

BYLAWS OF THE
WIDE ANGLE PHOTO CLUB, INC.
(A CORPORATION NOT FOR PROFIT)

Adopted: March 3, 1994

Amended: 4/9/07, 6/11/07, 2/9/09, 6/8/09, 6/15/14, 12/20/2020

ARTICLE I - NAME

Pursuant to its Articles of Incorporation, under the laws of the State of Florida, the name of this organization shall be the "WIDE ANGLE PHOTO CLUB, INC" and it shall be a not-for-profit corporation. The organization will hereinafter be referred to as the Club.

ARTICLE II - PURPOSES

The objectives and purposes of the Club shall be as follows:

1. To act and operate exclusively as a not for profit corporation, pursuant to the laws of the State of Florida, to promote the art of photography in the community and to develop the skills of Club members through educational opportunities and hands-on experience.
2. To engage in any and all other lawful purposes, activities, and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501 (c) 3 of the Internal Revenue Code and are consistent with any powers which have been or may be granted by the State of Florida, as amended and supplemented.
3. To solicit and receive contributions; to promote and regulate events and exhibits of photography; to purchase, own, rent, and sell photographic equipment; to fund photographic field work; and to engage in any activity in furtherance of, incidental to, or connected with any of the other purposes.
4. To provide a social environment for members of the Club.

ARTICLE III - MEMBERSHIP

Section 1. Application

Applicant may be admitted to membership upon payment of dues for the year of application. Members in good standing may hold continuous membership. A member is in 'good standing' or 'qualified' if they are current in payment of dues and owes no other money to the Club.

Section 2. Dues

Each member shall pay annual dues on or before January 1st of each year for the present year. Dues will be good thru December 31st of that year. The Board of Directors shall establish the amount of dues for membership based on budget requirements.

Section 3. Voting

A full voting member shall be a member in good standing. A quorum (defined in Article IV, Section 8) must be present before a vote can be taken. The Presiding Officer of the meeting shall not vote except in the case of a tie; and in that case, he or she shall cast the deciding vote.

Section 4. Termination, Suspension and Expulsion

Prior to the dismissal of any member of the Club or member of the Board of Directors a special meeting of the Board of Directors shall be called to review the grounds for dismissal. If the member being considered for dismissal is a Board member, that member cannot attend the meeting. If the Board of Directors recommends dismissal, the member being considered shall be given proper notification of the Board decision and shall be permitted to present any matters to the general membership as to whether the member consents or objects to the removal. The considered member shall have the right to personally appear before the general membership before a final decision is made. A two-thirds majority vote of the members present at a general meeting will be necessary to revoke a membership. If membership is terminated by a vote of the general membership, the terminated member cannot reapply for membership for a period of 10 years. Membership shall automatically lapse for non-payment of dues after a period of 31 days from the due date.

Section 5. Meetings

- Annual meetings of membership shall be held in November to elect new officers as well as such other business as may lawfully come before the meeting.
- Regular meetings of the membership shall be held every month for the purpose of conducting normal business of the Club.
- A special meeting of the membership may be called at any time by the President or by a majority of the Board of Directors for the purpose of conducting Club business.
- The Board of Directors shall meet a minimum of four (4) times per year, once each calendar quarter.

ARTICLE IV - Officers

Section 1. Elected Officers

Officers include President, Vice President, Secretary, and Treasurer. Terms shall run from January 1st through December 31st. Three (3) at large Directors shall be elected for three (3) year staggered terms ending on December 31st of the respective last year of their term.

The Board of Directors (President, Vice President, Secretary, Treasurer and At Large Directors) may maintain consecutive offices as long as there is no written opposition from any club member in good standing. The Board of Directors will approve consecutive terms for all officers.

At the end of a term, an Officer may run for a Director or a Director may run for an office as long as there is no written opposition from any club member in good standing.

Section 2. Board of Directors

The Board of Directors is composed of four (4) elected Officers and three elected At Large Directors

Appointed members of the Board of Directors include the Chairperson for the Web Site, Chairperson for Activities, Chairperson for the Power of Photography® Show and the Immediate Past President.

This totals eleven (11) voting Board Members. The President shall be the Chairman of the Board of Directors.

Section 3. Qualifications

Each board member shall be, at all times during his (her) term in office, a full voting member of the Club. Each board member must have attended not less than 50% of the regular meetings during the previous calendar year.

Section 4. Vacancy

Elected office vacancies are filled by the Board of Directors until the next annual meeting. In the case of a Director who has more than one year left in their term, the Board shall fill the position until the next annual meeting at which time the general membership shall elect a member to complete the remaining term of that Director. The Board of Directors may call for special elections to fill vacancies.

Section 5. Duties of Officers and Directors

Duties of the President

- a. Preside at the annual, regular and special meetings of the Club.
- b. Make all committee appointments.
- c. Serve as the ex-officio member of all committees.

Duties of the Vice President

- a. Shall assume the duties of the President in the event of the President's absence or inability to act, or at the President's request.
- b. Shall have other duties, respectively, as may be specifically delegated to the Vice President by the President.

Duties of the Secretary

- a. Shall keep a full and complete record of the proceedings of annual, regular, special meetings and meetings of the Board of Directors and of action taken by the Board of Directors
- b. Shall keep books, documents and papers of the Club.
- c. Shall keep a correct current copy of the Corporation Bylaws.
- d. Shall have such other duties as may be delegated by the President.

Duties of the Treasurer

- a. Shall receive all monies belonging to, or paid to, the Club and safely keep the same.
- b. Shall disburse funds in accordance with the budget and the directions of the Board of Directors. All disbursements require the approval of the Board of Directors if not in the budget. Disbursements of \$200 or less shall require one signature, the Treasurer or in the absence of the Treasurer, the President, or in the absence of the President, the Vice President.
- c. Keep complete books of accounts, prepare and present an itemized statement at the annual meeting and prepare and present such interim reports as may be required by the President.
- d. Shall have such other duties as may be delegated by the President.
- e. Record shall be audited prior to transfer to new officers.

Duties of the Board of Directors

- a. The Board of Directors shall manage the affairs of the Club and its finances and approve all bills not in the budget.
- b. Board of Directors shall be the Nominating Committee.

Duties of the Appointed Members of the Board of Directors

- a. This includes the Chairperson for the Web Site, Chairperson for Activities, Chairperson for the Power of Photography® Show and the Immediate Past President.
- b. These committee chairs shall execute their duties as determined by the Board of Directors.

Section 6. Compensation

No member of the Board of Directors shall receive any financial compensation as a result of his/her duties-as a member of the Board of Directors.

Section 7. Voting

All voting can be accomplished by a qualified voting member being physically present at a meeting or by proxy. Proxy voting can be either in writing or by telephone communication at the time of the vote.

As deemed necessary by the Board of Directors, issues may be voted on by electronic mail.

Section 8. Quorum

For regular and special membership meetings a quorum shall be defined as 20% of current qualified voting members (in person or by proxy). For Board meetings a quorum shall be defined as six (6) voting members (in person or by proxy).

ARTICLE V - Miscellaneous Matters

Section 1. Fiscal Year

The fiscal year of the club shall be from January 1st until December 31st.

Section 2. Notifications

A minimum of three (3) days but preferably seven (7) days notice by e-mail, telephonic communication, certified U.S. mail, or other qualified means be given for any requirement for notification in these Bylaws, unless otherwise provided.

ARTICLE VI - Parliamentary Rules

The Parliamentary authority for all procedural matters not specifically covered by these Bylaws shall be "Roberts Rules of Order", revised.

ARTICLE VII - Budgeting and Auditing

Section 1. Annual Budget

The Treasurer, in conjunction with the Board of Directors, shall prepare an annual budget for the Club.

Section 2. Audit Committee

Two Board members and one member outside of the Board, approved by the Board of Directors, shall audit the financial books and records of the club annually. The Treasurer cannot be on the audit committee.

ARTICLE VIII - Distribution of Assets

Upon the dissolution of the club, all assets owned by the club shall be offered for cash sale at a fair market price to the general public. All proceeds from the sale of club assets shall be used to discharge any and all club debts. All remaining cash assets shall be donated to ARC Gateway, a nonprofit organization, or another non-profit organization selected by the Board of Directors in accordance with the requirements of Florida law for nonprofit corporations.

ARTICLE IX - Amendment to Articles of Incorporation and Bylaws

The Articles of Incorporation and Bylaws can be amended at any regular meeting or a special meeting called for that purpose. Such amendment requires a two-third (2/3) vote of duly qualified members in good standing after the members have been provided notice of the proposed amendment and such notice can be provided in the same meeting at which the vote is taken.

Bylaws amended December 20, 2020

Timothy Brooks, Board of Directors, At Large Member.