

BYLAWS of The  
**Central Maryland Photographers' Guild,**  
(CMPG) (The Guild)  
(An Unincorporated Association)

*As amended by the vote of the membership on 23 March 2011*

## ARTICLE I

### PURPOSES

**1.1 Purposes:** The Central Maryland Photographers' Guild, (CMPG) (the Guild), although it is an unincorporated association, is organized and operated exclusively for social, public service and educational purposes within the meaning of section 501(c) 7 of the Internal Revenue Code, as amended from time to time, (or the corresponding provision of any future United States Internal Revenue law). The Central Maryland Photographers' Guild, (CMPG), exists to further the art and craft of photography, with specific concentration on educating its own members in photographic technique, use of equipment and in concepts of composition and aesthetics.

**1.2 Powers:** The Guild shall have all the powers granted by law to Maryland Unincorporated Associations and all other powers not inconsistent with applicable law or the Guild's stated purposes to the extent that such powers are appropriate to promote and attain such purposes.

**1.3 Activities not Permitted:** Notwithstanding any other provision of these Articles, and notwithstanding that the Guild is an Unincorporated Association, the Guild shall not carry on any activities not permitted to be carried out by an Association exempt from federal income tax under section 501(c) 7 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

**1.4 Nonpartisan Activities:** The Guild shall operate as if it were a non-profit organization within the meaning of section 501(c) 7 of the Internal Revenue Code, (or the corresponding provision of any future United States Internal Revenue Law), and shall be nonpartisan. No substantial part of the activities of the Guild shall consist of the publication or dissemination of materials within the purpose of attempting to influence legislation. The Guild shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

**1.5 Culture:** CMPG is founded on the ideal that the more experienced should help those just learning. We are centered on developing and sharing our skills as photographers. Thus, we concentrate on talks, seminars, demonstrations, workshops, and critique. We do not emphasize competition or judgment.

**1.6 Goals:** The goal of CMPG is to provide an environment where photographers of all backgrounds and skill levels can get together and learn from each other. We are an educational and mentoring organization, concentrating on the improvement of our skills. We will provide our members with opportunities for learning, critique, discussion, and exhibition. We maintain and expand our Internet presence through the CMPG.org website, digital galleries, and interactive forums, as well as through participation in other online communities.

## **ARTICLE II**

### **MEMBERSHIP**

**2.1 Membership:** Membership in the CMPG is open to all. We do not discriminate on the basis of age, race, gender, sexual orientation, religion, nationality, or level of skill. We welcome everyone from the absolute beginner to the experienced photographer. We welcome professionals. Youth members are welcome. An adult sponsor must accompany those under the age of 16 to both events and meetings. Sponsors must be current members of CMPG. Children younger than age twelve should probably not attend, but will be considered on a case-by-case basis.

An individual is a Member of CMPG if they have completed the Membership Application, abide by the terms and policies described in the CMPG handbook, and have paid their dues as stipulated in section 2.4.

Members are entitled to all benefits of the Guild, including but not exclusively: voting privileges, attendance to all meetings, eligibility for all talks, seminars, and activities, access to all online services, discounts and group rates for CMPG activities when available, event attendance free of non-member surcharges, and eligibility for Guild sponsored exhibits.

Members participate in all activities organized by the Guild or lead by a Guild member as an individual on their own responsibility and at their own risk. The Guild specifically denies any and all responsibility for the individual, their acts or any damage or injury to or by the individual.

**2.2 Voting Rights of Members:** Subject to the full and current payment of membership dues, charges or assessments, each Member of the Guild shall be entitled to cast one vote on any and all matters on which Members of the Guild shall be entitled to vote as provided in these bylaws and on any and all matters the Board deems appropriate for a membership vote at any time and from time to time.

**2.3 Dues, Charges and Assessments:** Upon the affirmative vote of at least two-thirds of all Members voting on the matter, the Board shall be vested with the power and authority to establish fees for admission to membership, annual membership dues, and other charges and assessments, and to increase, decrease or abolish any such fees or charges.

**2.4 Annual Membership Dues:** The annual membership dues will be set by the Board. Dues are collected at the January meeting of every year. Membership remains in effect for a term of the current calendar year, from January 1st to December 31st. New members will be prorated as of the date of their application in the amount of 1/12 of the

annual dues per month remaining in the current year. Current members renewing their memberships after January of the current year are responsible for the full annual dues.

**2.5 Prospective Members:** If you are attending CMPG activities/meetings, and have not paid membership dues, you are considered a Prospective Member, unless you are a guest of a paid member (see Guests). You may not have access to the full range of resources afforded paid members, and may be expected to pay event fees and/or surcharges for activities above and beyond the cost to membership.

Prospective Members may attend up to two regular meetings (not necessarily consecutive) before incurring an obligation to become a paid member.

**2.6 Guests:** Guests of members are accorded an equivalent status to Prospective Members, with the exception of non-meeting events and activities. A member may bring a guest to any scheduled event or activity provided the guest pays any associated non-member activity fee or surcharge. A guest may also attend up to two regular, formal meetings before being expected to contribute dues.

**2.7 Responsibilities of Membership and Guest Participation:** Members and guests participate in all activities organized by the Guild or led by a Guild member as an individual on their own responsibility and at their own risk. The Guild specifically denies any and all responsibility for the individual, their acts or any damage or injury to or by the individual.

## ARTICLE III

### MEETINGS OF GUILD MEMBERSHIP

**3.1 Annual Meetings:** The annual meeting of the Guild membership shall be held during the month of March of each year or as soon as practical thereafter as determined by the Board at a date, time and location to be determined by the Board. Each annual meeting of Members shall be open for the election of officers and directors and for the transaction of any other business within the powers of the Guild. The failure of the Guild to hold an annual meeting at the designated time shall not invalidate the Guild's existence or affect any of its acts, which are otherwise valid.

**3.2 General Meetings:** CMPG holds regular meetings, at a minimum, on the fourth Wednesday of every month except for November and December. Due to the holidays, the November and December meetings are to be held on the third Wednesday of these months. These meetings are opportunities to not only cover Guild business, but to present educational material and hold critique sessions. Occasionally, meetings may be called on an *ad-hoc* basis either for the entire Guild, or for specific groups/committees, to work on Guild business and issues.

Though meetings are mostly informal, there is an agenda. Discussion about the coming months' agenda can be found in the members only area of the CMPG online forums (<http://www.cmpg.org/ipforums>). There, members can suggest or request items for inclusion, as well as discuss the proposed agenda items. Members can also contact Guild officers to suggest or discuss upcoming meeting agendas.

Even though meetings are not held to a formal framework (rules of order, etc.), they are timed to cover necessary operational items, and to engage some form of instructional or educational program. As such, we ask that attendees give the proceedings (whether business, a critique, or a talk/demo) the courtesy of their attention.

**3.3 Special Meetings:** The Director or a majority of the Board may call special meetings of the Members at any time and for any purpose.

**3.4 Meeting Notice:** Not less than two (2) nor more than thirty (30) days before each meeting of the Members, the Board shall make reasonable efforts to deliver written, printed or electronic (e-mail) notice of the meeting to the extent practicable. They shall state the date, time and place of the meeting, setting forth all matters to be voted on at the meeting, and, in the case of a special meeting, stating the purpose for which the meeting is called.

**3.5 Conduct of Meetings:** Meetings of the Members shall be presided over by the CMPG Director, or in the Director's absence, by the Assistant Director. The Secretary of the Guild shall act as secretary of meetings of Members. At the Secretary's absence, the Director may designate a secretary.

At the beginning of each meeting, the Guild will address any and all outstanding or new business matters. If there is a time limit due to the evening's program, agenda items get preference over topics raised from the floor. In addition, only full members may submit items to the agenda.

Every effort shall be made to address all topics. Items not discussed will be carried over to the next month's agenda. If pressing issues arise these may be forwarded to the CMPG Board for resolution.

**3.6 CMPG Voting:** All matters submitted to a vote at meetings of Members shall be decided by a majority of the votes cast by Members present and entitled to vote at the meeting, unless a greater proportion of votes are required by these bylaws. No matter may be voted on by the Members unless and until notice that a vote will be taken on the matter has been given to Members as provided in Section 3.4 of these bylaws. All votes by Members shall be cast in person or via a Guild initiated e-mail ballot request submitted prior to the meeting at which a vote is to be held.

**3.7 Open Meetings:** Certain events may be marketed not only to members, but also to the general public. Day seminars, limited fund-raising events and so may be open to all.

**3.8 Meeting Cancellation:** Meeting cancellation, for any reason, will be announced via the CMPG “events” mailing list. If there is no announcement of cancellation, you may assume that the scheduled meeting is still being held.

## **ARTICLE IV**

### **Position Descriptions**

**4.1 General Provisions:** CMPG is not an incorporated entity. We have “officers” only in the sense that certain individuals have accepted elected offices and taken on leadership roles. Officers must be fully paid CMPG members.

The officers of the Guild shall consist of a Director, an Assistant Director and a Secretary-Treasurer and such other officers as the Board may determine to be necessary. The Secretary–Treasurer may be the same person or different persons as agreed to by a majority of the Board. Each officer shall be a member of the Board and must be a full Member of the Guild.

**4.2 Director:** The Director is responsible for the operation of the Guild coordinating the operation of the effective functioning of the Guild coordinators. The Director is tasked with the running of Guild meetings both those of the full membership and those of the Board. It is the Director’s responsibility to report board actions to the general membership.

**4.3 Assistant Director:** The assistant Director acts as a backup to the Director and shall take over the Director’s functions as needed due to illness or other unforeseen occurrence that may render the Director as non-functioning. The assistant Director is tasked with taking an active role in support of the five coordinators as defined in section 4.5 entitled Task Coordinators.

**4.4 Secretary-Treasurer:** Maintains CMPG board of Director meeting notes. Holds and maintains master copies of printed materials (such as CMPG bylaws and handbook). Maintains contact lists and membership roster, including a member directory. Assembles and publishes meeting agendas. Collects membership dues and fees. Manages CMPG financial and banking needs. Is responsible for reporting financial status as required.

**4.5 Task Coordinators:** The Director or Board may provide for such task coordinators as they may deem desirable, and may discontinue the same at their pleasure. Each such task coordinator shall have such powers and perform such duties, not inconsistent with these bylaws and applicable law, as may be assigned to it by the Director or Board.

Task coordinators ensure that vital tasks are attended to in order to serve members and potential members. These positions are only open to fully paid members. These positions are subject to election by the membership with terms covering one calendar year beginning in March.

**4.5.1 Online Services Coordinator:** Maintains, updates, upgrades, and otherwise assumes responsibility for the CMPG website, the cmpg.org domain, and all that it encompasses. Includes arranging for payment of services, maintaining software licenses where necessary, administration of the site content management systems, and general web development. This position requires proficiency in HTML and CSS layouts, along with basic knowledge of PHP or suitable CMS. Similar software is also preferable. This coordinator will also set up and maintain at least two mailing lists. One, the events mailing list, goes to all CMPG members and is to be used to announce special events to one and all. The second is an officers and Board mailing list to be used exclusively for officer and Board communications.

**4.5.2 Publicity Coordinator:** Handles announcements to the local, regional, and community press regarding meetings, events, and exhibitions. Maintains a media contact list, and assumes responsibility for promoting CMPG activities. Organizational skills are a must, plus the persistence required to navigate phone trees, department heads, editorial staffers, and production staff in order to get our message to the public. Also tasked with the production of promotional materials (flyers and similar venues). There will be an annual budget assigned by the Board in support of this task.

**4.5.3 Exhibits Coordinator:** Researches opportunities for the exhibition of Guild work. Coordinates staging of exhibitions, including acting as liaison between the Guild and the hosting venue. Works with the Publicity Coordinator to generate promotional materials, press releases, and public announcements of Guild exhibits.

**4.5.4 Educational Coordinators:** Define the specific goals and content required to support the CMPG mission Statement. The task for setting the yearly meeting content well enough in advance to be posted on the CMPG web site at least a month in advance of the listed meeting date. It is the goal of the coordinators to establish meeting content six months in advance of meetings. The coordinators are responsible for the planning and execution of the monthly CMPG meetings. The procurement of meeting presenters and the procurement of any presentation material needed by the presenter. There will be an annual budget assigned by the Board to accomplish this task. Negotiations with non-CMPG presenters is the responsibility of the education coordinators. Educational coordinators shall be established on staggered six (6) month intervals, March and July.

**4.5.5 Events Coordinator:** Defines and schedules ad hoc events through out the year in support of ongoing CMPG interests, desires and instructional needs. It is the task of this coordinator to plan the entire event and to set goals to be attained during the event. The event coordinator must post event details on the CMPG web site at least two weeks

prior to any event. Immediate notice, details and any hot links are to be posted on the Guild "events" mailing list. Event image production is to be posted on the CMPG web site along with a short description of the intent of the event.

**4.6 Board:** The property, business and affairs of the Guild shall be managed under the direction of its Board. The Board may exercise all the powers of the Guild except those conferred upon or reserved to the Members by these bylaws.

**4.7 Board of Director Membership:** The number of Board members shall consist of at least ten (10) CMPG members. The number of Board members may be modified by the general membership at any regular meeting or at any special meeting called for that purpose.

**4.8 Board of Director Composition:** The Director, Assistant Director, Secretary-Treasurer of the Guild shall at all times during their respective terms in office be members of the Board. The remainder of the board will consist of the duly elected task coordinators (see Article 4.5) and two additional at-large board members elected at the annual meeting. All Board Members shall be full Members of the Guild.

**4.8.1 Scheduled Board Meetings:** Scheduled meetings of the Board shall be held at least four (4) times during each calendar year at such dates, times and locations to be determined by the Director or the Board.

**4.8.2 Special Board Meetings:** Special meetings of the Board may be called by or at the request of the Director or by any three (3) Board members then in office. The person or persons who call any such special meeting of the Board may fix any date, time and location for such special meeting.

**4.8.3 Board Meeting Notice:** The Board may provide, by resolution, the time and place for the holding of meetings of the Board without other notice than such resolution. Notice of any special meeting shall be given to each Board member at least two (2) days prior to the meeting. Neither the business to be transacted at, nor the purpose of, any scheduled or special meeting of the Board, need be stated in the notice, unless specifically required by these Bylaws.

**4.8.4 Board Voting:** Each Board member shall have one vote. There shall be no proxy voting. The action of the majority of the Board present at a meeting at which a quorum is present shall be the action of the Board, unless the concurrence of a greater proportion is required for such action by applicable statute, charter provision or these bylaws. A majority of the entire Board plus 1 (total of 7) shall constitute a quorum for transaction of business at any meeting of the Board. If less than a majority of such number of members is present at said meeting, a majority of the members present may adjourn the meeting without further notice.



**4.8.5 Board Telephone Meetings:** Members of the Board may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by such means constitutes presence in person at the meeting.

**4.8.6 Informal Action by the Board:** Action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a consent in writing to such action is signed by each Board member entitled to vote on the matter. Such written consent may be in the form of an electronic mail sent from a member to the Director or the Secretary of the Guild.

**4.9 Compensation:** Officers and members of the Board shall not receive any salary for their services in such capacities. Officers, Board members and or designated Guild representatives shall be entitled to receive reimbursement of all expenses incurred by such officer or representative in connection with Guild matters. All such expenses are to be approved by the Board.

**4.10 Removal and Resignation:** Any officer of the Guild may be removed with or without cause by the affirmative vote of two-thirds of the entire Board at any meeting at which at least two-thirds of the entire Board is present. Any officer of the Guild may resign at any time by giving written notice of his resignation to the Director, or to the Board. Any resignation shall take effect at the time specified therein, or, if the time when it shall become effective is not specified therein, immediately upon its receipt. The acceptance of a resignation shall not be necessary to make it effective unless otherwise stated in the resignation.

**4.11 Vacancies:** Any vacancy on the Board for any cause may be filled by a majority of the remaining members, although such majority may be less than a quorum. A new Board Member appointed by the Board to fill a vacancy shall serve until the end of the term of the vacancy they are filling or until elected by the membership at large.

## **ARTICLE V**

### **ELECTION OF OFFICERS AND BOARD MEMBERS**

**5.1 Nominations of Officers and Board Members:** Nominations for Officers, Task Coordinators and at-large members of the Board shall be open to the Membership at large. Nominations shall commence with the general meeting of Members immediately prior to the March meeting. Nominations will be accepted upon a motion duly made and seconded.

Nominations may also be made by any Guild Member following such general meeting and prior to the March meeting by delivering a written notice of such nomination to the Director or the Secretary of the Guild. These written nominations would then be

submitted at the March meeting prior to the election itself as a motion to be seconded and voted on by the membership.

**5.2 Guild Elections:** The Director shall prepare a slate of officers, task coordinators and at-large Board members for presentation at the March meeting for membership elections to be held. This slate shall be filled by the nominations of the Guild membership that have been proposed, seconded and passed by majority vote of the membership in attendance prior to the election.

**5.3 Voting:** There must be at least 60% of the full membership in attendance for the election to be held. Absentee ballots may be cast via the Guild mailing list prior to the March meeting and will be counted at that meeting as if there cast. Proxy votes will count towards meeting the attendance percentage requirement. Proxy votes must be seconded and passed by majority vote of the membership in attendance.

A simple plurality is required to be elected to any of the ten (10) Guild offices.

**5.4 Term of Office of Director:** The Director shall hold office for a term of one year. The Director's term shall begin the month following the election and continue for one (1) year. A duly elected director may serve more than one consecutive term or non-consecutive term at the acceptance of the membership.

**5.5 Term Duration of Assistant Director, Secretary-treasurer, Task Coordinators and At-large Board Members:** These elected positions shall be elected at each annual meeting of Members and shall hold office for a term of one year, beginning at the month following the election and continuing for one (1) year until the following March meeting or until the person's successor is elected and qualifies, or until the person's death, resignation or removal pursuant to these bylaws. The mid term Education Coordinator shall be selected at the June meeting to serve an annual term beginning in July.

## ARTICLE VI

### FINANCE

**6.1 Dedication of Assets:** The properties and assets of this nonprofit Association are irrevocably dedicated to the social and educational purposes of the Guild. No part of the dues, properties, or assets of this Guild, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this Guild.

**6.2 Financial Deposits:** All funds of the Guild not otherwise employed shall be deposited from time to time to the credit of the Guild in such banks, savings associations, trust companies, or other depositories as the Board shall designate. All checks, drafts or other orders for the payment of money, notes or other evidences of indebted-

ness issued in the name of the Guild shall be signed by such officer or officers, agent or agents of the Guild and in such manner as shall from time to time be designated by the Board. Any such designations by the Board may be either general or specific. No check or order for the payment of money shall be invalidated because a person whose signature appears on such check or order ceased to be an officer or agent of the Guild prior to the time of payment of such check or order by any such depository.

**6.3 Contracts:** No loans, contracts or other commitments shall be contracted on behalf of the Guild and no evidences of indebtedness or guaranties of the obligations of others shall be issued in the name of the Guild unless authorized by a resolution of the Board and, in no situation, may funds be committed unless those funds are available and uncommitted in the Guild's bank account or other assets.

Such authority may be either general or specific. Unless the authorizing resolution shall provide otherwise, all loans, promissory notes, acceptances, other evidences of indebtedness and guaranties shall be signed by the Director or the Secretary-Treasurer.

**6.4 Fiscal Year:** The Board shall have the power, from time to time, to fix the fiscal year of the Guild by a duly adopted resolution.

## **ARTICLE VII**

### **INDEMNIFICATION**

In accordance with article 6.3, contracts, indemnification of officers is limited to commitments or contracts made by the Board.

CMPG specifically denies the responsibility for any contract or commitment falling on any officer or individual Board member.

## **ARTICLE VIII**

### **AMENDMENT, REPEAL OR ADOPTION.**

Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the Bylaws or charter of the Guild inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding Section with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

## **ARTICLE IX**

### **NOTICE**

**9.1 Notice Given:** Whenever any written notice is required to be given pursuant to the charter or bylaws of the Guild or pursuant to applicable law, such notice shall be

deemed to be given as follows: (a) If mailed by postal service, when deposited in the United States mail, postage prepaid, addressed to the person entitled to receive such notice at that person's post office address as it appears on the records of the Guild; and (b) If mailed by electronic mail, when sent via computer modem to the person entitled to receive such notice at that person's electronic mail address as it appears on the records of the Guild.

**9.2 Waiver of Notice:** Whenever any written notice is required to be given pursuant to the charter or bylaws of the Guild or pursuant to applicable law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any meeting need be set forth in the waiver of notice, unless specifically required by statute. The attendance of any meeting shall constitute a waiver of notice of such meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## ARTICLE X

### DISSOLUTION

**10.1 Liability for Debts of the Guild:** None of the directors, officers or Members of the Guild shall have any personal liability for any debts or other liabilities of the Guild solely by reason of being a director, officer or Member of the Guild.

**10.2 Distribution:** In the event of a liquidation, dissolution or winding up of the affairs of the Guild, the Board shall distribute and pay over all of the remaining property and assets of the Guild, after the payment or provision for payment of any and all liabilities of the Guild, to an organization or organizations dedicated to purposes consistent with those of the Guild and which has established its tax exempt status under Internal Revenue Code Section 501(c) 7.

## ARTICLE XI

### AMENDMENTS

**11.1 Amendments to the Bylaws:** The Board, after giving prior notice to the Guild membership and pursuant to the vote of two-thirds of the membership, shall have the power to adopt, alter or repeal the charter and any bylaws of the Guild and to make new bylaws, except that the Board shall not alter or repeal this Section. Absentee ballots may be cast via the Guild mailing list prior to the meeting and will be counted at that meeting as if there cast.

## **ARTICLE XII**

### **MISCELLANEOUS PROVISIONS**

**12.1 Force and Effect of Bylaws:** These Bylaws are subject to the provisions of the general laws of the State of Maryland and to any restrictions or conditions in the Guild's status as an Unincorporated Association operating as if it were a 501(c) 7, as the same may be amended from time to time or anything in these Bylaws that is inconsistent with applicable law.

I, Warren von Uffel, the current Director of the Central Maryland Guild, hereby certify that the foregoing is a true and correct copy of the bylaws of the said Guild which have been duly adopted by the Board on the 24 of March 2010.

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