

# BYLAWS OF CARY PHOTOGRAPHIC ARTISTS, INC.

## A NOT-FOR-PROFIT CORPORATION

### ARTICLE I – NAME and OFFICE

#### Section 1. Name

The name of the organization shall be Cary Photographic Artists, Inc., hereinafter called “CPA”.

#### Section 2. Address

The principal address of CPA is 101 Dry Avenue, Cary, NC 27511. CPA may also establish offices at other such places as the Board of Directors may designate.

### ARTICLE II – MISSION

The mission of CPA is:

1. To teach and share our passion for photography.
2. To establish a forum in which individuals with an interest in the art of photography may share their photographic experiences.
3. To broaden art exposure in Cary, NC by providing:
  - A. Continuing education and enhancement of photographic techniques.
  - B. Opportunities for exposure to the art community for the more experienced photographers.
  - C. Introductory opportunities for novice photographers.
  - D. A supportive culture for raising the proficiencies of members.
4. To be an integral part of the Town of Cary art community.

### ARTICLE III – NONPROFIT PURPOSE

#### Section 1. Internal Revenue Code Section 501 (c) (3) Purpose

CPA is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code.

Section 2. Purpose

The purpose of CPA shall be to pursue the goals outlined in its mission statement and to extend those goals with photography programs of benefit to its members and the community when volunteers and funding permit.

## ARTICLE IV – BOARD OF DIRECTORS

Section 1. Number

The Board of Directors shall be composed of the elected officers (4), the chairpersons of the permanent committees appointed by the officers, and the Town of Cary Liaison Officer. Board members shall serve without compensation.

Section 2. Powers

Subject to the laws of this state and any limitations in these bylaws, the activities and affairs of this organization shall be conducted under the direction of the Board of Directors.

Section 3. Conduct of Meetings

The Board of Directors shall meet monthly prior to the first general membership meeting of the month and may meet at other times as called by the President of the Board. Meetings of the Board of Directors shall be presided over by the President of the organization. The Secretary of the organization shall act as secretary of the Board. The act of a majority of the members of the Board of Directors present at a meeting, at which a quorum is required, shall be the act of the Board of Directors. The meetings shall be governed by Robert's Rules of Order. No business shall be considered by the Board at any meeting at which the quorum of two-thirds is not present. The only motion which the Chair shall entertain at such meetings is a motion to adjourn. Members of the organization may attend Board meetings, but they cannot vote on Board issues.

Section 4. Vacancies

Any member of the Board of Directors may resign effective upon giving written notice to the President of the Board.

Members of the Board of Directors may be removed from office with a written statement of cause as permitted by and in accordance with the laws of this state. Vacancies on the Board of Directors may be filled by approval of a majority of the Board of Directors in

office. A person appointed to fill a vacancy on the Board shall hold office until the next election of the Board.

Section 5. Non-Liability of Directors

Members of the Board of Directors shall not be personally liable for the debts, liabilities or other obligations of the organization.

## ARTICLE V – OFFICERS

Section 1. Officers

The officers shall consist of a President, Vice President, Secretary and Treasurer. Officers shall serve for one (1) year and may succeed themselves for one (1) additional term. If a willing candidate for one of these offices cannot be identified, this succession rule may be waived upon approval by a vote of the membership.

Section 2. Duties of the Officers

- A. The President shall preside over all meetings of the organization and the Board of Directors; direct all committee chairpersons; coordinate the work of the officers and committee chairpersons; and perform other duties as may be required by these bylaws or as charged by the Board of Directors.
- B. The Vice President shall act as an aide to the President, preside in the President's absence, and perform other duties as may be delegated or needed. In the event that the President becomes unable to fulfill the duties of office, the Vice President shall assume the responsibilities of the President for the duration of the term of office. If this occurs, the Board of Directors is to appoint a new Vice President.
- C. The Secretary shall record the minutes of the board meeting, conduct any correspondence as delegated by the Board of Directors, and retain any tax and legal records and the Articles of Incorporation.
- D. The Treasurer shall keep a full and accurate accounting of receipts and expenditures, make disbursements as authorized by the Board of Directors, and present a financial statement at the monthly board meeting. The Treasurer shall be responsible for keeping permanent books of account sufficient to establish the items of income, membership dues, and disbursements of the organization.

All officers shall deliver to their successors all official materials immediately following the installation of their successors.

## ARTICLE VI – COMMITTEES

All committee chairpersons of this organization shall be appointed by the Board of Directors and shall serve at the pleasure of the Board.

The permanent committees shall be:

A. Educational Outreach

To identify opportunities within the community at large to teach the techniques and artistic aspects of photography to people of all age groups.

B. Exhibits

To research and locate places for the members to exhibit their photographic works. To arrange such exhibits, keeping an accurate accounting of pieces delivered and picked up. To coordinate the delivery, setup, hanging, and taking down of the exhibits with the committee members.

C. Membership

To keep a database of current members, their street addresses, phone numbers, and Email addresses. To furnish a copy of each updated membership list to the Board members and to the committee chairpersons. To reply to all prospective members with an application for membership and CPA information.

D. Programs

To engage presenters from the greater photographic community for programs of benefit to CPA members and the community at large. To plan and present programs for each meeting except as otherwise planned by the Board of Directors. To provide necessary information about upcoming programs to the Website chairman (or designee) and the newsletter editor in adequate time for publication.

E. Publicity

To report to the local media all newsworthy events and accomplishments of the organization. These would include exhibits, noteworthy achievements of individual members, and announcements of meeting programs. To seek

publication of all information having the potential to gain positive public relations for CPA.

#### F. Website

To gather information pertinent to the activities of the organization. To maintain on the website an accurate calendar of future events. To use photographs of recent events, when available, to enhance website layout and to keep the website current with events, news, and educational topics. To assure the privacy of CPA membership's personal information stored in the CPA website files and databases by sequestering it in a password-protected manner and providing each member with the option of selecting specific information to be shared.

Other committees that may be necessary to fulfill the purpose of the organization, such as nominating candidates for the Board and updating the bylaws, will be established as needed. The chairpersons of these committees will not serve on the Board of Directors.

## ARTICLE VII – EXECUTION OF INSTRUMENTS

### Section 1. Contracts

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of CPA to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power of authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

### Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the organization shall be signed by the Treasurer.

### Section 3. Deposits

All funds of the organization shall be deposited in a timely manner to the credit of CPA

in such banks, trust companies, or other depositories as the Board of Directors may select.

## ARTICLE VIII – MEMBERSHIP AND DUES

### Section 1. Membership

Membership in the organization shall be open to all interested persons who shall pay dues as established by the Board of Directors. The membership period shall conform to the fiscal year of the organization, which shall be from July 1 to the following June 30.

### Section 2. Dues

The dues of this organization shall be per annum and shall be payable on July 1. Dues shall be assessed on the basis of membership class. If a new member joins mid-year prior to January 1, he will pay the full dues amount. After January 1, he will pay one-half of the annual dues amount for the “Individual” membership class. The membership classes are:

- a. Individual
- b. Junior (under age 18)
- c. Senior (age 60 and over)
- d. Family (limited to two members)
- e. Senior Family (limited to two members age 60 and over)

The Board of Directors shall set the dues amounts and have the power to vote on a resolution to implement dues changes as the needs of the organization may warrant.

## ARTICLE IX – MEETINGS

### Section 1. Frequency

The organization known as CPA shall meet twice a month.

### Section 2. Annual Meeting

There shall be an annual meeting for the purpose of elections of officers and/or revision of the bylaws if necessary.

Section 3. Quorum and Votes

A quorum is composed of one-fourth of the CPA membership. Each member present is entitled to one vote. Except as otherwise provided in the bylaws, the vote of a majority of the members present at a meeting, at which a quorum is required and is present, shall be the act of the members.

Section 4. Conduct of Meetings

Meetings of the organization shall be presided over by the President. The Secretary shall take minutes. Meetings will be governed by Robert's Rules of Order.

## ARTICLE X- PRIVACY STATEMENT

The Board of Directors shall assure the privacy of personal information gathered from the membership. Members shall have the option of selecting what personal information will be released to the CPA membership at large. No member information will be disseminated to commercial interests or used for commercial purposes by the Board of Directors, committee chairpersons, or any other individuals within the organization possessing this information.

## ARTICLE XI – MODIFICATION OF BYLAWS

Section 1. Amendments

Bylaws may be amended, repealed or added to by an affirmative vote of not less than two-thirds vote of a quorum of the membership, provided the notice of the proposed amendment(s) shall have been given at the previous meeting.

Section 2. Revisions

A committee may be appointed to submit a revised set of bylaws only by a majority vote of a quorum of the membership at a meeting of the organization or by a two-thirds vote of the Board of Directors. The requirements for the adoption of the revised set of bylaws shall be the same as in the case of an amendment.

ARTICLE XII – AUTHORITY

The Articles of Incorporation and the bylaws with any amendments thereto shall be binding authority of the organization known as CPA.

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Michael Greenstein, Secretary

Date

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Bobbi Hopp, President

Date