

CHARTER OAK PHOTOGRAPHIC SOCIETY, INC.

BY LAWS

Amended and Restated May 16, 2011

ARTICLE I – PURPOSES

Section 1. The purposes of the Charter Oak Photographic Society, Incorporated, as set forth in its Certificate of Incorporation are as follows:

“To stimulate interest in and promote the enjoyment of photography; to provide instruction in the use of camera equipment and in photographic techniques; to collect information and to disseminate information pertaining to photography; to hold and arrange meetings and forums and to seek out and promote and encourage an understanding of the purposes and objectives of the Society; to operate for any other exclusively charitable, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended.”

ARTICLE II – MEMBERSHIP

Section 1. ELIGIBILITY.

Any person, corporation, partnership, joint stock association or unincorporated association shall be eligible for membership in accordance with the By Laws and the rules and regulations from time to time in effect.

Membership will be divided into five (5) classifications:

1. Charter Membership
2. Active Membership
3. Joint Membership
4. Associate Membership
5. Honorary Life Membership

1. Charter Membership shall be composed of those first active members who paid their dues on or before July 1, 1951, for the year beginning June 1, 1951.

2. Active Membership shall be one who has full access to all Society activities, plus the Society newsletter, and all other communications affecting Society activities.

3. Joint Membership shall be one or more members of a household living at the same address. Related members living at different addresses will be considered separate family units. Joint Members shall have all the benefits of Active Membership.

4. Associate Membership shall be any person who, for reasons of health or prohibitive travel, is unable to attend the Society’s meetings, but wishes to continue on an active membership basis. An Associate Member will continue to receive the Society newsletter and other communications of Society activity, and may

participate in monthly contests by mailing entries with return postage (or emailing electronic entries to the contest chairperson. If, at any time, an Associate Member's situation changes to where he/she is able to attend regular meetings, he/she shall transfer his/her Associate Membership to that of an Active Member and pay the additional, proportionate share of dues for the balance of the Society year.

5. Honorary Life Membership may be voted by the Board of Trustees for any individual in recognition of his/her extraordinary service for the Society over a number of years.

Section 2. ADMISSION TO MEMBERSHIP.

Application for membership, together with prescribed dues, shall be made to the Board of Trustees, and membership shall commence immediately upon the acceptance of application by the Board of Trustees.

Section 3. DUES OF MEMBERS.

Dues for all classes of membership, except Charter and Honorary Life for which no dues shall be required, shall be determined by the Board of Trustees subject to approval by the Society membership.

Any new person admitted to membership prior to February 1 in any fiscal year shall pay the dues prescribed for the period ending the following August 31. Any new person admitted to membership after February 1 of any fiscal year shall pay one-half of the dues prescribed for the period ending August 31.

Any person wishing to be reinstated shall, in addition to current dues, be assessed a nominal administrative fee, such fee to be determined by the Board of Trustees.

Section 4. RESIGNATIONS.

Any member may withdraw from the Society by giving written notice of resignation to the Secretary. Nonpayment of dues by the October monthly meeting will terminate membership.

Section 5. SUSPENSION AND EXPULSION OF MEMBERS.

Any member may be suspended or expelled for cause by a vote of the Board of Trustees at any meeting of the Board, provided, however, that written notice of the proposed suspension or expulsion and a copy of the charges preferred against such member shall have been mailed to such member at his/her last known address as shown by the books or records of the Society, at least 30 days prior to the date of the meeting of the Board at which such suspension or expulsion shall be considered.

Section 6. VOTING POWER.

Each member shall be entitled to one vote.

ARTICLE III – MEETINGS OF MEMBERS

Section 1. ANNUAL MEETINGS.

The Annual Meeting of the Society for the election of officers and trustees, and the transaction of such other business as may properly come before it shall be held at the May monthly meeting at a time and place to be stated in the Notice of the Meeting.

Section 2. MONTHLY MEETINGS.

Monthly meetings of the members of the Society shall be held on any night convenient for the membership at a time and place to be stated in the Notice of the Meeting. The Board of Trustees can change the meeting schedule as conditions warrant.

Section 3. QUORUM.

At each annual meeting or monthly meeting of the membership, thirty (30) members entitled to vote, present in person, shall constitute a quorum for the transaction of business. In case there shall be less than a quorum present at any meeting, the President or presiding officer may adjourn the meeting to a later date

Section 4. VOTING.

Each member shall be entitled to one vote on each question submitted at meetings of members of the Society. All questions at all meetings at which a quorum is present, shall be decided upon by a majority of the members present.

ARTICLE IV – BOARD OF TRUSTEES

Section 1. NUMBER AND QUALIFICATIONS.

The Board of Trustees shall be composed of fifteen (15) persons: The President, Vice President, Secretary, Treasurer, the Editor(s) of the Society newsletter, and the retiring President who shall automatically serve until there is a new retiring President. The Editor(s) of the Society newsletter shall be appointed by the President and confirmed by the Board of Trustees. Also, nine (9) Trustees shall be elected from the membership in accordance with Article IV, Section 2.

Section 2. ELECTION.

At the annual meeting, three (3) Trustees shall be elected, and in each case the nominees receiving a plurality of votes cast shall be declared elected.

Section 3. TERM OF OFFICE.

The term of office of each Trustee elected shall be for a period of three (3) years, or until their successors are elected and qualified.

Section 4. VACANCIES.

If any member of the Board is absent for three (3) consecutive meetings without a reasonable explanation, the President may declare the position vacant. Vacancies on the Board of Trustees may be filled by the President for the unexpired term with the approval of the Board of Trustees. See Article V, Section 7 for Officers.

Section 5. MEETINGS OF TRUSTEES.

Regular or additional meetings of the Board of Trustees may be held, as needed, without written notice.

Section 6. POWERS.

The Board of Trustees shall determine the policies and program of the Society and from time to time may appoint committees with such powers and duties as the Board may prescribe.

Section 7. QUORUM.

At all meetings of the Board of Trustees, a quorum shall be declared when seven (7) Trustees are in attendance. If there is less than a quorum present at any meeting, the presiding officer may adjourn the meeting to a later date.

Section 8. VOTING.

Each Trustee (except the President) shall be entitled to one vote on each question and motion presented. All matters voted upon when a quorum is present, shall be decided by a majority of the Trustees present. Should voting by the Board of Trustees result in a tie, the President shall cast the deciding vote.

Section 9. COMMITTEES.

The Trustees may designate two (2) or more Trustees to constitute an Executive Committee or other Committee. Each such Committee shall have and may exercise all such authority of the Trustees as shall be provided in the resolution establishing such Committee. Each such Committee shall serve at the pleasure of the Trustees and shall keep minutes of its proceedings, which shall be reported to the Trustees.

Section 10. TRANSACTION OF BUSINESS WITHOUT A MEETING.

Any corporate action that could be authorized at a regularly constituted meeting of the Trustees or a Committee thereof may be authorized without such a meeting, provided that all the Trustees or all of the members of the Committee, as the case may be, consent in writing to such action. The Secretary shall file such consents with the minutes of the meeting.

ARTICLE V – OFFICERS

Section 1. ELECTION OF OFFICERS.

The officers of the Society shall consist of a President, a Vice President, a Secretary, and a Treasurer, who shall be elected by a majority vote of the members of the Society voting at the Annual Meeting, to hold office until the next Annual Meeting, or until their respective successors shall have been elected and qualified.

Section 2. PRESIDENT.

The President, or in his/her absence, the Vice President, shall preside at all meetings of the Society and the Board of Trustees, and shall perform such other duties and have such other powers as may be prescribed by the Board of Trustees or by the By Laws. He/she shall, by and with the consent and approval of the Board of Trustees have power to appoint committees. The President is an Ex-Officio member of all committees.

Section 3. VICE PRESIDENT.

The Vice President shall act in the absence of the President and, in such cases, with all rights, privileges, powers, and duties given to and imposed upon the President.

Section 4. SECRETARY.

The Secretary shall keep the minutes and records and conduct the correspondence of the Society and of the Board of Trustees, and shall perform such other duties as from time to time may be prescribed by the Board of Trustees. The Secretary shall have the custody of the Corporate Seal of the Society and authority to affix it to documents executed on behalf of the Society and to attest to same.

Section 5. TREASURER.

The Treasurer shall receive the monies due and belonging to the Society and shall have the custody of all funds, securities and title documents. He/she shall deposit the funds of the corporation in such banks or trust companies as the Board of Trustees from time to time shall prescribe. He/she shall submit reports to the Trustees whenever called for by them. From time to time, the Treasurer shall be bonded as the Board of Trustees may deem necessary. All checks are to be signed by the Treasurer, or by another officer whose signature is on file with the bank.

Section 6. OTHER OFFICERS.

Other officers and assistant officers shall perform such duties and have such powers as the Board of Trustees from time to time may prescribe.

Section 7. VACANCIES.

All vacancies in offices of the Society created by any circumstance, shall be filled by the Board of Trustees, such appointees to serve until their successors are elected and qualified.

Section 8. REMOVAL.

Any officer may be removed for cause by a vote of the Board of Trustees at any meeting of the Board, provided, however, that written notice of the proposed removal and a copy of the charges preferred against such officer shall have been mailed to such officer at his/her last known address as shown by the books or records of the Society, at least thirty days prior to the date of the meeting of the Board at which such removal shall be considered.

ARTICLE VI – MISCELLANEOUS PROVISIONS

Section 1. FISCAL YEAR.

The fiscal year of the Society shall end on the thirty-first (31st) day of August each year.

Section 2. CORPORATE SEAL.

The seal of the Society shall be in such form as may be adopted by the Board of Trustees.

Section 3. WAIVER OF NOTICE.

Any notice required to be given by these By Laws may be waived by a quorum of the Board of Trustees, except notice provided for in Article VII.

Section 4. AUDIT OF TREASURER'S REPORT.

A committee will be appointed by the President and approved by the Board of Trustees to audit the Treasurer's books at the beginning of the new fiscal year, or prior to the installation of the new Treasurer.

ARTICLE VII – AMENDMENTS

These By Laws may be amended at any annual meeting, regular monthly meeting, or special meeting of the Society by a vote of three-fourths of the members present and voting, provided that due notice of the

proposed change shall have given in the call for the meeting. Thirty (30) members entitled to vote, present in person, shall constitute a quorum for this purpose.