

DPI-SIG Naples Digital Photography Club Inc.

By Laws

September 15, 2017

ARTICLE ONE - Name

The organization shall be DPI-SIG Naples Digital Photography Club Inc., a.k.a. DPI-SIG.

ARTICLE TWO - Powers

The "Not For Profit Corporation" will have such purposes or powers as defined in its Articles of Incorporation and such powers as are now or may be granted hereafter by law.

ARTICLE THREE - Offices

The principal office of the organization shall be at such place within the county of Collier in the State of Florida as the Board of Directors may determine from time to time.

ARTICLE FOUR – Purpose

The purpose (objective) of the Corporation is

1. Providing education concerning the art and science of digital photography,
2. Assisting charitable organizations and individuals in the conduct of their photographic activities,
3. Assisting local charitable organizations to access no cost event photographers,
4. Promote collective photographic learning and knowledge exchange in a general setting and within special interest groups.
5. Organizing photographic exhibitions, events, competitions, judging, and analysis,
6. Providing instruction in the use of camera equipment and in photographic techniques.

ARTICLE FIVE – Meetings

Membership meetings: There will be regular meetings open to the community. The Executive Board shall stipulate the place, date and time of these meetings.

Special Interest Groups: The Executive Board shall establish, at its discretion, special interest groups on a variety of topics that are of interest to members, including lectures, competitions and outings. The Executive Board shall approve all special interest groups and their chairpersons and oversee their activities. Special interest groups shall conform to the purpose and practices of the organization.

Executive Board meetings: There shall be no fewer than two meetings per year to conduct club business and oversee the organization's ~~club~~ activities. Business will also be transacted electronically. All official meetings of the Executive Board shall be conducted using Robert's "Rules of Order" as a guide. A simple majority shall constitute a quorum. Each Board Member is entitled to one vote.

ARTICLE SIX - Executive Board Officers

Officers of the Executive Board shall consist of the following:

- President
- Vice-President
- Directors
- Secretary
- Treasurer

ARTICLE SEVEN - Executive Board Members

The initial Executive Board shall consist of a total number of six (6) members.

Beginning in the third year, there shall be an election every year by the membership for two (2) board positions in order to maintain an on- going total of six (6) positions. Vacancies on the board shall be filled by the Executive Board for the unexpired term.

ARTICLE EIGHT - Membership

Membership shall be open to anyone, regardless of age, sex, religion, or ethnic background. All members shall pay dues as established by the Executive Board once per year based on the date of commencement of membership. Members meeting these criteria are considered in good standing and allowed to attend all special functions. Membership of any person may be suspended by action of the Executive Board. The suspended member shall have the right to appeal suspension, in which case the Executive Board shall uphold or rescind its decision.

ARTICLE NINE - Indemnity

To the full extent authorized under the laws of the State of Florida, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, against expenses actually and necessarily incurred by such indemnity in connection with the defense of any action, suit, or proceeding in which that indemnity is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnity shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnity may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

ARTICLE TEN - Amendments

Amendments to these By-Laws may be proposed with thirty (30) days advance notification to the Executive Board by any member in good standing and, if approved, shall be voted upon by the club membership at a regular meeting, with thirty (30) days advance notice at incorporation. A simple majority of those present shall be required for passage of all proposed amendments.

ARTICLE ELEVEN - Elections

The elections of two (2) of the Executive Board Members shall be held in September to fill expired terms. During the month of July, the Executive Board shall appoint a Nominating Committee consisting of at least two members in good standing, where no more than half the members are on the Executive Board. The Nominating Committee shall submit at the August meeting, the names of those members in good standing for the respective offices of the Executive Board. Nominations shall also be received from the floor after the report of the Nominating Committee. The committee shall verify the nominees, who are members in good standing and agree to serve for the nominated office for the full term. The committee shall prepare a ballot that will be published on the club website not less than two weeks prior to the September general membership meeting. If there is exactly one candidate for all offices, the election will be held viva-voce (by voice) per Robert's Rules of order. Otherwise the election will be held via counted paper ballot for all offices. In the case of election viva-voce, an Executive Board Committee Member shall announce the ballot and call for approval, entire via general consent or simple majority. The candidates will then be elected by simple majority of those present, counted as described above. The term of the newly elected Executive Board Members shall commence on October 1st and continue for the full term. Nothing shall prevent an Executive Board Committee Member whose term has expired from serving if elected.

ARTICLE TWELVE —Use of funds and dissolution

The corporation is organized exclusively for educational and scientific purposes, including for such purposes, the making of distribution to organization that qualify as exempt organization under section

501(c) (3) of the internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Four. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on; (a) by a corporation exempt from Federal Income Tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or; (b) by a corporation, contributions to which are deductible under section 170(c) (2) or the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon dissolution of the corporation, all debt shall be paid and any remaining funds in the treasury shall be distributed to a charity or scholarship at the discretion of the Executive Board. All appropriate entities and governmental authorities shall be informed thirty (30) days prior to the date of disbandment.