



## DELAWARE PHOTOGRAPHIC SOCIETY, INCORPORATED

### BYLAWS

#### Article I Finance

##### Section 1 – Annual Dues

Annual dues are \$55 per member. Dues are payable on July 1. Dues for an applicant joining after February 1 are collected at the time of joining and cover membership through June 30 of the following year. Fiscal year shall be July 1 to June 30.

##### Section 2 – Non Payment of Dues

Non-payment of dues will result in suspension of membership privileges. This notice shall be included in the dues statement.

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#### Article II Duties of Officers and of Standing Committees Chaired by Officers

##### Section 1 - President

The President shall:

- Preside at all meetings of the Society and of the Board of Directors.
- All appointments made by the President shall become effective at the conclusion of the Annual Awards Program, or if subsequently appointed, upon confirmation by the Board of Directors.
- Appoint for the current term, the following non-elected Chairs of **Board Standing Committees**, subject to confirmation by the Board of Directors:
  - Community Exhibits
  - Equipment
  - WIEP Exhibition
  - Field Trips
  - Future WIEP Exhibition
  - Judges
  - Membership
  - Publicity
  - Reflector Newsletter

- Appoint annually a new member of the following **Other Standing (rotating) Committees**, subject to the confirmation by the Board of Directors and designate the senior member as Chair.
  - Awards
  - Standards
  - Nominating
  - Audit
- Appoint the Chair of all **Other Committees** including the following positions, subject to confirmation by the Board of Directors:
  - Constitution
  - Corporate Secretary in the event that the Recording Secretary does not reside in Delaware.
  - Development
  - Events
  - DPS Public Website Webmaster
  - DPS-Exchange Moderator
  - DVCCC Representative
  - Historian
  - Hospitality
  - Photo Show Contest
  - PSA Representative
  - Ad Hoc Committees
- Publish and distribute, as appropriate, a list of all officers, board members, and committee personnel.
- Act as an ex officio member of all committees except the Awards, Audit, Nominating and Standards Committees.
- Act as landlord relations representative for the Society with the owner of the meeting venue.
- Call no less than four Board of Directors meetings a year.
- Perform such other duties as may be required as the Society's chief executive officer.

## **Section 2 - Vice President**

The Vice-President shall:

- Assume the duties of President in the absence of the President.

## **Section 3 - Print and Projected Image Directors**

The Print and Projected Image Directors, acting within his/her area shall:

- Conduct regularly scheduled club competitions for prints and projected images, and other programs in connection with such meetings.

- Shall issue, enforce and revise competition rules and regulations, subject to the approval of the Board. Such rules shall include specifications of the print and projected image competition categories, reflecting the Society members' abilities and interests.
- Manage the online entry of image files and prints and the collection of those data for use in competitions.
- Maintain updated records of the scoring results of the monthly competition and provide them to the DPS Webmaster for posting online. The posted results should show the year-to-date cumulative scores.
- Provide a copy of the competition rules and regulations to the Editor of The Reflector by late August for posting in the September issue of The Reflector. Also provide a copy to the DPS Webmaster for posting online.
- Compile a list of proposed assigned subjects to be used for competitions during the second succeeding year, from which a final list will be approved by the Board during the summer meeting. The list shall be issued and published in the September issue of The Reflector. Also, provide a copy to the webmaster for posting on line.
- Conduct an end-of-year competition to determine Print of the Year and Projected Image of the Year.
- Provide a list of award winners to the Awards Chair and The Reflector Editor
- Present awards as described in the competition rules at the Annual Awards Program

#### **Section 4 – Program Director**

The Program Director shall:

- Schedule programs for the Society year, subject to approval by the Board of Directors, to enhance the general knowledge and enjoyment of photography by the Society members.
- Notify the Publicity Chair, the Webmaster and The Reflector Editor of the schedule, programs and biographical sketches of the speakers.
- Arrange for dinners with the speakers.
- Organize and coordinate the speaker presentations to assure that all necessary equipment is set up.

#### **Section 5 – Education Director**

The Education Director shall:

- Arrange and schedule Instruction Night programs and workshops throughout the Society year to enhance the general knowledge and enjoyment of photography by the Society members.
- Notify the Publicity Chair, Webmaster and The Reflector Editor of the schedule, programs and biographical sketches of the speakers and instructors.

- Organize and coordinate the speaker presentations to assure that all necessary equipment is set up.

## **Section 6 – Information Technology (IT) Director**

The IT Director is responsible for all roles, plans and services related to information technology which supports the processes and organization of the Society.

- **Qualifications:**

The individual must possess extensive experience in the IT field and have a working technical understanding of the technologies employed by the Society.

- **Responsibilities:**

The responsibilities of the IT Director are **detailed in the job description** for the role and include planning, architecture, program and change management, organization and operations, risk management and privacy, continuity of service and budget.

- **Reporting Positions**

The following roles report to and take direction from the IT Director:

- WIEP Computer Chair
- WIEP Website Webmaster
- WIEP Equipment Chair (for all WIEP computer-related equipment)
- DPS Member's-Only Website Webmaster
- DPS Public Website Webmaster
- DPS Equipment Chair (for all computer-related equipment)
- DPS-Exchange Moderator
- Trainees for IT-related positions

## **Section 7 - Recording Secretary/ Corporate Secretary**

The Recording Secretary shall:

- Prepare minutes of all business meetings of the Society membership, Board of Directors meetings, and all other meetings of which a record may be required.
- Distribute minutes to all Board members and the Historian after each business meeting.
- Perform such other related duties as the President and Board of Directors may direct.
- Maintain current the Society Bylaws and publish them as required.
- Shall assume the duties of Corporate Secretary when the Recording Secretary resides in Delaware.

## **Section 8 - Treasurer**

The Treasurer shall:

- Collect and hold in the name of the Society all monies received by and belonging to the Society.

- Promptly pay all bills contracted by the Society.
  - Keep a true and complete record of all monies and any Society property of value.
  - File such tax forms as are required.
  - Send a bill for membership dues to each member for the coming year.
  - Report to the Board of Directors on the financial status of the Society at Board meetings.
  - Prepare and present an annual budget for Board approval.
  - Submit records for annual audit to the Audit Committee.
  - Maintain all financial records for a period of ten years.
  - Perform such other related duties as the President or Board of Directors may direct.
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### **Article III**

#### **Duties of the Board of Directors**

##### **Section 1 - Board of Directors**

The Board of Directors shall:

- Have general charge of policy, management and finances of the Society.
  - Approve the appointments of the President as listed in Article II, Section 1.
  - Be vested with all properties of the Society and appropriate such sums as may be deemed advisable, within its current resources for the interest of the Society.
  - Fill vacancies in any elective office of the Society by a majority vote at any meeting of this Board; the persons so appointed shall hold office until the next general election.
  - Designate depositories in which the Society's funds shall be kept.
  - Designate three or more officers other than the treasurer, one of whom shall countersign the Treasurer's checks.
  - Enforce the authority given to it under these bylaws.
  - Take any action necessary to conserve the best interests of the Society.
  - Approve policy changes for the Wilmington International Exhibition of Photography as proposed by the Exhibition Chair, including entry fees.
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## **Article IV**

### **Duties of Appointed Standing Committee Chairs and Standing Committees**

#### **Section 1 - Competition Judges**

Separate Chairs may be appointed for **projected image** and **print competitions**.

The Competition (Projected Image or Print) Judges Chair shall:

- Invite and prepare judges for monthly Society print and projected image competitions.

#### **Section 2 - Equipment**

The Equipment Chair shall:

- Manage, maintain, operate and house all Society equipment, computers, peripherals, software.
- Make recommendations to the Board of Directors on any acquisitions, upgrades, repairs or disposals of the Society owned hardware and software.
- For all computer-related equipment issues, the Equipment Chair will take direction from the IT Director.

#### **Section 3 - Field Trips**

The Field Trips Chair shall:

- Organize field trips in keeping with the ideals and objectives of the Society, as determined by the Board of Directors.
- Notify the DPS Webmaster and The Reflector Editor of the event details for posting.

#### **Section 4 - Membership**

The Membership Chair shall:

- Collect all membership dues and turn them over to the Treasurer.
- Have direct administrative and reporting access to IT system storing members' personal data and be given unrestricted ability to audit the system security processes protecting such data.
- Make recommendations to the IT Director and other Society officers as to any deficiency in IT system protective, audit, edit or reporting measures.
- Document processes and procedures for managing the membership. This includes specifying all rules and regulations for obtaining a membership, renewing a membership, qualifications for membership types.
- Specify requirements for all membership-related IT systems so that the Society's membership rules are properly managed by all automated processes.

- Enforce the regulations for dues payment, membership expiration, and membership renewals.
- Ensure membership records are accurate in all authoritative systems and ledgers. Promptly modify records in error using administrative functions or notifying appropriate IT system stewards.
- Ensure that membership reports and copies can be provided on request.
- Promote membership in the Society by greeting visitors at meetings and the WIEP exhibition.
- Distribute Society information (Internet link to newsletters, schedules of events, DPS brochures) to new and prospective members.
- Provide prospective new members with information on how to submit a membership application either using paper forms or the Society Member's web site.
- Promptly process any paper forms using administrative features of the web site.
- Introduce the new members to the Society.
- Provide member name tags for use at all Society functions.

## **Section 5 - Publicity**

The Publicity Chair shall:

- Promote Society activities through publications, displays, and other means as determined by the Board of Directors.

Publish an annual schedule of events prior to the beginning of each Society year.

## **Section 6 – The Reflector**

The Reflector Editor shall:

- Publish and manage hardcopy distribution of the Society newsletter (The Reflector) September through June, advising the members of events, schedules, competition results, meetings, and any other items of interest.
- Be granted reporting and search access to membership data for the purpose of distributing the Reflector.

## **Section 7 – Wilmington International Exhibition of Photography (WIEP) Chair**

The WIEP Chair shall:

- Perform all duties necessary to present an exhibition worthy of the highest ideals of the Society. The WIEP Chair's actions shall be subject to the approval of the Board of Directors, insofar as required by Article III, Section 1.

- Be accountable for specifying the functionality required by the WIEP in all WIEP- related IT systems. Programming and maintaining such IT systems is the responsibility of the WIEP Computer Chair and the WIEP Webmaster working under the direction of the IT Director.
- Obtain PSA recognitions and acquire medals.
- Be accountable for entry processing, judges' reception, judging, judges' banquet and exhibition.
- Appoint the following sub-committee Chairs:
 

WIEP Projected Images	WIEP Projected Image Show
WIEP Prints	WIEP Catalog
WIEP Computer Chair	WIEP Photojournalism
WIEP Print Display	WIEP Webmaster
WIEP Hospitality (judges' accommodations, reception, lunch, banquet, entertainment)	
- The WIEP Computer Chair is responsible for all Society equipment when used by the Exhibition Committee.

## **Section 8 – Future WIEP Chair**

The Future WIEP Chair shall:

- Work in a training and observation capacity to be better prepared to head the following term's exhibition.
- Be responsible for the preparation of the entry form and all other activities regarding the exhibition, which the Future WIEP Chair will chair the following term.

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## **Article V Duties of Other Appointed Chairs and Committees**

### **Section 1 – Audit Chair**

The Audit Chair and Committee shall:

- Audit the books of the Treasurer and the inventory of the Society properties.
- Act as a rotating committee consisting of two members as prescribed in Article II, Section 1, each serving for a term of two years. The senior member of the committee shall be Chair. The term of the senior member shall continue until the audit is completed for which he/she is Chair.
- Report the results of the audit to the President and the Board of Directors.



## **Section 2 - Corporate Secretary**

The Corporate Secretary:

- Must reside in the State of Delaware
- Acts as registered agent of the Corporation.
- Shall have custody of the Corporate Seal.
- Prepares and preserves copies of all documents requiring the signature of the Secretary of the Corporation, which are to be placed in the custody of the Historian.
- Notifies the State of Delaware of any change of address.

## **Section 3 - Society Historian**

The Society Historian shall:

- Archive appropriate documents, papers, and communications, for a period of five years. At the end of five-year period, all such documents, papers and communications, with the exception of record copies of the Constitution, Bylaws and Board of Directors minutes, and such other documents as judged to have permanent historical value to the Society, may be destroyed.

## **Section 4 – Hospitality Chair**

The Hospitality Chair shall:

- Recruit volunteers to provide refreshments at meetings.
- Replace needed items and present bill to the treasurer.

## **Section 5 – Photo Show Contest Chair**

The Photo Show Contest Chair and Committee shall:

- Be accountable for specifying the functionality required by the Photo Show Contest in all Photo Show-related IT systems. Programming and maintaining such IT systems is the responsibility of the Contest website webmaster.
- Organize and conduct the annual Photo Show Contest for both Prints and Projected Images following competition categories that encourage widespread interests and degrees of expertise. These categories must have board approval at the previous summer board meeting and should be given to the webmaster for posting on DPS website.
- Provide list of winners to Awards Chair.

## **Section 6 - Standards Committee**

The Standards Committee shall:

- Evaluate the photographic work of each new member desiring to participate in Society contests and assign them to an appropriate participation class.
- A member may choose to participate in a higher class than that assigned by the Standards Committee but not in a lower class. A member displeased with a class assignment may request reconsideration, but after the appeal, the decisions of the Standards Committee are final. Requests for reconsideration shall be decided by majority vote of the Committee.
- Evaluate each member's progress during the year and reassign him or her, if warranted, to the appropriate class, prior to the beginning of the next Society year.
- Determine rules of procedure for assigning new members and reassigning members to participation classes, subject to Board approval.
- Act as a rotating Committee consisting of three members, as prescribed in Article II Section I, each one serving for a term of three years. The senior member of the Committee shall be Chair.

## **Section 7 – Awards Committee**

The Awards Committee Chair shall:

- Maintain a current file of service awards, honors, and positions held by all Society Members.
- Maintain a supply of Society medals, ribbons and plaques for exhibition, service and contest awards, including ordering end of year awards and engravings as needed..
- Update membership and activities files in a binder as well as a computer backup disk of these files for the historical file.
- Issue a report to the President of all awards to be given.

The Awards Committee shall:

- Determine annual service, distinctions, and honor awards following the guidelines discussed below and further outlined in Article VII. Except for the distinctions, (Associate and Fellow) and Lifetime status, the Awards Committee's designations are at their sole discretion and need no further approvals. In order to designate a Distinction (Associate or Fellow), the Awards Committee must obtain the approval of the Board of Directors. The vote of the Board members may be taken by presidential poll. This shall be confirmed and recorded at the next Board of Directors meeting.
- Act as a rotating committee consisting of three members as prescribed in Article II, Section 1, each serving for a term of three years. The senior member of the Committee shall be designated as Chair.
- Perform all duties as requested by the Chair.

## **Section 8 - Delaware Valley Council of Camera Clubs Representative**

The Delaware Valley Council of Camera Clubs Representative shall:

- Attend regular DVCCC meetings as the Society's representative and serve as liaison between the interests of the Society and the activities of the Council.

## **Section 9 - Nominating Committee**

The Nominating Chair shall:

- Chair a rotating committee consisting of three members, as prescribed in Article II, Section 1, each serving a term of three years. The term of the senior member expires at the Annual Awards Program and the next senior member of the committee becomes Chair.
- Present a slate of officers to The Reflector Editor prior to the publication of the March issue (by late February) of an odd-numbered year as stated in Article IV, Section 1 of the Constitution.

The Nominating Committee shall:

- Prepare a slate of officers for the next year to be submitted to the membership at the last meeting in March of an odd-numbered year, as stated in Article VI of the Bylaws.

## **Section 10 – DPS Public Website Webmaster**

The DPS Public Website Webmaster shall:

- Report to and take direction from the IT Director.
- Create and maintain the DPS website with all pertinent Society information, including meeting schedules, locations, membership application forms, excerpts from The Reflector, WIEP information and entry forms, announcements and links to affiliated websites.
- Mentor and train others so that the continuity of the web site can be maintained in the absence of the Webmaster.

## **Section 11 – WIEP Computer Chair**

The WIEP Computer Chair shall:

- Report to and take direction from the IT Director.
- Responsibilities: The responsibilities of the WIEP Computer Chair are detailed in the job description for the role and include web site maintenance and improvement, manage WIEP competition entry, judging processes, digital scoring and reporting, and other responsibilities as defined.

## **Section 12 – WIEP Equipment Chair**

The WIEP Equipment Chair shall:

- Manage, maintain, operate and house all Society equipment, computers, peripherals, software used for the WIEP exhibition.
- Make recommendations to the WIEP Chair on any acquisitions or upgrades of the Society owned hardware and software used for the WIEP exhibition.
- For all computer-related equipment issues, the Equipment Chair will take direction from the WIEP Computer Chair.

## **Section 13 – DPS-Exchange Moderator**

The DPS-Exchange Moderator shall:

- Report to and takes direction from the IT Director.
- Responsibilities: The responsibilities of the DPS-Exchange Moderator are detailed in the job description.

## **Section 14 - Constitution Chair**

Every three (3) years or sooner when deemed appropriate, the Constitution Chair shall convene a committee of senior members (usually past presidents) to review and revise the DPS Constitution and Bylaws and submit them to the DPS Board of Directors for approval. If the Constitution must be amended, a notice must be sent to the Reflector Editor for inclusion in the next issue. Such amendments must be announced 30 days prior to the voting date and approved by a two-thirds majority of a quorum of the DPS membership.

## **Section 15 - PSA Representative**

The PSA Representative serves as liaison between the DPS and the Photographic Society of America.

## **Section 16 – Events Chair**

The Events Chair coordinates the food for the Pot Luck Dinner, the Holiday Party and the Awards Party.

## **Section 17 – Development Chair**

The Development Chair is responsible for identifying grant opportunities for the DPS and writing the applications for them.

## **Section 18 – Youth Outreach Chair**

Mentorship for youths under 18 may be provided as separately organized activities or by inclusion in existing programs for the active membership. Participation shall require a signed permission-to-participate form from the parent or guardian, to be provided to and filed with the Membership

Chair. An adult designated by the parent or guardian may accompany the youth as a guest of the DPS covering his own expenses.

### **Section 19 – Ad Hoc Committee Chair(s)**

Ad hoc committee chairs will be appointed when deemed appropriate.

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## **Article VI Elections**

### **Section 1 – Officers**

- Membership shall elect Society Officers biennially at the last meeting in March. In the absence of a quorum (See Article VIII of the Constitution) the election shall be held at the next regularly scheduled meeting at which a quorum is present.
- The Nominating Committee shall present a single slate of officers, (Article IV, of the Constitution), to be published in the March issue of The Reflector in an election year.
- Additional nominations may be made from the floor providing that the nominees have agreed to serve if elected.
- Installation of new officers shall be conducted at the Annual Awards Program.

### **Section 2 - Vacancies**

- Vacancies shall be filled by the Board of Directors in accordance with Article III, Section 1 of the Bylaws.
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## **Article VII Awards Committee Guidelines**

### **Section 1 - Criteria**

- A particular award is given after consideration of the guidelines established for the given award. The Committee is under no obligation to give awards if no members are considered to be deserving in any given year. Service rendered by an elected officer is considered only for effort over and beyond the call of duty, or for many long years of dedicated service. The natural ascension of awards should be followed. No medal award shall be duplicated.

## Section 2 - Service Awards

- **Bronze Service Medal (BSM):** Presented to a member who has been a specific contributor of outstanding service to the Society, usually over a period of at least three years.
- **Silver Service Medal (SSM):** Presented to a member who has continued to be a specific contributor of outstanding service to the Society. This would usually not be awarded within three years of reception of the BSM.
- **Gold Service Medal (GSM):** Presented to a member who has consistently contributed outstanding service to the Society over a period of years. This would usually not be awarded within four years of reception of the SSM, preferably longer.
- **Special Commendation:** Presented for a single outstanding contribution to the Society or a series of contributions. This should have no effect on the presentation of any of the above awards. This may also be awarded to non-members who have contributed to the betterment of the Society. This may be awarded to the same individual more than once.

## Section 3 - Distinguished Statuses

- **Associate Member:** Presented to a member who has additional outstanding service and photographic expertise and has received all three service medals. This is usually awarded five years or more after reception of the “GSM”. Requires confirmation by a two-thirds majority of the Board of Directors.
- **Fellow:** Presented to those who have held many major positions and contributed significantly to the betterment of the Society, usually over a period of at least twenty years and who have also demonstrated excellence in photography. This is the highest honor the Society can bestow upon one of its members. Requires confirmation by a two-thirds majority of the Board of Directors.

## Section 4 - Other Awards

- **Presidential Award:** An engraved plaque or appropriately equivalent award shall be presented at the completion of the term in office, regardless of how recently a previous award may have been given. If a person serves more than one consecutive term, the award shall be made at the conclusion of the final term.
- **Lifetime Member:** Lifetime Members may be recommended by the Awards Committee from Members of the Society who have given distinguished service to the Society. Requires confirmation by a two-thirds majority of the Board of Directors.

Originally approved Jan. 29, 1963

17 amendments through 1998

Comprehensive revision approved by the Board of Directors on April 24, 2002

Revised Mar. 3, 2004

Revised Aug. 16, 2004

Revised Feb. 20, 2007

Additional Draft Revisions approved by Board of Directors Feb. 20, 2007, subject to confirmation of Constitutional changes by membership vote.

Passed by Membership Mar. 26, 2007

Draft revision April 13, 2011, Robert Coffey

Revision to Draft April 16, 2011, John Davis (updates to IT Director and all IT-related roles)

Revision April 17, 2011, Robert Coffey

Final April 18, 2011, Robert Coffey

Revised April 23, 2013 Patricia Hunt

Final June 3, 2013 Patricia Hunt, revised Feb. 1, 2018 to update dues to \$45, revised June 6, 2020 to update dues to \$55

Article VI revised Feb. 13, 2023 to eliminate requirement for elections in odd number years