

Brentwood Photography Group Bylaws

Article I - Name

The name of the organization shall be the **Brentwood Photography Group**, and hereafter referred to as the "BPG".

Article II – Mission Statement & Purpose

Section 1. Mission Statement

To encourage and promote the growth of its members' photographic skills through education, exhibitions, and fellowship.

Section 2. Purpose

"The organization is organized exclusively for educational purposes under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code." As such:

- a) The BPG shall not be involved in any activity(ies) contrary to the furtherance of its' nonprofit status. Contrary activities shall include, but not be limited to:
 - 1) the promotion of propaganda;
 - 2) influencing or attempting to influence any legislation at any governmental level (Federal, State, or Local);
 - 3) the distribution of any political publication or candidate statement; and
 - 4) involvement in any political campaign on behalf of any candidate for any public office.
- b) Notwithstanding any other provision of these Bylaws, the BPG shall not be involved in any activity that is not in furtherance of the purpose for which it is organized, nor any other activity not permitted by an organization exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code of 1986.
- c) The BPG shall not be organized or operated for the benefit of any private interest or individual, and no part of the organization's earnings may inure to the benefit of any member(s).

Article III - Membership

Section 1. Eligibility

- a. Any person interested in photography shall be eligible for membership in the categories as defined in these Bylaws.
- b. Applicants requesting to be a member of BPG shall submit a completed membership agreement along with dues payment.
- c. A membership is granted to persons who agree to abide by the Bylaws of the BPG.
- d. Membership requirements shall be established by the BPG Board of Directors (hereafter referred to as the "Board").

Section 2. Membership Categories

- a. **Individual:** Any individual who meets the membership eligibility and pays dues.
- b. **Family:** Any immediate family member who meets the membership eligibility and resides at the same address as a member and will have the same renewal date as the member. Related members living at different addresses must join as Individuals.

Section 3. Privileges of Membership

- a. Each Member is entitled to one vote.
- b. Any Member is eligible to be elected to office, chair committees and serve on the Board and committees.
- c. Members may participate in BPG activities and communication channels restricted to Members only.

Section 4. Membership Agreement

- a. A membership is granted to persons who agree to abide by the Bylaws.
- b. BPG shall require all members to sign a membership agreement.

Section 5. Membership Termination

- a. Non-payment of dues shall terminate membership and all privileges.
- b. The use of membership information for any commercial purpose or to obtain direct financial gain (including, but not limited to, use for mass marketing purposes) is not allowed. Members violating these terms are subject to termination of membership.
- c. Conduct deemed inappropriate, detrimental, or non-compliant with the Bylaws or Membership Agreement maybe cause for termination of membership.
- d. The Board may in a regular or called meeting by a majority vote take any necessary action related to the inappropriate or detrimental activity of a member including termination of membership.

Article IV – Dues

Section 1. General

- a. Dues for regular and family memberships will be established by the Board and changes approved by a simple majority of the Board will be announced to the membership.
- b. Scholarships for dues are available by request.
- c. Dues shall be non-refundable if either the member or the Board terminates membership for any reason.

Section 2. Payment of Annual Dues

- a. New members will pay dues at the time they are applying for BPG membership.
- b. Renewals shall be payable annually on the member's anniversary.

Article V – Liability Provision

Section 1. General

The BPG shall, to the extent legally permissible, indemnify each person who serves or who has served at any time as an officer, director, or employee of the organization against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of BPG.

Section 2. Insurance

The BPG will maintain a liability insurance policy each year to protect officers and approved Board members against liability claims.

VI – Board of Directors

Section 1. Elected Officers

The officers of the BPG shall be elected by members annually at the November meeting to take office at the January meeting. Elected officers shall consist of the President, Vice President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer. The following are the main duties of the elected officers and additional responsibilities maybe assigned by the Board.

a. President

1. The President shall be the presiding officer, chair meetings, and work in concert with all officers.
2. The President shall oversee all BPG activities.

b. Vice President

1. The Vice President shall assume the duties of the President in her/his absence.
2. The Vice President may manage various BPG activities that are not part of other Board member's duties and assist the President as needed.
3. The Vice President will approve Scholarships.

c. Secretary

1. The Secretary shall maintain the non-financial records of the BPG.
2. The Secretary shall record the minutes of all Board meetings.
3. The Secretary shall retain the Membership Agreements and Hold Harmless agreements, and any other records deemed appropriate by the Board.

d. Treasurer

1. The Treasurer shall maintain financial accounts for the BPG to receive and disburse funds as appropriate.

2. The Treasurer will maintain all financial records of BPG.
 3. The Treasurer will work with the Board and the various committees to develop and measure a yearly budget and provide financial reports at the Board Meetings.
 4. The Treasurer will provide an annual financial report to the Board. This report shall be presented to the membership within the first quarter of the year.
- e. **Assistant Secretary and Assistant Treasurer**
These positions exist to assist with the additional workloads on the Secretary and Treasurer.

Section 2. Appointed Board Members

At the beginning of each year, the elected BPG officers will vote by majority to appoint selected members to the BPG Board for a one year term. Throughout the year, these appointed members will manage various BPG committees and/or activities. In addition, these members will attend BPG Board meetings and report to the Board on their respective area's activities.

Section 3. General duties of the Board

- a. The President shall chair the Board.
- b. The Board will meet at least four times a year or more often as determined by the BPG President.
- c. Both elected and appointed Board Members shall have the right to vote at Board Meetings.
- d. The Board will direct the activities of the BPG.
- e. The Board will manage the resources of the BPG.
- f. The Board will annually review and maintain the membership agreement and the Hold Harmless Agreement.
- g. The Board may, at its discretion and with a simple majority, vote to create volunteer non-Board positions as are necessary to facilitate the functioning and activities of the BPG.
- h. The Board will report to the membership significant activities, membership status, and financial condition.
- i. The Board may develop any tools that will assist it in fulfilling its duties.
- j. The Board is responsible to report its activities to the President in an ongoing basis.

Section 4. Terms of Office

- a. Elected Officers shall serve a term of one calendar year.
- b. While Elected Officers may succeed themselves, the BPG encourages rotation of responsibilities throughout the membership of the BPG.
- c. Chairpersons shall serve a term of one calendar year and may be reappointed by the majority vote of the elected officers.

Section 5. Board Vacancies

- a. If the office of the President becomes vacant, the Vice President will assume the duties of the President.

- b. If any officer, elected or appointed, other than that of the President becomes vacant, the President with the approval of the Board will appoint a replacement for a term no longer than the remainder of the year.
- c. If there are no nominees for an elected Board position, the newly elected Board shall determine how to fill the position, if necessary, for a term no longer than the remainder of the year.

VII – Meetings

Section 1. General Membership Meeting

- a. The BPG shall meet monthly and announce to the membership in advance of the meeting.
- b. The BPG meetings will be held at Board approved locations.

Section 2. Other Meetings

Other meetings for programs, activities, and outings shall be approved by the Board.

Section 3. Changes

The Board may, at its discretion, reschedule or cancel any meeting. The Board will advise the membership of any changes.

Section 4. A quorum for voting purposes

- a. At any general membership or a special meeting of BPG, the members present shall constitute a quorum. A simple majority of the members present carries the vote.
- b. For a Board meeting, a simple majority of Board members must be present. A simple majority of the Board members present carries the vote.

VIII – Finances

Section 1. Budget

The Board shall prepare with the Treasurer a budget for the upcoming year. It shall be in balance with projected income and made available to the membership.

Section 2. Dues

The Board shall approve any changes to the membership dues. An announcement to the membership will be made prior to implementation of the change.

Section 3. Audit

At the beginning of each year, the Board will appoint two members who are not on the Board to audit the BPG financial records. A copy of the audit results will be provided to the Board and retained by the Secretary.

IX – Officer Elections

Section 1. Nominations

- a. The Board will approve a Nominating Team before the September meeting of each year consisting of at least two members, of which one is not presently serving on the Board.
- b. At the October membership meeting the Nominating Team will present its recommended nominations. Additional nominations from the members attending the October meeting will be accepted provided the nominee states a willingness to serve. The nomination process will then be closed.

Section 2. Election

- a. At the General Membership Meeting in November, a ballot vote will be taken and tallied by two members not on the ballot. The candidates receiving the most votes will be declared elected.
- b. The Nominating Team will announce the results of the election immediately after the election.

X – Parliamentary Authority

Robert's Rules of Order shall be a guide for the Board meetings.

XI – Dissolution

Section 1.

"Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose."

Section 2.

In the event that the members of the BPG decide to dissolve BPG for any reason, the combined assets of BPG, after settling any outstanding obligations shall be donated to an appropriate organization as determined by the Board in accordance with Article XII Section 1 above.

Section 3.

In order to dissolve the BPG, the Board must vote to approve the dissolution proposal. That proposal will be communicated to the BPG membership at least seven days prior to a membership meeting. The decision to dissolve the BPG will require a two-thirds vote of the membership present at that meeting.

XII – Amendment of Bylaws

Section 1. General

These Bylaws and amendments thereto shall constitute the basic rules and regulations of the BPG.

Section 2. Method of Amending

These Bylaws may be amended by one of the following methods:

- a. The Board may appoint a Bylaws Chairman to review and propose updates to these Bylaws.
- b. Any member of BPG may submit a proposed amendment to these Bylaws in writing to a Board Member for consideration.
- c. Revisions to the Bylaws must be approved at two regularly scheduled consecutive membership meetings by a majority of members present. The proposed revisions will be made available to the membership through BPG media and communication channels seven days prior to the first meeting.
- d. The Board may at any time make emergency amendments to these Bylaws without the majority vote of the members in order to comply with any mandated changes to Federal, State or Local laws. In the event of emergency amendment to these Bylaws, the change shall be announced with a full explanation as to why a change was necessary to the general membership at the next regularly scheduled general meeting.

Section 3. Publication

These Bylaws and all amendments shall be available to the membership through BPG media and communication channels.

Bylaws ratified _____

President Susan E Henry

Date 11-8-18

Secretary Bill G.W.

Date 11/8/18

Treasurer [Signature]

Date 12/7/2018