

**BYLAWS  
of  
LOUISIANA PHOTOGRAPHIC SOCIETY, INC**

**ARTICLE I: NAME**

The name of the Organization shall be Louisiana Photographic Society, Inc. (hereafter referred to as the “Organization” or “LPS” or Corporation or Club).

**ARTICLE II: PURPOSE**

The activities of LPS shall be in support of the purposes of the Organization as set forth in the Articles of Incorporation.

**ARTICLE III: MEMBERSHIP**

**SECTION 1: Membership**

Membership shall be open to any person interested in photography. Membership in the Corporation shall be evidenced by enrollment of the member’s name on the Corporation’s roll of members. Membership is obtained by submitting an application for membership and that year’s membership dues to the Corporation and having that applicant’s name added to the Corporation’s roll for that year.

**SECTION 2: Family Membership**

An immediate family member may join at a reduced fee, which fee shall be determined by a majority vote of the membership in attendance at a scheduled meeting. This reduced fee shall not apply to a family member of an individual who is awarded a complimentary membership.

**SECTION 3: Complimentary Membership**

Complimentary one-year memberships may be awarded to speakers, as authorized by the President or Vice President.

#### SECTION 4: Suspension and Expulsion from the Benefits of Membership

1. Individual members can file charges against a fellow member for alleged misconduct prejudicial to the best interests of LPS.
2. Written charges with specifications must be filed in duplicate with the Secretary.
3. The Secretary shall promptly send a copy of the charges to each member of the Board of Directors, or present them at a meeting of at least a quorum of the Board of Directors.
4. At least a quorum of the Board of Directors shall first consider whether the charges, if proven, might constitute conduct prejudicial to the best interests of LPS.
  - a. If at least a quorum of the Board of Directors considers that the charges do not allege conduct prejudicial to the best interests of LPS, the Board of Directors may refuse to entertain jurisdiction.
5. If at least a quorum of the Board of Directors entertains jurisdiction of the charges, it shall fix a date and time for a hearing by at least a quorum of the Board of Directors not less than three weeks nor more than six weeks thereafter.
6. The Secretary shall promptly send one copy of the charges and the specifications to the accused member by registered mail, together with a notice of the date and time of the hearing, and with an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.
7. At least a quorum of the Board of Directors shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard.
8. Should the charges be sustained after the Section 4 (5) hearing of all the evidence and testimony presented by complainant and defendant, the at least a quorum of the Board of Directors may by a majority vote of those present suspend the defendant from all privileges and benefits of LPS for not more than one year from the date of the hearing.
  - a. If the voting Board of Directors deems that punishment by suspension is insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing club meeting which considers the Board of Directors' recommendation of expulsion.
9. Immediately after the Board of Directors has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board of Directors' decision and penalty, if any.
10. Expulsion of a member may be accomplished only at a meeting of the club membership following a Board of Directors' hearing and upon the Board of Directors' recommendation of expulsion.
11. Such proceedings may occur at a regular or special meeting of the club membership, to be held within sixty days but not earlier than thirty days after the date of the Board of Directors' recommendation of expulsion.

12. The defendant shall have the right to appear in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board of Directors' recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes.
13. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds vote of the membership at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board of Directors' suspension shall stand.

#### SECTION 5: Voting

A quorum of the membership shall consist of 20% of LPS members in good standing. A quorum must be present to conduct business. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a date and time certain. Each member shall be entitled to one vote on all business matters requiring a vote of the membership. A simple majority shall be sufficient to approve any item of business, unless otherwise specified in these Bylaws or in the Articles of Incorporation of LPS. Each member shall have one vote and may not vote by proxy.

#### SECTION 6: Meetings

Membership meetings January through November shall be held on the third Thursday of each month, at 7:00 p.m., at a location recommended by the Board of Directors and approved by the membership, and shall include a program and a competition. The December meeting shall consist of a holiday party and shall be held at a time and location recommended by the Board of Directors. Any changes in meeting times or locations shall be recommended by the Board of Directors and approved by the membership and announced in the newsletter.

#### SECTION 7: Dues

Dues shall be determined by a majority vote of the membership in attendance. Dues shall be paid in advance for the calendar year beginning January 1st and ending December 31st. Individuals may join at any time by paying the full membership dues. A new member joining October 1st through December 31st shall be considered a paid member for the remainder of the current year as well as the entire following year.

#### SECTION 8: Arrears

A member shall be considered in arrears if dues are not paid by January 1st. A member in arrears shall not be considered in good standing, but may be reinstated upon full payment of dues.

### **ARTICLE IV: CODE OF CONDUCT**

#### SECTION 1: Purpose

The Code of Conduct, which is found in Section 2 of this Article IV, shall serve as a guide for all members. The code embodies a fundamental respect for the rights of all people. The privilege of

membership imposes obligations and responsibilities to the Organization, as well as to individuals. Members shall avoid activities or misconduct that could reasonably be construed as detrimental to the reputation of LPS. Members are invited to report any matters of concern promptly to the Board of Directors.

#### SECTION 2: Code of Conduct

Each member of the Organization shall:

- (a) Adhere to the Organization's policies and procedures.
- (b) Maintain the highest standards of honesty, integrity, impartiality and respect for others.
- (c) Assure that any photographic work presented is accurately represented as to its origin and authorship.
- (d) Cooperate with others in a collegial manner and encourage the dissemination of photographic knowledge and education of others.
- (e) When assuming office in the Organization, carry out his/her responsibilities faithfully and without retribution, retaliation, harassment or abuse toward others.
- (f) Seek to avoid speech or action that could reasonably be expected to injure the reputation of another person or the Organization.
- (g) Respect personal information of another member and avoid activities that would violate the confidence or privacy of that member.
- (h) Avoid any conduct prejudicial to the best interest of LPS.

### **ARTICLE V: OFFICERS**

#### SECTION 1: Management

The management of the Corporation shall be vested in a Board of Directors. The Board members shall be the President, Vice President, Secretary, Treasurer and the Immediate Past President from the previous year.

#### SECTION 2: Elected Positions and Terms

The following officers shall be elected by a majority of the membership at the November meeting: Vice President, Secretary, and Treasurer. Each shall serve a one-year term of office

beginning January 1st of the year to which they were elected. The election of the Vice President by the membership shall be an election of that Vice President to the office of President for the following year, provided that, should two-thirds of the membership vote to revoke such ascension, then the membership shall vote for the election of another as President, such election occurring at the annual meeting.

#### SECTION 3: Nominations

Nominations for officers shall be made by the Board of Directors and the general membership. Candidates for office shall agree prior to nomination to serve and perform the duties of office if elected.

#### SECTION 4: Succession

In the event that the President is unable to complete his/her term of office, the Vice President shall assume the position of President and a new Vice President shall be elected. Other vacated officer positions shall be filled by appointment of the President, with the advice and consent of the Board of Directors, for the remainder of the term.

#### SECTION 5: Failure to Perform Duties

Failure of an officer to perform his/her duties may result in the office being declared vacant by the Board of Directors.

#### SECTION 6: Titles and Duties

The elected officers shall be responsible for the following duties:

- (a) President: The President shall approve the agenda for all meetings, preside at all meetings, coordinate special events, arrange meeting programs, appoint coordinators and committees as necessary, and serve as an ad hoc member of all committees.
- (b) Vice President: The Vice President shall assist the President as the President requests and shall conduct meetings in the absence of the President. The Vice President shall make himself/herself aware of the activities of the Website Coordinator. The Vice President shall succeed to the office of President the following year.
- (c) Secretary: The Secretary shall be responsible for recording the minutes of the Board of Directors' meetings, membership business meetings, and any other minutes designated by the President. The Secretary shall maintain the minutes of all meetings and a current copy of the Articles of Incorporation and Bylaws of the Organization. The Secretary shall prepare and maintain copies of all official correspondence of LPS. The Secretary shall transfer all records to his/her successor upon completion of the term of office.

(d) Treasurer: The Treasurer shall be responsible for maintaining all financial records of the Organization and preparing financial reports as requested. The Treasurer shall balance accounts, maintain financial records, collect dues, make deposits, disburse funds, submit professional membership dues, maintain corporate status registered with the Secretary of State, maintain the membership roster, provide a current roster to appropriate LPS members as requested, and check the LPS mailbox regularly. The Treasurer shall give a financial report to the membership annually at the November meeting. The Treasurer shall open records for an internal inspection by December 1st of each year. The Treasurer shall transfer all records to his/her successor upon completion of the term of office.

## **ARTICLE VI: BOARD OF DIRECTORS**

### **SECTION 1: Board of Directors**

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and Immediate Past President. These officers shall be considered the voting members of the Board of Directors.

### **SECTION 2: Board of Directors' Meetings**

Board of Directors' meetings shall be held at least monthly at a time and location as agreed upon by the Board of Directors. Special meetings may be called by the President as deemed necessary at any time and location as agreed upon by the Board of Directors.

### **SECTION 3: Authority**

The management of the Organization shall be at the direction of the Board of Directors.

### **SECTION 4: Powers**

The President shall have the power to appoint any committees and coordinators as deemed necessary.

### **SECTION 5: Voting**

A quorum of the Board of Directors shall consist of four (4) Board Members. A quorum must be present to conduct official business. A simple majority of at least a quorum of the Board of Directors shall be sufficient to approve any item of business. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a date and time certain.

## **ARTICLE VII: COORDINATORS**

### **SECTION 1: General**

The President may appoint coordinators as delineated below in Article VII, Section 2. The coordinators may recruit committee members as needed to accomplish the goals of the

Coordinator. The Coordinators shall present periodic reports of activities and progress to the Board of Directors. Only members in good standing shall serve on committees. Ad hoc committees may be appointed by the President as needed and discharged by the President upon completion of assignments.

## SECTION 2: Coordinators

The following areas of responsibility shall be established:

- (a) Newsletter: The Newsletter Editor shall prepare the Organization's monthly newsletter *Focus*, publish it on the website, and notify membership of the publication via e-mail, by the first day of each month.
- (b) Field Trip: The Field Trip Coordinator shall plan and coordinate regular field trips to provide educational and photographic opportunities to the members.
- (c) Exhibition: The Exhibition Coordinator shall schedule and organize periodic exhibitions to allow members to display images. The Coordinator shall supervise the hanging and taking down of images shown in the exhibits.
- (d) Digital Projection Competition: The Digital Projection Competition Coordinator shall store and maintain the LPS computer and receive the digital images from members participating in LPS digital projection competitions. The Coordinator shall be responsible for setting up the slideshow presentation of the images during the monthly meeting. The Coordinator shall be responsible for recommending to the Board of Directors any necessary upgrades to the equipment.
- (e) Education: The Education Coordinator shall schedule workshops at least quarterly and recruit instructors for the chosen topics. The Coordinator shall arrange for the meeting place and ensure that all necessary equipment is available.
- (f) Website Coordinator: The Website Coordinator shall maintain and enhance the LPS website. The Website Coordinator shall ensure that only appropriate content, photographs and messages are posted on the website. The Website Coordinator shall ensure that each contributing member has provided proper consent to display the member's images and that the member is given credit for all images submitted.
- (g) Refreshment: The Refreshment Coordinator shall arrange for drinks and snacks for LPS meetings. The monthly allowance for refreshments shall be determined by the Board of Directors. The Coordinator shall be responsible for setting up the refreshments prior to the start of the meeting and assisting in the cleanup after the meeting.

(h) LPS Monthly Competition: The LPS Monthly Competition Coordinator shall coordinate the monthly competitions, ensure that the Monthly Competition Guidelines are followed, and procure supplies needed for the competition. The Coordinator shall be responsible for scheduling themes, arranging the sign-in sheets, assigning numbers to the print entries, tabulating votes, determining winners, verifying eligibility of participants and entries, and awarding ribbons in a timely fashion. The Coordinator shall be responsible for keeping track of winners for the purpose of advancement from Level B to Level A competition and for Photographer-of-the-Year awards.

(i) Program: The Program Coordinator shall be responsible for arranging speakers for each monthly meeting. The Program Coordinator shall introduce the speaker at each meeting and give a synopsis of the speaker's credentials. The Program Coordinator shall submit the synopsis to the Website Coordinator for posting on the website.

(j) Gulf States Camera Club Council (GSCCC): The GSCCC Coordinator shall submit images for the GSCCC competitions, including both prints and digital projection, as such images are provided by the membership. The Coordinator shall be responsible for selection of appropriate images for each category as detailed in the GSCCC rules for competitions. The Coordinator shall arrange for judges when LPS is selected for judging, schedule a meeting place, and ensure the necessary equipment is available for judging. The Coordinator shall coordinate with GSCCC for conventions and all other mutual activities, including providing monthly reports to GSCCC for their newsletter.

(k) Equipment: The Equipment Coordinator shall supervise the storage of the LPS equipment and arrange for the transportation of all necessary equipment to the monthly meetings and other activities of the Organization. The Equipment Coordinator shall be responsible for setting up the equipment at each meeting and ensuring that all is in working order. The Coordinator shall be responsible for recommending to the Board of Directors when equipment needs to be replaced or upgraded.

(l) Publicity: The Publicity Coordinator shall be responsible for public dissemination of information about LPS activities, including meetings, workshops and exhibits. The Coordinator shall assign responsibility for any articles that are published in local or regional media outlets.

(m) Photographic Society of America (PSA): The PSA Coordinator shall submit images for the PSA competitions, as such images are provided by the membership. The coordinator shall be responsible for selection of appropriate images for each category as detailed in the PSA rules for competitions.



## **ARTICLE VIII: COMPETITION**

### **SECTION 1: Monthly Competition**

LPS shall sponsor a monthly competition for its members during each meeting January through November, alternating monthly between prints and digital projection.

### **SECTION 2: Competition Guidelines**

Competition Guidelines shall be published on the LPS website, <http://www.laphotosociety.com>.

- (a) Changes to the Competition Guidelines shall require approval by a majority vote of at least a quorum of the Board of Directors.

## **ARTICLE IX: FINANCE**

### **SECTION 1: Disbursements**

The Board of Directors shall present an Annual Budget at the first monthly meeting of the year to the membership in attendance at that meeting.

### **SECTION 2: Inspection of Financial Records**

The President shall appoint a committee of three (3) members prior to the end of the year to inspect the financial records by the first meeting of the following year. An annual report of the financial affairs of the Organization shall be given to the members.

### **SECTION 3: Signatories**

The President, Vice President and Treasurer shall be signatories for the LPS checking account.

Two signatures shall be required on all checks.

### **SECTION 4: Special Accounts**

The Board of Directors may authorize special accounts, as needed for workshops and other events, with the committee Coordinator, President and Treasurer as signatories for that special account.

Two signatures shall be required on all checks.

## **ARTICLE X: OFFICIAL PUBLICATION**

Focus is the official monthly newsletter and shall be used as the vehicle by which LPS news and information shall be communicated to the membership. Each member is encouraged to read the monthly newsletter, which shall be published by the Newsletter Editor by the first of each month on the LPS website <http://www.laphotosociety.com>.

## **ARTICLE XI: ORGANIZATIONAL MEMBERSHIPS**

LPS shall maintain organizational memberships, such as Gulf States Camera Club Council (GSCCC) and Photographic Society of America (PSA), as deemed necessary to carry out the goals of the Organization. The membership applications and dues shall be submitted annually by the Treasurer to maintain memberships current.

## **ARTICLE XII: LIMITATION OF LIABILITY**

A director or officer of the Organization shall have no liability to the LPS or its members for monetary damages for conduct as a director or officer resulting from the exercise of judgment or discretion in connection with his or her duties, as long as there is no willful or wanton conduct with the intention of causing harm, or showing indifference to, or conscious disregard for the safety of others or their property, or involving a knowing violation of law, or for any transaction from which the director or officer will personally receive a benefit in money, property, or services to which the director or officer is not legally entitled. The directors and officers shall receive the maximum protection afforded by the state laws.

## **ARTICLE XIII: AMENDMENTS**

These Bylaws may be amended at any regular meeting of the Organization by a two-thirds vote of the membership in attendance. Any proposed changes to the Bylaws shall be provided to the membership in advance via email notification or at a prior monthly meeting.

## ARTICLE XIV: DISSOLUTION

This Corporation may be dissolved by the members in accordance with Louisiana nonprofit corporation law and the federal law governing nonprofits.

*Revision history:*

*March 16, 2017 - Article IX Finance - Changed Section 1: Disbursements. Removed Library Coordinator under Article VII Coordinators, Section 2.*

*November 17, 2016 - Updated the current Bylaws to better and more concisely reflect how our LPS has evolved over the years. The main substantive amendments concern the Board of Directors and how it is formed and how the officers are elected--VP being a VP-in-waiting for the presidency the following year.*

*May 19, 2016 - Article III, Section 8, date was amended from March 1st to January 1st - a member shall be considered in arrears if dues are not paid by January 1st*

*September 17, 2015 - This revision removed competition details, and added a procedure for discipline of members. It also modified spending limits for the Board of Directors and clarified how those limits are to be applied.*

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*March 16, 2017*

*We the undersigned do attest that these amended Bylaws were approved by the attending members at the above Corporation's March 16, 2017 meeting, which meeting was properly noticed to the membership as being called, in part, to vote on the approval of these amended Bylaws, such Bylaws being effective upon such vote of approval being made on March 16, 2017.*

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*Edgar E "Butch" Spielman, Jr. – President*

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*Cathy Smart – Secretary*