

BYLAWS OF THE VIENNA PHOTOGRAPHIC SOCIETY

ARTICLE I. NAME

The organization shall be known as the Vienna Photographic Society (VPS).

ARTICLE II. PURPOSE

The purpose of VPS shall be the enjoyment, mastery and furtherance of photography through co-operation, effort and good fellowship.

VPS is not operated for profit, and no part of its net earnings will inure to the benefit of any individual member.

ARTICLE III. GENERAL MEMBERSHIP MEETINGS

The schedule of meetings for the upcoming membership year will be established and posted on the VPS Web site no later than August 1 and printed in the Focal Points newsletter no later than the September issue.

If circumstances require changes to published dates and times, the new dates and times will be communicated to the members.

While business can be conducted at any meeting, there will be an annual meeting in May or June for the purposes of dealing with specific club business including that listed in Article VIII and any other business that may be brought before the membership. Members shall be notified of the annual meeting at least 14 days in advance and not more than 60 days in advance of the meeting.

Special meetings may be held whenever necessary to deal with items of club business that require a general membership meeting but which cannot wait for the scheduled annual meeting. Members shall be notified of a special meeting at least 7 days in advance of the meeting.

Whenever notice is required under these Bylaws, notice shall be deemed sufficient if sent by US mail or e-mail or is published in a newsletter, magazine, or other publication that is regularly issued by VPS and circulated to all voting members. However, notices of annual or special meetings shall, at a minimum, be sent by US mail or e-mail. The notice shall include the date, time, and location of the meeting, and a list of the items that are planned to be voted on at the meeting.

ARTICLE IV. MEMBERSHIP

Membership in VPS confers specific rights and privileges including, but not limited to, participation in monthly competitions, holding an elected or appointed position, and voting on issues brought before the general membership for approval. There shall be five (5) categories of membership, as defined below.

Founding Membership: This is a special category of membership that is reserved for those individuals who joined VPS in the Spring of 1988. Founding Members do not have to pay dues, as of the date of approval of these Bylaws, to continue their membership.

Regular Membership: Any person interested in photography may become a member upon payment of dues.

Family Membership: Multiple individuals living together at the same address are eligible for a Family Membership. Each member of the family has the same rights as a regular member.

Junior Membership: Any person under the age of eighteen years of age may become a junior member upon (1) the approval of one of his or her parents or a guardian in a form and format determined by the Board and (2) payment of dues.

Honorary Membership: Any person whom the Board may designate. Honorary members do not pay dues, will receive the newsletter, are welcome at all VPS activities, but will not enter competitions or receive any other privileges of membership unless otherwise specified in the Bylaws.

The membership of any member shall terminate upon occurrence of any of the following:

- Resignation in writing of the member;
- Failure to pay his or her dues by the final due date (see Article V); or
- A vote of not less than two-thirds (2/3) of the Board that a member has violated these Bylaws or engaged in egregious activity deemed by the Board to warrant termination.

If the Board terminates a member, the member shall have the right to notify the Board, within 30 days, of an appeal to the general membership, said appeal to be brought up at one of the next two regular meetings or at a special meeting. In case the termination is appealed, the termination will not take effect until the membership has voted and the appeal is not carried.

ARTICLE V. DUES

Dues shall be established by the Board and become effective upon approval by a majority of the general membership present and voting at any regular or special meeting. Dues shall be listed on the membership form and on the Web site.

The membership year is from July 1 to June 30.

New members joining VPS after January 31 of the membership year shall pay 50% of the annual dues in their category.

Dues for a given membership year are due and payable by the competition night in September of that year. Failure to pay by that date is cause for suspension of the member's privileges until dues are paid. Failure to pay by the final due date of October 31 is cause for termination of the member, unless the Board extends the final due date on a case-by-case basis.

ARTICLE VI. OFFICERS

The Board of Directors of the Vienna Photographic Society (VPS), composed of the elected and appointed members listed below shall direct the management of VPS. The Board shall also include the Immediate Past President of VPS, who shall serve ex-officio. Also, in compliance with the rules of the Northern Virginia Photographic Expo, a representative to NVPE shall be elected by the membership to serve ex-officio on the VPS Board of Directors each January for a one-year term.

The officers of VPS will be assisted by a Support Network of members who have agreed to help and volunteer to support various club functions and activities.

The following officers shall be elected for one-year terms by the membership and shall serve on the Board of Directors.

ELECTED BOARD OFFICERS

- President
- First Vice President
- Secretary
- Treasurer
- Vice President for Program Speakers
- Vice President for Competition Judges
- Vice President for Competitions
- Vice President for Field Trips
- Vice President for Forums
- Vice President for Member Communications
- Vice President for Exhibits
- Vice President for Program Operations

APPOINTED BOARD OFFICERS

Vice-Presidents shall nominate to the Board, such Directors as shall be authorized in their areas of responsibility in the By-Laws. Directors are appointed by a majority of the elected Board and will serve and vote on the Board of Directors. Appointed officers serve for the tenure of their respective vice president. Appointed Directors on the Board shall include:

- Editor (Director) of the Newsletter
- Webmaster (Director of the Website)
- Director of Publicity
- Director of Membership
- Director of Building and Facility Co-ordination
- Director of Social Events

The Board shall meet as often as necessary to conduct the business of VPS. Ten members of the Board shall constitute a quorum.

A Board member is entitled to one vote, even if that member holds more than one position.

Elected and appointed members of the Board may serve consecutive terms if reelected or reappointed.

The First Vice President shall immediately become the President and complete the term of the former President when the position of President becomes vacant.

A vacancy in an elected position other than President shall be filled by a member approved by the Board. Any person filling a vacant position shall serve for the remainder of the term of the person who formerly held the position. A vote by a majority of the Board is necessary to declare that a “vacancy” exists for any office.

NON-BOARD OFFICERS

The President and Vice Presidents are authorized to create and appoint with the approval of the Board, any non-Board officers for one-year terms from those who are part of the Support Network and who are engaged as members of any Working Group associated with Board Officers. These non-Board members would be given a title (e.g. Assistant Webmaster) agreed to by the appointing officer and endorsed by the Board. Non-Board members do not vote on the Board of Directors.

ARTICLE VII. DUTIES OF THE OFFICERS

The duties of the PRESIDENT shall be: To uphold the Bylaws of VPS; preside over all club meetings, including general membership meetings and special meetings, as well as meetings of the VPS Board; and be responsible for coordinating the activities of the various club officers, programs, and functions. Ad hoc committees may be appointed by the President as required and discharged as they complete assignments. As needed, the President will be supported by a Working Group of VPS members drawn from the Support Network and selected and appointed and supervised by the President.

The duties of the FIRST VICE PRESIDENT shall be: To assume the duties of the President in his/her absence or in cases where specifically requested by the President, and to supervise programs designed to further the aims of VPS, to chair the Annual Awards Committee--which the First Vice President shall appoint--and to supervise the Annual Awards Program and to serve as Mentor of the Support Network. The Support Network responsibilities of the First Vice President shall include the appointment and maintenance of a cadre of at least twenty Support Network members throughout the year of service.

The duties of the SECRETARY shall be: To record and distribute the minutes of all Board meetings, to record all votes of the General Membership, to prepare and distribute club-related correspondence as directed by the President, to maintain the historical record of VPS and perform other duties as assigned or required by the President.

The duties of the TREASURER shall be: With the guidance of the President, to maintain custody and record of all VPS Funds/dues, to disburse funds for VPS expenses and maintain records thereof, to locate the most efficient financial institution for the funds, prepare periodic fiscal reports and to prepare the annual budget.

The duties of the VICE PRESIDENT FOR PROGRAM SPEAKERS shall be: To develop plans and arrange for 10 monthly Guest Speaker Presentations during the club-operating year. The number of monthly Guest Speaker Presentations may be adjusted by a vote of the Board when warranted. These tasks will be supported by a Working Group of VPS members drawn from the Support Network and selected and appointed and supervised by this vice president.

The duties of the VICE PRESIDENT FOR COMPETITION JUDGES shall be: To recruit and arrange for the Competition Judges. Duties shall also include working in coordination with the Director for Competitions to ensure that a fair and equitable competition is conducted. These tasks will be supported by a Working Group of VPS members drawn from the Support Network and selected and appointed and supervised by this vice president.

The duties of the VICE PRESIDENT FOR COMPETITIONS shall be: To provide arrangements, entry forms or sign up sheets, records and instructions; supervise the competitions;

maintain records of participation and awards; compile monthly and annual reports; coordinate with the VPS webmaster as to the status of competition award recipients, and work with the Director for Competition Judges. These tasks will be supported by a Working Group of VPS members drawn from the Support Network and selected and appointed and supervised by this vice president.

The duties of the VICE PRESIDENT FOR EXHIBITS shall be: To increase member exposure to the public by finding and maintaining venues for the display and/or sale of VPS members' photography. The tasks of the Vice President for Exhibits and the Exposition Representative will be supported by a Working Group of VPS members drawn from the Support Network and selected and appointed and supervised by this vice president.

The duties of the VICE PRESIDENT FOR FIELD TRIPS shall be: To design, schedule and manage photographic field trips for the pleasure and development of members. These tasks will be supported by a Working Group of VPS members drawn from the Support Network and selected and appointed and supervised by this vice president.

The duties of the VICE PRESIDENT FOR FORUMS shall be: To design, schedule and coordinate special interest forums intended to stimulate photographic creativity and skill development among VPS members. These forums shall be scheduled at times that do not conflict with the monthly program speaker and monthly competition activities of VPS. These tasks will be supported by a Working Group of VPS members drawn from the Support Network and selected and appointed and supervised by this vice president.

The duties of the VICE PRESIDENT FOR MEMBER COMMUNICATIONS shall be: To distribute electronically any bulk mailings or special messages or notices that may be of interest to the membership, to manage the internal communications of the club to its members, and to plan and coordinate club activities related to publicity and member records. These tasks will be supported by a Working Group of VPS members drawn from the Support Network and selected and appointed and supervised by this vice president.

The following appointed officers of Director rank with duties indicated shall be coordinated by the Vice President for Member Communications, each of which will be supported by a Working Group of VPS members drawn from the Support Network and selected and appointed and supervised by these Directors:

EDITOR (Director) of the Newsletter: To collect articles from VPS Board members and the general membership, format them into the newsletter and distribute the newsletter electronically.

WEBMASTER (Director of the Website): To develop, maintain, and operate an effective and professionally attractive online website in order to provide useful information to VPS members and to symbolize to photographic enthusiasts the high quality of VPS programs and member photographic activities. These duties include posting of award winner information in coordination with the Vice President for Competitions.

PUBLICITY DIRECTOR: To plan, develop and execute a program of publicity directed toward the outside community in support of VPS goals, programs, and activities. It is expected that these activities will cover recruitment of new members, solicitation of support and establishment of networking initiatives that will enhance the financial and member base of VPS.

MEMBERSHIP DIRECTOR: To plan, develop and execute a program of member database record-keeping, including initiatives designed to encourage maintenance of active membership participation

in the activities of the club and efforts to welcome new members to the club. This officer will also be responsible for the creation and maintenance of the member Recognition Photographic Data Base. This officer will also be responsible to assure that VPS Privacy Policies are developed, promulgated and effectively maintained.

The duties of the VICE PRESIDENT FOR PROGRAM OPERATIONS shall be: To coordinate the securing the custody and availability of equipment and supplies necessary to the successful conduct of club activities, obtain access and schedule sites necessary for these activities, and undertake planning and support activities related to VPS social programs for members. These tasks will be supported by a Working Group of VPS members drawn from the Support Network and selected and appointed and supervised by this vice president.

The following appointed officers of Director rank with duties indicated shall be coordinated by the Vice President for Program Operations, each of which will be supported by a Working Group of VPS members drawn from the Support Network and selected and appointed and supervised by these Directors:

DIRECTOR OF BUILDING AND FACILITY COORDINATION: To plan, schedule and maintain custody of such equipment and facility arrangements as are necessary for the successful implementation of all VPS programs, outside of the programs coordinated by the Director for Social Events.

DIRECTOR OF SOCIAL EVENTS: To plan, schedule, organize, and obtain sites for the conduct of social events for the pleasure and camaraderie of VPS members. These events include such activities as obtaining gifts for VPS speakers and judges, raffle programs, holiday parties, picnics, and providing for the greeting of members at club session.

ARTICLE VIII. ELECTIONS

Elections of the officers shall be held annually. The President shall appoint a nominating committee. The committee will prepare a proposed slate of officers and obtain the agreement of the nominees to serve, if elected. The chairperson of the committee shall present the slate at a regular or special VPS meeting in May or June. Additional nominations may be taken from the floor. Voting shall be by written ballot only when additional nominations are made from the floor. Election will be by voice vote when there are no additional nominations made from the floor.

The Board shall allow, at a minimum, and provide the means for a member to vote by oral, hand or ballot vote at any meeting of the voting members. The Board can, in its sole discretion, provide for voting by other means, including but not limited to signed facsimile or through email. Members who vote by a means that does not require them to be present at a regular or special meeting shall be counted for the purpose of determining if a quorum exists. All votes, regardless of the method of voting, shall be counted and recorded by the secretary and one member, who is not a member of the Board. The Board shall determine the format of and procedures for voting not specified in these Bylaws.

ARTICLE IX. COMMITTEES

Ad hoc committees may be appointed by the President as required and discharged as they complete assignments.

ARTICLE X. QUORUM

A quorum of the general membership for the purpose of conducting VPS business shall consist of not less than 30% of the entire membership. A quorum must be present in a physical or virtual sense at any regular or special meeting at which a vote is taken. The Secretary, or someone selected by the presiding officer should the Secretary be absent, shall determine if a quorum is present.

ARTICLE XI. AMENDMENTS

Amendments to the Bylaws may be proposed by any member. If proposed by a member who is not on the Board, the Board will first meet to consider the proposal and must approve the proposal by majority vote. If approved by the Board, the proposal will be presented to the general membership. The proposal will become a part of the Bylaws provided a majority of the quorum of the general membership present at any regular or special meeting, or voting in a virtual sense by signed facsimile or email, approves. Members who vote by a means that does not require them to be physically present at a regular or special meeting shall be counted for the purpose of determining if a quorum exists.

ARTICLE XII. COMPETITIONS

Competitions shall be conducted by the Rules of Competition, which shall be established by the Board. Changes to the Rules of Competition must be announced to the members at least 2 weeks before the implementation of the change.

Revised and Approved June 3, 2009

Revised and Approved June 1, 2011