

FOUNTAIN HILLS PHOTOGRAPHY CLUB

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

ARTICLE I

The name of the organization shall be the Fountain Hills Photography Club (hereinafter referred to as the "Club").

ARTICLE II

The principal place of business shall be the residence of the Club's President. The business address shall be P. O. Box 15877, Fountain Hills, AZ 85269.

Article III

The purposes for which this Club is organized are the following:

- A. to provide a place for individuals with an interest in photography to gather, discuss, and educate each other on photographic subjects
- B. to provide activities which will include membership meetings, social activities, exhibits, and sponsorship of trips to various locations in order to photograph interesting subjects

Article IV

This Club shall operate for the exclusive benefit of the tax exempt purpose hereinbefore described. Further, no part of its income or assets shall be distributed to or inure to its members, directors, or officers; however, it may make reimbursement to its members, directors, or officers for expenses incurred in attending to their authorized duties.

Article V

This Club shall have members. Membership qualifications, election, and terms of admission, fees, admissions, dues, expulsion and suspension of members, and the contracting, securing, paying, and limiting the amount of organizational indebtedness shall be provided in the Club By-Laws.

Article VI

The period of duration of the organization shall be perpetual.

Article VII

- A. The affairs of the Club are to be conducted by the Board of Directors. The number of directors shall not be less than four, and the maximum number of directors, the manner of their election, and the length of term in office shall be as set forth in the Club By-Laws.
- B. The Annual Business Meeting of the Club shall be held in December.

Article VIII—LIMITATION ON DIRECTORS' LIABILITY

The personal liability of directors to the Club for monetary damage for any action or failure to take action as a director is eliminated except for any of the following:

- A. The amount of a financial benefit received by a director to which the director is not entitled.
- B. An intentional infliction of harm on the Club or the members.
- C. An intentional violation of criminal law.

Article IX

Amendments to the Articles of Organization shall be made in the following manner:

- (1) The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote of the membership.
- (2) Amendments shall be approved by the affirmative vote of members representing a majority of the total votes in the Club or two-thirds (2/3) of those voting on the matter, whichever is less.

Article X

The power to amend the Club By-Laws shall be vested in the members and the procedure for amendment shall be provided in the Club By-Laws.

Article XI

Dissolution of the Club may be affected only by an affirmative vote of the majority of the membership.

FOUNTAIN HILLS PHOTOGRAPHY CLUB BY-LAWS

REDLINED EDITED VERSION OF CLUB BY-LAWS TO REPLACE OLD CURRENT VERSION

*Fountain Hills Photography Club is an
Arizona Non-profit organization
hereinafter referred to as the "Club"*

ARTICLE 1 - OBJECTIVE

The intent of the By-Laws is to provide the Club with an operating document that sets limits, but does not try to pre-ordain the actions and decisions of the Officers or the Club or its membership. The Articles of Organization will be considered senior and superior to these By-Laws and may be amended as the membership as a whole sees fit. The Fountain Hills Photography Club is organized as an exempt organization under IRS Sec. 501(C) (7). All tax-exempt forms will be filed with the Internal Revenue Service as applicable.

ARTICLE II – MEMBERSHIP

SECTION 1 – REQUIREMENTS

Shared Interests - All people, regardless of race, color or creed, who own a camera of their choice, exhibit a passion for photography, a willingness to participate in club activities, and a willingness to share their knowledge of photography with other members of the club, shall be considered for ~~Regular~~ membership with the provisions as outlined below.

Age - All ~~Regular~~ members must have reached the age of 18 or, if younger than 18, may be approved for membership with a simple majority vote of ~~Regular~~ members present.

SECTION 2 - CLASSES OF MEMBERSHIP

Regular Member - any member who meets the requirements set forth in Article II, Section 1, and is not 90 days in arrears of dues or any other monetary obligation to the Club.

Partner - the spouse or domestic partner of ~~the~~ any Regular Member, at the same address, who is in good standing with the Club and is not 90 days in arrears of dues or any other monetary obligation to the Club, is qualified for Regular Membership.

Dependent - The child of any Regular Member who is between the ages of 16 and 18 years of age, or between the ages of 16 and 25 and also a full-time student whose principal place of residence (not school residence) is the same as the Regular Member, shall become a member upon payment of membership dues equal to those of Partner membership. They shall be entitled to all rights and privileges of Regular Membership.

For purposes of these By-Laws individuals in all the above membership classifications shall be referred to as "members."

~~**Associate Member**—Anyone who does not meet the requirements of Regular Membership can become an Associate Member. Associate Members must have a sponsor who is a Regular Member.~~

~~**Honorary Member**—Anyone recommended for honorary membership must be approved by the Officers of the Club and announced at the next General Membership Meeting. Honorary Membership will automatically terminate if the circumstance for granting Honorary Membership ceases.~~

SECTION 3 – OBLIGATIONS

All members shall be responsible for accepting and performing their full share of the obligations imposed upon the members by the activities of the Club, including the obligation to pay when due, any dues or fees established or assessed as provided herein.

Any ~~Regular~~ member not fulfilling the above requirements can be recommended by the Membership or its Officers for a change of membership status.

Members are obligated to safeguard the membership mailing list and use it only for Club related purposes. Members shall NOT use any form of media including, but not limited to, Internet e-mail, direct mail, etc. to solicit business from members for any reason. The membership list shall not be made available to any person who is not a member of the Club, nor, to any other organization without the express permission of the membership as a whole. The Club may maintain and make available a business card directory for members to inform others of their business.

SECTION 4 – PRIVILEGES

~~Regular~~ Members shall be entitled to all privileges of membership, including the right to hold office, to vote and to participate fully in all activities of the Club.

~~Associate and Honorary members shall similarly be entitled to all privileges of membership except that they may not hold, be elected or appointed to, any office of this Club and may not vote at any time on any matter brought before the Club for action of the members.~~

SECTION 5 - RESIGNATION FROM MEMBERSHIP

Any member may resign at any time from the Club by directing a letter of resignation to any Officer. The member's resignation shall become effective upon receipt of the letter of resignation. The letter of resignation may be electronic. The member has the obligation to return all properties (real, personal, or intellectual) to any Officer at the time of resignation and to fulfill all outstanding financial obligations. The Club is not obligated to refund any balance of Club dues.

SECTION 6 - MEMBER SANCTIONS

Any member may be subject to sanctions for violation(s) of any By-Law or rule of the Club or for, in the judgment of Officers of the club, ~~based upon~~ conduct inconsistent and/or prejudicial to the best interest of the club. Sanctions shall be ordered by a 2/3 vote of the Membership for any member it deems to be culpable of such violation or conduct. The Board of Directors, in their judgment, may impose private or public reprimands, suspension, or expulsion upon the member based upon the facts and circumstances presented.

SECTION 7 – RESTRICTIONS ON MEMBERS REGARDING PRESENTATION, DISPLAY OR PRODUCTION OF CERTAIN TYPES OR CLASSIFICATIONS OF PHOTOGRAPHY

The Club, organized and founded with the intention of being family-oriented and open to people of high school age and older, includes herewith the provision that certain subjects and photography, be it in the form of prints, digital images, negatives, slides, video or in any other format whatsoever, hereinafter referred to as “work,” shall be prohibited from presentation, display or production by any Member or guest in a Club meeting or Club-sanctioned outing or workshop, on the Club website, in the Fountain Hills Community Center or in any Club-sponsored public exhibition, namely:

- Any work in which is visible a nude or semi-nude subject, real or implied, regardless of layout or depiction, including within the work the use of shadows, opaque screens, artwork, computer modeling, etc.
- No differentiation nor distinction shall be made as to whether said work showing or depicting nudity, real or implied, was staged or modeled, or was photographed in a public place such as a beach, a park, on the street or the like.

- Any work showing or depicting violence, blood or an illegal act, staged or otherwise, unless such graphic was previously deemed “newsworthy” and appeared or was published in a public medium such as a daily circulation newspaper, on network television, etc.

Any Officer may summarily and without recourse make the determination of whether or not any work presented or brought forth for display by any Member or guest is subject to any of these Restrictions and may demand its immediate removal or prevent its display.

Any Member may bring to an Officer’s attention their belief that a work violates Section 7.

Any Member determined by an Officer to have violated any restriction in this Section, knowingly or otherwise, is subject to expulsion from the Club and said Member shall have no recourse regarding this decision whatsoever. Expulsion shall require an affirmative vote by a simple majority of Members present at the time of the violation, or present at the next regularly scheduled Club meeting.

The Club By-Laws shall be made available to everyone intent on joining the Club so they are aware of these restrictions as a condition of Membership prior to the Club’s acceptance of their dues, and they must indicate by their signature that they have read, understand and will comply.

This Section shall not be construed as censorship of any kind. Members or prospective members who desire to exhibit images of the type restricted herein are encouraged to seek other venues that are available to them.

ARTICLE III - OFFICERS AND DIRECTORS

SECTION 1 - BOARD OF DIRECTORS

The Board of Directors of the Club shall be comprised of the elected officers of the Club which include the President, Vice President, Secretary, and Treasurer, and other such officers as may be elected by the **Regular** members at an Annual or the deferred Annual Business Meeting.

SECTION 2 - HOLD HARMLESS & INDEMNIFICATION CLAUSE

The Fountain Hills Photography Club shall hold harmless and indemnify the Officers and committee chairmen for any actions, malfeasance, or nonfeasance as long as the action or inaction is not willful or negligent.

SECTION 3 – OFFICERS

The elected officers of the Club shall be a President, Vice President, Secretary, and Treasurer and other such officers as may be elected by the **Regular** members at the Annual or deferred Annual Business Meeting. No person shall hold more than one such elective office concurrently. In addition, the Officers of the Club may, from time to time, appoint such additional or assistant officers, as it may deem appropriate, provided that no such appointed officer shall be appointed to a concurrent position. Each elected or appointed officer shall serve a term of one year. Any officer may be elected or appointed to the same or different office for consecutive terms.

Officers shall take office on January 1, or another specified date in the event the Annual Business Meeting is deferred, for the term of January 1 through December 31. Another term (other than the calendar year term) may be established by the Officers ~~or~~ and membership with a 2/3 vote of the **Regular** members present at a meeting called to consider another term period.

SECTION 4 – FORMAL COMMITTEES

Nominating Committee - In October, the Board of Directors shall appoint a Nominating Committee consisting of five or more **Regular** members including the Vice President of the Club

who shall serve as chairperson. The Nominating Committee shall select candidates for nomination for the offices. ~~Only Regular~~ All members are eligible for nomination or election to office. The nominations of the Nominating Committee shall be announced at the General Membership Meeting one month prior to the Annual Business Meeting. A member of the Nominating Committee shall be eligible for nomination and election or appointment to office.

The elections will take place at the December General Membership Meeting, which is the Annual Business Meeting. The Nominating Committee may add a nomination to the ballot at any time prior to the date for requesting an absentee ballot.

By-Laws Committee - The Officers of the Club shall organize a By-Laws revision committee when deemed necessary.

SECTION 5 -ELECTIONS

Election Procedures - The officers of the Club shall be elected at the Annual Business Meeting in ~~January.~~ December. Voting shall be by a show of hands unless a secret ballot is requested by a majority of those members present at the meeting. ~~secret written ballot.~~ Election requires a simple majority vote of the combination of those ~~Regular~~ members present and any absentee ballots. There will be no proxy voting.

Absentee Voting - An absentee ballot may be requested by any qualified voting member at least three (3) weeks prior to the election. Upon receipt of said request, the Vice President shall cause an absentee ballot to be provided to the requesting member at least fourteen (14) days prior to the election.

Qualified Voters – ~~A qualified voter is a Regular~~ Qualified voters are all members at the time of the election. ~~whose dues are not more than 90 days in arrears at the time. for the upcoming~~

~~year's term of office whose dues are paid by the close of the General Membership Meeting prior to the Annual Business Meeting.~~

Qualified Candidates - Qualified candidates are ~~Regular~~ all members at the time of the nomination. ~~for the upcoming year's term of office whose dues are paid by the close of the November General Membership Meeting prior to the Annual Business Meeting.~~

SECTION 6 – RESIGNATION

Resignation Procedures - Any appointed or elected officer, a chairperson of a Club committee, may resign from office at any time by giving written notice thereof to the Board of Directors. Such resignation shall be effective upon receipt by the Board of Directors if the date of resignation is not stipulated in the notice. The letter of resignation may be electronic. The officer has the obligation to return all Club properties (real, personal, or intellectual) to a Board member at the time of resignation and to fulfill all outstanding financial obligations.

Resignation in Absentia -Any appointed or elected officer of the Club who has missed three consecutive regularly scheduled meetings may be deemed to have resigned in absentia by the membership. An affected Officer may not vote on the resignation. The Board will formally notify the affected Officer. The notification may be electronic or via regular postal mail. The affected officer has the obligation to return all Club properties (real, personal, or intellectual) to an Officer in good standing at the time of resignation and to fulfill all outstanding financial obligations.

SECTION 7 – VACANCIES

The President shall designate a member to fill any vacancy resulting from the resignation, death, or incapacity of any elected or appointed officer of the Club who is unable to perform properly the duties of the office as determined by the majority of the membership. ~~Shall designate a~~

~~Regular Member to fill such vacancy~~ Should the Presidency become vacant for any of the foregoing reasons, or otherwise, the Vice President shall assume the Presidency.

SECTION 8 - POWERS AND DUTIES

All officers are obligated to encourage member participation in all photography activities and encourage use of their cameras at those activities by setting a personal example.

At the conclusion of an officer's term of office, said officer shall forward all files, supplies, and equipment of said office to the newly elected officer of the same position.

The elected officers shall have the following powers and duties, in addition to all others prescribed by these By-Laws and as may be determined from time-to-time by the full membership with a simple majority vote.

President - The President shall act as Chief Executive Officer of the Club, shall sign all official documents of the Club, and shall preside over all meetings of the membership and of the Board of Directors. The President may call special meetings of the membership. The President shall have the power to create and dissolve various committees and appoint committee chairpersons as deemed necessary. The President is considered a member ex-officio of any and all committees and/or subcommittees.

Vice President - The Vice President shall perform the duties of the President in the event of an absence or inability for any reason to perform the duties of office by the President as may be determined by the President or the Officers of the Club. The Vice President shall automatically assume the office of the President for the remainder of the term if necessary. The Vice President is considered a member ex-officio of any and all committees and/or sub-committees.

- **Elections** - The Vice President shall organize and preside over all election procedures.

- **Activities Coordinator** - The Vice President shall coordinate and oversee the progress of the Club's social and ~~competition~~ event committees. The Vice President shall be responsible for ~~appraising~~ informing the membership of upcoming Club and other events at the regular business meetings and through other media.

Secretary -The Secretary shall keep, or cause to be kept, minutes of all meetings of the membership and that of its Officers. The Secretary shall have custody of, and be required to safeguard, all of the records of the ~~Association~~ Club. In the absence of the Secretary, an Acting Secretary will be designated by the presiding officer.

- **Elections** - The Secretary will assist the Vice President in administering the election process.

Treasurer - The Treasurer, subject to such conditions and restrictions as may be established by the Club's officers, shall:

1. Have custody of all monies, and evidences of debts, and obligations of the Club;
2. Receive all monies of the Club and deposit the same to the Club account in a bank or other depository designated by the Treasurer with the consent of the Board of Directors;
3. Maintain correct and adequate accounts of the transactions and finances of the Club;
4. Be responsible for the payment of all Club debts and obligations;
5. Ensure that all checks, drafts, notes, and other orders for the payment of money are signed in the name of the Club by the Treasurer or President.
6. Report on the financial status of the Club at any meeting when requested by ~~of~~ the membership or its Officers.
7. File Federal Tax Form 990-N.

8. No obligation, debt or other liability shall be incurred on behalf of the Club by the Treasurer without prior approval of the Board of Directors, or a majority of the membership of the Club, or as authorized in Article 4, Section 8.

Secretary or Membership Director - The Membership Director shall keep the status and records of all prospective and actual ~~Regular~~ members. ~~Associates, and Honorary Members, and Reciprocal Members and report same at each meeting of the General Membership.~~ All activities and communications with prospective members and all activities relative to recruiting of prospective members are the responsibility of the Secretary or Membership Director or other designate. All prospective members shall receive copies of notices, flyers, etc., relative to upcoming Club events. The Membership Director is expected to welcome new members into the Club and is responsible for introduction of all new members at all meetings. The Secretary/Membership Director will also develop and maintain the membership database and listing, including mailing labels, in a format approved by the Officers of the Club and make every effort to protect the confidentiality of the information. The primary purpose of the database is for convenience and accuracy in communicating Club business and activities to all members.

ARTICLE IV - CONDUCT OF THE CLUB

SECTION 1 - ACTIVITIES

Any chairperson for a Club activity (competition events, social gatherings, planned trips and other events) will coordinate the event date with the Vice President. The Chairperson will keep the Vice President informed of any planning, promotion, or special problems as appropriate.

SECTION 2 - COMMITTEES

The President may, from time-to-time, create and/or dissolve committees, and appoint members thereto, as the President deems necessary.

Committees will be given full authority to plan and conduct the applicable event or activity, as approved by a simple majority of the Officers of the Club. Committees include, but are not limited to, Photography Shows, Product and/or Technical Seminars and special events, and outings.

SECTION 3 - MEMBERSHIP DUES

Dues for all classes of membership shall be determined by a majority vote of the ~~Regular~~ membership at a General Membership Meeting in the matter of amount, term, and due date.

Membership dues will not be refundable except as determined by the Officers of the Club. The

Treasurer has the discretion to allow an extended due date for any member's dues or fees ~~special payment schedule for any dues or fees for any other member who makes arrangements prior to the due date~~ provided such extension shall not in excess of to exceed 90 days. ~~total extension.~~ Individuals joining the Club after August 31st shall not be subject to dues until January 1 of the following year.

SECTION 4 - ACTIVITY FEES

An event chairperson, with the approval of a majority vote of the Officers of the Club, may establish special activity or registration fees for Club members and non-members as may be appropriate.

For special and/or large events such as the annual Photography Show, and etc., such fees must be approved by the Officers of the Club and should be remitted to the Treasurer.

SECTION 5 - QUORUMS

At all business meetings of the membership of the Club, a quorum shall consist of the ~~Regular~~ members present at the membership meeting. At all meetings of the Officers of the Club, a quorum shall consist of a simple majority.

SECTION 6 - ACTIONS OF THE CLUB AND THE OFFICERS OF THE CLUB

Except as otherwise provided in these Articles or these By-Laws, all actions of the Club shall be taken upon a majority vote of the quorum. Voting by proxy or absentee ballot shall not be permitted except as provided in these By-Laws.

SECTION 7 - INFORMALITIES AND IRREGULARITIES

All informalities or irregularities in any call or notice of a meeting, or with regard to quorums, voting or similar matters, will be deemed waived if no objection is made by the next General Membership Meeting.

SECTION 8 - FINANCIAL CONDUCT AND BUDGETS

All members shall act in a prudent manner to protect the assets of the Club.

The Officers of the Club, by a simple majority, may form a budget committee. This committee will have the powers and/or authority bestowed. The Officers may at any time require a budget for any special event or social activity, at a date specified by Officers of the Club prior to such event.

The Officers of the Club have the authority to approve any and all prospective and retrospective purchase requests not to exceed \$800 per unit. The amount set herein may be revised by a majority vote of the membership at a General Membership Meeting. Purchases exceeding \$800

~~Purchases exceeding the amount specified in Section 8D~~ must be approved by a majority of the ~~Regular~~ members present at ~~the a~~ General Membership Meeting. Exceptions to this requirement include those expenses related to a special event.

The Officers of the Club may at any time require financial reports including, but not limited to, income statements and balance sheets. ~~time series analysis (comparisons to prior year or previous events), or cost accounting analyses.~~

The Officers of the Club shall make the financial reports available to ~~Regular~~ members upon request.

The Officers of the Club may, at any time, call for an audit of any/or all financial records of the Club. The form and manner of the audit shall be at the sole discretion of the Officers of the Club.

Officers and Committee Chairpersons shall not be paid a salary or other remuneration. They may, however, be repaid for out-of-pocket expenses related to Club duties or projects ~~so long as those expenses are included in a budget that has previously been approved by the membership.~~ An accounting of said expenses, including all necessary receipts, shall be provided to the Treasurer.

SECTION 9 – MEETINGS

All meetings and deliberations of this Club shall be open to all ~~Regular~~ members.

Action can only be taken on Club policy, procedure, event, property and/or budget matters at regularly scheduled membership meeting unless another venue is approved by the membership.

Notice of the time, date, place, and tentative agenda of regularly scheduled open meetings shall be posted on the Club website. ~~and published in a monthly calendar~~ If feasible, e-mail meeting and event reminders may also be sent in advance.

Notice of any special or non-regularly scheduled meetings shall be sent electronically or by regular post to all Club members stating the time, place, and purpose of the meeting a minimum of seven days in advance of said meeting.

Minutes of all meetings shall be kept, including a record of any votes taken, and shall be open to inspection by **Regular** members. The Club Secretary shall be responsible for keeping these minutes and records. Committees and the chairperson of any special meeting shall file their minutes with the Club Secretary in a timely manner.

All records of the Club shall be open to **Regular** members.

General Membership Meetings will be held monthly unless specified otherwise by the Board of Directors or changed by membership vote.

The Annual Business Meeting will be held the last month of the Club's fiscal year, held concurrently with the General Membership Meeting.

ARTICLE V - AMENDMENTS

SECTION 1 - AMENDMENT APPROVAL PROCEDURE

These By-Laws may be amended, supplemented, repealed, temporarily or permanently suspended, in whole or in part, or new By-Laws may be adopted, by a proposal adopted by a majority vote of the Officers of the Club, and then by a subsequent majority vote of the **Regular** members at a General Membership Meeting or a special business meeting called for this purpose. The Regular Membership must be notified in a timely manner.

SECTION 2 - PROPOSED BY-LAW CHANGES

By-Law changes in Article V, Section 1, will be proposed as follows:

- A majority of the Officers of the Club, or
- A written proposal for such a change signed by one-fifth of the ~~Regular~~ members submitted to the Officers of the Club; or
- A proposal submitted to Officers of the Club by a formal By-Laws Committee.

ARTICLE VI - OTHER MATTERS

SECTION 1 – PHOTO CLUB SEAL

The Club may have a Club Seal.

SECTION 2 - FISCAL YEAR

The fiscal year of the Club shall be from January 1st through December 31st of each year, unless amended.