

**North Austin Pftographic Society (NAPfS)  
Articles of Association and ByLaws**

**ARTICLE I: NAME & PURPOSE**

Section A: Name - The name of this club shall be North Austin Pftographic Society

Section B: National Affiliation - Not Applicable

Section C: Purpose - The purpose of this club shall be:

- To operate as Not-For-Profit hobby club as described by IRS code section 501(c)(7)
- To create an active community of photographers and photography enthusiasts.
- To facilitate regular meetings with educational, inspirational and
- motivational content.
- To work to create opportunities for club members to make and exhibit photographs digitally, in print and in other forms.

**ARTICLE II: MEMBERSHIP & DUES**

Section A: Eligibility - Membership shall be open to photographers and photography enthusiasts desiring to attend photography related meetings, educational programs or other events in the North Austin metropolitan and surrounding areas and upon payment of the dues. The club shall not discriminate against any person on the basis of race, color, gender, sexual orientation, or religion in its written policies or by action of members.

Section B: Dues – Dues shall be \$24 per year or another amount set by the Executive Committee and publicly listed on the club website and membership material prior to the start of the year. The Executive Committee, in setting the dues, may at its discretion, choose to institute tiers of membership, discounts for certain groups (e.g. veterans) or other non-flat dues schedules. All memberships shall be issued to individuals, not businesses or organizations, as required by IRS code 501(c)(7).

Section C: Extra Dues, Donations - Club members may choose to pay dues in excess of the Dues amount as determined according to Section B. Such extra dues do NOT entitle the member to additional benefits above or beyond other members. Extra Dues or Donations allow the club more financial resources to carry out its purpose as listed in Article 1, Section C.

**ARTICLE III: OFFICERS**

Section A: Officers - The officers of NAPfS constitute the Executive Committee and shall be a President, Vice-President, Secretary, Treasurer, Competition Coordinator, Program Coordinator, Marketing & PR Coordinator.

Section B: Eligibility - Officers must be members of the club in good standing.

Section C: Election - The officers shall be elected annually by ballot on a date no earlier than October 1st and no later than December 31st of the year prior to the term of service by a majority of the votes of members in good standing cast for that office. The election date will be determined by the Executive Committee and announced no less than 15 days prior. An official paper or emailed PDF ballot shall be distributed to all individual members in good standing no less than seven days before the election date. A member's individual ballot must be submitted by midnight of the election date. A ballot system shall be created that reasonably ensures that each member only submits one ballot. Three officers shall verify the tally of eligible ballots and make the results available to membership as soon as possible. All ballots shall be retained for 30 days in the event of a candidate requested recount. In the event of a candidate tie vote, a runoff election shall be held at the next club meeting by members who are in attendance.

Section D: Nomination/Ballot committee – Anytime after July, the Executive Committee shall call for volunteers to serve on a Nominations/Ballot Committee of at least three members who will recruit a diverse slate of one or more candidates for each officer position for the next annual election. A current Executive Committee officer may not be chairman of the nominations committee. The Nominations/Ballot Committee shall report its progress and results to the Executive Committee 14 days before the election date

Section E: Term – The officers shall serve for one calendar year starting on January 1st and ending on December 31st. An individual may be elected to serve in the same office for no more than three consecutive years.

Section F: Vacancy – If a vacancy occurs in the office of President, the Vice-President shall assume the office for the remainder of their term. Vacancies in any other office shall be filled by the Executive Committee appointment of a club member to fill the remaining term.. The Executive Committee vacancy shall be determined to exist if the officer has been absent from one or more Executive Committee meetings without notice to the President or Vice President, repeatedly fails to respond to other officer's request for follow-up communication, or offers a written resignation statement in any text form.

Section G: Multiple Seats – A current officer may be appointed by the Executive Committee to complete the term of a vacancy and thus occupy multiple offices simultaneously provided there are at least 3 distinct officers total. No person may be nominated in the annual club election to multiple offices.

Section H: Removal of an Officer -- The Executive Committee may remove any Officer for cause or no cause by two-thirds (2/3) vote of all officers then in office, at any regular or special meeting of the Executive Committee, provided that a statement of intent to remove shall have been mailed by US post and/or electronic text to the Officer proposed for removal at least seven business (7) days before any final action is taken by the Executive Committee. This statement shall be accompanied by a notice of the time when, and the place where, the Executive Committee is to take action on the removal. The Officer shall be given an opportunity to be

heard and the matter considered by the Executive Committee at the time and place mentioned in the notice.

#### ARTICLE IV: DUTIES OF OFFICERS

Section A: President - it shall be the duty of the President to:

- Preside at meetings of the general membership
- Preside at executive committee meetings and shall vote only in case of a tie
- Represent the club to the public
- Appoint committee chairpersons as needed to carry out club activities designated by the executive committee.
- Serve as an ex-officio member of all committees except the nominating committee
- Perform such other duties as ordinarily pertain to this office

Section B: Vice-President - It shall be the duty of the Vice-President to:

- Preside in the absence of the President
- Complete other duties as assigned by the President.
- Serve as member for any committees except the nominating committee

Section C: Membership Secretary - It shall be the duty of the Secretary to:

- Ensure that minutes of all executive committee meetings are made and available to any member who requests them.
- Keep a file of the club's records and possessions
- Maintain a current roster of paid membership
- Issue notices of meetings and conduct the general correspondence of the club

Section D: Treasurer - It shall be the duty of the Treasurer to:

- Receive all funds and process Requests for Payment, Deposit Slip, and records of Officer Signature Forms.
- Keep an itemized account of all receipts and expenditures and make reports as directed
- To the best of their ability, ensure all required Texas and IRS tax documents, e.g. 990-N, sales tax returns are filed when required.

Section E: Competition Coordinator - It shall be the duty of the Competition Coordinator to:

- To facilitate the clubs photography competitions and shows at the direction of the executive committee.
- To recruit and lead a standing Competitions Committee of club members who will assist in running the monthly photo competition including judging of images.

Section F: Program Coordinator - It shall be the duty of the Program Coordinator to:

- To facilitate the clubs programs for the general membership at the direction of the executive committee.
- To recruit and lead a standing Program Committee of club members to assist in creating club programs, recruiting speakers,

Section G: Marketing/PR Coordinator - It shall be the duty of the Marketing/PR Coordinator to:

- To facilitate the clubs marketing and public relations efforts at the direction of the executive committee.
- To recruit and lead a Marketing/PR standing committee of club members who will assist in creating and managing the club's media including web site, Instagram, Facebook, or other social media as needed.

#### ARTICLE V: EXECUTIVE COMMITTEE MEETINGS

Section A: Meetings – Regular in-person meetings shall be held at least once quarterly called by the President with reasonable advance notice at a mutually agreeable time and place for other officers.

Section B: Special Meeting - Special meetings may be called by any member of the Executive Committee with notice to all other officers by text or personal email with at least 24 hours notice of the meeting time, place, and agenda.

Section C: Quorum - A quorum shall consist of two-thirds of the elected officers persons acknowledging that a single person may fill multiple offices simultaneously. Each person holding an office may vote only once regardless of whether they hold multiple offices.

Section D: Parliamentary Authority - Meetings will be conducted in a civil fashion. Any executive Committee member can choose to invoke Robert's Rules of Orders if needed and for the remaining duration of the meeting, they shall govern this club in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Section E: Action -- Any action required by the Executive Committee may be taken without a meeting if all Directors receive notice of said proposed action in writing or by electronic transmission, and a majority of Officers consent thereto in writing or by electronic transmission. Response to the information shall constitute a waiver of notice requirements. The writing(s) or electronic transmission(s) shall be filed with the minutes of proceedings and maintained in the official files. The quorum requirement for any such action shall be as stated in Section C.

#### ARTICLE VI: EXECUTIVE COMMITTEE

Section A: Responsibility - Management of this club shall be vested in the Executive Committee responsible to the entire membership to uphold these bylaws.

Section B: Membership - This committee shall consist of the officers as listed in Article III.

Section C: Meetings – This committee shall meet or communicate through any means convenient (e.g. in person, phone, Slack, etc) between regular member meetings of the club to organize and plan future activities providing that all officers may access and read a record of all group communications.

Section D: Conflict of Interest – Every officer with any financial interest in a transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Executive Committee. The transaction must be approved by a majority of the uninterested officers. An officer proposing a personally beneficial transaction should excuse themselves during voting and from the discussion except to answer officer questions.

Section E: Respectful Language – Officers and all standing committee members (the Leadership Team) shall conduct the affairs of the club **at all times** using language that shows respect for individuals, their feelings, and tolerance for personal expression. Reports of hateful language that uses name calling, stereotypes, or seems designed to diminish the dignity of any person shall be reviewed by the Executive Committee on a case by case basis for discipline or promise by the offender that such language will not occur again.

#### ARTICLE VII: COMMITTEES

Section A: Special Committees – The President shall have the authority to appoint any special committees, with the approval of the Executive Committee, from time to time as need demands.

Section B: Standing Committees – As described in Article IV - Duties of Officers standing committees are established for Competitions, Marketing/PR, and Programs. Any number of individual members may volunteer by applying to the respective officer.

Section C: Leadership Team – The term “Leadership Team” refers broadly to the Executive Committee plus standing committee participants who the particular officer identifies to the Executive Committee as having a role of responsibility. They do not have a vote on matters reserved for the Executive Committee but may be invited to attend meetings.

#### ARTICLE VIII: AMENDMENTS TO BYLAWS

Section A: These bylaws may be amended by a two-thirds (2/3) majority vote of the Executive Committee officers currently serving. Any Executive Committee amendment(s) shall be ratified or not in a vote by membership ballot after notice of the amendment changes is given 30 days in advance of the vote. Voting may be conducted online.

Section B: Notice - All Executive Committee officers shall receive advance notice of the proposed amendment at least seven days before the vote to approve any amendment at an Executive Committee meeting.