

BY-LAWS

Article I. OFFICERS AND BOARD OF DIRECTORS

- Section 1. Officers:** The Officers of this Corporation shall consist of a President, Vice President, Second Vice President, Secretary, and Treasurer. The Officers shall be elected for one (1) year terms by the Membership at the Annual Meeting. No Member shall be President for more than two (2) consecutive terms.
- Section 2. Board of Directors:** There shall be a Board consisting of the Officers, Past-President and twelve (12) other Members selected by election at the Annual Meeting. These other Members shall be elected for three (3) year terms with the terms of no more than four (4) expiring in any one (1) year. The Board shall take office effective with the fiscal year.
- Section 3: Election of Officers:** A Nominating Committee of three (3) Members appointed by the Board shall make nominations from the Membership of the Corporation for such elective Offices and the Board as are prescribed by the Constitution and By-Laws. The nominations will be submitted to the Board for approval at least thirty (30) days before the Annual Meeting. The approved ticket so nominated shall be forwarded by the Secretary to the Membership at least fifteen (15) days before the Annual Meeting. This shall not be construed to prevent additional nominations from the floor at the Annual Meeting.
- Section 4. Vacancies:** Vacancies occurring among the Officers or the Members of the Board may be filled by the Board for the unexpired term or until the next Annual Meeting, whichever shall be first.

Article II. DUTIES OF OFFICERS AND COMMITTEES

- Section 1. President:** The President shall be the chief executive officer of the Corporation and shall preside at all Business Meetings of the Corporation and the Board of Directors ("Board") when present. In the absence of the President, Vice President, and the Second Vice President, the Members shall elect a Chairman Pro-Tem. The President shall be an ex-officio member of all committees with the exception of the Nominating Committee.
- Section 2. Vice President:** The Vice President shall perform all the duties of the President in the absence of the latter, as well as other such duties as may be assigned by the Board.
- Section 3. Second Vice President:** The Second Vice President shall perform all the duties of the President in the absence of both President and Vice President, as well as other such duties as may be assigned by the Board.
- Section 4. Secretary:** The Secretary shall keep a record of all proceedings of the Business Meetings of the Corporation and of the Board and perform such other duties as may be assigned by the Board.
- Section 5. Treasurer:** The Treasurer shall collect and receive all monies due to the Corporation. S/he shall have custody of all of the funds and shall pay all indebtedness of the Corporation. S/he shall keep regular and correct accounts of the Corporation in books belonging to the Corporation which shall at all times be open to the inspection of the Board and to any Audit Committee which may be

appointed by the Board. At the Annual Meeting of the Corporation s/he shall make a report of the Corporation's financial condition for the year. In the event of illness, disability, or protracted absence of the Treasurer, the President and/or Vice President are hereby authorized to sign checks and otherwise perform the necessary duties of the Treasurer.

- Section 6. Board of Directors:** The Board shall have control of the corporate property and affairs of the Corporation and shall audit the accounts of the Treasurer annually. A majority of the Members of the Board present shall constitute a quorum. A Member of the Board who is absent from three (3) Board meetings in a fiscal year may be removed from the Board if found not fulfilling their duties and responsibilities to the Corporation.

Article III. DUES AND MEMBERSHIP

- Section 1. Dues:** The annual dues for all membership categories shall be set by the Board.
- Section 2. Membership:** A Member shall be in good standing when his/her dues are not over two months in arrears. Only members in good standing shall be entitled to compete, hold office, and vote at regular or special meetings.
- Section 3. Regular Membership:** Any person subscribing to the objectives of this Corporation shall be eligible for regular membership.
- Section 4. Couples Membership:** Persons representing themselves as a couple may join at a couples rate as set by the Board.
- Section 5. Junior Membership:** A person less than 18 years old is eligible to be a Junior Member. The Junior Member may compete, participate in all social activities and other programs, and have supervised use of the Corporation's quarters as the Board may provide for this class of member. The Junior Member may not vote at annual or business meetings, hold office, or appointed positions.
- Section 6. Family Membership:** Persons representing themselves as a family unit may join at the Family Membership rate. A family unit is described hereinafter as three (3) or more persons including children and/or grandchildren regardless of age.
- Section 7. Distance Membership:** A person living a significant distance from the Corporation (generally considered 100 miles or more) may affiliate as a Distance Member at a rate set by the Board. The Distance Member may not hold office or appointed positions. Existing Members moving to a distant location may change their membership at the next dues renewal period.
- Section 8. Honorary Membership:** Person(s) who have been of unusual service or assistance to this Corporation may be made Honorary Member(s) and shall have the privileges of regular Members. Candidate(s) for Honorary Membership shall be proposed in writing by no fewer than three (3) Members. Such a proposal shall be submitted to the Board. Once approved, the name of such Candidate(s) shall be presented to the Membership at the next Business Meeting. A vote of eighty percent (80%) of the regular Members present at such meeting is required.

Article IV. MEETINGS

Section 1. Business Meetings: The meeting in April shall be known as the Annual Meeting, and it shall be for the election of the Officers and Members of the Board of Directors. There shall be other Business Meetings of the Corporation as the Board deems necessary.

Section 2. Special Business Meetings: The President and/or the Board may order the Secretary to call a special meeting of the Corporation whenever the interests of the Corporation demand and s/he must also do so when requested in writing by no fewer than ten percent (10%) of the Members. A notice of such meeting shall be forwarded by the Secretary to the Membership at least five (5) days before the date set. Such notice shall state the purpose for which the meeting is called.

Article V. COMMITTEES

The President may appoint committees at any time deemed to be necessary or desirable or s/he may appoint committee chairmen with instructions to select their own assistants.

Article VI. AMENDMENTS

These By-Laws may be amended at any Business Meeting of the Corporation by a majority vote of the regular Members in good standing and present, provided that such Amendments shall first have been forwarded by the Secretary to the Members at least thirty (30) days prior to the meeting at which it is to be voted on.

Article VII. FISCAL YEAR

The fiscal year of this Corporation is June 1 to May 31.

Article VIII. OBSERVANCE

There will be no taking of photographs of nude subjects in the clubroom of The Cleveland Photographic Society under penalty of expulsion from the Corporation.

Article IX. DISSOLUTION

Upon the dissolution of The Cleveland Photographic Society, the Officers and Board shall, after paying or making provisions for the payment of all of the liabilities of The Cleveland Photographic Society, dispose of all of the assets of The Cleveland Photographic Society exclusively for the purposes of The Cleveland Photographic Society in such a manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, Rev. Proc. 82-2, 1982-1 C.B. 367 (or the corresponding provision of any future United States Internal Revenue Law) as the Officers and the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of The Cleveland Photographic Society is then located exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated for such purposes.

Article X. MISSION STATEMENT

The mission of The Cleveland Photographic Society is to promote and advance the understanding, passion, and joy of photography by providing opportunities for education, skill development, picture-taking, competition, critique, and fellowship.

Article XI. PROCEDURES MANUAL: PURPOSE STATEMENTS

1. Acts as the guidance document for all events, activities, roles, and responsibilities of the Cleveland Photographic Society.
2. Is a living document designed to grow and change as needs and events dictate. It will adapt to reflect reality but is otherwise expected to be followed.
3. All leaders, committee members, and general members are encouraged to review its provisions and suggest updates to the Procedures Committee.
 - a. To define the duties of Officers and Committees.
 - b. To include guidelines for practices that helps the functioning of the Society.
 - c. To improve communications.

A meeting of the Board of Directors of the Corporation was held on September 10, 2013, and the Board of Directors adopted resolutions pursuant to which the following Amended and Restated Articles of Incorporation of the Corporation were approved and adopted:

**AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF THE CLEVELAND PHOTOGRAPHIC SOCIETY**

Section 1. The Cleveland Photographic Society, founded in 1887, was incorporated as a nonprofit corporation under the laws of the State of Ohio by Articles of Incorporation filed with the Ohio Secretary of State on October 9, 1920, and subsequent filing of Amendment to the Articles of Incorporation on January 10, 2010, the principal provisions of which have been revised and are provided as follows:

- First:** The name of the Corporation shall be "The Cleveland Photographic Society."
- Second:** The Corporation is to be located at Broadview Heights, Cuyahoga County, Ohio, and its principal business there transacted.
- Third:** The Corporation is formed for the purpose of conducting and maintaining a society, the general object and design of which shall be the bringing together of those interested in the various branches of photography; the creation and furtherance of cordial relations among them; the promotion of their common interest in photographic science and art with no contemplation of pecuniary gain or profit; and the receiving and holding of real estate and personal property by gift, devise, and otherwise. Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding provision of any future United States Internal Revenue Law).
- Fourth:** The term for which the Corporation is to exist shall be perpetual.
- Fifth:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Board of Directors ("Board"), Officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these activities, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding provision of any future United States Internal Revenue Law) or (b) contributions by a corporation to which are deductible under

Section 170(c)(2) of the Internal Revenue Code of 1954 (or its corresponding provision of any future United States Internal Revenue Law).

Sixth: Upon the dissolution of The Cleveland Photographic Society, the Officers and Board shall, after paying or making provisions for the payment of all of the liabilities of The Cleveland Photographic Society, dispose of all of the assets of The Cleveland Photographic Society exclusively for the purposes of The Cleveland Photographic Society in such a manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, Rev. Proc. 82-2, 1982-1 C.B. 367 (or the corresponding provision of any future United States Internal Revenue Law) as the Officers and the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of The Cleveland Photographic Society is then located exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated for such purposes.

Seventh: This Corporation has been formed on a non-stock basis.

Eighth: The Corporation shall have power to formulate and adopt by-laws not inconsistent herewith or with the laws of the State of Ohio for the regulation of its corporate affairs, the management of its property, and to amend, alter, modify, add to, and repeal the same from time to time, and to perform such other acts as may be necessary or incidental to carry out the objectives and to promote the purpose for which the Corporation is formed. The authorized number and qualifications of its Members, classes of membership, the property voting, and other rights and privileges of each class of membership, the liability of dues and assessments, the method of collection thereof, and the suspension and expulsion of members shall be as prescribed by and set forth in the By-Laws of the Corporation.

Section 2. These governing provisions can only be changed by amendment of the Articles of Incorporation and filing said amendment with the Ohio Secretary of State.