

**BYLAWS**  
**OF**  
**TIDELANDS PHOTOGRAPHY CLUB**

**ARTICLE 1**

**NAME AND LOCATION**

1.1 The name of this corporation, which is a non-profit corporation organized under the Non-profit Corporation Act of the state of South Carolina, is Tidelands Photography Club (hereinafter "Corporation").

1.2. The principal office of this Corporation shall be situated in the state of South Carolina at such specific place as the Board of Directors shall determine from time to time.

**ARTICLE 2**

**PURPOSE**

2.1. General Purpose. The Corporation is organized and operated for the following general purposes:

(a) Exclusively as a social club organized and operated for the pleasure and recreation of its members within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 (as amended) or the corresponding section of any future United States Internal Revenue Service law.

(b) To exercise such of the rights, powers, duties or authority of a non-profit organization organized under the Non-profit Corporation Act of the state of South Carolina which are consistent with the preceding paragraph.

(c) The Corporation shall not engage in the business of making its social and recreational facilities available to the general public. Further, the Corporation shall not make any solicitation of the general public to use club facilities.

2.2. Specific Purposes:

(a) Promote all types and facets of photography.

(b) Promote member education in the art and science of photography.

## ARTICLE 3

### MEMBERSHIP

3.1. Qualification of Membership. The members of the Corporation shall consist of such persons as 1) apply for membership on a form approved by the Board of Directors; 2) subscribe to the purposes and goals of the Corporation and 3) agree to abide by the Bylaws of the Corporation as amended from time to time.

3.2. Classes of Members. The membership of the Corporation shall be comprised of founding members, life-time members, regular members, student members under the age of 19 and such other classes as determined by the Board of Directors without a vote of the membership. **Student members must be accompanied by a parent at all outings.**

3.3. Voting Rights. Each regular member in good standing shall be entitled to cast one vote on all matters submitted to the membership for action of approval. Student members shall not be entitled to vote. Votes may be taken by voice, hands or written ballot.

3.4. Membership Dues. All regular members shall pay annual dues to the Corporation in such amounts and to be determined by the Board of Directors from time to time. Annual dues will become due on January 1 of each year and members will be given 90 days to remit such dues.

3.5. Meeting of Members. Regular meetings of the membership will be held monthly at Waccamaw Neck Library, 41 St. Paul St., Pawleys Island, SC 29585 or at such other place as the Board of Directors shall designate from time to time. The annual meeting of the voting members shall be held at 9 AM in October of each year or at such time as the Board of Directors may fix in the notice of such meeting in such place as designated by the Board of Directors. At such meeting, the Board of Directors shall be elected. Special meetings of the voting members for any purpose or purposes may be called at any time by the President, or by a majority of the Directors or by ten percent (10%) of the voting members.

3.6. Notice of Meeting of Members. Notice of each meeting or special meeting shall be given to each member entitled to vote either personally or by electronic communications addressed to each member at the address appearing on the books of the Corporation. Such notice shall be sent not less than ten (10) days and not more than sixty (60) days prior to such meeting and shall specify the date, time and place of the meeting and shall state the purpose of the meeting.

3.7. Quorum. The presence in person of ten percent (10%) of the voting membership shall constitute a quorum. All actions approved by such quorum require a simple majority of the members represented in person. The members present in person at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum is present, a meeting may be adjourned by a vote of the members present.

3.8. Proxies. Voting by proxy shall not be allowed.

3.9. Termination of Membership. The membership of each member of the Corporation shall terminate upon the member's death, resignation, expulsion or failure to pay dues as described next. Unless otherwise determined by the Board of Directors, each member's membership will immediately terminate if his or her membership dues have not been paid within ninety-one (91) day after such members dues were due. Members terminated by reason of expulsion may not renew their membership in the Corporation without obtaining the affirmative vote of three-fifths (60%) of the directors. Members terminated as a result of non-payment of dues may reactivate their membership by payment of all current and past due membership dues. Members terminated as a result of resignation or non-payment of dues in excess of two (2) years may renew their membership only by re-application for membership in the Corporation.

3.10. Suspension and Expulsion. Any member may be suspended or expelled from membership upon the affirmative vote of at least three-fifths (60%) of the directors if, in the opinion of the directors, such suspension or expulsion is in the best interests of the Corporation. Nothing in these Bylaws shall be construed as granting any member a continued or expectation of membership in the Corporation.

## **ARTICLE 4**

### **Directors**

4.1. Powers. Subject to the limitations of the Articles of Incorporation, the South Carolina Non-Profit Corporation Act or these Bylaws, all corporate power shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

(a) To appoint and remove all officers of the Corporation subject to such limitations as may appear in the Bylaws, and to prescribe such powers and duties for such officers as may not be inconsistent with the law, the Articles of Incorporation or the Bylaws.

(b) To conduct, manage and control the affairs of the Corporation and to make such rules therefor, not inconsistent with the law, the Articles of Incorporation or the Bylaws as they deem best.

(c) To designate any place for the holding of membership meeting, Board of Directors meeting or to change the principal office address.

(d) To manage in such manner as they deem best, all funds and property, real and personal, acquired by the Corporation, and to distribute, loan or dispense the same or all income and profits therefrom.

4.2. Qualification for Office. Every director must be a voting member in good standing in this Corporation and be at least eighteen (18) years of age. Each director shall serve with no compensation except for reasonable expenses incurred in the performance of the office. **Every director shall be a South Carolina resident.**

4.3. Number of Directors. The number of directors constituting the entire Board shall consist of five (5) members or as fixed by resolution of the Board.

4.4. Election of Directors. All Directors shall be elected by the voting members of the Corporation at the annual meeting.

4.5. Term of Office. **With the exception of the first year of the organization, the term of office shall run from January 1 through December 31.** The regular term of office for each director shall be two years (2), unless sooner terminated by death, incapacity, resignation or removal.

4.6. Staggering of Terms. In order to stagger the terms of directors, two-fifths (40% ) of the directors shall be selected each year. Upon the effective date of these Bylaws or upon the election of the initial directors, whichever occurs later, the directors shall draw lots to determine who will serve for an initial term of one or two years.

4.7. Nomination of Directors. At least forty-five (45) days prior to the annual meeting, the Nominating Committee shall present a list to the Secretary containing the names of eligible nominees to be directors for the ensuing year. Said list shall contain the names of at least one (1) eligible nominee for each open position. The Secretary shall electronically communicate a notification of the annual meeting along with a list of the nominees to the voting members at least thirty (30) days prior to the meeting.

4.8. Resignation, Removal. Any director may resign from office at any time by giving written notification thereof to any officer of the Corporation. Any director may be removed from office with or without cause by a three-fifths (60%) vote of all the other directors then in office.

4.9. Filling of Vacancies. Any vacancy occurring on the Board of Directors may be filled by a majority of the remaining Board members.

4.10. Place and Number of Meetings. The Board shall meet two times a year at a time and place to be determined by the directors.

4.11. Annual and Special Meetings. Immediately following the annual meeting of voting members, the Board of Directors shall hold an annual meeting for the purpose of filling vacancies on the Board and electing officers. Other business may be conducted if proper notice is given thereof. Special meeting may be called at any time by the President or any two (2) Board members at a place as the directors may determine by telephone or other electronic communications.

4.12. Presiding Officer. The President or in his or her absence the Vice-President shall preside over all Board of Director meetings.

4.12. Quorum. A majority of the elected directors shall constitute a quorum for the transactions of business. Each director present is entitled to one (1) vote. No proxy votes will be allowed.

## **ARTICLE 5**

### **Officers**

5.1. Responsibility. All officers are subordinate and responsible to the Board of Directors.

5.2. Number and Selection. The Board of Directors shall appoint a President, Vice-President, Secretary and Treasurer and any other officer as they determine. The President and Vice-President must also be a director of the Corporation. Each officer shall hold office until a successor is elected, or until the officers resignation, death or removal. Vacancies in offices shall be filled by election by the Board of Directors at any time to serve unexpired terms.

5.3. Resignation and Removal. The resignation of any officers shall be tendered in writing as of the date stated in the writing. Any officer may be removed from office by a majority vote of the Board of Directors.

5.4. President. The President shall be the Chief Executive and Operating officer of the Corporation and under the supervision of the Board of Directors, shall have general charge of the business affairs of the Corporation. The President shall preside at all meetings of the Board of Directors and all membership meetings.

5.5. Vice-President. At the request of the President or in the absence of the President, the Vice-President shall perform all the duties of the President.

5.6. Secretary. The Secretary shall cause to be kept at the principal office of the Corporation, the membership book and the minutes of all meetings of the Board of Directors and membership meetings. The Secretary shall also maintain and protect all official and legal documents of the Corporation.

5.7. Treasurer. The Treasurer shall have custody of the Corporations funds, keep full and accurate account of all receipts and disbursements or the Corporation, keep an inventory of all assets and record all liabilities of the Corporation, deposit all monies, disburse the funds of the organization as directed by the President or the Board of Directors and prepare all statements and reports as required by the President and law.

## **ARTICLE 6**

### **Prohibited Activities**

6.1. Actions Jeopardizing Tax Status. This Corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income taxes under Sec. 501(c)(7) of the Internal Revenue Code of 1986 as amended and its regulation thereunder, or the corresponding provisions of any future internal revenue code provision.

6.2. Private Inurement. No part of the net income or the net assets of the Corporation shall inure to the benefit of or be distributable to its directors, officers or any individual or group of members. Club revenue generated by non-members shall not be used to reduce membership fees.

6.3. Non-Discrimination. In the conduct of all of its activities, the Corporation shall not discriminate on the basis of color, race national origin, gender or religion.

6.4. Preventing Conflicts of Interest. The Corporation, through the Board of Directors, shall encourage all fiduciaries to prevent conflicts of interest where possible:

(a) Fiduciaries should refuse to enter into self-dealing relationships with the Corporation as a vendor,

(b) Fiduciaries should not accept anything but insubstantial gifts from vendors,

6.5. Litigation. The Corporation shall not be a voluntary party in any litigation without the prior written approval of the Board of Directors.

## **ARTICLE 7**

### **Other Financial Matters**

7.1. Property of the Corporation. The title to all property, real and personal, shall be held in the name of the Corporation.

7.2. Disposition Upon Dissolution. Upon the dissolution or winding up of the Corporation, or in the case it should cease to engage in carrying out the purpose and goal of the organization as set forth in these Bylaws, all of the business, properties, assets and liabilities of the Corporation remaining after payment of all liabilities and debt shall be distributed to a non-profit organization reasonably related to the purposes and goals of this organization which has established its tax exempt status under Section 501(c)(7) of the Internal Revenue Code of 1986, as amended.

7.3. Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation.

7.4. Financial Accounts. The Corporation may establish one or more checking accounts and savings accounts with appropriate financial institutions as determined by the Board of Directors. All checks shall be signed by such officers as may be determined by the Board of Directors from time to time.

7.5. Financial Statements and Reports. The Treasurer will prepare financial statements for the Corporation to include a Statement of Financial Position and Activity. The Treasurer will report the monthly cash balance at the monthly meeting of the members. The Treasurer shall also prepare financial data for reports and returns as may be required by the state or federal government.

(a) The Board of Directors may authorize an independent auditor to review the financial statements of the Corporation and may also authorize said auditor to prepare any tax returns required by the state or federal government

7.6. Limitations on Debt. No debt shall be incurred by the Corporation beyond the accounts payable as a result of its normal operating expenses and no debt shall be issued by the Corporation unless authorized by the Board of Directors.

7.7. Fiscal Year. The fiscal year of the Corporation shall be from each January 1 to each December 31.

## **ARTICLE 8**

### **Committees**

8.1 Committee Powers. The Board of Directors shall establish standing committees as deemed appropriate. The Board or the President may refer to the proper committee any matter affecting the Corporation or any operation needing study, recommendation

or action. The Board may establish special or standing committees as it deems appropriate except no committee has the power to do any of the things a committee is prohibited from doing under the South Carolina Non-Profit Corporation Act. All committees shall act by majority vote.

8.2. Limitations. Except in cases where these Bylaws or the Board of Directors has by written resolution, indicated otherwise, the function of the committee is as an advisory group to the Board of Directors.

## **ARTICLE 9**

### **Indemnification**

9.1. Indemnification. Directors and Officers of the Corporation, both present and past, shall be indemnified to the fullest extent allowable under South Carolina non-profit corporation law as it exists or may be amended..

9.2 Directors and Officers Liability. No director or officer, both present and past, of the Corporation shall be personally liable for debts, liabilities and other obligations of the Corporation.

9.3. Impact on Tax Status. The rights of indemnification set forth in this Article are expressly conditioned upon such rights not violating the Corporation's status as a tax exempt organization described in Sec. 501(c)(7) of the Internal Revenue Code of 1986, as amended.

## **ARTICLE 10**

### **Intellectual Property**

10.1. Definition. For the purposes of these Bylaws, Intellectual Property is described as any currently intangible asset, though said asset might become tangible, that is designed and or created for the use of the Corporation. Said property includes, but shall not be limited to that which is artistic, such as logos, drawings, sketches and photographs; electronic, email and Internet sites, web sites; or written, such as communications, lesson plans, news/press releases, articles, etc.).

10.2. Right of Use. All rights to the said intellectual property as described above shall remain the property of the Corporation who will be entitled to its use, authorize its use, or otherwise control the said property as deemed appropriate by the Board of Directors.

## **ARTICLE 11**

### **Amendments to Bylaws**



11.1. Adoption. These Bylaws may be adopted by a three-fifths (60%) vote by the Board of Directors.

11.2. Amendment. These Bylaws may be restated, amended or repealed by a two-thirds vote of the voting members **present** at an annual meeting or a special meeting convened for that purpose.

11.3. Inspection of Bylaws. The original copy of these Bylaws as amended or otherwise altered to date, certified by the Secretary, shall be kept in the principal office of the Corporation and shall be open for inspection by the members, officers and directors at all reasonable times.

## **ARTICLE 12**

### **Adoption**

12.1. These Bylaws adopted on October 1, 2015.

## **ARTICLE 13**

### **Changes**

13.1. These Bylaws were changed by a unanimous vote of the membership on July 11, 2016 to the above, as stated in bold print.