



Harford County Photography Group Official Constitution and Bylaws

v.2024.05.19

Be Hereby Advised:

This document supersedes and replaces all forms and versions of the Harford County Photography Group Official Constitution and Bylaws dated prior to February 07, 2024.

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1.0 THE ORGANIZATION

1.1 This organization having been established in the year 2011 shall be known as the Harford County Photography Group (“HCPG”), located in Harford County, Maryland.

1.2 The HCPG shall be an organization devoted to helping members learn, practice, and develop photography skills, as well as encouraging an overall appreciation of photography and associated arts.

1.3 The HCPG shall be governed by this Constitution and Bylaws and by a Board of Directors (“Board”) whose governance shall remain adherent to this same constitution.

1.3a The Board consisting of and including all occupied Board seats shall hereafter be referred to as the “Board Entire”, otherwise, reference to the Board shall represent the seats attending, and the discretion, actions, and decisions of the Board shall be interpreted to mean, by a simple majority of an established quorum or of the Board Entire as is applicable.

1.4 The HCPG fiscal year shall be annually from January 1 through December 31.

2.0 MEMBERSHIP

2.1 The HCPG shall maintain these classes of membership: Gold, and Silver.

2.2 All persons shall be eligible for all classes of membership except in such case as an individual has previously had their membership terminated for infraction of HCPG rules and regulations, and in such case that individual shall not be eligible for membership of any form, type, or class.

2.3 Gold members shall be those individuals who are registered by name and email address with the Board and have paid dues applicable to the term of their membership.

2.3a All Gold memberships shall expire on December 31 of the year for which dues were paid, and the months of November and December shall be open enrollment for Gold memberships that shall become active January 1 of the following year.

2.3b The Board shall retain discretion to extend open enrollment for Gold memberships through the months of January and February of the new membership year, and this shall be decided at the start of each new enrollment period.

2.3c In the months between open enrollment periods, the Board shall retain discretion to accept Gold membership enrollments at prorated dues for the current year, according to the following proration formula:

$$\text{Prorated Dues} = \$ \left[\frac{\$ \text{ Yearly Dues} + \$5 \text{ Proration Fee}}{12 \text{ Months of the Year}} (\text{Remaining Monthly Meetings}) \right]$$

2.3d Gold membership dues shall be subject to change by the Board and such change shall be applicable at the start of each new enrollment period.

2.4 Silver members shall be those individuals who are registered by name and email address with the Board and/or have joined an HCPG online group (e.g. Facebook) with no applicable dues or expiration of membership.

3.0 MEMBER ENTITLEMENTS

3.1 A copy of this Constitution and Bylaws shall be made available to any member upon request.

3.2 The HCPG shall maintain an electronic mailing list through which members shall be made aware of important news and updates; and shall maintain an online presence via website and/or social media through which members shall be made aware of upcoming events including description, date, time, and cost.

3.3 All members shall have access to online platforms and shall be eligible to post content to the HCPG Facebook page, as well as to participate in polls, contests, and other activities of the same.

3.3a Gold members shall have access to any Gold-only content, online or otherwise, and may opt to have their online portfolio and photography-based social media accounts linked on the HCPG website.

3.4 The HCPG shall organize one meeting of the general membership each month (“monthly meeting”) that shall feature a learned and experienced guest speaker, an instructional workshop, or other special activity as deemed appropriate by the Board.

3.4a Notwithstanding paragraph 3.4, the HCPG may but shall not be obligated to organize a monthly meeting during the summer vacation months of June, July, and August.

3.5 All members and their guests shall be eligible to attend and participate in monthly meetings with applicable participation fees due upon arrival.

3.5a Gold members shall have all participation fees for monthly meetings waived, and shall further have such participation fees waived for up to three guests each year.

3.5b Participation fees for monthly meetings shall be subject to change by the Board and shall be applicable at the start of each new fiscal year.

3.6 The HCPG shall organize one significant photo opportunity each month (“monthly photo op”) that may include but is not limited to local events, historic sites, or model shoots.

3.7 All members shall be eligible to attend and participate in monthly photo ops on a first-come-first-serve basis with applicable participation fees due upon arrival.

3.7a Gold members shall have all participation fees for monthly photo ops discounted, and shall further be granted priority booking when space is limited.

3.7b Participation fees and applicable discounts for monthly photo ops shall be determined by the Board on a per-event basis.

3.8 Monthly meetings and photo ops shall be subject to cancellation by the President, or by the Board, for reasons related to loss of venue, severe weather, or other conditions likely to cause harm to persons or sensitive photography equipment.

3.8a Notice of any cancellation shall be immediately posted across online platforms, and sent via email to all members on the mailing list.

4.0 TERMINATION OF MEMBERSHIP

4.1 Members may voluntarily terminate their membership at any time without cause.

4.2 A member shall have their membership terminated by the Board for: any violation of established law while participating in an HCPG activity or event; any violation of HCPG regulations set forth by this Constitution and Bylaws, or by the Board; any violation of regulations set forth by venues in which the HCPG maintains a presence or is actively a guest; any act of discrimination or harassment by word or deed against any race, gender, creed, sexual orientation, mental acuity, skill level, or indeed any people or person.

4.2a All claims of violation shall be investigated by the Board with candor and tact and due consideration given to both the accuser(s) and the accused, and in such case as the Board finds the accused at fault, all forms, types, and classes of their membership shall be terminated and void.

4.2b Notwithstanding paragraph 4.2a, in such case as the accused is a member of the Board, their seat on the Board and all associated authorities shall be suspended and the claims against them shall be investigated by the Board Entire, and in such case as a majority vote by the Board Entire finds the accused at fault, their seat shall be vacated and all forms, types, and classes of their membership shall be terminated and void.

4.3 No dues or fees shall be refunded upon membership termination, whether voluntary or by action of the Board.

5.0 BOARD OF DIRECTORS

5.1 The Board of Directors of the Harford County Photography Group shall consist of the following seats: President, Vice President, Treasurer, Secretary, Director of Engagement, Director of Media, and Member at Large.

5.1a All seats of the Board ("Board seat" or "seat") and occupying members thereof shall maintain authority and discretion over their domain with no single seat having an authority that supersedes the majority.

5.1b All seats of the Board and occupying members thereof shall maintain a fair degree of autonomy in their means and methods of responsibility fulfillment.

5.1c Occupancy of all Board seats shall be voluntary and no compensation shall be tendered excepting, members of the Board who have served at least six months in the

first year of a regular two-year term of office, and who shall continue to serve in the second year of that term, shall be granted full Gold membership at no cost for that second year.

5.2 The President shall have the authority and responsibility of general oversight of all HCPG business and logistics.

5.2a The President shall have authority to negotiate, sign, and file contracts and other financial and legal documents that have been duly authorized by the Board.

5.2b The President with the Treasurer shall have authority to cosign all financial accounts, and shall be responsible to cooperate in the process of adding their name to such accounts at the start of their term of office, and removing their name from such accounts upon expiration or termination of their term of office; and shall further have authority to sign checks that have been duly authorized by the Board.

5.2c The President shall have authority to obligate up to \$50.00 of HCPG funds once per month without authorization from the Board, and shall be responsible to notify the Vice President and Treasurer of such obligation within twenty-four hours of so doing.

5.2d The President shall be responsible to collaborate with each other seat, to assume its duties in any unfilled absence or vacancy, and to take initiative as necessary to ensure the HCPG fulfills its obligation to members as set forth by this Constitution and Bylaws and by the Board.

5.2e The President shall be responsible to preside at all meetings of the Board, and of the general membership; to act as public spokesperson of the HCPG; and to develop relationships and/or partnerships with similar or pertinent organizations.

5.3 The Vice President shall have the authority and responsibility, second to the President, of general oversight of all HCPG business and logistics, and shall further assume the responsibilities and appropriate authorities of the President and/or Treasurer in their absence or disability.

5.3a In such case as the seat of President becomes vacant, the Vice President shall vacate the seat of Vice President and assume the seat, authorities, and responsibilities of President.

5.3b In such case as the seat of Treasurer becomes vacant, the Vice President shall assume all authorities and responsibilities of Treasurer until such time as a new occupying body is duly appointed or elected.

5.3c The Vice President shall have authority to obligate up to \$50.00 of HCPG funds once per month without authorization from the Board, and shall be responsible to notify the President and Treasurer of such obligation within twenty-four hours of so doing.

5.3d The Vice President shall be responsible to collaborate in the formation and activity of all HCPG committees, and to take initiative as necessary to ensure the HCPG fulfills its obligation to members as set forth by this Constitution and Bylaws and by the Board.

5.4 The Treasurer shall have the authority and responsibility of general oversight of all HCPG financial assets, and shall further assume the responsibilities and appropriate authorities of the Vice President in their absence or disability.

5.4a In such case as the seat of Vice President becomes vacant, the Treasurer shall vacate the seat of Treasurer and assume the seat, authorities, and responsibilities of Vice President.

5.4b The Treasurer with the President shall have authority to cosign all financial accounts, and shall be responsible to cooperate in the process of adding their name to such accounts at the start of their term of office, and removing their name from such accounts upon expiration or termination of their term of office; and shall further have authority to sign checks that have been duly authorized by the Board.

5.4c The Treasurer shall have authority to obligate up to \$50.00 of HCPG funds once per month without authorization from the Board, and shall be responsible to notify the President and Vice President of such obligation within twenty-four hours of so doing.

5.4d The Treasurer shall be responsible for the collection, safeguard, and deposit of all HCPG funds including but not limited to dues and participation fees, as well as for the timely payment of bills, invoices, and debts; and shall further be responsible to maintain slips, receipts, and other documentation of all income and outlay, as well as to prepare monthly financial reports for Board review.

5.4e The Treasurer shall be responsible to organize, manage, and file all appropriate taxes on behalf of the HCPG; the Treasurer shall be responsible to safeguard a copy of all filed taxes dating back no less than seven years, and shall further maintain accessible digital copies all filed taxes for historical record and Board review.

5.4f The Treasurer shall be responsible to create and/or maintain a Yearly Spending Plan that shall include all income and expenditures, actual and projected, across all HCPG accounts for the current taxable year; and shall further maintain accessible digital copies of all such spending plans for historical record and Board review.

5.4g The Treasurer shall be responsible to collaborate in the formation and activity of all HCPG budgetary and fundraising committees, and shall further be responsible to consult any Board or committee member as necessary on the financial standing of the HCPG and of any situational implications thereon.

5.5 The Secretary shall have the authority and responsibility of general oversight of all HCPG records and internal communications.

5.5a The Secretary shall be responsible to establish, organize, and accessibly maintain records including but not limited to a contact list of venues, speakers, and suppliers, and up-to-date rosters of Gold and other registered members; to similarly file and maintain important documents of the Board, and of its members; and shall further be responsible to create, adapt, and manage blank forms, waivers, and ballots.

5.5b The Secretary shall be responsible to establish and maintain channels of communication between the Board and members through which members shall have

means to contact members of the Board with questions, concerns, and suggestions, and through which members shall be notified of important HCPG updates; and the Secretary shall further be responsible to keep members apprised of appropriate information, offers, and opportunities presented by HCPG partner services and organizations (e.g. Maryland Photography Alliance).

5.5c The Secretary shall be responsible to record minutes of all meetings of the Board that shall include but not be limited to a list of attendees and absentees, the order of proceedings, and a copy of any recent reports, proposals, or vote results; the Secretary shall further maintain accessible digital copies of all minutes, bylaws, and other historically significant documentation for record and Board review.

5.5d The Secretary shall be responsible to prepare any vote by email of the Board Entire that shall include a clear statement of purpose (e.g. "For or Against: The Proposed"), a copy of pertinent documents, brief summary of arguments, and a clear date and time by which members of the Board must cast by reply email before defaulting to abstention.

5.6 The Director of Engagement shall have the authority and responsibility of general oversight of all HCPG event planning.

5.6a The Director of Engagement shall be responsible to conceptualize, plan, and execute events including but not limited to monthly meetings and photo ops; shall be responsible to establish themes, scout locations, and coordinate the setup and break down of events; and shall be responsible to have upcoming photo op venues and monthly meeting presenters booked no less than three months out.

5.6b The Director of Engagement shall be responsible to gauge the success of events, and to prepare post-event reports for Board review.

5.6c The Director of Engagement shall be responsible to track the use and location of all HCPG effects (e.g. tables, banner, etc.), as well as to recover, store, and maintain the good condition of those effects; and shall further be responsible to take possession of and catalog such effects at the start of their term of office, and to relinquish possession of such effects to the succeeding Director of Engagement or President upon expiration or termination of their term of office.

5.7 The Director of Media shall have the authority and responsibility of general oversight of all HCPG social media and other online platforms.

5.7a The Director of Media shall be responsible to develop, and maintain social media and online platforms that is and shall be the primary source of information on upcoming events, cancelations and reschedules, and other information pertinent to the general membership; and shall further be responsible to proof all content before its posting, and to keep all posted content up to date, and the overall look and feel of online platforms fresh and professional.

5.7b The Director of Media shall be responsible for the conceptualization, design, and execution of online activities, campaigns, and promotions, and shall generally be

responsible for creating online points of continued member interest outside of meetings and events.

5.8 The Member at Large shall be a voting member of the Board with a limited scope of authorities whose responsibilities may be tasked by the President or by the Board, and that shall otherwise include membership retention initiatives.

5.8a The Member at Large shall be responsible to liaise with membership, to establish and maintain Board transparency, and to gauge the needs, interests, and general morale of HCPG members, and to prepare reports of such for Board review.

6.0 BOARD MEETINGS

6.1 The HCPG shall organize one “regular Board meeting” each month to share information, discuss strategies, and vote on proposals.

6.1a All regular Board meetings shall be scheduled and announced no less than one week prior to the start of the meeting.

6.1b All members of the Board shall be responsible to attend all regular Board meetings as it is and shall be the primary forum for the discussion and execution of HCPG business; further, all members of the Board shall have the option to attend regular Board meetings via teleconference.

6.1c In such case as a member of the Board cannot attend a regular Board meeting, that member shall be responsible to submit a written notice of absence to the Secretary at any time prior to, through and up to twenty-four hours following that meeting.

6.2 A special meeting of the Board may be called by any member of the Board for any emergent reason including but not limited to matters pertaining to Section 4.0 Termination of Membership, or matters involving an expiry that shall fall before the next regular Board meeting.

6.2a All special meetings of the Board shall be scheduled and announced no less than twenty-four hours prior to the start of the meeting.

6.2b Notwithstanding paragraph 6.2a, the President shall have authority to call a special meeting of the Board without twenty-four hour notice provided the sole purpose of that meeting is a matter of importance with an expiry that shall fall before a period of twenty-four hours.

6.3 If in attendance, the President, else the Vice President, else the Treasurer, else the Secretary shall preside over all meetings of the Board, else the meeting shall be adjourned.

6.3a Subsequent to paragraph 6.3, in such case as a regular Board meeting is adjourned due to the absence of the aforementioned members of the Board, that meeting shall be promptly rescheduled within the same intended month.

6.4 A vote may be called for at any meeting of the Board, and shall not be called for otherwise.

6.4a The minimum quorum (members of the Board present) for any vote shall be equal to a simple majority of occupied Board seats.

6.4b In such case as a vote is called for and the minimum quorum is not established, or in such case as a vote results in a tie, or in such case as a vote by the Board Entire is requested and that request is seconded, the vote shall pass to a vote by email of the Board Entire, and all members of the Board shall then have twenty-four hours to cast by reply email before defaulting to abstention.

7.0 ELECTIONS

7.1 The HCPG shall hold a Board election each November to fill vacant seats, and the seats of members of the Board whose term of office is expiring.

7.1a In such case as an individual is elected to fill a vacant seat of the Board, their term of office shall begin immediately, shall last through the next regular election period of that seat, and in such case as that term of office has a duration of one or less years, it shall not count toward any limit on the number of terms of office that individual is eligible to serve.

7.1b In such case as an individual is elected to fill the seat of a member of the Board whose term of office is expiring, their term of office shall begin the following January 1, and shall last through the next regular election period of that seat.

7.2 Subject to paragraphs 7.1 and 7.1a, Board elections shall follow a two-year cycle of alternating elections and overlapping terms of office.

7.2a Year I (odd years): Elections shall be held for the seats of President, Vice President, and Treasurer, each with a term of office of two years.

7.2b Year II (even years): Elections shall be held for the seats of Secretary, Director of Engagement, Director of Media, and Member-At-Large, each with a term of office of two years.

7.3 A call for candidates shall be posted across online platforms and sent via email to Gold members within the first week of September, and shall further be announced at the monthly meeting of the same.

7.3a Subject to paragraph 7.3b and Section 9.0 Termination of Office, all Gold members shall be eligible for candidacy in Board elections (“Board-eligible”) provided they have been a Gold member for at least six collective months.

7.3b Board-eligible members may occupy any one Board seat for three collective terms of office, after which they shall become ineligible to occupy that seat without losing general eligibility to occupy another.

7.3c In such case as a Board seat is up for election and there are no applicable candidates as of October 1, the conditions of eligibility, a minimum six months of membership stipulated in paragraph 7.3a, and a maximum three terms of office stipulated in paragraph 7.3b, shall be waived.

7.3d Board-eligible members may submit their name for candidacy, for any one Board seat, throughout the month of September, and up to and including the monthly meeting of October.

7.4 Candidates in Board elections shall be granted an opportunity to make a brief campaign statement of merit and qualification at the monthly meeting of October, as well as to prepare a similar written statement throughout the month of September, and up to the release of ballots in late October, that shall be submittable to the Director of Media, for review and one-time posting to the HCPG Gold Facebook page.

7.5 Ballots with the name and select Board seat of all candidates shall be compiled and sent via email to Gold members within the last week of October.

7.5a All Gold members shall be eligible to vote by submission of a single ballot denoting their choice of one listed candidate for each Board seat up for election.

7.5b Email ballots shall be submittable via reply email up to seventy-two hours prior to the monthly meeting of November, or may be printed and brought to said meeting; paper ballots shall be made available at the monthly meeting of November to any Gold member who has not previously voted in the current election; and all remaining ballots shall be collected at the end of the same meeting, and the poll shall be closed.

7.6 All paper and email ballots shall be reviewed, all votes shall be tallied, and all winning candidates shall be announced across online platforms and via email to all members on the mailing list within seventy-two hours of poll close.

7.7 Following Board elections, members of the Standing Board shall meet with all members of the Board Elect, separately or at once, to review this Constitution and Bylaws in order to provide explanation of what this document is, a brief of its contents, and major points by section.

7.7a In review of this document, particular attention shall be drawn to Section 5.0 Board of Directors, outlining the duties of each seat, as well as Sections 4.0 Termination of Membership, and 9.0 Termination of Office, outlining behaviors and actions that lead to involuntary vacancy of seat and restrictions on future eligibility to run in Board elections.

7.7b Upon review of this document, and as condition to taking office, each member of the Board Elect shall sign an Oath of Office to, (1) confirm their understanding of the policies set forth by this Constitution and Bylaws, as well as their intent to abide and uphold the same; (2) confirm their ability to carry out the responsibilities of their elected seat for the duration of their elected term, as well as their intent to faithfully fulfill the same.

7.7c In such case as a member of the Board Elect fails to submit a signed Oath of Office within two weeks of meeting with members of the Standing Board in accordance with paragraphs 7.7 through 7.7b, that member of the Board Elect shall be subject to immediate disqualification, and shall not be eligible to occupy any seat on the Board until the next election period, and the seat for which they ran shall instead be offered to the first runner-up, and each successive runner-up, subject to the same conditions.

7.7d All Oaths of Office shall require a live signature, and shall be submittable to the current President or Secretary in person, or through delivery service.

7.7e The Secretary shall be responsible for the safeguard of all live-signature Oaths of Office, and shall produce digital copies thereof to be held in record for Board review; the Secretary shall attach the live-signature Oath of Office of all current Board members to a hardcopy of this Constitution and Bylaws, and shall further, effectively destroy such live-signature oath of Board members whose term of office has either expired, or been terminated.

7.8 In such case as regular Board elections fail to produce a qualified candidate to fill a Board seat that shall be vacant come January 1, the Board in office at the start of the upcoming new year shall be responsible to fill the unoccupied seat according to Section 8.0 Special Appointments.

8.0 SPECIAL APPOINTMENTS

8.1 Subsequent to paragraphs 5.3a and 5.4a, in such case as the seat of Vice President or Treasurer becomes and remains vacant, members of the Board may voluntarily vacate their seat and be selected by special appointment to assume the aforementioned with its authorities and responsibilities.

8.2 Subsequent to paragraph 8.1, in such case as a seat of the Board becomes and remains vacant, and there remains six or more months until the next regular election period, a new occupying body shall be selected by special appointment to assume that seat with its authorities and responsibilities.

8.2a Board-eligible members who were the most recent regular election candidates for the vacant seat shall be invited to apply for special appointment, and shall have one week to submit their name for consideration.

8.2b Subsequent to paragraph 8.2a, in such case as there are no applicants for special appointment, all Board-eligible members shall be invited to apply, and shall have one week to submit their name for consideration.

8.2c Subsequent to paragraph 8.2b, in such case as there are no applicants for special appointment, conditions of eligibility, a minimum six months of membership stipulated in paragraph 7.3a, and a maximum three terms of office stipulated in paragraph 7.3b, shall be waived, and all remaining eligible Gold members shall be invited to apply, and shall have one week to submit their name for consideration.

8.2d Upon receiving applications for special appointment subsequent to paragraph 8.2a, else 8.2b, else 8.2c, the President and no less than two other members of the Board shall interview applicants and prepare and submit their impressions for Board review.

8.2e A special meeting of the Board Entire shall be called and all applicants for special appointment shall be given due consideration for the seat to which they applied, and applicants shall be narrowed to one for each seat up for special appointment, and shall be thereafter be appointed by a majority vote by the Board Entire.

8.3 The term of office of all special appointments shall begin immediately, shall last through the next regular election period of the seat, and in such case as a term of office has a duration of one or less years, it shall not count toward any limit on the number of terms of office an individual is eligible to serve.

8.4 All special appointments shall be announced across online platforms and via email to all members on the mailing list.

9.0 TERMINATION OF OFFICE

9.1 A member of the Board may vacate their seat at any time without cause by written statement of resignation to the current or succeeding President (“President”).

9.1a A member who has vacated their Board seat by resignation shall immediately forfeit the remaining term of their office, and shall not be eligible to occupy any seat of the Board until the next regular election period.

9.1b Notwithstanding paragraph 9.1a, in such case as a member of the Board has vacated their seat by resignation and it be their first time so doing, that member shall be granted a forty-eight hour period of grace in which to withdraw their resignation.

9.2 A member of the Board who has failed to attend three consecutive regular Board meetings without providing proper notice of absence shall immediately forfeit the remaining term of their office, and shall vacate their seat by dereliction.

9.2a In such case as a member has vacated their Board seat by dereliction and it be their first time so doing, that member shall have up to twenty-four hours prior to the next regular Board meeting to appeal for vacancy nullification by written statement to the President.

9.2b Notwithstanding paragraphs 6.4a and 6.4b, the President shall present any valid appeal for vacancy nullification at the next regular Board meeting and call for a vote by email of the Board Entire that is, *For or Against: Nullification of Vacancy by Dereliction and Restoration of Seat*, and all members of the Board shall then have forty-eight hours to cast via reply email before defaulting to abstention.

9.2c Subsequent to paragraphs 9.2 through 9.2b, in such case as a majority vote by the Board Entire favors the aforementioned nullification and restoration, the appellant shall be reinstated to their seat on the Board with the authorities and responsibilities

thereof, otherwise the vacancy of seat shall stand, no further appeals granted, and the appellant shall not be eligible to occupy any seat of the Board for the remaining term of their vacated office plus two years.

9.3 A member of the Board who within a twelve-month period has either failed to attend six collective regular Board meetings without providing proper notice of absence, or has failed to attend nine collective regular Board meetings with or without notice of absence, shall immediately forfeit their remaining term of their office, shall vacate their seat by forfeiture, shall not be granted an appeal, and shall not be eligible to occupy any Board seat for the remaining term of their vacated office plus two years.

9.4 A member of the Board may be unseated for any just cause including but not limited to failure to fulfill the responsibilities of their seat, or for creating and/or contributing to a hostile or toxic work environment.

9.4a Notwithstanding paragraphs 6.4a and 6.4b, a motion may be made at any valid meeting of the Board to unseat a member of the Board that if seconded shall, shall pass to a vote by email of the Board Entire that is, *For or Against: Unseating [Member Name] as the HCPG [Seat Title]*, and all members of the Board shall then have forty-eight hours to cast via reply email before defaulting to abstention.

9.4b Subsequent to paragraphs 9.4 and 9.4a, in such case as a majority vote by the Board Entire favors the aforementioned unseating, the member as named above shall be immediately stripped of the remaining term of their office, shall vacate their seat by eviction, shall not be granted an appeal, and shall not be eligible to occupy any Board seat in the future.

10.0 COMMITTEES

10.1 All members of the Board shall have the authority to select and appoint an Assistant to help in the fulfillment of their duties and obligations; members of the Board shall have no more than one Assistant at a time, and no more than two Assistants within a single term of office.

10.1a Assistants shall fall under the authority and discretion of the seat and occupying member by which they were appointed, shall share in the responsibility of that member, and shall have limited authority to serve as proxy for that member at meetings of the Board, and standard votes therein.

10.1b Assistants shall not be appointed to serve more than one Board seat within a thirty-day period, they shall have no authority under any seat but that by which they were appointed, and they shall have no authority to stand proxy in any vote by email, or of the Board Entire; additionally, use of an assistant as proxy does not excuse or exempt members of the Board from their obligation to observe Board meeting attendance policies set forth by Sections 6.0 Board Meetings, and 9.0 Termination of Office.

10.1c Subject to paragraph 10.1b, all HCPG Gold members shall be eligible to volunteer as an Assistant.

10.2 All members of the Board shall have the authority to establish and Chair one or more committees whose purpose and function is directly in line with that of their seat on the Board, provided another member of the Board shall volunteer to act as Sponsor and advocate such committee.

10.2a Sponsors shall be responsible to sit second chair on any committee they advocate, and shall assume all committee-related duties and obligations of the Chair in their absence, disability, or vacancy.

10.2b All members of the HCPG, of all membership classes, shall be eligible to volunteer for one or more committees.

10.2c All conclusions and plans drawn by committees shall be subject to approval by the Board before passing into action or effect.

10.2d The Board shall reserve the authority to establish one or more committees, especially as the purpose and function of such committee is directly in line with that of an unoccupied seat; the Board shall further appoint to such committee, and to any other committee with neither Chair nor Sponsor, an Acting Chair from among members of the Board.

10.2e Board members whose seat function and purpose are best in line with that of a committee run by an Acting Chair, shall reserve the authority to relieve that Acting Chair of duty, assume Chair and operational control of that committee, and select a Sponsor from among volunteering members of the Board.

10.2f The Vice President shall be responsible to monitor all committees, to assure that each committee is on task and operating within the scope of this Constitution and Bylaws, and that no two committees conflict in purpose, agenda, or schedule.

10.3 Members of the Board shall have the authority and discretion to appoint one or more Moderators from among HCPG Gold members to assist in the oversight and management of the daily and/or recurring routines of their seat.

10.4 The Board and all members thereof shall have the authority and discretion to enlist one or more Volunteers from among all HCPG members, of all membership classes, to assist in the setup, breakdown, and general execution of HCPG activities and events.

11.0 AMENDING THIS CONSTITUTION AND BYLAWS

11.1 Proposed amendments to this Constitution and Bylaws shall be submitted in writing to the Board, and shall include the name of the proponent, the date of proposal, paragraph numbers and proposed wording of any changes or additions and/or the exact text of any subtractions, and a brief explanation of reason.

11.1a All Gold members and/or members of the Board shall be eligible to submit proposals of amendment.

11.1b Notwithstanding paragraphs 6.4a and 6.4b, the President shall present any new proposal of amendment at the next regular Board meeting whereupon it shall be given due consideration of concept and wording, and shall pass to a vote by email of the Board Entire, and all members of the Board shall then have forty-eight hours to cast by reply email before defaulting to abstention.

11.2 All amendments approved by a majority vote of the Board Entire shall be written into this Constitution and Bylaws proper by addition to, replacement of, or subtraction from existing text, and shall thereby be effective immediately.

11.2a An *Appendix I: Recent Amendments to the HCPG Official Constitution and Bylaws* shall be affixed to, however not part of this Constitution and Bylaws, and all amendments shall be enumerated in said appendix, and such enumeration shall include the date of amendment, and both the exact pre-amendment and post-amendment texts with corresponding paragraph numbers.

11.2b All amendments enumerated in Appendix I shall be removed from said appendix one year following the date of amendment -- such removal shall not itself constitute an amendment -- and only the version number found on the cover page of this document shall be updated to reflect the date of that removal.

11.3 Upon any valid amendment of this Constitution and Bylaws, both the version number of this document and cover page statement of supersession shall be updated to reflect the most recent date of amendment.

11.3a The President shall announce all newly amended versions of this Constitution and Bylaws by version number at the next monthly meeting following the most recent date of amendment.

12.0 DEFAULT AUTHORITY

12.1 All subjects and matters not covered in this Constitution and Bylaws shall default to the authority and discretion of the Board, to include but not be limited to the organization of programs, events, and services, and the costs and member eligibilities of the same, as well as the implementation of new strategies for the continued growth and success and the Harford County Photography Group.

12.2 All matters that call to question a meaning of this Constitution and Bylaws shall default to the authority of the Board Entire, who shall be responsible to weigh both the letter and spirit of this document, and to pass a ruling by majority vote on the interpretation of its intent and purpose.

12.2a Interpretations shall be made according to entire paragraphs, or as applicable, according to entire sections, and shall not be made according to abridgments or select portions or phrases that, removed from context within the whole, may indignify the essence and meaning of the whole.

12.2b An *Appendix II: Rulings on Interpretation of the HCPG Official Constitution and Bylaws* shall be affixed to this Constitution and Bylaws, all rulings on interpretation shall be enumerated in said appendix, and such enumeration shall include: the date of ruling, number and exact quote of paragraphs subject to interpretation, cause for interpretation, and the final ruling and statement of reason.

12.2c A ruling shall be rescinded in such case as one or more relative paragraphs are amended in accordance with Section 11.0 Amending This Constitution and Bylaws; and a ruling may be revised or rescinded by a majority vote of the Board Entire in such case as a motion to revise or rescind is made by a member of the Board, and seconded by at least two other members of the Board.

12.2d Addition, subtraction, or revision of a ruling in Appendix II shall not constitute an amendment to this document, and only the cover page version number shall be updated to reflect the date of change.

Appendix I

Recent Amendments to the HCPG Official Constitution and Bylaws

October 4, 2023

Amendments:

7.3d Board-eligible members may submit their name for candidacy throughout the month of September, and up to and including the monthly meeting of October.

Amended: 7.3d Board-eligible members may submit their name for candidacy, for any one Board seat, throughout the month of September, and up to and including the monthly meeting of October.

7.4 Candidates in Board elections shall be granted an opportunity to make a brief campaign statement of merit and qualification at the monthly meeting of October, as well as to prepare a similar written statement submittable to the Director of Media for review and one-time posting to the HCPG Gold Facebook page.

Amended: 7.4 Candidates in Board elections shall be granted an opportunity to make a brief campaign statement of merit and qualification at the monthly meeting of October, as well as to prepare a similar written statement throughout the month of September, and up to the release of ballots in late October, that shall be submittable to the Director of Media, for review and one-time posting to the HCPG Gold Facebook page.

7.5 Ballots with the names and select Board seats of all candidates shall be compiled and sent via email to Gold members within the first week following the monthly meeting of October.

Amended: 7.5 Ballots with the name and select Board seat of all candidates shall be compiled and sent via email to Gold members within the last week of October.

12.2b An *Appendix II: Rulings on Interpretation of the HCPG Official Constitution and Bylaws* shall be affixed to this Constitution and Bylaws, all rulings on interpretation shall be enumerated in said appendix, and such enumeration shall include the date of ruling, the cause for interpretation, the number and exact quote of paragraphs subject to interpretation, and the final ruling and statement of reason, as well as an indication of any revision thereof.

Amended: 12.2b An *Appendix II: Rulings on Interpretation of the HCPG Official Constitution and Bylaws* shall be affixed to this Constitution and Bylaws, all rulings on interpretation shall be enumerated in said appendix, and such enumeration shall include: the date of ruling, number and exact quote of paragraphs subject to interpretation, cause for interpretation, and the final ruling and statement of reason.

12.2c A ruling may be revised or rescinded by a majority vote of the Board Entire in such case as: one or more relative paragraphs are amended in accordance with Section 11.0 Amending This Constitution and Bylaws; or a motion to revise or rescind the ruling is made and seconded by members of the Board.

Amended: 12.2c A ruling shall be rescinded in such case as one or more relative paragraphs are amended in accordance with Section 11.0 Amending This Constitution and Bylaws; and a ruling may be revised or rescinded by a majority vote of the Board Entire in such case as a motion to revise or rescind is made by a member of the Board, and seconded by at least two other members of the Board.

Repeals:

Repealed: 12.2d In such case as a ruling has been passed, thereafter revised, and a motion to revise or rescind that ruling is thereafter made and seconded by members of the Board, the ruling shall be rescinded, and the relative paragraphs of this document shall instead be subject to amendment in accordance with Section 11.0 Amending This Constitution and Bylaws.

Revisions:

Paragraph 12.2e shall be redesignated 12.2d.

November 1, 2023

Amendments:

5.1c Occupancy of all Board seats shall be voluntary and no compensation shall be tendered excepting, members of the Board shall forfeit Gold member discounts for monthly photo ops, and shall instead have all participation fees for such discounted by 50% of base cost.

Amended: 5.1c Occupancy of all Board seats shall be voluntary and no compensation shall be tendered excepting, members of the Board who have served at least six months in the first year of a regular two-year term of office, and who shall continue to serve in the second year of that term, shall be granted full Gold membership at no cost for that second year.

5.3 The Vice President shall have the authority and responsibility of general oversight of internal HCPG business and logistics, and shall further assume the responsibilities and appropriate authorities of the President and/or Treasurer in their absence or disability.

Amended: 5.3 The Vice President shall have the authority and responsibility, second to the President, of general oversight of all HCPG business and logistics, and shall further assume the responsibilities and appropriate authorities of the President and/or Treasurer in their absence or disability.

5.5b The Secretary shall be responsible to establish and maintain channels of communication between the Board and members through which members shall have

means to contact the Board with questions, concerns, and suggestions, and through which members shall be notified of important updates.

Amended: 5.5b The Secretary shall be responsible to establish and maintain channels of communication between the Board and members through which members shall have means to contact members of the Board with questions, concerns, and suggestions, and through which members shall be notified of important HCPG updates; and the Secretary shall further be responsible to keep members apprised of appropriate information, offers, and opportunities presented by HCPG partner services and organizations (e.g. Maryland Photography Alliance).

5.5c The Secretary shall be responsible to record minutes of all meetings of the Board that shall include but not be limited to a list of attendees and absentees, the order of proceedings, a copy of reports submitted for review, and an enumeration of proposals and vote results.

Amended: 5.5c The Secretary shall be responsible to record minutes of all meetings of the Board that shall include but not be limited to a list of attendees and absentees, the order of proceedings, and a copy of any recent reports, proposals, or vote results; the Secretary shall further maintain accessible digital copies of all minutes, bylaws, and other historically significant documentation for record and Board review.

5.6a The Director of Engagement shall be responsible to conceptualize, design, and execute events including but not limited to monthly meetings and photo ops; and shall further be responsible to establish themes, scout locations, book venues and speakers, and to coordinate and oversee the set up and break down of events; and shall generally be responsible to create a favorable member experience.

Amended: 5.6a The Director of Engagement shall be responsible to conceptualize, plan, and execute events including but not limited to monthly meetings and photo ops; shall be responsible to establish themes, scout locations, and coordinate the setup and break down of events; and shall be responsible to have upcoming photo op venues and monthly meeting presenters booked no less than three months out.

Section 10.0 Committees

10.1 All members of the Board shall have the authority to select and appoint one Assistant to help in the fulfillment of their duties and obligations.

10.1a Subject to paragraph 10.1b, all Gold members shall be eligible to volunteer as an Assistant.

10.1b Assistants shall not be appointed to serve more than one seat of the Board at a time, and shall fall under the authority and discretion of the seat by which they were appointed.

10.1c Assistants shall share in the responsibility, and have a limited scope of authority under the seat by which they were appointed, and may by prior authorization serve as proxy for their attending member of the Board.

10.2 All members of the Board shall have the authority to establish and supervise one or more committees whose purpose shall directly pertain to the functions of their seat, provided one or more other members of the Board shall volunteer to sponsor such committee.

10.2a All members shall be eligible to volunteer for one or more committees.

10.2b All sponsors shall be responsible to sit on any committee they sponsor, and shall assume all committee-related duties and obligations of the establishing member in their absence, disability, or vacancy.

10.2c Notwithstanding paragraph 10.2, all regulatory or financial committees shall require establishment by, or the sponsorship of the President.

10.2d Notwithstanding paragraph 10.2, the President and Vice President shall have the authority to establish one or more committees whose purpose does not directly pertain to the functions of their seat, especially in such case as the purpose of such committee may directly pertain to the functions of several seats of the Board.

10.2e All committees shall be subject to oversight by the Vice President, and all conclusions drawn by committees shall be subject to approval by the Board before passing into effect.

10.3 The Board shall retain discretion to appoint Moderators to assist in the operations and oversight of HCPG activities, events, and services.

10.3a Assistants shall be authorized Moderators under the seat by which they were appointed.

10.3b Gold members shall be eligible to volunteer for Moderator status under the committees on which they serve, and that status shall be subject to approval by the Board.

Amended: Section 10.0 Committees

...10.1 All members of the Board shall have the authority to select and appoint an Assistant to help in the fulfillment of their duties and obligations; members of the Board shall have no more than one Assistant at a time, and no more than two Assistants within a single term of office.

...10.1a Assistants shall fall under the authority and discretion of the seat and occupying member by which they were appointed, shall share in the responsibility of that member, and shall have limited authority to serve as proxy for that member at meetings of the Board, and standard votes therein.

...10.1b Assistants shall not be appointed to serve more than one Board seat within a thirty-day period, they shall have no authority under any seat but that by which they were appointed, and they shall have no authority to stand proxy in any vote by email, or of the Board Entire; additionally, use of an assistant as proxy does not excuse or exempt members of the Board from their obligation to observe Board meeting attendance policies set forth by Sections 6.0 Board Meetings, and 9.0 Termination of Office.

...**10.1c** Subject to paragraph 10.1b, all HCPG Gold members shall be eligible to volunteer as an Assistant.

...**10.2** All members of the Board shall have the authority to establish and Chair one or more committees whose purpose and function is directly in line with that of their seat on the Board, provided another member of the Board shall volunteer to act as Sponsor and advocate such committee.

...**10.2a** Sponsors shall be responsible to sit second chair on any committee they advocate, and shall assume all committee-related duties and obligations of the Chair in their absence, disability, or vacancy.

...**10.2b** All members of the HCPG, of all membership classes, shall be eligible to volunteer for one or more committees.

...**10.2c** All conclusions and plans drawn by committees shall be subject to approval by the Board before passing into action or effect.

...**10.2d** The Board shall reserve the authority to establish one or more committees, especially as the purpose and function of such committee is directly in line with that of an unoccupied seat; the Board shall further appoint to such committee, and to any other committee with neither Chair nor Sponsor, an Acting Chair from among members of the Board.

...**10.2e** Board members whose seat function and purpose are best in line with that of a committee run by an Acting Chair, shall reserve the authority to relieve that Acting Chair of duty, assume Chair and operational control of that committee, and select a Sponsor from among volunteering members of the Board.

...**10.2f** The Vice President shall be responsible to monitor all committees, to assure that each committee is on task and operating within the scope of this Constitution and Bylaws, and that no two committees conflict in purpose, agenda, or schedule.

...**10.3** Members of the Board shall have the authority and discretion to appoint one or more Moderators from among HCPG Gold members to assist in the oversight and management of the daily and/or recurring routines of their seat.

...**10.4** The Board and all members thereof shall have the authority and discretion to enlist one or more Volunteers from among all HCPG members, of all membership classes, to assist in the setup, breakdown, and general execution of HCPG activities and events.

Additions:

Paragraphs 5.4e and 5.4f as written.

Paragraphs 7.7 through 7.8 as written.

Repeals:

Repealed: 5.3e The Vice President shall be responsible to assist in the fulfillment of presidential obligations, especially as it may pertain to internal and regulatory matters of the Board, committees, and membership.

Revisions:

Paragraph 5.4e shall be redesignated 5.4g.

November 12, 2023

Amendments:

3.4 The HCPG shall organize one meeting each month (“monthly meeting”) that shall feature a learned and experienced guest speaker.

Amended: 3.4 The HCPG shall organize one meeting of the general membership each month (“monthly meeting”) that shall feature a learned and experienced guest speaker, an instructional workshop; or other special activity as deemed appropriate by the Board.

Repeals:

Repealed: 3.4b Substituting for the monthly meeting of November shall be the HCPG Annual Photo Contest featuring a guest judge.

Repealed: 3.4c Substituting for the monthly meeting of December shall be the HCPG Annual Holiday Party.

February 07, 2024

Amendments:

2.3a All Gold memberships shall expire on December 31 of the year for which dues were paid, and the months of November and December shall be open for enrollment into memberships that shall become active January 1 of the following year.

2.3b The Board shall retain discretion to accept Gold membership enrollments and prorated dues ($yearly\ dues \div 12 \times remaining\ months \approx prorated\ dues$) for the current year, especially in such case as the enrollee is a first-time Gold member.

Amended: 2.3a All Gold memberships shall expire on December 31 of the year for which dues were paid, and the months of November and December shall be open enrollment for Gold memberships that shall become active January 1 of the following year.

... **2.3b** The Board shall retain discretion to extend open enrollment for Gold memberships through the months of January and February of the new membership year, and this shall be decided at the start of each new enrollment period.

... **2.3c** In the months between open enrollment periods, the Board shall retain discretion to accept Gold membership enrollments at prorated dues for the current year, according to the following proration formula:

$$\text{Prorated Dues} = \$ \left[\frac{\$ \text{ Yearly Dues} + \$5 \text{ Proration Fee}}{12 \text{ Months of the Year}} (\text{Remaining Monthly Meetings}) \right]$$

3.3a Gold members shall have access to Gold-only content, may opt to have their online photography portfolio linked on the HCPG website, and shall be eligible to post content to the HCPG Gold Facebook page, as well as participate in polls, contests, and other activities of the same.

Amended: 3.3a Gold members shall have access to any Gold-only content, online or otherwise, and may opt to have their online portfolio and photography-based social media accounts linked on the HCPG website.

Revisions:

Paragraph 2.3c shall be redesignated 2.3d.

Appendix II

Rulings on Interpretation of the HCPG Official Constitution and Bylaws

No available content.

Appendix III

Exceptions to the 2023 Election Process in a Period of Reformation

AIII.1.0 SPECIAL INSTRUCTIONS

AIII.1.1 The reader is hereby advised that this appendix of the HCPG Constitution and Bylaws is designed and intended to be a temporary inclusion in said document, and shall be void following the 2023 regular elections and fulfillment of the terms of office thereof.

AIII.1.2 The HCPG Board of Directors is hereby instructed to remove this Appendix: Exceptions to the 2023 Election Process in a Period of Reformation in whole from the Constitution and Bylaws on January 1, 2025.

AIII.2.0 EXCEPTIONS TO THE 2023 ELECTIONS

AIII.2.1 The 2023 Board elections shall be held and conducted in accordance with the Harford County Photography Group Official Constitution and Bylaws v.2023.04.26 Section 7.0 Elections, subject to the following exceptions:

AIII.2.1a As of September 1, 2023, the total terms of office any member has served in occupancy of any seat on the Board of Directors shall number zero, and thereafter all seat occupancies shall have bearing on Board eligibility as determined by the current version of the Harford County Photography Group Official Constitution and Bylaws.

AIII.2.1b In accordance with the regulations set forth by the November 2022 revision of the 2019 Constitution and Bylaws, and by trust of the voting 2021 Gold membership, all seats of the Board of Directors shall be up for the 2023 elections.

AIII.2.1c The 2023 term of office for the seats of Secretary, Director of Engagement, Director of Media, and Member at Large shall be one year, and shall not count toward any limit on the number of terms of office an individual is eligible to serve.

AIII.2.1d Following the 2023 elections and terms of office thereof, all elections and voting procedures shall be in accordance with applicable conditions set forth by the current version of the Harford County Photography Group Official Constitution and Bylaws.