

**Articles of Association
and
Bylaws
of
Loudoun Photography Club**

First: The name of the Association shall be the Loudoun Photo Club.

Second: The place in this state where the principal office of the Association is to be located is the County of Loudoun.

Third: The purpose of the Association is to educate its members and the general public in the photographic arts through public lectures, discussion groups, forums, panels, workshops, courses of instructions, exhibitions, photographic field trips, and similar programs, including electronic and printed media and images.

Fourth: Membership shall be of two classes, Individual and Family, and shall be open to all persons regardless of age, race, national origin, religion, sexual preference, or gender.

Fifth: The Association is organized exclusively for charitable, 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, or the corresponding section of any future Federal tax code.

Sixth: No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its members, trustees, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)3 purposes as set forth above. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Seventh: Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future Federal tax code. Notwithstanding any other provision of these articles, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Loudoun Photography Club.

Eighth: Upon the dissolution of this Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government for public purpose.

Bylaws

Article I Legal Structure

Section 1. Legal Structure. The Organization shall exist under the laws of the Commonwealth of Virginia as an unincorporated non-stock association.

Section 2. Name. The Organizations shall be known as the Loudoun Photo Club (LPC).

Article II Purpose

Section 1. Purpose. It shall be the purpose of the organization (a) to foster an appreciation of the art of photography within the general public; (b) to educate its membership in the art and craft of photography; (c) to provide photographic opportunities to its membership in the form of photographic field trips, etc.; (d) to provide opportunity to its membership to have their photographs critiqued and evaluated by acknowledged photographic experts through intra-club competitions; (e) to provide opportunity for exhibition of member's photographs to the general public; and (f) to co-operate with other area photography clubs to promote the education and enjoyment of photography as an art medium.

Article III Membership

Section 1. Membership. Membership shall be open to all persons regardless of age, race, national origin, religion, sexual preference, or gender upon application and payment of the applicable membership fee.

Section 2. Class of Membership. (A) Individual –a single individual (B) Family–two or more persons from the same household.

Section 3: Suspension of Membership: Membership may be suspended by unanimous vote of the LPC Executive Board, if sufficient reason exists. Sufficient reason for suspension shall

include, but not be limited to, (a) non-payment of dues, or (b) disorderly conduct or recurring significant disruption of club events.

A suspended member may appeal such suspension to the general membership at the next regularly scheduled meeting, at which time the majority of those members present shall uphold or rescind such suspension.

Article IV Annual Meeting of Membership

Time and Place

Section 1.

The Annual Meeting of the membership of the Organization shall occur annually at its first week of May regularly scheduled meeting for the purpose of the election of Officers and/or any other special business as may be announced in writing at least ten days in advance of such meeting.

Section 2. Special Meetings. A special meeting of the membership may be called at any time by petition of two-thirds of the active membership.

Section 3. Notice of Special Meetings. Any special meeting of the membership shall be announced in writing to the membership at least ten days and not more than thirty days in advance and shall include the place, date, hour, and purpose for which the meeting is called.

Section 4. Voting and Quorum. At each meeting of the membership, every member of the Organization shall be entitled to vote and those members present at such meeting shall constitute a quorum.

Section 5. Special Exception. The initial slate of LPC Officers in existence at the adoption of these bylaws shall remain as officers for the remainder of the current fiscal year and the next fiscal year. Existing vacancies shall be filled by appointment of the President with approval by the Executive Board.

Article V Executive Board

Section 1. General Power. The activities, property, business, and affairs of the organization shall be managed under the direction of its Executive Board.

Section 2. Membership. There shall be an Executive Board consisting of the President, Vice President, Secretary/Treasurer, Speaker Coordinator, Competition Coordinator, and an LCP

member elected at large. The immediate LPC past president shall also be an ex-officio member of the Executive Board.

Section 3. Executive Officer. The President of the Organization shall serve as the Executive officer of the Board and shall preside at all meetings. If physically unable to do so, the Vice President of the Organization shall act on his or her behalf.

Section 4. Meetings. The Executive Board shall meet as needed but no less than once every six months for the purpose of reviewing activities of the Organization and to nominate candidates and/or appoint persons for the various offices or committees.

Section 5. Quorum. At each meeting of the Executive Board, the presence of a majority of the existing Executive Board shall be required to constitute a quorum for the transaction of business. Members of the Board may participate by means of conference telephone call or similar communications technology.

Section 6. Written Consent. Any action required or permitted by the Executive Board may be taken at any time without a meeting if a majority of existing members of the Executive Board consent thereto in writing. Such consent may include facsimile or similar electronic means, including email.

Section 7. Resignations. Any Officer or Member of the Executive Board may resign at any time by given written notice of his or her resignation to the Organization and shall take effect at the time specified therein.

Section 8. Vacancies. Any vacancy in the Executive Board arising from death, resignation, suspension of membership, or any other cause shall be filled by a majority of the vote of the Executive Board, then in office.

Article VI Officers and Duties

Section 1. Officers Enumerated. The Officers of the Organization shall be a President, a Vice-President, a Secretary/Treasurer, a Speaker Coordinator, a Competition Coordinator, and any other officers (e.g. Field Trip Coordinator(s), Newsletter Editor, Membership Coordinator, Exhibition Coordinator, Webmaster, etc.) as the President at his or her discretion deem appropriate and may appoint.

Section 2. Nomination, Election, and Term of Office. During the month of April of each year, any member of the organization may nominate any consenting member for any office by written nomination addressed to the President or Secretary/Treasurer of the Organization. Any member of the Organization may also make nominations at the annual meeting provided the

person so nominated is present and agrees to serve. Officers shall be elected by the membership at its Annual Meeting and shall serve for a term of twelve consecutive months commencing as of September 1 of each year. An officer may be re-elected however no officer may serve more than two successive terms in any office.

Section 3. President. The President shall be the executive officer of the Organization. He or she shall be responsible for the affairs and activities of the Organization, subject to the supervision of the Executive Board. He or she shall arrange for a regular meeting site of the membership and he or she shall preside at all meetings of the Organization or its Executive Board,

Section 4. Vice-President. The Vice President shall, in the absence or incapacity of the President, possess the powers and perform the duties of the President. He or she shall also possess and perform such other duties as the Executive Board or the President may prescribe.

Section 5. Secretary/Treasurer. The Secretary/Treasurer shall issue notice of all special meetings, when so required; shall keep the minutes of all meetings of the Executive Board and/or the membership. He or she shall maintain an accurate record of all members of the Organization, including residence addresses, email addresses, and telephone numbers. He or she shall have the care and custody of all the monies, property, and/or other valuable possessions of the Organization. He or she shall keep accurate books of account of all monies received and paid on account of the Organization and shall render regular reports of the fiscal affairs of the Organization to the Executive Board and to the membership at its Annual Meeting. He or she shall also provide for the filing of all required Federal, state, and/or local forms. He or she shall sign any instruments as require his or her signature and shall also possess and perform such other duties as the Executive Board or the President may prescribe.

Section 6. Speaker Coordinator. The Speaker Coordinator shall schedule and confirm guest speakers for the second Tuesday of each month of the program year; confirm meeting space availability and equipment needs; insure the availability of such equipment; obtain biographical data on each speaker; and introduce the speaker at the meeting. He or she shall also arrange for an appropriate speaker gratuity. He or she shall provide a written description of the program talk and biographical data of the speaker prior to the meeting for inclusion in the club newsletter/calendar or website.

Section 7. Competition Coordinator. The Competition Coordinator shall schedule and confirm guest judges for the fourth Tuesday of each month of the program year; confirm meeting space availability and equipment needs; insure the availability of such equipment; obtain biographical data on each judge; and introduce the judge at the meeting. He or she shall also arrange for an appropriate judge gratuity. He or she shall provide a written description of the biographical data of the judge and competition subject prior to the meeting for inclusion in the club newsletter, calendar, or website.

Section 8. Other Offices and Committees. The Executive Board and/or the President may create and appoint personnel to whatever offices or committees are necessary in order to carry out and fulfill the stated purpose of the Organization.

Section 9. Banking & Bank Signatories. The Secretary/Treasurer is authorized to establish banking accounts as necessary to the conduct of the affairs of LPC and when such accounts exist, either the Secretary/Treasurer or the President is authorized to sign or endorse any checks, drafts, promissory notes, or evidences of indebtedness and to sign any agreement(s) with the bank(s) relating to LPC's banking and financial service needs.

Section 10. Remuneration. No LPC Officer shall be paid any compensation for the performance of his or her duties as an elected or appointed LPC official. Expenses incurred may be reimbursed at cost provided such expenses are approved in advance by a majority of the LPC Executive Board.

Article VII General Provisions

Section 1. Meetings. The Organization shall meet on the schedule and place as designated by the LPC Executive Board for the purpose of conducting lectures and/or demonstrations in the art and craft of photography by recognized photographic experts and/or intra-club photographic competitions. All regularly scheduled meetings shall be open to the general public.

Section 2. Special Meetings. Special meetings of the membership and invited guests may be held at any time, place, or for any purpose as designated by the LPC President or as desired by the membership, provided that all such meetings are announced in advanced to the membership.

Section 3. Field Trips. Photographic field trips shall occur at times and places as determined by the LPC Field Trip Coordinator or designate. Attendance at field trips shall be limited to LPC members and invited guests.

Section 4. Fiscal Year and Program Year. The fiscal year of the Organization shall be from January 1 through December 31. The program year shall run from September 1 of each year through August 31 of the following year. Informal meetings, photographic field trips, or social events may also occur during the program year as deemed appropriate by the Executive Board provided such events are consistent with the stated purpose of the Organization.

Section 5. Membership Fee. The annual membership fee shall be due and payable on September 1 of each year and shall be an amount as set annually by the LPC Executive Board.

Section 6. Communications. Whenever any notice is required under these bylaws, notice delivered by written communication via the US Postal Service, private courier, or electronic means, including the posting of such notices on the club website or by email, shall be deemed to be compliant with these bylaws.

Section 7. Competitions. Monthly contests are to encourage members to participate in photographic competition, to provide education opportunities for improvement of photographic skills and to reward the member's photographic achievements. The categories, rules, and awards shall be determined for each program year by the Executive Board. A description of the competition program and rules shall be available at all club meetings and/or posted on the LPC website.

Section 8. Bylaw Amendments. These Bylaws of the Organization may be made, altered, or repealed by a vote of the membership at any Annual Meeting or any special meeting called for such purpose, by a two-thirds vote of those present.

Section 9. Publication of Articles of Association and Bylaws. The Organization's Articles of Association and Bylaws shall be published annually to the membership during the month of March of each year via the LPC Newsletter or posted on the LPC website. Copy shall also be provided within ten days to any member of the organization at any time upon written request.

Section 10. Commonwealth of Virginia Law. To the extent that any provision of the General Statutes of the Commonwealth of Virginia at the adoption of these bylaws, or any revision thereafter, contravenes, expands, or otherwise modifies the provisions of these Bylaws, the applicable provisions of the General Statutes of the Commonwealth of Virginia shall control.