|  |  |
| --- | --- |
| **Mission and Bylaws of Photographers of Dripping Springs****MISSION** Photographers of Dripping Springs (PODS) includes both amateurs and professionals, who meet regularly to learn, to shoot, and to share our photography. Our activities include regular monthly meetings, field trips, workshops and other learning opportunities, exhibitions, and support of local civic organizations**.****BYLAWS OF PHOTOGRAPHERS OF DRIPPING SPRINGS** |  |

 **ARTICLE I
Name**

Section 1. The name of this organization shall be PHOTOGRAPHERS OF DRIPPING SPRINGS (PODS).

Section 2. It may be affiliated with other photographic associations, subject to PODS membership approval.

**ARTICLE II
Objective**

Section 1. The purpose of Photographers of Dripping Springs shall be to encourage an interest in photography, provide an opportunity for the exchange of ideas, to provide an enjoyable forum for the development of artistic and technical photographic skills and to promote a healthy spirit through educational programs, exhibition and competition.

Section 2. PODS is organized as a tax exempt social club, that is, a group of individual, dues paying members sharing a common purpose. It is intended to operate within the framework of Internal Revenue Code Section 501(c)(7), or equivalent code section as may exist from time to time.

**ARTICLE III
Policy**

Section 1. PODS shall be nonpartisan, nonsectarian and nonprofit.

Section 2. No member of PODS., shall obligate the organization through promise of funds or deeds, without the delegation of authority of the President or Executive Committee.

**ARTICLE IV
Membership**

Section 1. Member Defined
Anyone interested in photography may become a member of PODS by paying dues to the treasurer and shall remain a member in good standing as long as dues are paid. Each member is limited to one (1) vote per member.

Section 2. Non-Liability of Members
No member of PODS shall be, solely because of such membership, personally liable for the debts, obligations, or liabilities of PODS.

**ARTICLE V
Officers & Committees**

Section 1. Purpose
The purpose of the Executive Committee and appointed committees is to provide management and guidance to the Membership in the accomplishment of the purposes as stated in Article II, Section 1 of the Bylaws. No Officer or Committee shall make any policy or rule change that is retro-active in nature.

Section 2. Officers
Officers shall consist of the President, Vice-president, Secretary, Treasurer, and Past President. The officers shall be the voting members of the Executive Committee.

Section 3. Duties of Officers

A. President
The President shall provide leadership to PODS, its membership and the executive committee. The President shall preside at all meetings of PODS and at all meetings of the Executive Committee. The President shall also be responsible for the recruitment of interested and qualified members to chair various committees of the club as required.

B. Vice President
The Vice President shall preside in the absence of the President. The Vice President shall work with the other officers to devise plans and projects to accomplish the goals of the club and its committees.

C. Secretary
The Secretary shall keep a record (minutes) of all meetings of the club and of the Executive Committee and other club correspondence as assigned. The Secretary shall preserve in a permanent file all records and letters of value to the club to be transferred to the successor at close of term of office. The Secretary shall maintain the official membership roster using inputs from the Treasurer. The Secretary shall keep a record of all visitors in attendance at each meeting.

D. Treasurer

The Treasurer shall have charge of all moneys of PODS. The Treasurer shall pay all bills and shall keep an itemized record, including the two preceding years in a permanent file of receipts and expenditures. The Treasurer shall prepare an annual financial report and budget for the coming year. The annual financial report and the budget shall be approved by the Executive Committee and shall be presented to and approved by the membership in the January meeting. The Treasurer shall prepare periodic updates of the financial reports and budget when requested by the President.

For items not budgeted, the Treasurer shall be authorized to make expenditures up to $100. The Executive Committee shall approve such expenditures above $100. The Treasurer shall turn over to the incoming successor, within ten days of vacating the office, all books, records, moneys and bank accounts. The Treasurer shall start necessary procedures for changing bank account signatures. The Treasurer shall provide to the Secretary an accurate list of names and addresses of all members. The Treasurer shall maintain an inventory and location of PODS property. The President and Treasurer shall be signatories on the PODS bank account.

E. Past President

The Past President is the immediately preceding president of PODS and is to assist the newly elected president with the transition to the office of the president. The Past President is also on the Executive Committee to offer advice and counsel related to PODS operations and activities. The Past President shall be a voting member of the Executive Committee. The Past President may step down after two years of service in the Past President’s position.

Section 4. Executive Committee
The Executive Committee shall be composed of the 4 elected Officers and the immediate Past President. The Executive Committee shall meet prior to the January meeting to approve the financial report, proposed budget, activities and the schedule for the coming year. The Executive Committee shall meet at least one other time during the year. The President can also call Executive Committee meetings as needed. A majority of the members of the Executive Committee shall constitute a quorum. Decisions of the Executive Committee shall be announced at the next regular or special meeting.

Section 5. Nominating Committee
The President, in a timely manner, shall appoint a committee to submit nominations for officers to the general membership. The Committee shall present the names of such nominees at the November meeting.The President shall appoint the Chair of the Nominating Committee.

Section 6. Standing Committees.
Standing Committees may be created as needed, at the initiative of the Executive Committee. The Chairman of each Standing Committee will be appointed by the Executive Committee for a two-year term. The term of each Chair, regardless of appointment date, shall be coterminous with the appointing President. The Chairs of Standing Committees shall serve as an advisory Committee to the Executive Committee.

Section 6. Bylaws Committee (temporary when needed)
When required by the membership the President shall appoint a Bylaws Committee. It shall be the duty of the Committee to prepare bylaw changes at the request of the President or Executive Committee and to present them to the membership for ratification.

Section 7. Nomination & Elections

A. Nominations for the Officers of PODS shall be made at the October meeting. At the November meeting, officers shall be elected by PODS membership. Each current Officer shall hold office until the newly elected officer takes office. Nominations may be made from the floor. The duties of new officers elected at the meeting in November, shall commence January 1 of even-numbered years..

B. Any member in good standing shall be eligible to hold office (see Article IV, Sec 1).

C. Only a member in good standing and in attendance at the November monthly meeting may vote in the election of officers.

D. Officer terms are two years commencing January 1 of even-numbered years and ending on December 31 of odd-numbered years.

E. Term Limits. No officer may serve in the same position for more than six sequential years.

Section 8. Vacancies.
Should the position of President become vacant prior to the normal end of term, the Vice President shall assume the duties of acting President until a new President is elected. In the event of a vacancy of any other Officer’s position with more than one year remaining in that position’s term, the position will be filled through an election by the PODS membership. If the remaining term of office is less than one year, the vacancy may be filled by appointment by the Executive Committee. The Executive Committee shall fill all other vacancies in a manner to ensure Officer terms expire at the end of odd-numbered years

**ARTICLE VI
Meetings**

Section 1. PODS membership meetings shall be held monthly or other times for special meetings as determined by the Executive Committee.

Section 2. One-third of the members of PODS shall constitute a quorum at any meeting

**ARTICLE VII
Finances**

Section 1. The Treasurer shall be responsible for the PODS annual finances and budget for each year as specified by ARTICLE V, Section 3, D. Officers and Committees shall limit their expenditures to the amount budgeted.

Section 2. Dues are for the calendar year from January through December and are payable in January and become delinquent after the February meeting. Those members whose dues have not been paid by the end of February shall be dropped from membership.

Section 3. The Executive Committee shall determine the amount of dues with recommendations by the Treasurer. The amount shall be approved by the membership at a regular meeting. The amount of dues shall be posted on the PODS website.

**ARTICLE VIII
Changes to Bylaws**

Section 1. Bylaws may be adopted, amended or repealed by two-thirds vote of members present at any regular meeting (provided a quorum is present as defined in Art VI, Sec 2) and provided notice of the proposed change shall have been given at a prior meeting.

Section 2. Non-substantive bylaw revisions that do not change the meaning of the existing bylaws may be approved by a majority vote of the Executive Committee and announced at the next membership meeting.

**ARTICLE IX
Dissolution**

Section 1. If, at a regular meeting of PHOTOGRAPHERS OF DRIPPING SPRINGS, a motion is made and seconded that the club should disband, members shall, at the next meeting, vote on the motion in person. If the motion carries by majority of members voting, the treasurer shall within thirty (30) days, collect all funds owed to PODS,pay its outstanding debts and distribute the remaining assets and the proceeds from the sale of any real property owned by PODS, to a charity or foundation in Dripping Springs chosen by the Executive Committee.

Approved by a quorum of the membership at October 25, 2018 Monthly meeting.



Warren L. Capps
President