

KPG Bylaws
Updated 8/1/2023

Article I - Name and Organization

Section 1. This organization shall be called "Kitsap Photography Guild". The Guild shall be a Washington State nonprofit corporation. The board of directors shall set Guild policies and dues. The board shall consist of the Guild president, vice-president, secretary, treasurer, and the chairpersons of the standing committees. A quorum shall exist when greater than 50% of the directors are present. A resolution or appointment shall pass when at least a majority of the Board of Directors vote in the affirmative.

Article II – Headquarters

Section 1. Headquarters of this Guild shall be in Silverdale, Washington.

Article III – Mission

Section 1. To share and promote the art and technical aspects of Photography.

This will be accomplished through:

1. Networking
 - a. With other photographers
 - b. Other camera clubs
2. Social/Friendship at monthly meetings and other social gatherings
3. Educational meetings including but not limited to:
 - a. Presentations
 - b. Field Trips
 - c. Photo Critiques

Article IV – Membership

Section 1: Any person interested in photography may apply for active membership as provided in the By-Laws. Members must be at least 18 years old to hold office, vote, and participate in Guild business. Other types of membership, including school, business, or organizations may be added as therein provided.

Article V – Officers

Section 1: The officers of this Guild shall consist of a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be elected, or appointed, as hereinafter provided. The duties of these officers shall be as provided in the By-Laws.

Section 2. Term of office is 1 year.

1. This can be extended by vote of the membership annually.
2. Officers may be re-elected to the same office indefinitely.
3. Current officers may seek a different office within the club after their term.
4. The plan is to encourage committee heads or other active members to seek office well before elections.

Article VI - Board of Directors

Section 1: There shall be a Board of Directors consisting of the Officers and the Chairperson/Director, or a designated member, of the Guild committees.

Section 2: The Chairperson/Directors shall be volunteers from the membership and assume their role January first of each year. Directors of committees shall be appointed by the officers and serve for one year. There will be no term limits for these roles.

Article VII - Election of Officers and Term of Office

Section 1: The officers shall be elected annually in December and shall serve for a period of one year. The election procedure is provided in the By-Laws.

Article VIII – Vacancies

Section 1: In the event of absence, resignation, incapacity, death, or removal of the President, that office shall be taken over for the unexpired term by the Vice-President. If for any reason the Vice-President is unable to take over the office, the Secretary shall assume the Presidency for the unexpired term, and shall appoint a Secretary in his or her place. The appointment shall be ratified by the Board of Directors as provided in Section 2 herein.

Section 2: If any office, except that of the President, shall become vacant for any reason, it shall be filled for the unexpired term by appointment by the President, or by his/her successor, and ratified by a majority affirmative vote of the Board of Directors.

Section 3: Any five Guild members in good standing may petition the Guild for the recall of any of the officers of the Guild. Such petition shall be presented in writing, clearly state the grounds upon which action is sought, and be subscribed with the signatures of all petitioners. It shall be presented at a Guild board meeting, and shall be held over to be presented and voted upon at the next general meeting. A two-thirds vote of the members present shall be necessary for recall.

Article IX – Meetings

Section 1: Regular meetings of the Guild shall be held as provided in the By-Laws.

Section 2: Other meetings may be held as specified in the By-Laws.

Section 3: All business meetings of the Guild shall be conducted in accordance with "Robert's Rules of Order Revised."

Article X – Quorum

Section 1: A quorum shall be greater than 50% of the Board of Directors.

Article XI – Committees

Section 1: Standing Committees:

a. The Guild may have standing committees, such as: Education, Field Trips/Outings, Membership & Communication, Hosting/Refreshments, Website.

b. The standing committees shall be formed as provided in the By-Laws.

Section 2: Special Committees: Special committees may be appointed by the President or their substitute. Such special committees shall continue to function until the service for which they were appointed is completed, they have made their report to the President or substitute, or until discharged by them. Any committee that has the potential to affect the mission or finances of the Guild will be approved by the Board of Directors.

Article XII - Fiscal Year and Guild Year

Section 1: The fiscal year of the Kitsap Photography Guild shall be the calendar year.

Section 2: The Guild year of the Kitsap Photography Guild shall be the calendar year.

Article XIII – Amendments

Section 1: Any proposed revocation, addition, or amendment to these Articles may be made as follows:

The proposed revocation, addition, or amendment may be initiated by a majority affirmative vote of the Board of Directors, or by not less than seven members in good standing.

It must be presented in writing duly signed by said directors or members at a business meeting of the Guild.

It shall then be discussed and tabled until the next general meeting, when it shall be voted upon. To be adopted, it must be passed by a majority of the qualified members present.

Article XIV - By-Laws

Section 1: By-Laws may be enacted, amended, or revoked by a majority vote of the members present at a regular or a special Board meeting. Proposals to enact, amend, or revoke the by-laws may be made by a majority affirmative vote of the Board of Directors, or by letter signed by at least five members of the board. The newly proposed By-Laws, amendments or revocations shall be voted on at the next general meeting. To be adopted, it must be ratified by a majority of the members present.

Section 2: All By-Laws shall be binding to the same degree as the provisions of the Articles.

Article XV - Approval of the Articles and the By-Laws

Section 1:

a. These Articles and attached By Laws shall be declared adopted when they have been approved by the written ballots of a majority of the members present at a general meeting.

b. The Secretary shall notify all members of their adoption.

BY-LAWS OF THE KITSAP PHOTOGRAPHY GUILD

Article I - Membership

Section 1: Guild membership is open to all individuals interested in photography. Membership is achieved by completing a membership form, available from the Treasurer or Secretary, Guild website, or Meetup website, and remitting payment for membership dues. Membership dues are prorated as set forth in Article II, of the By-Laws. Membership shall be considered active upon receipt of the completed application and applicable dues. The Secretary or Treasurer will be responsible for notifying the other officers of the new member, and announcing the new members at the monthly general membership meetings.

Section 2: Any member whose dues are in arrears two months shall be notified by the treasurer, or membership chairperson, that his/her membership will be suspended unless payment is received within 15 days. The Chair of the Membership Committee will notify a suspended member of their suspension. Suspended members may reapply at any time by filling out a membership form and paying dues.

Article II - Dues

Section 1: The amount of the annual dues shall be recommended by the Board of Directors and voted upon at a regular Board meeting. A majority vote by the Board members present at the Board meeting is required for approval. Dues, for all members, are payable at the beginning of the fiscal year.

Section 2: Membership will be prorated to one-half of the annual dues for new members when they join after 6 months into the Guild year.

Section 3: Dues for active high school students, college students (8 credit or more), vocational, or technical school students shall be \$10 off of regular dues.

Section 4: Dues for seniors 65+ years of age shall be \$5 off regular dues.

Section 5: Family dues shall be regular dues plus \$15.

Article III - Nominations for Election of Officers

Section 1: Nominations shall be made by either a Nominating Committee of three appointed by the President in October, or the Board of Directors (less the Officers) for the purpose of nomination of officers.

Section 2: The Nominating Committee or Board President shall report to the membership at the general meeting held in November.

Section 3: Nominations will be solicited from the general membership.

Article IV - Election and Installation of Officers

Section 1: a. Members shall be notified in advance of the coming election.

b. Elections shall be held at the December general meeting. Nominations from the floor shall be permitted.

c. Election to office shall be by majority vote of the members present.

d. A tie shall be broken by a second ballot.

Section 2: Incumbency of one office shall not render anyone ineligible for nomination and election to another; but no member may hold two elective offices at the same time, except for Secretary/Treasurer if so deemed.

Section 3: The newly elected officers shall be installed at the annual meeting in December by the retiring president or an appointed representative.

Article V - Duties of Officers

Section 1: President: The president shall preside at all regular and special meetings of the Guild, shall serve as Chairman of the Board of Directors presiding at its meetings, and shall administer the affairs of the Guild with the assistance of the Board. The president shall have the authority to appoint and replace Board members, as necessary to fulfill the administration and purpose of the Guild. They shall approve all official matter to be published or sent out for publication by the Guild and shall endeavor to assume active leadership of the Guild at all times.

Section 2: Vice-President: The vice-president shall preside at all regular and special meetings of the Guild in the absence of the president. In the event of death, resignation, incapacity, or removal of the president, the vice-president shall assume the duties of that office.

Section 3: Secretary: The Secretary shall keep a full and accurate record of proceedings of all regular and special meetings of the Guild and the Board of Directors. He/she shall send notices for special meetings of the Guild and the Board to whoever is

currently maintaining the KPG website and the West Sound Photography page on Meetup.com, and keep a file of the minutes and correspondence of the Guild and written reports from committees. The Secretary shall also bring to the attention of the Board any business or correspondence which came through the mail or from another member.

Section 4: Treasurer: a. The Treasurer shall collect dues and acknowledge their receipt; create and provide a welcome package for new members; act as custodian of all monies and securities of the Guild depositing them in one or more banking institutions approved by the Board of Directors; pay all bills, and expenditures, authorized by the Board of Directors; keep a detailed account of all receipts and disbursements; and make a written report of the condition of the treasury at each Board Meeting.

b. The Treasurer will process member applications and e-mail, or write, new members to welcome them into the Guild. They will update member lists and distribute the lists on a regular basis via e-mail or regular mail.

c. The books and accounts, the vouchers of the Guild, and the financial statement shall be examined annually by the Auditing Committee for the annual audit.

d. The Treasurer shall prepare and maintain a "Treasurer activity and procedures" list for dealing with Guild financial and legal matters and approved by Board members at a Board meeting.

e. The Treasurer and the President will be required to sign all checks in excess of \$100 (One Hundred Dollars).

f. At the end of the Treasurer's term all books and records will be transferred to the incoming Treasurer.

Article VI - Responsibilities of the Board

The responsibilities of the Board of Directors shall include but not be limited to: Short Range planning of 1-3 months; Long Range planning of 1-2 years; Education; Networking and Promotion; Promoting membership; Bylaw changes and dues; Finances of the Guild.

Article VII – Committees

All directors are permitted to select their own committees of Guild members as appropriate for the execution of their duties. Any Guild member volunteering to assist will be included.

Section 1: Standing Board Committees. The chairperson, or his/her representative, of the following committees shall serve on the Board of Directors.

1. Education/Programs
2. Field Trips/Outings
3. Hosting/Refreshments
4. Equipment & Supplies
5. Website Coordinator
6. Publicity and Networking
7. West Sound Meetup Manager
8. Print & Digital Critiques
9. NWCCC, Coordinator
10. PSA Coordinator
11. Activities Coordinator

12. Members at Large

Section 2:

a. **Committee Duties and Responsibilities:** The duties, responsibilities, and procedures of each committee shall be provided by a Kitsap Photography Guild Committees Guideline.

The following Committees will be designated by the Board to serve a specific function on an annual basis.

a. **Nominating Committee:** The nominating committee is responsible for the nomination and election of officers for a new term as prescribed in Articles III and IV of the By-Laws.

b. **Auditing Committee:** The auditing committee, consisting of three Guild members, shall examine the books of the Treasurer at the end of the fiscal year and submit a written report to the Board. The Treasurer will present the annual audit report at the following general membership meeting.

Article VIII - Meetings

Section 1: The frequency of board meetings shall be quarterly or as necessary as determined by the board. At least one annual board meeting, in the month of December shall be open to attendance by all members and announced in advance in the Guild Website. The annual board meeting may be moved to another month at the discretion of the board. Policies enacted by the board shall be published in the Guild Website.

Section 2. There will be an informative monthly meeting to be held on the 3rd Thursday of every month, unless otherwise designated. These meetings are for the purpose of sharing and promoting the art and technical aspects of photography, and to increase member's knowledge and photography skills.

Section 3: There will be an annual planning meeting for all members, board, and committees. All members that come to the meeting have voting rights. The purpose of the annual planning meeting is to outline education, field trips/outings, changes to the way we do business for the following year, entertain new ideas, and to have fun. We would look at what we did well the past year, what we could improve on and what we want to do next.

Section 4: An annual meeting shall be held in December (date to depend on meeting place availability) for the purpose of installation of officers.