

# **Southern Oregon Photographic Association (SOPA) Bylaws**

## **ARTICLE I: Name and Affiliations**

Southern Oregon Photographic Association (SOPA, the Club) is a photography club in the Rogue Valley of Southern Oregon, affiliated with the Columbia Council of Camera Clubs (4C's) and the Photographic Society of America (PSA).

## **ARTICLE II: Purpose and Objectives**

SOPA's purpose shall be to provide opportunities to those with an interest in photography to improve photographic skills through: regular competitions, education and field trips; and a forum for interacting and networking with other photographers.

## **ARTICLE III: Club Members**

- A. Any individual interested in photography may become a member of SOPA by paying the appropriate annual dues.
- B. "Active Members" shall be defined as those who have paid dues in accordance with Article XII.
- C. Active members shall be eligible to submit photographs for display, critique and judging.
- D. Active members shall be eligible to vote for the Officers and the Directors (non-Officer Board Members) of the Board of Directors (Board); and for approval of revised Bylaws and Amendments.
- E. Any active member may be nominated and elected to serve on the Board of Directors.

## **ARTICLE IV: Board of Directors**

- A. The Board of Directors shall consist of eleven active members, including four Officers - President, Vice President, Treasurer and Secretary, and seven Directors, each of the above elected by a majority of the Club members present at the time of voting.
- B. The Directors, or non-officer Board members, shall be assigned by the President to chair the Standing Committees specified in Article IX.
- C. The Board shall be responsible for all decisions affecting SOPA's operation, except for decisions reserved to the Club membership, such as approval of revised Bylaws or Amendments and election of Board Officers and Directors.
- D. Each Officer and Director shall have one vote in matters put before the Board.
- E. The President may put forward to the Board the name of an active member to fill an Officer or Director vacancy for the remainder of the term, to be approved by a majority vote of the Board Officers and Directors.
- F. In the event that an Officer vacancy remains unfilled, the President may appoint a current Board Director or an active Club member, in the same manner as in

Article IV. E. above, to fill the seat temporarily, taking on the duties and responsibilities of such Officer.

- a. If a current Director is appointed to temporarily fill the vacant Officer seat, then the President shall also appoint an active Club member to temporarily fill the seat of that Director, fulfilling the associated duties and responsibilities.
  - b. The temporary appointment shall end once the Officer and/or Director vacancy is filled.
- G. In the event of dissolution of SOPA, the Board shall ensure that liabilities are paid and that Club assets are appropriately distributed and/or disposed of.

#### **ARTICLE V: Nomination and Election of Officers and Directors**

- A. In early April of each year, the President shall appoint a Chair and two additional active members to form an Ad-Hoc Nominating Committee in accordance with Article X.
- B. The Nominating Committee shall solicit and call for nominations of active members to serve as candidates for election as President, Vice President, Treasurer, and Secretary, and seven Directors for the following annual term.
- C. Prior to May 30, the Nominating Committee Chair shall submit to the Board the names of nominees. Following review by the Board, the Nominating Committee Chair shall distribute the list of nominees to all active members.
- D. Following review by the Board, the Nominating Committee Chair shall distribute the list of nominees to all active members, via announcement at the next SOPA meeting, the SOPA newsletter and/or e-mail.
- E. At the June Annual Meeting, the President shall call for votes for the following year's Board Officers and Directors, whose outcomes shall be determined by a majority vote of active members present. If all seats are unchallenged, the President shall call for a vote on the slate of Board Officers and Directors.
- F. Incumbency in one Board position/seat shall not render anyone ineligible for nomination and election to another, but no member may hold two positions/seats at the same time.

#### **ARTICLE VI: Responsibilities of Officers**

- A. The President shall be responsible for: ensuring that decisions of the Board are fully implemented; making operational decisions not reserved for a vote by the Board; leading regular meetings and guest lecturer meetings; delegating those functions as appropriate; appointing committee chairs; approving expenditures of funds; leading Board in drafting proposed revisions and amendments to SOPA's Bylaws; and assuming the role of Vice President or Treasurer during either's absence. Additionally, toward the end of each year, the President shall appoint a Fiscal Reviewer from the club membership, excluding elected officers, to examine the Treasurer's accounts. Upon being satisfied that the Treasurer's report is accurate, the Reviewer shall sign a statement of fact at the end the report. If

- the Reviewer finds the Treasurer's report to be inaccurate, she or he shall report any discrepancies to the President and Treasurer, who shall then make every reasonable effort to reconcile the books and rectify the situation.
- B. The Vice President shall serve as interim President during absences of the President, and take on special assignments as designated by the President.
  - C. The Treasurer shall act as Interim President during absences of both the President and Vice President, and, as custodian of Club funds, shall be responsible for: collecting annual dues; depositing funds in a bank account designated by the Board; notifying those members not paying dues in a timely manner; keeping a roster of members in good standing, along with their contact information; maintaining records of monies collected and expenditures in sufficient detail to be audit- ready; reviewing monthly bank statements; collecting special fees during the Club year, such as those to attend the Annual Meeting; soliciting and collecting donations with which to purchase new equipment, fund events or fill another need for which no Club funds are dedicated; disbursing funds as instructed by the Board; reporting to the Board in September, January, and June each year on the state of the Club's finances; and making a report to the Club membership at the end of each year on the state of the Club's finances, or more frequently if required by the Club membership or the Board.
  - D. The Secretary shall record minutes of the Board meetings and make them available for review and acceptance by the Board, record decisions and items pending for future meetings and/or for Board deliberation, coordinate with Committee Chairs to ensure that pending items are brought to the following Board meeting, and work with all Officers and Chairpersons to ensure proper coordination of cross-cutting information and any appropriate actions that need to be taken pursuant to such information/decisions.

#### **Article VII: Meetings**

- A. General meetings are held on the first Tuesday of each month of the Club year to display, review, critique and judge printed and electronic photographs.
- B. Guest lecturers are scheduled for meetings held on the second Tuesday of each month during the Club year; all meetings are open to the public.
- C. Board meetings to discuss the Club's business may be scheduled by the President to follow general meetings, guest lecturer meetings, or at any time deemed necessary by the him/her. The President shall notify each of the Board of Directors when scheduling a Board meeting, at least three days in advance of such meeting.
- D. Each year, the June meeting shall be reserved for SOPA's Annual Banquet, Awards Ceremony and election of Board Officers and Directors. There will be no meeting on the second Tuesday in June.
- E. There shall be no quorum necessary for general meetings or guest lecturer meetings. However, to conduct a Board meeting, at least five of the Board of Directors shall be present, including at least one Officer.

**Article VIII: Club Year**

- A. The Club’s official activities are scheduled from September to June of each year.
- B. Members of the Board serve from the date of election or date of appointment until the end of the competition year.
- C. The Fiscal Year for payment of dues is September 1 through August 31.

**Article IX: Standing Committees**

- A. Annually, the President will appoint members to Chair the following Standing Committees: Newsletter, Website and Digital Administration, Projected Images, Prints, Program, Publicity and Field Trips, and Membership/Refreshments.
- B. Standing Committee Chairs will serve as members of the Board and are eligible to vote on all Board agenda items.
- C. Each Committee Chair may appoint active members, either from within the Board or from the Club as a whole, to assist with the committee's responsibilities.
- D. Committee Chairs shall ensure that, as relevant and appropriate, the work conducted within their purview be coordinated with other Committees.

**Article X: Responsibilities of Standing Committees Chaired by Directors**

- A. The Newsletter Chair shall be responsible for producing and transmitting a monthly Club newsletter and all notices to the membership, as may be directed by these Bylaws, the President, or the Board; and maintaining a current list of recipients’ email addresses.
- B. The Website and Digital Administration Chair shall be responsible for maintaining the Club website and uploading newsletters and images in a timely fashion, and regularly making necessary modifications and enhancements to the site.
- C. The Projected Images Chair shall be responsible for downloading members’ submitted photos; displaying images at regular monthly meetings; tabulating, recording and announcing judges’ scores; providing scores to the Website Chair and Newsletter Editor; and submitting winning images to the Columbia Council of Camera Clubs for competition.
- D. The Print Chair shall be responsible for: displaying prints for viewing at regular monthly meetings; tabulating, recording and announcing the judges’ scores; submitting winning prints to the Columbia Council of Camera Clubs for competition; and presenting ribbons awarded by the Columbia Council of Camera Clubs.
- E. The Program Chair shall be responsible for seeking out and scheduling appropriate presenters for the monthly education meetings, as provided for in Article IV B.; ensuring the presenter has the working equipment needed; and introducing presenter to Members at the preceding dinner and/or prior to the meeting being called to order.

- F. The Publicity and Field Trip Chair shall be responsible for notifying local media about upcoming meetings and guest lecturers; and proposing and organizing Member field trips.
- G. The Membership/Refreshments Chair shall be responsible for welcoming prospective members to SOPA meetings, providing them with Club information - including benefits of membership, and introducing them to other Members; ensuring badges are available at each meeting to all Members; making available copies of introductory information to prospective new members; making available a sign-up sheet by which to receive the SOPA Newsletter electronically; and ensuring availability of refreshments at each meeting.

**Article XI: Ad-Hoc Committees**

- A. The President may appoint an active member to chair a time-limited Ad-Hoc Committee, as deemed necessary by the Board, and in consultation with the Chair, appoint members to such committee.
- B. Examples of committees that may be established during a SOPA year are: Nominating Committee, Convention Committee or other Committee appropriate to a need at hand.
- C. Ad-Hoc Committees shall extend for the period of time during which the President and Chair believe the task can be accomplished, and shall not extend beyond the Club year in which they are appointed. However, as necessary, an Ad Hoc Committee may be reestablished the following Club Year, with any combination of previous and/or new Chair and members appointed by the incoming President.
- D. Ad-Hoc Committee chairs shall report findings and conclusions to the Board of Directors, at intervals requested by the President.

**Article XII: Dues**

- A. Each member shall pay annual dues (by check payable to SOPA, or by cash), submitted to the Treasurer each September.
- B. Renewing active members not remitting annual dues by December 31 shall no longer be considered “Active Members”, and thus will not be eligible to exhibit images in competition, vote for Board Members or vote on Bylaws and Amendments.
- C. New members shall pay annual dues when submitting an application for membership; dues may be pro-rated for new members joining the Club after January 1.
- D. The President or Treasurer shall present to the membership at the June Annual Meeting the option to continue the current dues, or adjust the amount for the following Club year, and the rationale behind any proposed adjustment.
- E. The dues option proposed by the Treasurer shall be determined by a majority vote of the membership present at the June Annual Meeting.

**Article XIII: Approval of Bylaws**

- A. Bylaws and Amendments shall be approved by at least two-thirds of the Club membership, whose votes can be cast in-person at the designated election meeting or in writing via e-mail to a member of the Board by the day of the vote.
- B. The President shall present revised Bylaws or pending amendments to each member at a general meeting, by mail, and/or electronically at least one month ahead of the vote.
- C. The Vice-President or designee shall count the individual votes and announce the results to the Board of Directors and the Club members.

**Article XIV: Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, and any special rules of order the Club may adopt.

President's Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Date Approved: \_\_\_\_\_