

Articles of Association for the Mile High Wildlife Photo Club (“The Club”)

(Adopted 01/11/2012)

Article I. Purposes

- A. To develop and foster an interest in photography of the natural world.
- B. To strive for excellence in the utilization of photography to record the natural world.
- C. To teach methods of capturing and processing images of nature.
- D. To hold regular meetings devoted to the subject of nature photography thereby encouraging the development of mutual photographic interests among Club Members.
- E. To encourage and organize trips for Club Members to photograph nature.
- F. This association is not for political purposes.

Article II. Membership

Section 1. A Club Member shall be any person who has paid the annual dues, shares in the purposes of the Club, and participates in Club meetings and activities. A Club Member is entitled to participate in all Club functions. Section 2. A Guest of the Club shall be any person who has not paid the annual dues but is welcome to attend Club meetings. However a Guest is not entitled to participate in any other Club privileges such as holding office, voting, attending special group and class meetings, entering into competitions, and using the Club Library.

Article III. Officers and Board of Directors

Article IIIA. Officers

Section 1. Officers shall be President, Vice President, Treasurer, Newsletter Editor, Webmaster and the two most recent past Presidents. Section 2. All officers shall be nominated by the Board of Directors and elected by the membership. Section 3. The President and Vice President shall be elected for a one year term and shall be eligible to succeed themselves for another one year term, if elected by the membership. All other officers may serve without regards to any term limit. Section 4. If the President must be absent, the next Officer will fill in during the meeting or function. Section 5. An Officer serves at the discretion of the Board of Directors and may be removed from office at anytime for any reason.

Article IIIB. Board of Directors

Section 1. The Board of Directors shall consist of five (5) Club Members elected by the membership. Board Members shall serve on the Board until the Board Member chooses to resign or a vote of the membership removes a Board Member from the Board for any reason. Section 2. The Board of Directors shall nominate Officers of the Club for a vote by the Club Members. Section 3. The Board of Directors shall set forth the duties of the Officers in Attachment A of these Articles. Section 4. The Board of Directors will meet as often as necessary, at least once a year, to address Club issues. Any Board Member may call a meeting of the Board. Section 5. A meeting of the Board of Directors will be deemed official if at least three (3) Board Members are in attendance. Section 6. Meetings of the Board will be open to the membership. Section 7. Issues considered by the Board will become effective upon passage by a simple majority of Board Members present. In case of a tie vote the matter will be

tabled until a vote of all Board Members can be obtained. Section 8. Board Members must maintain membership in the Club.

Article IV. Committees

Section 1. The President will appoint committees for efficient operation of the Club. Section 2. President will have power to appoint special committees at any time, which will then be terminated upon completion of special functions.

Article V. Finances

Section 1. A Financial Record of the Club shall be reviewed on a semi-annual basis. Each financial review shall include starting balance, expenses and ending balance. Prior to the start of each year the Board of Directors shall set annual dues. Section 2. Dues shall be paid to the Treasurer by the March meeting each year. Club Members joining after August 1 of each year shall pay one half the annual dues. Section 3. Financial affairs of the Club shall be administered by the Treasurer, who shall disburse funds as described in Attachment A, Treasurer's duties. Section 4. Disbursement of Club funds shall require the signature of the Treasurer, President, or a Board Member designated by the Board of Directors. Section 5. In the event of dissolution of the Club, all funds held by the Club shall be distributed equally among Club Members. Club equipment shall be sold and the proceeds distributed equally among Club Members.

Article VI. Meetings

Section 1. Regular meetings of the Club shall be held monthly. Section 2. A quorum for business meetings shall consist of 50% of the paid Club membership. Section 3. Each monthly meeting shall have a designated evaluator, reviewer or commentator to evaluate photographic work of Club Members based upon the evaluator's knowledge of photography and nature. The purpose is to encourage Club Members of all abilities to bring images for evaluation.

Article VII. Amendments

Section 1. Amendments to these Articles of Association proposed and sponsored by at least ten Club Members shall be submitted in writing to the President and Officers of the Club. If the amendment is approved by a majority vote of general membership, the President shall direct the Board of Directors to amend these articles of association to reflect the adopted amendment.

Article VIII. Publications

Section 1. Club shall maintain a website and publish a monthly newsletter.

Article IX. Voting

Section 1. A Club Member shall be entitled to cast one vote. Section 2. Issues brought before the Club for a vote must be first be proposed and seconded and then shall be passed by a simple majority vote to be instituted. Section 3. A vote of the Club shall be considered valid only if quorum requirements are met.

Attachment A. Duties of Officers

PRESIDENT

Conducts the monthly meetings.
Arranges for the meeting room.
Calls and conducts meetings of Club officers for Club business.
Supplies newsworthy information concerning Club Information to the Newsletter Editor.
Makes a *Thank You* announcement at monthly meetings recognizing those who brought food and drink.

VICE PRESIDENT

Conducts monthly meetings in President's absence.
Assumes the duties of the Program or Competition Coordinator if these coordinators are unable to attend meetings.

TREASURER

Provides an accounting on the financial affairs of the Club from time to time at the regular meetings.
Deposits funds in an FDIC approved banking institution.
Maintains financial records of the Club to be made available for any Club Member's examination upon reasonable request.
Is responsible for the Club's monies, including managing the Club checking account, depositing and writing checks, and balancing the checking account.
Is responsible for disbursing funds on the Club's behalf subject to the following restrictions: (a) Funds up to \$50 may be dispersed to cover normal Club expenses. (b) Funds in excess of \$50 and up to the greater of 10% of the Club's bank balance or \$300 may be dispersed only after approval of the majority of the Club's Officers and Board of Directors. (c) Funds in excess of the greater of 10% of the Club's bank balance or \$300 may be dispersed only after approval of the majority of Club Members present at any monthly meeting.
Receives membership dues.
Maintains a list of paid up Club Members.
Provides information concerning membership status.

NEWSLETTER EDITOR

Publishes the monthly Club newsletter.
Receives information from the Program and Competition Coordinators for incorporation into the newsletter.
Actively seeks newsworthy information of interest to the Club for publication in the newsletter.
Obtains information concerning the monthly competition for publication in the newsletter.

WEBMASTER

Maintains and develops a website that promotes The Club and facilitates its operation. The website should: 1) contain information about upcoming meetings, 2) showcase competition images, 3) provide for the distribution and archive of Club newsletters, 4) maintain the membership list and provide a Directory for the Club Members, 5) provide a Blog where Club Members can share information and have an online discussion, and 6) provide a mass communication system via email.

Duties of Staff

PROGRAM COORDINATOR

Arranges for monthly programs.

Ensures that the projector is in working order and present at all meetings where a program is held.

Supplies information to the Newsletter Editor on the upcoming programs.

Makes announcements at the monthly meetings concerning upcoming programs.

Obtains the Club provided food and drink for pot luck, picnic type events.

COMPETITION COORDINATOR

Conducts the monthly competition.

Arranges for a judge or judges.

MEMBERSHIP COORDINATOR

Actively seeks ways to increase membership.

Meets and greets new guests.

Maintains name tags.

LIBRARIAN

Maintains the Club Library, including having the Library available at regular Club meetings.

Collects late fees for delivery to the Treasurer.

Supervises check out and check in of materials.

Periodically checks for materials not returned in a timely manner and makes announcements at Club meetings.