

Seabrook Island Photography Club (SIPC)
By-Laws

ARTICLE I

PURPOSE

Seabrook Island Photography Club (or, “Club”) purpose is to enhance, encourage and promote Seabrook Island photographers and to create a robust photographic community on Seabrook Island. The Club supports this Purpose through education, exchange of information, photo outings and exhibits. Education is provided by both internal and external lecturers on a variety of photographic subjects aimed at a wide range of photography skills.

ARTICLE II

STATUS

Section 1. The Club shall operate as a not-for-profit entity, exclusively for the purposes stated in Article I.

Section 2. Board of Director members shall not receive any compensation for their services, but the Board of Directors may authorize reimbursement for expenses incurred in the performance of their duties.

Section 3. The Club shall use its funds only to accomplish the Purpose specified in Article I, and no part of said funds shall inure to or be distributed directly to members, except as reimbursement for expenses or investments incurred on behalf of the Club.

Section 4. The Club shall attempt to operate as close to a “revenue neutral” model as possible and shall avoid the accumulation of large cash reserves while maintaining sufficient liquidity to maintain normal operations.

Section 5. The Photography Club fiscal year is January 1st through December 31st of each calendar year.

ARTICLE III

MEMBERSHIP

Section 1. Anyone may become a member of the Club by paying the current dues for the appropriate category.

Section 2. As the Club relies partially on facilities and equipment supplied and funded by the Seabrook Island Property Owners Association (SIPOA), the Club membership is intended to be composed primarily of members of SIPOA or rental guests of SIPOA members. In compliance with SIPOA requirements non-SIPOA members are not to exceed 25% of Club membership at any time.

Section 3. Membership categories and the dues schedule shall be established by the Membership Committee and approved by the Executive Committee. A notice of the changes in the membership categories and dues schedule shall be provided to the membership before the meeting at which action is contemplated. The annual dues for the calendar year shall begin on January 1. Such dues may be prorated at the discretion of the Board of Directors.

Section 4. Honorary memberships may be approved by the Board of Directors upon nomination by a member. No dues shall be collected from Honorary members.

ARTICLE IV

BOARD OF DIRECTORS AND OFFICERS

Section 1. The current Board of Directors will select candidates from the membership and qualify those candidates for their interest in serving as a member of the Board of Directors. The list generated in this process will then be proposed to the members at least a week before the election. No candidate shall be presented without their consent to serve if elected. Any member in good standing may volunteer to be considered for election to the Board of Directors via written communication to the Secretary no less than 30 days before the annual meeting. Nominations may be made from the floor, but a nominee must have previously signified a willingness to serve if elected.

Section 2. The Board of Directors of the Club shall be comprised of 5 members elected by a simple majority of 35% of the members of record, present at the annual meeting or via email proxy or electronic ballot. Email proxy or electronic votes must originate from the email address of record, be sent to the Secretary, and must be received by the Secretary at least two (2) days prior to the meeting at which the vote is to be taken.

Section 3. The officers of the Club shall be members of the Board of Directors serving as President, Vice President, Secretary, Treasurer, and Director at Large. These officer roles shall be elected by a majority of the Executive Committee at the first Executive Committee meeting of the new Fiscal Year, but no later than January 31st.

Section 4. The term of office shall be two consecutive fiscal years for members of the Board of Directors. For fiscal year 2025 two Board of Directors members will be elected to one-year terms and three Board of Directors members will be elected to two-year terms. Starting in fiscal year 2026 any Board of Director members to be elected will be elected for a two-year term.

Section 5. If a Board of Director member is unable or unwilling to fulfill the duties of an office, the President will declare the position vacant. If the amount of time remaining in the term is six months or less, then the President will designate a person to complete the term. If the position will be vacant for six months or longer the President will call for a special election to fill the vacant office using the candidate solicitation approach described in Article IV Section 1 and 2. If the open position is that of President, the Vice President will fill the position and use the above process to select another Vice President.

ARTICLE V

DUTIES OF THE OFFICERS

Section 1. The President shall:

- a. Preside at all meetings of the Club and of the Executive Committee.
- b. Have the authority to establish committees and appoint their chairpersons.
- c. Be an ex officio member of all committees.

Section 2. The Vice President shall:

- a. Temporarily assume the duties of the President in the absence of the President.
- b. Determine the program for each monthly meeting.

Section 3. The Secretary shall:

- a. Record the minutes of the general meetings of the Club in which the membership takes any action.
- b. Record the minutes of the meetings of the Board of Directors and Executive Committee. The Treasurer's Report shall be included within or attached to the minutes.
- c. Prepares and maintains needed documents or materials, like these By-Laws, for an orderly operation of the Club.
- d. Process all email/electronic votes received for any election or Club action requiring voting.

Section 4. The Treasurer shall:

- a. Be custodian of the Club's funds and pay all its bills therefrom.
- b. Keep account of all receipts and expenditures.
- c. Disperses funds approved by the President and/or Executive Committee
- d. Have authority on his or her signature alone, to draw funds from the Club's bank account when the amount does not exceed \$500.00. For amounts greater than \$500.00, the expenditure must also be signed by the President or Vice President.
- e. Make a report to the Board of Directors at each meeting thereof and provide a written copy to the Secretary.
- f. Make a report to the membership no later than the second meeting of the calendar year of all monies received and disbursed during the prior year and of the financial health of the Club.

Section 5. The Director at Large shall:

- a. Like other Directors, represent the general membership on the Board of Directors.
- b. Provide General oversight of the activities and operations of the Club.
- c. Provide direction to the formulation and achievement of the Club's Purpose.
- d. Accept assigned tasks by the President or EC vote, which align with their skills and experience.

ARTICLE VI

EXECUTIVE COMMITTEE AND COMMITTEES

Section 1. The Executive Committee shall be comprised of the Board of Directors of the Club, the appointed Committee Chairpersons, and members in good standing appointed by the consensus of the Board of Directors.

Section 2. The President shall establish those committees necessary to ensure the efficient operation of the Club and appoint the Chairperson. Those committees may include but are not limited to Programs, Communications/Social-Media, Technology, Web Master, Membership, Hospitality, Activities and Audit Committee.

Section 3. The Audit Committee is comprised of two Club members, selected by the President each fiscal year, to review the Club's financial records. The audit of the treasurer's reports and accounts is to be completed by the November Club meeting. If requested the audit committee will provide support to the treasurer.

ARTICLE VII

MEETINGS

Section 1. The Club shall aspire to hold at least 9 monthly meetings, the time, and dates to be set by the Executive Committee. Monthly meetings are held at a time and place as designated by the Executive Committee. To the extent practical, the dates for each of the year's meetings will be established by the end of the prior year.

Section 2. The annual meeting of the Club shall be held in conjunction with the regular monthly meeting in November unless otherwise designated by the Board of Directors.

Section 3. Publicity regarding the annual and monthly meetings shall be in the earliest possible Club newsletter and via other local community communications channels.

Section 4. For the transaction of business at Club meetings, a quorum shall be 35% of the members of record.

Section 5. The Executive Committee shall meet monthly or as determined by the Board of Directors.

ARTICLE VIII

PALIAMENTARY PROCEDURE

The Club will rely upon a group decision-making process. In that process member participants will discuss, develop, and decide upon proposals with the goal of achieving broad if not universal acceptance among the group.

ARTICLE IX

DISSOLUTION CLAUSE

In the event of dissolution, the residual assets of the Club will be turned over to one or more tax-exempt organizations with similar purposes or to one or more organizations which are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code, or to the Federal, State, or Local Government for exclusive public purpose. The organization(s) to which the assets will be transferred will be decided by a simple majority vote of the members present at the final general meeting of the Club or at that meeting which decides dissolution of the Club.

ARTICLE X

AMENDMENT OF BY-LAWS

The Seabrook Island Photography Club's By-laws may be amended, repealed, or altered, in whole or in part, at any regular meeting by approval of 50% plus one of the current members of record either present at the meeting or by email proxy or electronic vote. Notice of the proposed changes must be presented to the membership at least one regular meeting prior to the vote. Email proxy or electronic votes must originate from the email address of record, be sent to the Secretary, and must be received by the Secretary at least two (2) days prior to the meeting at which the vote is to be taken.