

**CLEVELAND PHOTOGRAPHIC SOCIETY
BY-LAWS
REVISED 02/2026**

Article I. OFFICERS AND BOARD OF DIRECTORS

- Section 1. Officers:** The Officers of this Corporation shall consist of a President, 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) Board Members 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 President or Secretary to the Membership at least fifteen (15) days before the Annual Meeting. Additional nominations from the floor at the Annual Meeting may still be accepted.
- Section 4. Vacancies:** Should the office of the President become vacant, the current Vice President shall assume the duties of the President for the remainder of the term. Vacancies occurring among other 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 and 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. 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 4. 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 5. 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 (9 members) shall constitute a quorum. A majority of those board members present (5 members) must vote in the affirmative for something to pass. Exceptions to this bylaw happen in case of an emergency or a vacancy, where a majority of the Board members that are present will suffice.

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. Between meetings, the Board may authorize an action by email voting. The Board shall develop requirements and procedures for email voting in compliance with State law and retain a record of email votes in its official files.

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, participate in club activities, and vote at regular or membership meetings.

Section 3. Individual Membership: Any adult person subscribing to the objectives of this Corporation shall be eligible for regular membership.

Section 4. 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. Junior members are required to have a liability waiver in effect for field trips. Junior Members may not vote at annual or business meetings, hold office, or appointed positions.

- Section 5. Couple Membership:** Persons representing themselves as a couple in the same household may join at the Couple Membership rate.
- 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 50 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. The Distance Member has voting privileges. 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 by any member in good standing. Such a proposal shall be submitted to the Board. Once approved, the name of such Candidate(s) shall be added to the membership roster with the full privileges of an individual membership.
- Section 9.** Membership may be denied or revoked with good cause with a $\frac{3}{4}$ majority vote of the Board. Any resignation of a member forfeits any membership dues.

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. CODE OF ETHICS

Members are expected to maintain a dignity of manners in their behavior during their participation in Club activities and towards any other members regardless of gender identification, race, religion or ethnicity, etc. Members are expected to show a friendly spirit of cooperation to their fellow members and to not engage in any activities for any personal gain at the expense of fellow members.

Members are expected to respect the club's property.

Article X. 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 XI. 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 XII. PROCEDURES MANUAL: PURPOSE STATEMENTS

The Cleveland Photographic Society's Procedure Manual shall:

1. Acts as the guidance document for all events, activities, roles, and responsibilities of the Cleveland Photographic Society to include:
 - a. To define the duties of Officers and Committees.
 - b. To include guidelines for practices that help the functioning of the Society.
 - c. To improve communications.
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.