications Committee.

### 3. **Contests**

Leads the Club sponsored photo contests (monthly & annual). Develops rules, establishes contest themes, coordinates contest judging, announces contest results, awards contest prizes and works with the Communications Committee Chair on publishing the winners. Identifies local and regional photo contests (i.e.; State Fair, county fairs, Silos & Smoke Stacks, etc.) and communicates those events to Club members. Works with Linn County Fair in the administration of the Fair's Photo Contest.

### 4. **Facilities**

Sets up chairs and tables before monthly club meetings, wipes down bathrooms after meeting, provides treats for monthly meetings, other activities as needed to facilitate the physical Club meeting.

### 5. **Help Portrait**

Leads the annual Help Portrait event by (but not limited to) the following:

- Establishes and supervises the event leadership roles
- Determines the events annual budget, expenses and funding
- Coordinates the events communications
- Locates and works with local community service agencies (i.e.; Waypoint, YPN, Tanager, Veterans' Admin, etc.)
- Locates and secures local event venue
- Coordinates and oversees the event from start to finish
- Recruits and coordinates the event volunteer team
- Leads in the recruitment and scheduling of about 300 – 400 families in-need

- Identifies and manages a 2nd on-location Help Portrait event (senior center, large agency, etc.)
- Coordinates the distribution of final photographsIdentifies and manages a 2nd on-location Help Portrait event (senior center, large agency, etc.)
- Coordinates the distribution of final photographs

**6. Membership**

Recruits new members, maintains the membership roster, surveys past member about decision to leave the Club, communicates with new members and determines what the Club can do to assist them with their needs and surveys existing members on developmental needs, leads & assists in the efforts to recruit Club members (past & future). Responsible for mailing out information about the Club to prospective new members.

**7. Program**

Determines the program topic for each monthly meeting, identifies and recruits presenters for those topics, utilizes Club survey results in determining monthly topics

**8. Spring Event**

Leads and coordinates the annual spring LAPC Photography Workshop in coordination with the Executive Board.