

Bristol Photographers Club

Bylaws

- I. **NAME.** This club shall be known as the Bristol Photographers Club (BPC).

- II. **PURPOSE.** BPC serves to improve members' photographic skills while broadening their interests through the exchange of photographic knowledge, training, and relevant experiences. Club activities, including meetings, outings, and other events (collectively, activities), are intended to facilitate socialization among members and to promote the photographic arts in Bristol and the surrounding community in Pennsylvania and New Jersey.

- III. **MEMBERSHIP.**
 - A. **Eligibility.** Application for membership is open to any person interested in learning about and practicing photography in a club-based environment and who supports the purpose stated in Article II. Members must 10 or older. Members under 18 must be accompanied to all Club activities by a parent or legal guardian who also is a member. Membership will be reviewed and granted after completion and receipt of a membership application and annual dues. The Board has sole authority to decline or terminate membership.
 - B. **Annual Dues.** Member dues are set on a rolling basis. Dues must be paid within two weeks of the month in which the member initially joined. Failure to timely pay dues will result in termination of membership. The Board has the authority to increase or decrease dues at any time. The Board also may authorize membership specials in the interest of attracting new members.
 - C. **Rights of Members.** Each member may nominate and vote for officers at the annual election.
 - D. **Resignation and Termination.** A member may resign at any time. Membership can be terminated by a majority vote of the Board. Termination can happen for reasons including but not limited to inappropriate behavior at Club activities, or in communications with the Club or other members, or for misuse of property belonging to the Club, affiliates, hosts of Club activities, or others. Resignation or termination shall not relieve a member of unpaid dues, returning or replacing any property belonging to the Club, or other charges previously accrued. BPC is not required to reimburse dues for individuals who have resigned their membership or whose membership has been terminated.

- IV. **MEETINGS.**
 - A. **Days/Times.** The regular season runs from September until the 4th Monday of June the following year. Regular Club meetings during that time period shall be 7 p.m. every second and fourth Monday of the month at Silver Lake Nature Center in Bristol, Pennsylvania unless modified by the President. Whenever possible, meetings will be both in-person and live-streamed over the internet using a program such as Zoom.
 - B. **Final Meeting of the Season.** The second meeting in June shall be a Club social. Unless otherwise determined by the Board, at this meeting, the members will elect officers for the following regular season, commencing on September 1st of that year, and will conduct any other business the Board decides to include. All election and other items for vote shall be decided by a simple majority. Votes are limited to those members present at the meeting in which the vote takes place. The Board may decide to allow alternative voting methods such as by mail or digital technology. Any changes to the voting method will be communicated to members by e-mail at least two weeks in advance of the meeting at which those methods will be used. As with in-person votes, items for vote will be determined by a simple majority of votes placed.
 - C. **Summer Meet-Ups.** At the Board's discretion, various meet-ups will be held throughout the off-season months.

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V. BOARD OF DIRECTORS.

- A. Number of Officers. BPC shall have a Board consisting of at least 5 and no more than 9 officers. Within these limits, the Board may increase or decrease the number of officers serving on the Board. At any given time, the officers shall consist of a president, vice president, treasurer, secretary, and member-at-large. At the President's discretion, two non-voting members of the Club may be present at Board meetings.
- B. Powers. The affairs of BPC will be managed under the direction of the Board, except as otherwise provided by law.
- C. Terms. All officers shall be elected to serve a one-year term; however, the term may be extended until a successor has been elected. Officers may serve unlimited terms in succession. The term shall be considered to run from September 1 until August 31 of the following year unless the term is extended until a successor has been elected. From the time new officers are elected at the fourth meeting in June until September 1 of that year, the new officers shall shadow the existing officers at Board meetings but may not vote until their respective terms commence.
- D. Qualifications and Election of Officers. In order to be eligible to serve on the Board, an individual must be 18 years of age and a member in good standing of BPC for at least three consecutive years. Board members may not simultaneously serve on the board of any other photography club. The Board will collect and consider candidates from Club membership to fill officer positions. In addition, two weeks prior to the fourth meeting in June, any member may nominate a candidate, provided the nominee is willing.
- E. Resignation. Any officer may resign at any time by giving written notice to the Board. The resignation will take effect on the date of receipt of notice or at any later time specified in the notice. Acceptance of the resignation is not necessary to make it effective.
- F. Removal of Officers. An officer may be removed by majority vote of the Board then in office if: (1) the officer is absent and unexcused from two or more meetings of the Board in a twelve-month period (note: the President may excuse officers from attendance for a reason deemed adequate by the President; the Vice President must excuse the President from attending); or (2) for cause or no cause, if, before any meeting of the Board at which a vote of removal will be made, the officer in question is given electronic or written notice of the Board's intention to discuss his/her case and is given an opportunity to be heard before the Board. In the latter case, the officer in question may be asked to leave the meeting after presenting his/her case so the Board may deliberate. The President may only be removed by majority vote of the membership. Any individual removed from office may not serve on the Board, or any Committee established by the Board, for a period of three years from the date of removal. This time period may be reduced at the discretion of the Board.
- G. Vacancies. The Board may fill vacancies due to the resignation, death, or removal of an officer or appoint new officers to fill a previously unfilled Board position, subject to the maximum number of officers under these Bylaws. Vacancies shall be filled by Presidential appointment, subject to approval of the Board for the balance of the term of the officer being replaced. Vacancy of the President's office shall be filled by advancement of the Vice President.
- H. Board Meetings. The Board shall have a minimum of nine regular in-person meetings each calendar year at a time and place determined by the President. When necessary, officers may attend these meetings virtually at the President's discretion. Board meetings shall be held upon four days' notice, although emergency meetings may be held virtually on shorter notice when deemed necessary by the President or Vice President.
- I. Voting. A majority of the officers in office immediately before the meeting constitutes a quorum for the transaction of business at the meeting. No business shall be officially considered at any meeting at which a quorum is not present. Except as otherwise noted in these Bylaws, the act of the majority of the officers present at a meeting at which a quorum

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is present shall be an act of the Board. In the event the officers are unable to make a decision based on a tied number of votes, the President shall have the power to swing the vote based on his/her discretion.

- J. Informal Action. Any action required to be taken by the Board at a meeting may be taken without a meeting if a quorum of the Board consents in writing. For such purposes, an email constitutes a writing.
- K. Conflicts of Interest. Officers shall disclose any potential conflicts of interest when the Board is contemplating any transaction or arrangement which may present a conflict. Conflicts of interest may be actual, potential, or perceived and may relate to financial or non-financial issues.

VI. OFFICERS.

- A. President. The President shall be the chief volunteer officers of BPC. The President shall lead the Board in performing its duties and responsibilities, including presiding over all Board meeting and performing all other duties incident to the office or properly required by the Board. The President will work closely with all other Board members in ensuring their respective duties are carried out.
- B. Vice President. In the absence or disability of the President, the Vice President shall perform the duties of the President and, when so acting, shall have all powers of and be subject to any restrictions on the President. The Vice President shall have such other powers and perform such other duties prescribed to him/her by the Board or the President.
- C. Treasurer. The Treasurer shall be responsible for oversight of the financial condition and affairs of BPC and shall keep the Board informed of BPC's financial condition. The Treasurer shall ensure that appropriate financial reports, including an account of major transactions and BPC's financial condition, are made available to the Board on a timely basis or as may be required by the Board. The Treasurer shall perform all duties prescribed to him/her by the Board or the President.
- D. Secretary. The Secretary shall keep, or cause to be kept, minutes of all business meetings, including regular BPC meetings and Board meetings. The Secretary shall be responsible for maintaining the membership roles in respect of all communications and shall perform such other duties prescribed to him/her by the Board or the President.
- E. Member-at-Large. The Member-at-Large shall serve as a voting representative of the general membership and shall perform such other duties prescribed to him/her by the Board or the President.

VII. COMMITTEES. The Board may, by majority vote, designate one or more standing committees to serve at the pleasure of the Board. Standing committees shall report to the Board and only have authority specifically granted in a written resolution. Special committees may be appointed by the President as needs arise to carry out specified tasks. A minimum of one officer will participate on any special committee.

VIII. OPERATIONS. The fiscal year of BPC is from September 1 to August 31 of each year. Any non-emergent expense over \$500 must be voted on by the membership.

IX. AMENDMENT. These bylaws may be amended, altered, repealed, or restated, to the extent allowed by law, at any time by a vote of the majority of the Board.

X. DISSOLUTION. Dissolution of BPC may only occur by a majority vote of the membership. Following a vote of dissolution, the remaining funds in the treasury will be donated to Silver Lake Nature Center.

R. 6/10/2023