

## **Article I**

The name of the organization shall be “**Northwest Tennessee Photography Club**”

## **Article II**

The Northwest Tennessee Photography Club is a social group sharing a common interest in photography. It is administered by volunteer members, both elected and appointed, operating under a constitution and by-laws.

The mission of the Northwest Tennessee Photography Club is to serve its members by encouraging development of their photographic skills through education, exhibitions of photographic accomplishments, friendship with others who share a love of photography and to share their talents with individuals and organizations in the area.

## **Article III**

### **A. Membership.**

#### **1. Members** fall into two categories – individual and family.

Membership is granted to persons in good standing and who agree to abide by the constitution and by-laws of the Northwest Tennessee Photography Club.

- a. Individual memberships are defined as one individual per family.
- b. A family membership includes one individual member, defined as the primary member plus additional immediate family members residing in the same household who apply for membership.

#### **2. Membership** is available to anyone interested in photography and furthering the goals of the Northwest Tennessee Photography Club and agrees to the statements, policies and requirements set forth in the Northwest Tennessee Photography Club Membership Agreement.

### **B. Northwest Tennessee Photography Club Membership Agreement**

#### **1. Privacy Statement:**

Members have access to personal information of other members such as name, photograph, e-mail address and telephone number. The members agree to maintain the privacy of this information and to refrain from divulging it to outside persons or organizations without the permission of the members themselves.

#### **2. Exhibit and Contest Policy:**

- a. Each member warrants and represents that all works that he or she submits now and hereafter to the club for competition, publication or exhibit are original works of authorship, authored by him or her alone, free of any claims from any third parties
- b. He or she further warrants and represents that the club’s exhibition or publication of any such works does not and will not infringe the rights of any third party.
- c. Any entry a member may submit for club-organized exhibition or competition will be suitable for general audiences including small children.
- d. Further, he or she acknowledges that it is his or her personal responsibility to deliver entries for exhibit at such time as called for by the club, and to

arrange for the retrieval of such entries at the published close of such exhibit or competition.

- e. Each member indemnifies and holds harmless without recourse the Northwest Tennessee Photography Club, its officers, members, sponsors and any other affiliated persons or entities, and any halls of exhibition in the event of damage or loss of his or her entry or entries for exhibit or competition.
- f. He or she grants the Northwest Tennessee Photography Club use of his or her images to publicize contest in which the member participates.

**3. Activities and Outings Policy:**

- a. Each member understands that during participation in any activity organized or suggested by the Northwest Tennessee Photography Club, that he or she (and/or his or her guests) may be exposed to a variety of hazards or risks foreseen or unforeseen cannot be eliminated without destroying the unique character of such activities.
- b. To the fullest extent allowed by law, each member (and his/her guests) assumes said risks, and agrees to waive and discharge any and all claims and release from any and all liability the Northwest Tennessee Photography Club, and its members, officers and directors from and against any loss, injury or damages suffered through participation in any such activities whether or not caused by negligence of members or others.
- c. Each member understands and agrees that said assumption, waiver, discharge, and release is binding on her/his heirs, executors, administrators, and assigns.
- d. Each member also understands and agrees that this paragraph shall be binding on any person for whom member is legal guardian and who accompanies member on any such activity.

**4. Conduct:**

By accepting membership in the Northwest Tennessee Photography Club, the individual agrees to conduct him or her self in a helpful, dignified and cooperative fashion at all meetings, activities, and functions conducted by the club, and to represent the club as an ambassador of goodwill.

**5. Liability Provision:**

Each member agrees to hold the directors, officers, and members of the Northwest Tennessee Photography Club harmless for any actual or alleged wrongful act, error, omission, misstatement, misleading statement, neglect, or breach of duty committed or attempted during the course of performing club-related duties or functions.

**6. Membership Dues:**

- a. Dues for individual and family memberships will be established by Northwest Tennessee Photography Club.
- b. Dues are valid for 12 months.
- c. Dues are renewable every January 1.
- d. Persons who join Northwest Tennessee Photography Club and pay dues prior to January 1 will have dues prorated on a quarterly basis.
- e. Should a member fail to renew their membership within 60 days of the January 1 due date, their membership will be terminated.

## **Article IV**

### **Administration:**

#### **B. Officers :**

The officers of the Northwest Tennessee Photography Club shall be elected by members in good standing annually at the December meeting to take office at the January meeting. Elected officers shall consist of a president, secretary, and treasurer.

##### **1. President**

- a. The president shall be the presiding officer, chair meetings, and in concert with the Secretary and Treasurer approve functioning committees.
- b. The president shall be responsible for public relations and maintaining Club's working relationship with the surrounding communities.
- c. The president shall have approval authority over all news releases issued by the Club, its newsletter and web content, and as such will work closely with the club's volunteers who provide information for external and internal consumption.
- d. In the President's absence the secretary will conduct the meeting.

##### **2. Secretary**

- a. The secretary shall maintain records of the club and present minutes of all meetings.
- b. The vice president shall enlist and work with volunteers to administer and operate programs and facilities.
- c. The secretary shall act for the president in his/her absence from a meeting.

##### **3. Treasurer**

- a. The treasurer shall maintain a checking account for the club and receive, invest, and disburse funds as appropriate. To facilitate club programs that require the collection of fees, the treasurer may also maintain an on-line facility such as Pay-Pal or similar account, if the need arises.
- b. The treasurer will work with the various committees to develop and measure budgets and performance and will liaise with the membership team reporting on dues status of all members.

##### **5. Board of Directors**

The elected officers and those appointed by the officers of the Northwest Tennessee Photography Club shall serve on the club's Board of Directors. The Board of Directors shall meet monthly or as otherwise determined by the board chairman to conduct its business.

###### **a. Appointment to the Board**

The elected officers shall agree on the appointment of chairpersons and other members to serve on the board with full voting rights.

- i. The president shall chair the board.

- ii. The Board will direct the activities of the club.
- iii. The Board will manage the resources of the club.
- iv. The Board may at its discretion with a simple majority.
- v. The Board will report to the membership as appropriate, and shall make an annual report to the membership of significant activities, membership status, and financial condition at the December meeting of each year.

**b. Terms of Office**

- i. Officers shall serve a term of one calendar year.
- ii. While officers may succeed themselves, the club encourages rotation of responsibilities throughout the membership of the club.

## **Article V**

### **1. Meetings**

- a. The club shall meet monthly on the first Tuesday at 7:00 pm. Unless an alternative day and time are agreed to by a majority of the Board and announced to the membership in advance of the regularly scheduled meeting.
- b. The club meetings will be held on such premises as the Board may approve.

## **Article VI**

### **1. Finances**

- a. **Budget:** The Board of Directors shall prepare with the Treasurer budget for the upcoming year, which shall be in balance with projected income and shall present it to the club membership for approval at the December meeting.
- b. **Dues:** The Board of Directors shall approve any changes to the annual individual and family membership dues for announcement to the membership at the September meeting each year.
- c. **Audit:** The Board of Directors shall name two members who are not on the Board to audit the financial condition of the club annually.

## **Article VII**

### **1. Elections**

- a. The president will appoint a nominating committee before the September meeting of each year consisting of at least three members or which two are not presently serving as a club Officer or Director.
- b. The nominating committee will report its selection of candidates at the November meeting of each year, and the club will elect officers at the December meeting, and these new officers will be installed at the first meeting of the new year.

- c. Each candidate must receive a simple majority of votes of members present to be elected.

### **Article VIII**

#### **1. Quorum**

- a. At any regularly scheduled meeting of the club, the members present shall constitute a quorum. When votes are cast, a simple majority of the members present carries the vote.
- b. For a Board meeting, a simple majority of Board members must be present. When votes are cast, a simple majority of the board members present carries the vote.

### **Article IX**

#### **1. Expulsion of Members**

- a. Non-payment of dues after two consecutive monthly notices shall Terminate membership unless the Board of Directors votes otherwise.
- b. Activity deemed inappropriate or detrimental to the club shall terminate membership or be cause for such other action as determined by the Board.
- c. The Board shall in a regular or called meeting examine such activity and shall vote to determine if any action is required.
- d. A majority vote of the entire Board shall required to take any action related to the expulsion or reprimand of a member.

### **Article X**

#### **1. Parlimentary Authority**

Robert's Rules of Order shall be the basis to govern the membership meetings and the meetings of the Board of Directors.

### **Article XI**

#### **1. Dissolution**

- a. In the event that the members of the Northwest Tennessee Photography Club decide to dissolve the club for any reason, the combined assets of the club after settling any outside obligations shall be donated to the Jackson Tennessee Photography Club.
- b. Such a decision will require a two-thirds vote of the entire membership.

## **Article XII**

### **1. Amendment to Bylaws:**

Any proposed amendment to the bylaws must be approved at two regularly scheduled consecutive meetings by a majority of members present. Such proposal must be presented in writing to the membership via postal mail or email and at the meetings, seven days prior to the first meeting and to the meeting for consideration.



Northwest Tennessee Photography Club

# Northwest Tennessee Photography Club CONSTITUTION & BYLAWS

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