

Bylaws

Southern Appalachian Nature Photographers

ARTICLE I – Name

The name of this organization shall be Southern Appalachian Nature Photographers (SANP), known hereafter as the Club.

ARTICLE II – Specific Purpose

The purpose of this nonprofit Club shall be to educate, encourage, and expand the photographic knowledge and capabilities of its members by arranging for a meeting place where its members may gather on a regular basis; making available equipment required for the conduct of its meetings and events; scheduling presentations, courses of study, and demonstrations of techniques; providing for Club and member participation in exhibitions and contests; and sponsoring any activities which further the purpose of the Club.

The affairs of this Club shall always be conducted consistent with the requirements for tax-exempt organizations and specifically in accordance with the provisions of the Tennessee Nonprofit Corporation Act Tennessee Code Ann. § 48-51-101.

This Club shall not engage in distribution of information either for or against candidates for public office or for other political purposes.

ARTICLE III – Membership

III.1 Eligibility. Anyone 16 years old or older interested in photography may become a member by completing a membership form and submitting that form with the stated yearly dues to the Treasurer or Membership Chairperson.

III.2 Categories and Rights of Membership. The categories and rights of membership shall be:

- Full Membership, for one person with full privileges of the Club and one vote;

- Family Membership, for members of a family residing together, including any children who are 16 to 21 years of age, with full privileges of the Club and two votes;
- Student Membership, for full-time students at accredited schools, with full privileges of the Club and one vote;
- Associate Membership, for a business wishing to support the Club, with privileges limited to attending Club meetings and no vote;
- Non-Resident Membership, for individuals whose residence is over 100 miles distant, with full privileges of the Club and one vote;
- Family Non-Resident Membership, for families residing together over 100 miles distant, including any children who are 16 to 21 years of age, with full privileges of the Club and two votes.

III.3 Suspension of Membership. Members may be suspended or expelled by a majority vote of the Board of Directors (known hereafter as the Board) for good and sufficient reason. The Board shall have full discretion to decide what constitutes “good and sufficient reason,” and the decision of the Board shall be final. Examples of what could constitute good and sufficient reason include, but are not limited to, obscene or threatening behavior and personal behavior that disrupts or interrupts Club meetings and/or activities to the detriment of other members’ participation and enjoyment.

III.4 Dues. The dues for all categories of membership shall be determined by the Board and announced in the Club newsletter and on the Club website. Dues shall be paid annually, with yearly membership beginning on January 1 and ending on December 31, corresponding with the fiscal year of the Club.

Dues shall be paid to the Treasurer in January for the current year (or for new members by the second month of participating in Club activities) and must be paid to be eligible to participate in Club competitions, activities, and special events. New members joining the Club after at least six months of the fiscal year have passed may pay half the fee designated for the category of membership they have chosen.

III.5. Resignation and Termination

Any member may resign by sending a written resignation to the Membership Chairperson. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. A member can have their membership terminated by a majority vote of the Board.

When a member's dues are delinquent for three (3) months after the beginning of the Club's fiscal year, that membership shall be terminated without further privileges of membership, unless the Board determines otherwise by majority vote.

ARTICLE IV – Board of Directors

IV.1 General. All affairs of the Club shall be managed by the Board, including routine Club business and authorization of expenditures of funds for all Club expenses such as speakers, judges, equipment, printing, dues, and fees. Decisions are made by a majority vote of the elected Board members. Officers and Chairpersons may attend meetings, but only elected Board members have voting privileges. The President may break a tie vote if needed.

IV.2 Number, Tenure, Vacancies. The number of Directors shall be nine. Directors serve a term of three years, with three new directors elected each year. By majority vote of the Board of Directors, the number of Directors may be changed, but the number shall not be reduced below nine. A Director may be removed from the Board by the affirmative vote of a majority of Directors then serving. Should a vacancy occur on the Board, the remaining Board members shall elect by majority vote a new Director to fulfill the unexpired portion of the Club year. At the next annual meeting, Club members shall elect a Director to fulfill the balance of the unexpired term, if any.

IV.3 Requirements and Qualifications. A Director need not reside in the State of Tennessee. A Director's Club dues must be paid for the current year.

IV.4 Annual Election of Board Members. Election of Directors shall be held at the annual Club meeting in January. If the election of the Directors cannot be held in January, an election shall be held as soon thereafter as possible at a regularly

scheduled meeting of Club members. The existing members of the Board shall serve until their successors are elected and qualified.

IV.5 Board Meetings. The Board shall meet on a regular basis, determined by the President with the Board's agreement, preferably at least bimonthly. Special meetings can be requested by two or more Board members by sending the request to the Secretary, stating the purpose for the special meeting. After consultation with the Club President, the Secretary shall notify all Board members and Club officers at least five (5) days before a scheduled meeting. Notification may occur by phone, email, or text message, with confirmation of receipt of notification.

IV.6. Quorum. A majority of the total number of elected Board members constitutes a quorum for making decisions. The actions of a majority of the Directors attending a meeting at which a quorum is present shall be the act of the Board. A Director shall be considered present at any Board meeting if during the meeting he or she is in communication (e.g., telephone, Skype, Facetime) with the other Directors participating in the meeting.

IV.7. Board Procedures. At Board meetings, if the Secretary is absent or unable to act, the Board shall appoint a person to act as Secretary of that meeting. The acting Secretary shall prepare minutes of the meeting, which shall be delivered to the Board Secretary, to be filed with other Club minutes.

IV.8 Member Participation. Any member who wishes to bring items requiring Board action to the attention of the Board may do so at any time by alerting the President or any other Board member at least 24 hours prior to the Board meeting. Members may come to a Board meeting to raise their issue(s) of interest or concern as long as the President is notified of this intention before the Board meeting. Members may attend Board meetings without advance notice prior to the meeting.

ARTICLE V – Club Meetings

V.1 General. Meetings of the Club shall be held on a regular basis at the discretion of the Board.

V.2 Annual Meeting. The annual meeting of the Club shall be held at the regular monthly meeting held during January of each year. If the annual meeting cannot be

held in January, the Board may select another time and place. Notice of the annual meeting shall be posted in the Club newsletter. A member may vote by proxy by contacting the Club President.

V.3 Quorum. A quorum at any annual meeting or any other Club meeting shall consist of at least ten percent of the paid members of the Club, as of sixty (60) days before the date of the meeting.

V.4 Voting. All issues to be voted on shall be decided by a simple majority of those present at the meeting at which a quorum is present and during which the vote takes place.

ARTICLE VI – Officers

VI.1 General. The Board shall elect by simple majority vote the officers of the Club. These elected officers may or may not be Board members. Elected officers shall have previously served as an Officer of the Club or served on the Board for a minimum of two years. The Officers of the Club shall be President, Vice President, Secretary, and Treasurer. The Board may also elect assistants to the Vice President, Secretary, and Treasurer at the Board's discretion.

VI.2 Election and Term of Office. The officers of the Club shall be elected annually by the Board at the first regular Board meeting following the annual meeting of the Club. New offices may be created and filled at the discretion of the Board. Each officer shall hold office up to the established term limit if any until his or her successor is elected or until his or her death, resignation, retirement, or removal from office.

VI.3 Term Limits. Beginning in 2019, the term of office for the President shall be one year. The same person shall not serve as President more than three consecutive terms.

VI.4 Removal from Office. Any officer elected by the Board may be removed by the Board by a majority vote whenever, in the Board's judgment, the best interests of the Club would be thereby served.

VI.5 Vacancies. Vacancies occurring in any office due to death, resignation, removal, disqualification, or other cause may be filled by the Board for the unexpired term of office.

VI.6 President. The President shall preside at all meetings of the Board and all regular and special Club meetings. If the President is unable to attend any of these meetings, the Vice President shall serve in his/her stead.

VI.7 Vice President. The Vice President shall serve as the backup for the President and shall perform other duties as assigned by the President and the Board.

VI.8 Secretary. The Secretary shall record and maintain the minutes of all Board meetings. Club minutes may be stored in hardcopy or digital format with at least one backup copy on a separate device in a separate location from the original. The official version may be stored on the Club website and be accessible to the Board. The Secretary shall be custodian of all official Club records, except financial records, which shall be maintained by the Treasurer. The Secretary shall also ensure that the Club's status as a nonprofit organization is maintained appropriately and shall file appropriate forms accordingly with the state. The Secretary shall be the Registered Agent for the Club.

VI.9 Treasurer. The Treasurer shall have custody of all funds of the Club, shall receive and give receipts for monies due and payable to the Club from any source, shall deposit all such monies promptly in the name of the Club in the bank selected by the Board, and shall perform all the duties incident to the office of Treasurer and as directed by the Board. These responsibilities include timely filing of required income tax forms. The Board may elect to have the Treasurer give a bond for the faithful discharge of his or her duties in such sum as the Board shall determine appropriate. At each Board meeting, if requested, and at the annual Club meeting, the Treasurer shall provide an account of all transactions as Treasurer and of the financial condition of the Club. The financial records of the Club may be kept in hardcopy or digital format. Records stored in digital format shall have at least one backup copy on a separate device in a separate location from the original. Financial summaries in digital format shall be stored on the Club website and be accessible to the Board.

ARTICLE VII – Activity Chairpersons

The Board, by a majority vote, may select chairpersons as needed to conduct Club activities and events. Activity Chairpersons may be a member of the Board or a member of the Club; if needed, co-chairpersons may be named. In January of each year and as needed, each Activity Chairperson shall provide a status report to the Board. The Board shall appoint new Chairpersons as needed and shall fill vacancies as they occur.

Activity Chairpersons may attend Board meetings but do not have voting privileges.

The following Chairpersons may be appointed by the Board:

- Membership
- Field Trips
- Website
- Newsletter
- Salon
- Community Outreach

ARTICLE XIII – Miscellaneous

XIII.1 Records. Any minutes kept of Board or Club meetings and records of financial accounts may be inspected by any Club member for any purpose at any reasonable time with reasonable notice given to the Board. Any digital records that are kept shall have at least one backup copy on a separate device stored in a different location from the original. The location of all hardcopy and digital records and backups shall be reported to the Board annually.

XIII.2 Fiscal Year. The fiscal year of the Club shall begin on January 1 and end on December 31.

ARTICLE IX – Amendment of Bylaws

The bylaws of the Club may be amended, repealed, or added to or a new set of bylaws may be adopted at the annual meeting of the Club or any meeting called for that purpose at which a quorum is present. (A quorum, as stated in Article V.3, is at

least ten percent of the paid members of the Club, as of sixty days before the date of the meeting.) A vote of two-thirds (2/3) of the members of the Club present and voting is required to change or approve bylaws. Proposed amendments to bylaws shall be published in the newsletter of the Club or emailed to paid members of the Club at least thirty (30) days before the meeting.

Adopted August 28, 2018