

ARTICLE I - NAME AND OFFICES.

The name of the Not-for-Profit Corporation shall be WESTCHESTER PHOTOGRAPHIC SOCIETY, INC. also referred to as "WPS", (hereinafter "SOCIETY"). The principal office shall be in the County of Westchester, State of New York. The business address of the SOCIETY shall be the mailing address of the Corporate Secretary.

ARTICLE II - PURPOSES.

The purposes for which the WESTCHESTER PHOTOGRAPHIC SOCIETY, INC. has been organized are as follows:

- a. To cultivate, foster and promote good fellowship and participation in photography and allied arts among its members and others.
- b. To encourage cooperation and free exchange of information among photographers and others engaged in photographic activities and allied arts by providing places and meetings where critiques, competitions and exhibitions may be held for its members and/or others and present awards in connection therewith and where lectures may be given.
- c. To encourage and promote the improvement of photography among its members by providing photographic resources.
- d. To acquaint and inform the public of its objectives by providing information, as well as presenting or participating in other civic or educational activities which will foster and encourage these purposes without limit.

ARTICLE III - MEMBERSHIP.

Section 1: Membership Qualifications and Classifications

Membership in the WESTCHESTER PHOTOGRAPHIC SOCIETY, INC. shall be open to anyone interested in photography. All members in good standing (see Article III - Section 10) shall be entitled to participate in all the Society's activities. The following classes of membership are established:

- a. **INDIVIDUAL.** Any person not qualifying for another membership class.
- b. **FAMILY.** One or two adults and any children under the age of 18 in one household.
- c. **LIFE MEMBER.** Conferred by a two-thirds vote of the total membership of the Board of Directors on persons who have provided devoted service to the Society for a period in excess of five years. Life Members are exempt from the payment of dues in perpetuity. The number of active Life Members shall not exceed ten.

Section 2: Annual Membership Meeting.

- a. **PURPOSE.** The purpose of the Annual Membership Meeting is to elect a Board of Directors, present reports from the Society's Officers and Committees and to conduct any other business that the Board wishes to present.
- b. **TIME AND DATE OF THE ANNUAL MEMBERSHIP MEETING.** The Annual Membership Meeting of the Corporation shall be held in April on a day to be determined by the Board. If unforeseen circumstances would prevent a meeting on the scheduled date, the Board of Directors shall set a new date

for the Annual Membership Meeting. The new date shall be not more than four weeks from the originally scheduled date.

- c. **NOTICE AND RECORD DATE OF THE ANNUAL MEMBERSHIP MEETING.** Not more than six weeks nor less than four weeks prior to date of the Annual Membership Meeting, the Corporate Secretary shall notify all members in good standing of the date, time, place and purpose of the Annual Membership Meeting, in the manner specified in ARTICLE III, Section 9 of these By-Laws. The record date for determining the members in good standing who shall be entitled to vote at the Annual Membership Meeting shall be one day and six weeks before such meeting.
- d. **QUORUM REQUIRED.** There must be a quorum present at any Annual Membership Meeting or Special Membership Meeting to conduct the business of the SOCIETY. A quorum shall be not less than twenty-five per cent (25%) of the total of members in good standing. The Corporate Secretary shall determine if a quorum is present by calling the membership roll at the beginning of the meeting. A majority of members in good standing who are present may adjourn an Annual Membership Meeting or a Special Membership Meeting for not more than four weeks from the date originally scheduled for the meeting. The Corporate Secretary shall give notice of the date of the rescheduled meeting, to all members in good standing as specified in ARTICLE III, Section 9.
- e. **MEMBERSHIP ROLL.** The Corporate Secretary shall maintain a membership roll of the names and addresses of all members. Prior to any Annual Membership Meeting or any Special Membership Meeting, any member in good standing may request a membership roll showing the list of members in good standing as of the record date. The request must be in writing and given to the Corporate Secretary at least fourteen days prior to the date set for the meeting. Within seven days after receiving such a request, the Corporate Secretary shall furnish the requesting member with a membership roll showing the list of members as of the record date.

Section 3: Regular Meetings of the Society.

Regular meetings of the SOCIETY shall be held in manner or place as the Board of Directors shall determine.

Section 4: Special Membership Meetings.

Whenever these By-Laws require the membership to ratify an action taken by the Board of Directors, a Special Membership Meeting shall be called by the Board of Directors. This meeting shall be set for a date not more than forty-five (45) days after the action requiring ratification was taken.

Special Membership Meetings of the SOCIETY may be called by the Directors or at the written request of not less than ten per cent (10%) of the members in good standing. Such a request from the membership must be in writing, signed by all the members requesting the meeting and delivered to any Director. The request shall state the purpose, date, time and place of the meeting.

The Corporate Secretary shall give notice of any Special Membership Meeting, as specified in ARTICLE III, Section 9, to all members in good standing at least ten days but not more than thirty days before the scheduled date of the meeting. The notice shall clearly state that a Special Membership Meeting is being called, its purpose, time, date and place.

Section 5: Action by the Members Without a Meeting.

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken. To carry out any such action, it shall require not less than twenty-five per cent (25%) of total members in good standing on the record date responding, and the affirmative consent of two-thirds of the respondents.

Section 6: Fixing the Record Date for Special Membership Meetings or to Express Consent.

The Board of Directors shall fix a date, as the record date for the purpose of determining the members in good standing, who are entitled to notice of, or to vote at, any Special Membership Meeting or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of any other action. Such date shall not be more than six weeks and one day nor less than four weeks prior to any such meeting or action. To be in good standing on the record date, a member shall have met the requirements set forth in these By-Laws.

Section 7. Order of Business.

The order of business at the Annual **Membership** Meeting and all Board of Directors meetings shall be as follows:

1. Roll Call of Members or Directors in good standing.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Good and Welfare.
8. Adjournment.

Section 8: Membership Dues.

On or before August 1, the Board of Directors shall set the annual dues for each class of membership.

Section 9: Notices.

The Corporate Secretary shall cause to be published in the SOCIETY'S Newsletter or on the SOCIETY'S website and email to the members as listed on the Corporate Secretary's roll, all notices required by these By-Laws.

Section 10: Members in Good Standing.

A member in good standing shall be any member who has paid his or her membership dues.

Section 11: Rules for Meetings.

All Annual and Special Membership Meetings of the WESTCHESTER PHOTOGRAPHIC SOCIETY, INC. shall be conducted in accordance with these By-Laws and the current edition of "Robert's Rules of Order Newly Revised". In cases of conflict, these By-Laws shall prevail.

ARTICLE IV - DIRECTORS.**Section 1: Management of the SOCIETY.**

The Not-for-Profit Corporation shall be managed by a Board of Directors which shall consist of no less than nine Directors. Each Director shall be at least twenty-one years of age and shall have been a member of the SOCIETY in good standing for at least Twelve Months prior to the date of his or her election. It shall be the duty of the Board of Directors to set policy and program and to direct the Officers of the SOCIETY.

Section 2: Election and Term of Directors.

At each Annual Membership Meeting, the membership shall elect all of the members of the Board of Directors. When there are only enough nominees to fill the current Board positions, the election can be by acclamation.

Each Director shall hold office until:

- a. the expiration of the term for which he or she was elected and until his or her successor has been elected and shall have qualified; or until
- b. his or her prior resignation or removal.

Section 3: Increase or Decrease in the Number of Directors.

The number of Directors may be increased or decreased by vote of the members or by a vote of the majority of all the Directors. To be effective, such action by the Board of Directors shall be presented for ratification by the membership at a Special Membership Meeting as required in ARTICLE III, Section 4 of these By-Laws. No decrease in the number of Directors shall shorten the term of any incumbent Director.

Section 4: Vacancies and Newly Created Directorships.

Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason except removal without cause, may be filled by a vote of a majority of the Directors then in office. Vacancies occurring by reason of the removal of Directors without cause shall be filled by vote of the members. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his or her predecessor.

Section 5: Removal of Directors.

Any or all of the Directors may be removed for cause by vote of the members or by action of the Board. To be effective, such action by the Board must be ratified by vote of the membership at a Special Membership Meeting as required in ARTICLE III, Section 4 of these By-Laws. Directors may be removed without cause only by vote of the membership.

Section 6: Resignation.

A Director may resign at any time by giving notice to the Board of Directors or the Corporate Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of the notice by the Board or the Corporate Secretary. The acceptance of the resignation shall not be necessary to make it effective.

Section 7: Quorum of Directors.

A majority of the entire Board of Directors shall constitute a quorum for the transaction of business, unless otherwise specified in the Certificate of Incorporation.

Section 8: Action of the Board.

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the action of the Board. Each Director present shall have one vote.

Section 9: Place and Time of Board Meetings.

Except for the Annual Meeting of the Board of Directors, the Board may hold its meetings at any time, place or manner it may determine.

Section 10: Annual Meeting of the Board of Directors.

The Annual Meeting of the Board of Directors shall be held immediately following the Annual Membership Meeting. At this Meeting, the Corporate Officers and standing committees shall be elected, or appointed by consensus of the Board of Directors, and the dates and times for all of the Regular Meetings of the Board shall be established.

Section 11: Notice of Meetings of the Board, Adjournment.

Regular meetings of the Board may be held at such times and places as it shall determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by any Director. Any Director who wants to call a Special meeting of the board shall notify the Corporate Secretary in writing, stating the purpose of the meeting and the business to be transacted. This shall be the only item of business which may properly come before the meeting. The Corporate Secretary shall deliver notice of such special meeting by hand, phone, email or electronic text, to each Director, not less than three nor more than ten days prior to the date set for such special meeting.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to Directors by the Corporate Secretary.

Section 12: Chairperson of the Board.

At the Annual Meeting of the Board of Directors, the Board shall elect a Chairperson from among its members. The functions of the Chairperson of the Board shall be to prepare the Agenda and Preside at the meetings of the Board of Directors. In the absence of the Chairperson of the Board, another Director shall be chosen by the Board to preside as Chairperson pro tem.

Section 13: Committees.

The Board of Directors, by resolution adopted by a majority of the entire Board shall create and define the membership and responsibilities of such Committees as it deems necessary to assist it in the conduct of the business and activities of the SOCIETY. These Committees shall serve at the pleasure of the Board.

Section 14: Project Approval.

No Member, Officer or Director may commit the SOCIETY to any activity or project without prior approval by a majority vote of the Board of Directors.

Section 15: Election Procedure for Directors.

At or before the January meeting of the Board of Directors, the Board shall appoint a Nominating Committee of at least three members in good standing, only one of whom may be an incumbent Director. This Committee shall solicit and accept nominations to the Board of Directors from the SOCIETY'S membership and the existing Board by general announcement at four consecutive regular meetings, ending on the First meeting in March. Nominations shall close after the regular meeting on the Second meeting in March. No nominations from the floor will be accepted at the Annual Membership Meeting.

Candidates for Director shall be proposed only as individuals. The Nominating Committee shall present a list of candidates identified after the close of the nominations period. This list of candidates shall be read at the two regular meetings of the SOCIETY immediately preceding the election and shall be published in the April issue of the SOCIETY'S letter. Data on each candidate's service and qualifications shall appear in the Newsletter, within the space limitations established annually by the Board. Elections, including those conducted virtually, shall be carried out in accordance with these Bylaws and the New York Not-for-Profit Corporation Law.

ARTICLE V - OFFICERS.

Section 1: Officers, Election, Term.

The Board shall elect or appoint a President and one Executive Vice-President from among its members. The Board shall appoint the following Officers: one or more Vice-Presidents, a Corporate Secretary and a Treasurer, and such other Officers as it may determine. The Officers shall have such duties, powers and responsibilities as hereinafter provided. All Officers shall be elected to hold office for one year until the next Annual Meeting of the Board of Directors.

Section 2: Removal, Resignation, Compensation.

Any Officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of the death, resignation or removal of an Officer, except the President, the Board in its discretion may elect or appoint a successor to fill the unexpired term. The Executive Vice President shall automatically become President in the event of the latter's death, resignation or removal. Any two or more offices may be held by the same person except the office of President.

The Directors and Officers of the SOCIETY shall serve without compensation.

Section 3: President.

The President is the Chief Executive Officer of the SOCIETY. The President shall preside at all meetings of the SOCIETY. The President shall manage the affairs of the SOCIETY and shall see that all policies and programs of the Board are carried into effect.

Section 4: Executive Vice-President and Vice-Presidents.

During the absence or disability of the President, the Executive Vice-President, , shall have all the powers and responsibilities of the President.

Each Vice-President shall have such other powers and responsibilities as the Board shall prescribe.

Section 5: Treasurer.

The Treasurer shall have the care and custody of all the funds of the SOCIETY, and shall deposit said funds in the name of the SOCIETY in such bank as the Board of Directors may elect; sign and execute all contracts, which involve financial obligations, in the name of the SOCIETY when countersigned by the President; he or she also shall sign all checks, drafts, notes. He or she shall at all reasonable times exhibit the books and accounts of the SOCIETY to an Auditing Committee appointed by the Board. The Treasurer shall render a statement of the financial condition of the SOCIETY at all regular meetings of the Board of Directors and the Annual Membership Meeting.

Section 6: Corporate Secretary.

The Corporate Secretary shall keep the minutes of all the meetings of the Board of Directors and the Membership Meetings. The Corporate Secretary shall have custody of the Corporate Seal of the SOCIETY and shall affix and attest the same when duly authorized by the Board of Directors. He or she shall attend to the giving and serving of all notices of the SOCIETY and shall have charge of such books and papers as the Board of Directors may direct; he or she shall attend to such correspondence as may be assigned and perform all duties incidental to the Office of Corporate Secretary. The Corporate Secretary shall keep a roster of names, contact information and membership data of all members of the SOCIETY. He or she shall maintain a By-Laws Action Calendar in order to inform the Board of Directors of deadlines mandated by these By-Laws.

ARTICLE VI - CONSTRUCTION.

If there be any conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE VII - AMENDMENTS.

These By-Laws may be adopted, amended or repealed by a two-thirds vote, of the members present and voting, at the time they are entitled to vote in the election of Directors. By-Laws may also be adopted, amended or repealed by a two-third vote of the Board of Directors, but to be effective, any By-Law adopted, amended or repealed by the Board of Directors shall be subject to ratification by the members.

If any By-Law regulating an impending election of Directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of Directors, the By-Law so adopted, amended or repealed, together with a concise statement of the changes made.

- For a list of past amendments see Appendix "A"