

# **Bylaws of the Seattle Photographic Society**

## **Article I – Identification**

*Section 1. Name.* The organization is a Washington State Not-for-Profit Corporation, the full name of which is Seattle Photographic Society, Inc. (hereinafter called “the Society.”)

*Section 2. Registered Office.* The location of the Registered Office of the Society shall be determined by the Board of Directors and may be changed from time to time.

*Section 3. Registered Agent.* A member is appointed to serve as the liaison between the Society and the State of Washington and shall supervise completion of the annual report to the State as required of Not-for-Profit corporations. The member appointed to this position shall be a member in good standing with long term commitment to serve in this capacity.

*Section 4. Logo.* The logo of the society shall be selected by the Board of Directors and may be changed from time to time as deemed appropriate.

## **Article II – Mission**

*Section 1. Mission.* Seattle Photographic Society is dedicated to the advancement of photography both as an art and as a science. The Society aims to help individual members gain a greater enjoyment from photography, to acquire a technical knowledge of the art, and to encourage a free and unselfish exchange of ideas.

## **Article III – Membership**

*Section 1. Eligibility.* Membership in the Society shall be open to any person who is interested in photography. Membership shall be solicited from, but not restricted to, residents of the Seattle community and the surrounding communities. The Society shall not discriminate on the basis of race, national origin, religion, age, gender, sexual orientation or disability. Whenever possible, programs and activities of the Society shall be conducted in furtherance of this policy.

*Section 2. Application for Membership.* Membership shall be by written application accompanied by remittance of dues.

*Section 3. Categories of Membership.* For the purpose of setting equitable membership fees, the membership in the Society shall be arranged in three (3) categories.

(1) *Individual Membership.* An individual membership is available to any one person.

(2) *Life Membership.* Any personal member who has paid dues for a total of twenty-five full years shall be awarded a life membership. Life members will not be required to pay dues.

(3) *Honorary Membership.* Honorary membership in the Society shall be awarded to persons elected to such position by vote of the Board of Directors. Honorary members are not required to pay dues.

*Section 4. Members in Good Standing.* Members shall be considered in good standing as long as their dues are current and they update contact information as required. (See Article IV-Dues)

*Section 5 Membership Privileges and Responsibilities.*

- (1) All members in good standing shall be entitled to participate in all shows, competitions, exhibitions and shall be entitled to receive all publications issued by the Society.
- (2) All members of the Society in good standing shall be entitled to hold office and to vote on all matters presented to the general membership.
- (3) For notice and voting purposes, only those members whose current dues have been paid shall be considered to be members in good standing with the exception of lifetime members and honorary members who are not required to pay dues.
- (4) Members of the Society are expected to conduct themselves in a manner that supports the mission of the Society.

*Section 6. Termination of Membership.*

- (1) From time to time, circumstances may require consideration of termination of membership of an individual, if that individual's conduct is contrary to the best interest of the Society or disruptive to conduct of Society business.
- (2) Any time termination of membership is considered, the member shall be notified personally by the President, Vice President, or designee and given an opportunity to meet with the Board to resolve issues and to reconcile the matter of concern.
- (3) If reconciliation is not achieved, membership may be terminated by a 2/3 vote of the Board members if, in their judgment, the best interest of the Society will be served thereby.

*Section 7. Meetings of the Membership.*

- (1) Meetings of the Society may be regularly scheduled, designated as the annual meeting, or called for special reasons.
- (2) Regular meetings shall be scheduled by the Board in furtherance of the Society's mission.
- (3) The annual meeting of the Society is conducted for purpose of the election of Directors and Officers to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held each year during the months of May or June, the date and place to be designated by the President, the Secretary, or the Board.
- (4) Special meetings may be called at any time and place by the President or by the Board.
- (5) There shall be not less than eleven (11) meetings of the members held each year (including the annual meeting).
- (6) Members of the Society holding one-fourth of the votes entitled to be cast shall constitute a quorum at any annual or special meeting.
- (7) Except as provided to the contrary in these Bylaws, the act of two-thirds of the members present at a meeting at which a quorum is present shall be deemed the act of the membership.
- (8) Proxies shall not be recognized.

*Section 8. Notice of Meetings of the Membership.*

- (1) Notice of regular meetings other than the annual meeting may be made by providing each member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and 10 days prior to the next succeeding regular meeting, and when requested by a member.
- (2) Written notice of annual or any special meetings with business requiring a vote of the membership shall be delivered to each member entitled to vote at such meeting. Such notice must be sent not less than ten (10) nor more than fifty (50) days before the date of the meeting,

either personally or by mail, at the direction of the President, the Secretary, or the Directors calling the meeting. The notice shall state the date, place and time of the meeting.

(3) In the case of a Special meeting, the notice shall state the purpose or purposes for which the meeting is called.

(4) In the case of a meeting at which the members will have the right to overrule any amendment, alteration or repeal of Bylaws by the Board, as provided in Article XII, Section 4, the notice must fairly inform the members of the nature and import of the changes voted by the Board. Copies of the text of the actual changes voted by the Board shall be made available for review with the meeting notice and also at the meeting.

#### **Article IV – Dues**

The membership dues of the Society shall be maintained at a rate designated to make membership available to a broad cross section of the interested public.

Dues are paid annually from the date of your membership.

#### **Article V – Officers**

*Section 1. Positions.* The officers of the Society shall consist of a President, a Vice President, a Secretary and a Treasurer. All officers must be members of the Society in good standing.

*Section 2. Terms of Office.* The officers shall be elected bi-annually by the members for a term of office of two (2) years, and shall serve until their successors are duly elected and qualified. The President shall be elected for no more than two (2) successive terms. The President and Vice President shall be elected in odd numbered years and the Treasurer and Secretary shall be elected in even numbered years.

*Section 3. Removal of Officers.*

(1) From time to time, circumstances may require consideration of removal of an individual from office if that individual's conduct is contrary to the best interest of the Society or disruptive to conduct of Society business.

(2) Any time removal from office is considered, the officer will be notified personally by the President, Vice President, or designee(s) of the membership.

(3) The individual will be given an opportunity to meet to resolve issues and to reconcile the matter of concern.

(4) If reconciliation is not achieved, officers elected by the membership may be removed from office by a two-thirds (2/3) vote of the members present at a special membership meeting at which a quorum is present or by mail ballot if, in the judgment of the members, the best interest of the Society will be served thereby.

(5) Officers appointed by the Board may be removed by the Board after similar notification and process by two-thirds (2/3) vote of the Directors in office if, in their judgment, the best interests of the Society will be served thereby.

*Section 4. President.* The President shall preside at all meetings of the membership and of the Board of Directors and shall perform the recognized functions of the President.

*Section 5. Vice President.* The Vice President shall act in the absence or disability of the President and perform the recognized functions of the President's office in the absence of the President or upon the request of the President. In the event the President is unable to complete the term of office, the Vice President shall become the President. The Board shall appoint a member to fill the remainder of the term of the Vice President.

*Section 6. Secretary.* The Secretary shall record all actions taken at the meetings of the Society and of the Board and shall perform other recognized functions of the office, including but not limited to, when requested by the President, signing and executing with the President all deeds, bonds, contracts, and other obligations or instruments in the name of the Society.

*Section 7. Treasurer.* The Treasurer shall be responsible for collecting and depositing membership dues, handling all funds of the Society, and shall make a financial report at each Board meeting.

*Section 8. Vacancies.* The Board shall have the power and authority to fill all vacancies which may occur in elective offices. Any person so elected shall hold office for the unexpired term of the person he succeeds.

## **Article VI – Board of Directors**

*Section 1. Powers, Qualifications, Number.* The affairs of the Society shall be managed by the Board of Directors, which shall consist of the Officers hereinafter provided for, and up to ten (10) Directors elected by the membership. All Directors must be Members of the Society in good standing. The Board of Directors by amendment of these Bylaws may increase or decrease the number of Directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent or reducing the number of Directors to less than three.

*Section 2. Terms.* Each of the elected Directors shall be elected for a term of two (2) years, and for no more than two (2) successive terms, to serve until his successor shall have been elected and qualified. One-half of the Directors shall be elected each year.

*Section 3. Removal of Directors.* Directors may be removed from office under the same provisions as specified in Article V, Section 3.

*Section 4. Vacancies.* The Board shall have power to fill any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the number of Directors by amendment to these Bylaws.

The Director appointed or elected as the case may be, to fill a vacancy, shall be elected or appointed for the unexpired term of his predecessor in office.

Any Director appointed by the Board by reason of an increase in the size of the Board shall stand for election for the remainder of the specified term for such position at the next annual membership meeting.

*Section 5. Meetings of the Board.*

(1) The annual meeting of the Board shall be held in July.

(2) Regular meetings of the Board may be held at any place, at any time, whenever called by the President or Secretary, or any five (5) or more Directors.

- (3) The Board shall meet at least four (4) times each year.
- (4) More than 50% of the members of the Board shall constitute a quorum.
- (5) The act of a majority of the Directors present at a meeting at which a quorum is present shall be deemed the act of the Board. At any meeting at which a quorum is present, any business may be transacted, and the Board may exercise all of its powers.

*Section 6. Appointed Members at Board meetings.* Members who are assigned responsibilities for ongoing functions, including but not limited to Webmaster, Newsletter Editor, and Division Coordinators, shall attend Board meetings, are included in the numbers required for quorum and have voting authority. They are appointed by the Board annually or as needed. They are not subject to term limits.

*Section 7. Notice of Meetings of the Board.*

- (1) Notice of the time and place of any meeting of the Board shall be given by or at the direction of the person calling the meeting, by mail, electronically, or by personal communication over the telephone or otherwise, at least three (3) days prior to the date on which the meeting is to be held.
- (2) Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where the Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- (3) Neither the business to be transacted nor the purpose of any meeting of the Board need be specified in the notice or any waiver of notice of such meeting.

## **Article VII- Elections**

*Section 1.* Subject to approval by the Board, the President shall appoint a nominating committee consisting of at least (2) two members. The nominating committee shall nominate, from the membership, one or more candidates for each office and directorship to be filled. These nominations shall be made prior to the annual meeting of the membership. Consent of nominees is required. Nominations may also be made at the annual meeting by any member present.

*Section 2.* The candidate receiving the most votes for the officer's or director's position shall be deemed elected.

*Section 3.* The newly elected officers and directors shall take office on July 1st of each year.

## **Article VIII – Actions by Written Consent without Meeting**

*Section 1.* Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the Members or Board of the corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members or Board members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

## **Article IX – Waiver of Notice**

*Section 1.* Whenever any notice is required to be given to any Member or Director of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

## **Article X – Committees**

*Section 1.* Committees may be appointed by the President to the extent that he/she deems such committees desirable.

## **Article XI – Rules Governing Exhibitions, Competitions, Judging, and Similar Matters**

*Section 1.* The Board has full authority to publish rules governing exhibitions, competitions judging and similar matters, including but not limited to point accumulations, merit awards, study assignments, and content of educational meetings and classes.

*Section 2.* The text of important rules shall be published at least once each year and the membership shall be informed during the interim of any additions, deletions, or changes to basic rules

## **Article XII – Administrative and Financial Provisions**

*Section 1. Fiscal year.* The fiscal year end of the corporation shall be June 30.

*Section 2. Loans Prohibited.* No personal loans shall be made by the corporation to any Officer or to any Director. Officers and Directors shall function without compensation for duties performed.

*Section 3. Books and Records.*

(1) The Society shall keep current and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors.

(2) The Society shall also keep at its registered office a register of the names and addresses of its Members entitled to vote.

(3) Any active member, or his agent or attorney may inspect the books and records of the Society, for any proper purpose at any reasonable time.

(4) An audit of financial records shall be conducted on even years by an audit committee of three members appointed by the Board and shall work in conjunction with the Treasurer.

(5) An external audit may be conducted as deemed needed by the Board.

*Section 4. Amendment of Bylaws.* These Bylaws may be altered, amended or repealed by the vote of a majority of the Board members at any meeting of the Board, provided, however, that the Society membership shall have the right to overrule any Board amendment, alteration or repeal of the Bylaws at the next membership meeting of which the members have received proper notice as prescribed in Article III, Section 8. (4) hereof.

*Section 5. Rules of Procedure.* The rules of procedure at meetings of the membership and of the Board of the corporation shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not in conflict with these Bylaws, the Articles of Incorporation or with any resolution of the Board.

*Section 6. Standards of Conduct.* The Society shall ascribe to standards of conduct as established by the Photographic Society of America.

*Section 7. Dissolution of Corporation.* In the event of dissolution of the Society, the net assets of the corporation shall be applied and distributed as follows:

(1) All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made thereof, in accordance with applicable law.

(2) If any assets remain after these provisions have been complied with, any remaining assets shall be distributed to one or more educational, charitable, scientific or philanthropic organizations engaged in activities substantially similar to those of the Society, as determined by the majority of the remaining interested members.

### **Article XIII – Indemnification of Directors and Officers**

The Board may authorize indemnification of any agent of the Society (including Director, Officer, individual Member or other agent) for expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with carrying out that agent's duties as long as duties were performed in good faith and in a manner he or she reasonably believed to be in the best interests of the Society and if she or he did not have reason to believe his or her conduct was unlawful.

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Revised 15 August 1984

Minor revision in Article VI, Section 2 October 1988

Complete Revision May, 2008.

Minor revision September 2016 to Article III, Section 3, Article IV, and Article VI, Section 5, subsection (4)