
| 2016



CONSTITUTION AND BYLAWS

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Article 1: Name

The name assumed by this organization and by which it shall be known is “Emerald Photographic Society.”

Article 2: Objectives and Organization

Emerald Photographic Society (EPS) shall aim to develop proficiency in photography among members; to promote public interest in photography through exhibitions, lectures, and demonstrations; to stimulate appreciation of photography as a fine art; and to promote close association among members by mutual endeavor and cooperation.

EPS shall be organized as and function as a general not-for-profit organization in conformance with the laws of the State of Oregon. EPS shall conform with the requirements for exemption under section 501(c)(7) of the Internal Revenue Code of 1986.

Article 3: Membership

Application for Membership

Membership in EPS shall be open to all persons of good moral character and reputation. No one shall be denied membership because of race, creed, color, religion, gender, disability, sexual orientation, or age. A new member may be requested to submit a written application form giving full name, mailing address, telephone number, e-mail address, and certain other information concerning photographic interests and background. This application form shall be submitted along with the current year's dues to the treasurer.

Members in Good Standing

A member in good standing shall have paid current dues and shall be willing to take an active part in EPS functions.

Honorary Members

Honorary lifetime membership may be conferred only upon persons who have contributed outstanding service toward the objectives of EPS. An honorary membership nomination must be presented to the board of directors for approval. The candidate must then be elected by a

majority vote of EPS members at any meeting. Honorary members shall have all rights and privileges of EPS membership. An honorary member shall be exempt from paying annual dues.

Membership Roster

A membership roster shall be posted by the webmaster from information maintained by the treasurer. The roster will be accessible to members on the EPS website in the members-only page. The roster will include each member's name, address, phone number, and e-mail address. Members may opt to modify their listing by notifying the treasurer, who will notify the webmaster.

Annual Dues

Membership dues shall be assessed at an annual rate that may be changed by a majority vote of the members present at the annual meeting. Proposed changes in the dues rate, first approved by the board of directors, must be presented to the membership in EPS publications at least thirty days prior to the annual meeting.

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| Regular membership | \$35.00 |
| Student membership | \$20.00 |
| Couple membership | \$50.00 |

New memberships will be prorated by month during the regular EPS ten-month calendar year (January to June and September to December).

Annual memberships will be renewable January 1.

Suspension

Members shall be suspended: (1) upon failure to pay dues on or before February 1, or (2) for just cause as determined by a majority vote of the board of directors. Suspended members will be removed from the membership roster and the e-mail list server. Members' website links will also be removed upon suspension.

Reinstatement

Members who are suspended for nonpayment of dues may be reinstated to full membership upon payment of current dues. Members who are suspended for just cause may be reinstated at the board's discretion by a majority vote.

Article 4: Meetings

Regular Meetings

Regular meetings are generally held on the first, second, third, and fourth Tuesdays of each month except July and August. During July and August, planned group activities may be held, such as an annual picnic and field trips. Other meetings may be scheduled to further the interests of EPS. An adequate meeting place shall be provided by the board of directors for scheduled EPS meetings.

Annual Meeting

An annual meeting of EPS members to elect officers and to vote on any other business herein described shall be held on a date specified by the board of directors with member notification in EPS publications at least thirty days prior to the meeting.

Board Meetings

The board of directors shall meet as necessary to conduct the business of EPS, but no fewer than four times per year.

Article 5: Governing Power

The powers of this organization shall be by a majority vote of the members present at any regular or special meeting of the organization, and any action taken at such a meeting shall be carried into effect by the duly elected board of directors. At the annual meeting, the following officers shall be elected from the candidates nominated by the nominating committee or from the floor to take office effective January 1: president, vice president, secretary, treasurer, and four board members at large.

The vice president from the preceding year will automatically become president the following year. By mutual agreement of the current president and vice president and approval of the membership at the election meeting, the current president and vice president could hold their terms for an additional year.

The chairs of the challenge meeting, competition meeting, critiquing, education meeting, and photo forum meeting committees shall be nominated by the incoming president-elect and approved by the membership at the same time as the other board members are elected. The term of office runs through December 31 or until successors are duly elected.

In the event of absence, resignation, incapacity, death, or removal from office of the president, that office shall be filled by the vice president. The new president shall appoint a member of EPS to fill

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the unexpired term of the office of vice president, whose appointment must be ratified by a majority vote of the board of directors. Should any other elected office become vacant for any reason, that office shall be filled for the unexpired term by appointment of the president and ratified by a majority vote of the board of directors. The filling of a vacant office shall be accomplished as soon as reasonably possible.

When an officer fails to attend two consecutive board meetings and at least two of the intervening meetings without good cause, the office may be declared vacant by a two-thirds vote of the members present at any regular EPS meeting upon recommendation of the board of directors.

Article 6: Officers and Their Duties

Board of Directors

EPS is administered by a board of directors, which is comprised of a president, vice president, immediate past president, secretary, treasurer, and four board members at large, plus the chairs of the challenge meeting, competition meeting, critiquing, education meeting, and photo forum meeting committees. Seven members of the board of directors, one being the president or vice president, are required to form a quorum for the transaction of business.

President

The president represents EPS in public, presides over regular and board meetings, appoints committees to assist in the discharge of the president's duties, and is responsible for the overall functioning of EPS in accordance with its stated objectives.

Vice President

The vice president acts as alternate for the president as required and as coordinator of committees.

Past President

The immediate past president acts as an advisor to EPS and attends the board meetings as a voting member.

Secretary

The secretary keeps a full and accurate record of the proceedings at meetings of the board of directors, at special meetings called by the board of directors, and at the annual business meeting; sends a copy of these meeting minutes to *The Bellows'* editor and webmaster for timely

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publication on the EPS website; assists in EPS correspondence; maintains a guest register at all meetings; and maintains member and guest name tags.

Treasurer

The treasurer receives membership dues and any other monies for EPS; records new member roster information and informs the webmaster; records and safely keeps receipts; disburses necessary expenditures by check upon proper certification; and submits an accounting of funds at each board of directors' meeting, annual meeting, or whenever required by action of the board. The treasurer shall pay bills necessary to conduct EPS affairs up to \$200.00 upon written approval by the president or vice president, and over \$200.00 upon approval by a resolution of the board, which approval may be obtained via e-mail vote by three board members. EPS bills shall be paid by check, but a petty cash fund of \$30.00 for expenditures under \$15.00 shall be allowed.

Board Members at Large

The four board members at large shall vote on an equal basis with the other elected officers on all matters brought before the board.

Article 7: Amending Bylaws

These bylaws may be amended by approval of the board and a subsequent majority vote of those members present at any regular or special meeting of the members called for this purpose. Written notice for such a meeting and a copy of the proposed amendment shall be presented to the members in EPS publications at least thirty days prior to said meeting. Amendments to bylaws shall take effect as stated in the amendment.

Members proposing amendments to the bylaws must submit complete written language for the proposed amendment to the board for approval prior to being submitted to the membership. The thirty-day written notice requirement shall not prevent those present at the called meeting from making changes to the proposed amendments so long as a majority of those members present approve the changes.

Article 8: Miscellaneous

An adequate set of competition standing rules shall be maintained and followed.

Membership shall be maintained in the Columbia Council of Camera Clubs (4Cs).

Past practices shall not set precedence in any EPS function not covered specifically by these bylaws and standing rules.

Article 9: Amending Standing Rules

The standing rules may be amended by a majority vote of the members present at any regular meeting following notice of intent of standing rule changes in EPS publications at least thirty days prior to said meeting. Amendments to standing rules shall take effect as stated in the amendment.

Article 10: Duties of Committees

Committees: Elected Chairs

Challenge Meeting Committee

Purpose: The purpose of challenge night is to challenge members to take photographs of a variety of different topics to broaden their knowledge and experience. A new topic will be selected for every meeting. Submission of images may be either digital or print and must have been taken no earlier than when the topic is announced. A topic will be announced at each challenge night meeting for the next meeting. The submissions will not be scored but will be open to general discussion.

This committee shall consist of a chair and assistants selected by the chair. The challenge committee shall have the following duties:

Equipment: The challenge committee shall be responsible for setup, operation, maintenance, removal, and storage of presentation equipment for each monthly challenge night.

Meetings: The challenge committee shall be responsible to coordinate and oversee challenge night meetings and will lead discussions of the submissions. The committee will determine the process for selection of topics; inform the membership, editor of *The Bellows*, and webmaster each time a topic is selected; and establish guidelines for submission of images.

Competition Meeting Committee

This committee shall consist of a chair and assistants selected by the chair. The competition committee shall have the following duties:

Equipment: The competition committee shall be responsible for setup, operation, maintenance, removal, and storage of scoring and presentation equipment for each monthly competition.

Records: The competition committee shall adhere to all Standing Rules: Competition regulations and guidelines and maintain detailed entry and competition records.

Annual Competition: The competition committee shall be responsible for organizing image-of-the-year judging, including timely collection of all eligible images, selection of three guest judges

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(non-EPS members), scorekeeping, record maintenance, and preparation of awards to be presented at the annual banquet.

An annual banquet for competition year-end presentations shall be held in the first quarter of the year following the competition year.

The competition chair remains responsible for the annual competition, judging, and presentation of annual awards in the following year relating to images presented in monthly competitions during the prior year.

Interclub Competition: The competition committee shall endeavor to secure the best possible images to represent EPS in competitions; shall be responsible for entering these images in contests, keeping accurate records, informing the makers of scores and status, reporting the results of contests to the editor of *The Bellows* and webmaster, and doing all in its power to safely return the images entered to their rightful owners at the earliest possible moment.

Critiquing Committee

This committee will be responsible for the critiquing and judging aspects of monthly image competitions. The committee will plan, arrange, and coordinate training of club members regarding critiquing and scoring; will identify, assign, and coordinate critique persons for assigned competitions and will have alternate critique persons available. The committee may also assign members to judging and critiquing mentoring groups within the club.

New members are encouraged to attend a judging and critiquing orientation meeting during their first year of membership. All members, though not required to do so, are encouraged to participate in judging and critiquing as part of the club competitions. The board of directors may adopt standing rules defining a judging and critiquing program.

Education Meeting Committee

This committee shall acquire and present programs to EPS members that further the objectives of the organization, including educational programs and presentations. The committee will have a budget of \$300.00 or an amount designated by the board of directors.

Photo Forum Committee

This committee shall offer an open forum for non-competitive activities that can include presentations of member-submitted images, videos, prints, as well as educational sessions, gear demonstrations and swaps, with other possible activities relating to the club and its interests. Activities will be at the committee chair's discretion.

Committees: Appointed Chairs

Chairs of the following committees shall be appointed by the president: audit, budget, events, librarian-historian, newsletter editor, nominating, publications, hospitality, webmaster, and any other committee approved by a majority vote of the board of directors.

Audit Committee

This committee, consisting of the vice president and one other member designated by the president, each year no later than March 1 shall audit EPS books and shall carefully check receipts and expenditures to make sure all expenditures carry the proper certification or approval as provided in the bylaws. This committee may be called upon to audit the books at any time by action of the board of directors.

Budget Committee

This committee shall prepare an annual operating budget for the organization including all annually recurring organization commitments, each committee's estimated expenditures and estimated expenditures for the annual awards banquet. This budget shall be completed by September 1 of each year and presented to the board of directors for approval at the next scheduled board meeting. This operating budget shall be adopted by a majority vote of the board of directors.

The committee will be chaired by the treasurer and will include each activity night chair and one position appointed by the president.

After the annual audit, this committee will recommend the amount of transfer of surplus funds from the prior year to the organization's reserve fund designated within the checking account to accumulate a prudent cash reserve of available funds. The amount and disposition of this reserve fund shall be determined by a majority vote of the board of directors.

Events Committee

This committee shall consist of a chair and any assistants selected by the chair. The chair shall be responsible for arranging trips and notifying EPS members of opportunities for photo shoots and special events.

Hospitality Committee

This committee shall oversee refreshments as authorized by the board, greet members and guests as they arrive at club functions, introduce new members and guests, and organize activities that encourage fellowship and socializing among members.

Librarian-Historian

The librarian-historian shall collect and safely keep books and publications of benefit to EPS and shall submit historical articles for *The Bellows*. These materials shall be made available to EPS members and adequate records shall be kept to ensure their safekeeping.

All awards and notices of honors won by EPS (not those won by EPS members) shall be turned over to the librarian-historian for display and safekeeping. A copy of each issue of *The Bellows* shall be part of the library. Publicity, news items, articles, programs, entry forms, yearbooks, and any other printed matter illustrative of EPS activities shall be kept permanently.

Newsletter Editor

The Bellows newsletter shall be maintained as a monthly publication and be posted on the EPS website at the beginning of each month by the editor. Members without internet access may pick up a printed copy of *The Bellows* at regular meetings.

Nominating Committee

This committee shall be made up of two or three members who are not members of the board of directors and shall be appointed and directed by the president during the month of September. The committee shall select at least one candidate for each office. These nominations shall be announced at the first regular meeting in November. All nominees shall have expressed their willingness to serve and consented to having their names placed before EPS members as candidates for office.

Publications Committee

This committee shall produce for the EPS website prior to the beginning of the next competition year updated EPS board-approved publications including but not limited to history, Constitution and Bylaws, and Standing Rules. Additionally, this committee may aid the board of directors and committee chairs in the editing, production, and distribution of electronic or printed materials benefiting members or promoting EPS in the community.

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EPS publications in addition to *The Bellows* include but are not limited to the EPS website and EPS e-mail list server.