

# The DOÑA ANA PHOTOGRAPHY CLUB

## BYLAWS

### ARTICLE 1. Name and Location

- 1.1. The name of this organization shall be The Doña Ana Photography Club (“the club”), with headquarters in Doña Ana County, New Mexico.

### ARTICLE 2. Purpose

- 2.1. The purpose of the club shall be to educate, inspire, and provide a social network for photography enthusiasts in Doña Ana County and surrounding areas, and to collaborate and affiliate with other similar organizations.
- 2.2. The club shall be a Nonprofit Corporation of New Mexico. As such, it shall engage only in educational and other nonprofit purposes within the meaning of §501(c)(3) of the Internal Revenue Code.

### ARTICLE 3. Membership

- 3.1. Members are photography enthusiasts who have joined the club and are current in their annual dues. Only members shall be permitted to vote or to enter any club contest or exhibition. Additional benefits for members may be defined by the Board of Directors.
- 3.2. Honorary Members are people who, for their contributions to the club, have been elected to this honor by the Board of Directors.
- 3.3. Friends are Non-Members who have expressed an interest in the club.

### ARTICLE 4. Meetings

- 4.1. All club meetings shall be open to the public with no pressure to join the club.
- 4.2. Meetings shall be held on a schedule and at a location acceptable to the membership, with appropriate notice to all members and adequate publicity to the public.
- 4.3. Issues from the floor pertinent to the business of the club shall be accepted at any scheduled business meeting.
- 4.4. “Members present” shall be defined as those members physically present plus those who are participating remotely, such as by texting or teleconference. There shall be no voting by proxy.
- 4.5. At any business meeting of the club, the members present shall constitute a quorum and their decisions shall be the same as the action of the full membership, except as may be otherwise provided by these bylaws.
- 4.6. Voting on any issue may be postponed to the next business meeting by a majority vote of the members present. All members shall be notified of any postponed issue at least two weeks before the scheduled voting date. The results shall be provided to all members within one week of the vote.

- 4.7. Special meetings may be called at any time by a majority of the Board of Directors or upon petition by at least ten percent of the members.
- 4.8. An annual meeting shall be held during the month of October, at which time Officers for the next calendar year shall be elected.

#### **ARTICLE 5. Dues**

- 5.1. Dues shall be an amount set by a majority vote of the members present at any business meeting.
- 5.2. There shall be no dues for Honorary members.
- 5.3. Dues shall be assessed for the calendar year.
- 5.4. Members delinquent in payment of dues shall be dropped from membership after three months of grace and notice of such delinquency. Membership shall be restored after payment of dues.

#### **ARTICLE 6. Officers**

- 6.1. The Officers of the club shall be elected annually and shall consist of the President, Vice President, Secretary, and Treasurer.
- 6.2. The President shall preside at all club meetings, represent the club in dealings with others, and transact business in the name of the club as directed by the club membership.
- 6.3. The Vice President shall act in place of the President in any case of the President's inability to act, and at the direction of the President, transact any business that would be in the power of the President.
- 6.4. The Secretary shall keep an account of the proceedings of all business and board meetings, record the results of all ballots, receive, file, prepare and answer the correspondence of the club, preserve all club materials of a historical nature, and perform other clerical and administrative tasks as deemed necessary by the President for the conduct of the affairs of the club.
- 6.5. The Treasurer shall be custodian of the funds and other property of the club, collect all dues and other assessments, make expenditures authorized by the club, maintain a list of all members and their status, and submit quarterly financial reports to the Board of Directors.
- 6.6. All expenditures of club funds shall be approved by at least two club Officers.
- 6.7. The Board of Directors may appoint committees or individuals to assist the Officers with their duties.

#### **ARTICLE 7. Election of Officers**

- 7.1. The President shall appoint a nominating committee for new Officers approximately four weeks before the annual meeting.
- 7.2. The committee's nominations shall be sent to all members at least one week before the annual meeting. Absentee ballots or additional nominations must be received by the committee before the day of the meeting. Additional

nominations may be made from the floor, and then the annual election of Officers for the next calendar year shall take place.

## **ARTICLE 8. Board of Directors**

- 8.1. The Board of Directors (“the board”) shall consist of the four elected Officers plus up to five additional Directors to be appointed annually by a majority of the elected Officers.
- 8.2. The Board of Directors may make decisions and transact business on behalf of the club, with the results to be reported to the members.
- 8.3. Quorum. A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be decided by the Board at any meeting at which a quorum is not present.
- 8.4. Majority Vote. The decisions of the majority of the Directors present at a meeting at which a quorum is present shall be the decisions of the Board.
- 8.5. Hung Board Decisions. On the occasion that Directors of the Board are unable to make a decision based on a tied number of votes, the President, Vice President, or Treasurer in that order shall have the power to swing the vote based on his/her discretion.
- 8.6. The Board of Directors may fill vacancies due to a Director’s resignation, death, or removal of a Director, or may appoint new Directors to fill a previously unfilled Board position, subject to the maximum number of Directors under these Bylaws.
- 8.7. The Board of Directors may designate one or more committees, each consisting of one or more members, to serve at the pleasure of the Board.
- 8.8. The Board of Directors shall adopt detailed Policies and Procedures annually to implement these Bylaws.

## **ARTICLE 9. Revisions to these Bylaws**

- 9.1. These Bylaws may be revised by a two-thirds vote of all members present at any scheduled business meeting plus any absentee votes received before the day of the meeting. All members shall have been notified of any proposed revisions at least two weeks before the voting date. The approved Bylaws shall be provided to all members within one week of approval.

### Bylaws History

Ca. 1955 – Club founded, original Bylaws written?

Ca. \_\_\_\_\_ – Updated, very detailed and restrictive.

19 April 2011 – Updated, less detailed, more flexible.

20 May 2014 – This version approved.

10 November 2021 — annual meeting date changed from November to October