



**DELAWARE PHOTOGRAPHIC SOCIETY,
INCORPORATED BYLAWS**

**Article I
Finance**

Section 1 – Annual Dues

Annual dues are established by the Board of Directors with any changes to be reported to the membership by June 1. 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.

**Article II
Duties of Officers and of Standing Committee Chairs**

Section 1 – President

The President shall:

- Preside at all meetings of the Society and of the Board of Directors.
- Make appointments to 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:
 - Judges
 - Equipment
 - Field Trips
 - Membership
 - Publicity
 - Reflector
 - Delaware Photographic Society Circuit
 - Wilmington International Exhibition of Photography (WIEP)
 - Community Exhibits
 - Hospitality
- Appoint annually a new member of the following Rotating Committees, subject to

confirmation by the Board of Directors and designate the senior member as Chair.

- Awards
 - Standards
 - Nominating
 - Audit
- Appoint the Chair of all Ad Hoc Committees including the following positions, subject to confirmation by the Board of Directors:
 - Constitution
 - Corporate Secretary if the Recording Secretary does not reside in Delaware.
 - Development
 - Webmaster
 - PSA/DVCCC Representative
 - Historian
 - 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
- Perform such other duties as may be assigned by 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.
- Issue, enforce and revise competition rules and regulations, subject to the approval of the Board. Such rules should 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 online.
- 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.
- Mentor the next directors.

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 in-person speakers and accommodations if needed.
- Organize and coordinate the speaker's presentations to ensure that all necessary equipment is set up.
- Introduce the speaker.

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's presentations to ensure that all necessary equipment is set up.
- Introduce the speaker.

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 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:

- Webmaster
- Equipment Chair
- 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.
- Maintain the Society Bylaws and publish them as required.
- Perform such other related duties as the President and Board of Directors may direct.
- 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 by June 1 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.

Section 9 – Immediate Past President

- The immediate past President of the Delaware Photographic Society shall serve in an advisory capacity to the Board of Directors.

Article III Duties of the Board of Directors

Section 1 - Board of Directors

Board Responsibilities:

- **Strategic Direction and Governance:**
The Board oversees the Society's strategic direction, sets policies, and ensures the Society operates with its bylaws and in compliance with relevant laws.
- **Financial Management:**
The Board approves budgets, establishes membership dues, and authorizes expenditures for Society expenses.
- **Operational Oversight:**
The Board manages the day-to-day business, often appointing committee chairs to handle specific functions.
- **Membership & Membership Relations:**
The Board collects dues and manages membership issues or concerns ensuring members' interests are fairly represented.
- **Event & Activity Planning:**
The Board is responsible for planning and coordination of meetings, competitions, educational programs and other club activities.
- **Communications & Public Relations:**
The Board serves as the Society's spokespersons, communicating with members, the public and any affiliated organizations or governing bodies.

Article IV
Duties of Appointed Standing Committee Chairs and Standing Committees

Section 1 - Judges

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

- Recruit, engage, and prepare judges for monthly Society print and projected image competitions.
- Ensure that Judges are aware of the monthly competition rules, assigned subjects and parameters.
- Introduce all Judges at the monthly competitions.
- Recruit a panel of judges for end of year Projected Image and Print Competitions. Judges for year-end competitions should not serve as judges in both Projected Image and Print 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.
- Take direction from the IT Director for all computer-related equipment issues.

Section 3 - Field Trips/Workshops

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:

- Have direct administrative and reporting access to 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 membership, renewing membership, and 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 at exhibits.
- 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.
- Secure full contact information for each member in the website membership directory.

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 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.

Section 7 – The Delaware Photographic Society Circuit

The Circuit Chair shall:

- Perform all duties necessary to present an exhibition worthy of the highest ideal of the Society

Section 8 – Wilmington International Exhibition of Photography (WIEP)

The WIEP Chair shall:

- Perform all duties necessary to present an exhibition worthy of the highest ideals of the Society.

Section 9– Community Exhibits

Community Exhibits Committee shall

- Facilitate the preparation and display of the work of DPS members in print format.
- Identify suitable exhibition venues and oversee the curation of the display of prints.

Section 10 – Hospitality

The Hospitality Chair shall:

- Recruit volunteers to provide refreshments at meetings or events.
- Replace refreshment items needed and present bill to the treasurer.
- Coordinate the food for the Potluck Dinner, Holiday Party, and the Awards Celebration.

Article V Duties of Rotating 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 - 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 with each member serving for a term of three years. The senior member of the Committee shall be Chair.

Section 3 – Awards Committee

The Awards Committee Chair shall:

- Maintain a current file of service awards and honors, 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 the designated binder as well as electronically for the historical file.
- Issue a report to the President of all awards to be given.
- Determine annual service, distinctions, and honor awards following the guidelines discussed below and further outlined in Article VIII. Except for the distinctions, (Associate and Fellow) and Lifetime status, the Awards Committee's designations are at their sole discretion and need no further approval. 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 4 - Nominating Committee

The Nominating Chair shall:

- Chair a rotating committee consisting of three members with each member 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).

- Prepare a slate of officers for the next year to be distributed to the membership in March.

Article VI Ad Hoc Committee Chair(s)

Ad hoc committee chairs will be appointed when deemed appropriate.

Section 1 - 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 2 - 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, except the 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 3 – Photo Show Chair

The Photo Show Contest Chair and Committee shall:

- Organize and conduct the annual Photo Show Contest with 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 the Awards Chair.

Section 4 – Photographic Society of America (PSA)/Delaware Valley Council of Camera Clubs (DVCC) Representative

- Serves as liaison between the interests of the PSA and DVCC and the activities of the Society.
- Oversees Inter-club participation.

Section 5 – Webmaster

The 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, 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 6 - 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 7 – Development Chair

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

Article VII Elections

Section 1 – Officers

- Membership shall elect Society Officers bi-annually at the last meeting in March. In the absence of a quorum, 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 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 in any elective office of the Society will be filled by a majority vote at any meeting of this Board; the persons so appointed shall hold office until the next general election.
- A voting member of the Board may be removed for any other reason after hearing by the affirmative vote of two-thirds of the Board at a regular or special meeting of the Board duly called and held.

- The remaining voting members of the Board shall have the power to fill vacancies for the unexpired term.

Section 3 – Terms and Conditions

- Members shall be limited to two consecutive two-year terms in the same position.
- A chair is responsible for the functions of the committee and can call upon others for assistance.
- An individual cannot hold more than one elective office or standing committee chair concurrently.

Article VIII 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 deserving an award 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 special 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 Status

- **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 - Membership Awards

- **Presidential Award:** At retirement, the president is awarded one year of complimentary membership for each year of service as president.
- **Complimentary Member:** May be recommended by the Awards Committee from members of the Society for a specific number of years not to exceed the years of unique service and approved by a two-thirds majority of the Board of Directors.
- **Lifetime Member:** Lifetime Members may be recommended by the Awards Committee from Members of the Society who have given distinguished service to the Society over many years, usually at least 20, and approved by a two-thirds majority of the Board of Directors. Lifetime members do not pay dues.

Article IX Teleconference/Electronic Meetings

One or more directors may participate in a meeting of the Board or any committee thereof by telephone or other electronic equipment by which everyone participating in the meeting can be heard by all participants.

Article X Voting by Proxy

A Society member in good standing, not present, may vote on a specific matter before the Board, as to which notice has been given, by proxy in writing and filed with the secretary of the Board in advance of the meeting. This does not count toward a quorum.

Article XI Compensation

No Director, Officer or Society member of a committee shall be compensated for his or her service in any of these positions. However, all such persons shall be entitled to reimbursement for out-of-pocket expenses incurred on behalf of the Society with prior authorization of the Board. The Board may authorize the President to approve expenses under an amount to be determined by the Board.

Article XII Non-Discrimination

Neither the Society nor its directors or officers shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual preference, mental or physical disability or any other category prohibited by law.

Article XIII Indemnification and Insurance

- **Indemnification:** The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding with any third-party by reason of the fact that he or she, his or her testator or intestate, was a

director or officer of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including reasonable attorneys' fees. No indemnification may be made to or on behalf of any such person if, in the determination of the Board (excluding the affected director(s)), (a) his or her acts were committed in bad faith or were the result of his or her willful misconduct or active and deliberate dishonesty and were material to such action or proceeding, or (b) he or she personally gained or sought to gain a financial or other benefit or other advantage or opportunity to which he or she was not entitled in connection with his or her actions or inactions in connection with service to the Corporation.

- **Insurance:** The Corporation shall have the power, but not the obligation, to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors and officers pursuant to Section above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section above.
- **Indemnification Agreements:** The Board may cause the Corporation to enter into agreements which provide for the contractual indemnification of directors, officers, employees, or third parties, including agents, service providers, consultants, tax advisors, and others. The Board may approve a form of such contract including indemnification (such as a form of employment agreement, consulting agreement, etc.) with implementation and execution of such agreements delegated to one or more Officers.

Article XIV Dissolution

If, after notification to the members, the Society is dissolved by the Board, the Board shall promptly pay or provide for all outstanding obligations of the Society. In compliance with applicable federal and state statutes any remaining funds or other assets shall be distributed by the Board to one or more nonprofit organizations with an interest in photography.

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
Revised February 14, 2023
Revised March 30, 2026