

PHOTOGRAPHIC SOCIETY OF RHODE ISLAND

BYLAWS

ARTICLE I – NAME

1. This organization shall be known as the PHOTOGRAPHIC SOCIETY OF RHODE ISLAND (hereinafter referred to as “Society”) and shall be a nonprofit corporation.
2. The mailing address of the Society shall be designated by the Board of Directors.

ARTICLE II – AFFILIATIONS

The Society may affiliate with such other bodies having similar aims, purposes, or accreditation, as determined by the Board of Directors.

ARTICLE III – MEMBERSHIP AND PRIVILEGES

1. The members of the Society shall consist initially of the incorporators, of the individuals constituting the initial Board of Directors, and thereafter of any residents or non-residents of the State of Rhode Island who support the purposes of the Society, upon application and timely payment of the membership fee.
2. The status of Life Member may be awarded to a member who has made an unusual and outstanding contribution to the Society. Persons may be elected to life membership by unanimous vote of the Board of Directors. Life members are entitled to the same rights and privileges as regular members, with waiver of membership fees.
3. The Society may bestow upon an individual, who is not a member of the Society, by unanimous vote of the Board of Directors, the status of Honorary Member, in recognition of his or her contributions to the field of photography.
4. Membership fees shall be determined by the Board of Directors on an annual basis and shall be announced to the membership.

A member whose fees are in arrears after the last day of September shall have his, her or their membership privileges suspended. Unless such fees are paid in full by December 1, such member’s name(s) shall be stricken from the roll of the membership.

5. Categories of annual membership shall be as follows:
 - (a) Individual
 - (b) Family
 - (c) Student (members who are attending an educational institution on a full time basis)

Individual, lifetime and student members are each entitled to one vote.

Eligibility for family membership shall be limited to immediate members of a family who reside at the same address, who jointly apply for membership on a single application form, and who agree to jointly receive one copy of any communication mailed by the Society. Family members are entitled to the same rights and privileges of the Society as individual and student members. However, a family membership unit shall be limited to two votes.

ARTICLE IV – OFFICERS

1. The Society shall have the following officers to be elected by the membership at the annual meeting: President, First Vice President, Second Vice President, Treasurer, and Secretary. No officer shall hold more than one office concurrently.
2. The officers shall serve terms of one (1) year commencing at the annual meeting, or until their successors are elected. No individual may serve more than two (2) consecutive one-year terms as President.
3. The President shall preside at all meetings of the membership and the Board of Directors. He/she shall designate all committees (except the standing committees designated in the Bylaws), subject to confirmation by the Board of Directors. He/she shall be an ex-officio member of all committees except the Nominating Committee. In the absence of the Treasurer, the President shall be empowered to act as Treasurer.
4. The First Vice-President shall, in the absence of the President, assume the duties of the President. He/she shall also ensure that all business transactions of the Society are in full compliance with these Bylaws and with the aims and purposes of the Society. In the absence of the First Vice-President, the Second Vice-President shall assume the duties and responsibilities of the First Vice-President.
5. It shall be the duty of the Secretary to:
 - (a) Record and keep the minutes of all meetings of the Society and of the Board of Directors.
 - (b) Inform the members and/or Board of Directors of all regularly scheduled and special meetings.
6. It shall be the duty of the Treasurer to:
 - (a) Collect all money due the Society and to deposit such funds in the name and to the credit of the Society in such bank or banks as, in his/her judgment, is proper subject to the prior approval of the Board of Directors.
 - (b) Pay, upon approval of and in a manner designated by the Board of Directors, all bills owed by the Society.
 - (c) Maintain current records of all financial transactions of the Society.
 - (d) Submit a quarterly report of the financial standing of the Society to the Board of Directors, or at any time a financial report is asked for by the Board of Directors.

- (e) Prepare a budget proposal for the subsequent program year to be presented to the Board of Directors for its approval prior to the commencement of the program year.
- (f) Submit all finance records to the Board of Directors for audit by its designee.

ARTICLE V – MEETINGS

1. The annual business meeting of the Society shall be held during the month of May on such a date as shall be fixed by the President and may be combined with a regular meeting of the Society.
2. The President may call a Special Meeting of the Society at any time, or shall be called by him/her at the request of ten (10) members in good standing, but no business shall be transacted at any special meeting other than that specifically stated in the call.
3. The President shall be required to call a special membership meeting within thirty (30) days after ten (10) members request such a meeting. A notice of such meeting, including agenda, shall distributed either in electronic or hard copy format to each member at least ten (10) days prior to the date of such meeting.
4. The President may call meetings of the Board of Directors by his/her own initiative as he/she sees a need for them.
5. The President shall be required to call a meeting of the Board of Directors when three (3) or more members of the Board of Directors request such a meeting.
6. During all meetings, the “Robert’s Rules of Order” shall resolve all controversies over proper parliamentary procedure.
7. Ten (10) members or ten (10) percent of the total membership, whichever is lesser, shall constitute a quorum at all membership meeting, for the transaction of business of the Society, providing all members have been notified prior to the meeting.

ARTICLE VI – BOARD OF DIRECTORS

1. The Board of Directors shall consist of the officers, the chairs of the committees, and three members elected at large by the members of the Society.
2. The Board of Directors shall be the governing body of the Society. It shall have full power to transact all business for the Society that falls within the scope and purpose of the Society.
3. Fifty percent (50%) of the members of the Board of Directors including at least the President or the First Vice-President or the Second Vice-President, shall constitute a quorum for the transaction of business. A majority of those present shall be required for all decisions involving fundamental policy matters.

4. If, for any cause, there shall be a vacancy on the Board of Directors, in any of the offices of the Society, or in any standing committee chair position, the Board of Directors shall fill each vacancy for the unexpired term.
5. Neither the Board of Directors nor any officer shall have the power to incur any obligation on behalf of the Society which is (1) in excess of the total cash assets then held by the Treasurer and not otherwise pledged or required to meet other fixed or current obligations or (2) in excess of the annual budget as approved by the Board of Directors.
6. Within a twelve (12) month period, any officer who is absent without excusable cause two (2) consecutive meetings, or for any reason, a total of four (4) meetings of the Board of Directors shall thereby forfeit, without additional formality, his/her right to hold his/her respective office for the duration of the unexpired term.
7. The Board of Directors may conduct a vote via the telephone, or by other electronic means, provided that the matter voted upon is memorialized in writing as a vote of the Board of Directors.

ARTICLE VII – SOCIETY STRUCTURE

1. Each year, the President of the Society shall, as soon as possible after his/her term commences, appoint one (1) member to chair each of the following committees:
 - (a) The respective categories for which there are competitions among the members of the Society;
 - (b) Membership;
 - (c) Any other ad hoc committee.

ARTICLE VIII – ELECTIONS

1. At least eight (8) weeks before the annual meeting of the Society, the President shall appoint a Nominating Committee consisting of three (3) members, one of whom the President shall appoint as chairperson. This committee shall nominate one (1) candidate for each office. Nominees shall be advised of their nomination at least two (2) weeks prior to the election of officers at the annual meeting.
2. The Nominating Committee shall present its written report to the Secretary at least two (2) weeks prior to the annual meeting of the Society.
3. The Secretary shall prepare a ballot containing the names of those nominated, plus sufficient blank spaces for write-in candidates. Nominations from the floor may be made by members in good standing at the business meeting. The present membership may decide to vote by voice or by a show of hands.

4. A plurality of the members of the Society present shall elect the new officers for terms of one (1) year, commencing with the annual meeting.

ARTICLE IX – AMENDMENTS

1. These Bylaws may be amended at any meeting of the regular membership, duly called, by a two-thirds (2/3) vote of the ballots cast provided that any and all changes to be voted upon have been distributed either in electronic or hard copy format to each member at least ten (10) days prior to the date of such meeting.
 - (a) Proposed amendments to these Bylaws, when petitioned by at least six (6) regular members, may be submitted in writing to the Secretary. The President shall cause such proposed amendments to be voted upon at the next meeting of the regular membership, occurring not more than ninety (90) days from the receipt of said petition by the Secretary.

ARTICLE X – FISCAL YEAR

The Fiscal Year of the Society shall begin July 1.

ARTICLE XI – MISCELLANEOUS

All checks, drafts, or other orders for payment of money, issued in the name of, or payable to the Society, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be provided by resolution of the Board of Directors.