

**CONSTITUTION OF THE PHOTOGRAPHIC SOCIETY OF CHATTANOOGA**  
**Founded in August 1952**

ARTICLE I

NAME

The name of this organization shall be "THE PHOTOGRAPHIC SOCIETY OF CHATTANOOGA."

ARTICLE II

PURPOSES: DISSOLUTION

The Society is a nonprofit organization dedicated to promoting the advancement of photography as science and art and to educating the public and the Society's members about photography and photographic techniques.

The purpose of the Society shall be:

1. To promote the advancement of photography as science and art.
2. To promote the exchange of ideas about photography as science and art
3. To educate the public and the Society's members about photography and photographic techniques.
4. To use the photographic skills of the Society's members to aid children and the disadvantaged.
5. To hold lectures, demonstrations, photographic courses, and field trips.
6. To foster exhibitions, contests, and viewing of photographic prints, projected images, movies, and videos.
7. To interest more people in photography as a hobby.
8. To foster appreciation of the scenic beauty of the City of Chattanooga, Hamilton County, and surrounding metropolitan area through photography.
9. To promote the exchange of ideas about photography.

The purposes for which the Society is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Code. All references in this Constitution to the Internal Revenue Code or the Code shall include the Internal Revenue Code of 1986 as it now exists, future amendments to the sections cited, and corresponding sections of future laws, together with all valid regulations thereunder.

Notwithstanding the other provisions of this Constitution, the Society shall only conduct or carry on activities permitted to be conducted or carried out by an organization exempt under Section 501(c)(3) of the Code, and by any organization contributions to which are deductible under Section 170(c)(2) of the Code.

The Society may do any and all things hereinabove set forth, and all things usual, necessary or proper in furtherance of or incidental to the purposes of the Society.

Notwithstanding the forgoing, the following limitations shall apply to the Society:

- a. The Society shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (i) prevent it from obtaining exemption from federal taxation as an organization described in Section 501(c)(3) of the Code, (ii) prevent it from obtaining the status of an organization contributions to which are deductible under Section 170(c)(2) of the Code, or (iii) cause it to lose such exemption or purpose.
- b. The Society shall not be operated for the primary purpose of carrying on a trade or business for profit.
- c. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Society's purposes.
- d. Except as may be permitted from time to time under Section 501 of the Code, no substantial part of the activities

of the Society shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the Society engage in any activities that are unlawful under applicable federal, state, or local laws.

- e. The Society will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- f. The Society will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- g. The Society will not retain any excess business holdings as defined in Section 4943(c) of the Code.
- h. The Society will not make any taxable expenditures as defined in Section 4945(d) of the Code.

Upon the dissolution of the Society:

- i. All liabilities and obligations of the Society shall be paid and discharged, or adequate provisions shall be made therefore: and
- ii. All remaining assets of the Society shall be distributed to one or more charitable, scientific, literary, or educational organizations which are not for profit, and which would qualify under the provisions of Section 501(c)(3) of the Code, and which, if practical, are engaged in affairs substantially similar to those of the Society, or shall be distributed to the federal government or to a state or local government for a public purpose.

ARTICLE III

MEMBERSHIP

1. Any person interested in photography may become a member upon payment of dues.
2. There shall be five categories of membership in the Society.
  - a. Single Membership: Grants all privileges of membership to an individual.
  - b. Family Membership: Grants all privileges of membership to members of the same household.
  - c. Student Membership: Grants all privileges of membership to a full-time student.
  - d. Lifetime Membership: Grants all privileges of membership free of charge as approved by the Executive Board on a case-by-case basis, based on years of continuous membership, age and service contribution to the club.
  - e. Complimentary Membership: Grants all privileges of membership except voting privileges free of charge as approved by the Executive Board on a case-by-case basis.
3. Dues for all categories of members shall be proposed by the Executive Board and approved by the General Membership. Dues shall be payable upon joining, then are payable annually on the last day of the membership anniversary month.
4. Privileges of membership may include, but are not limited to the following: attending meetings and participating in all activities, attending the picnic, banquet and other special events, participating in competitions, exhibits, field trips, and the opportunity to serve on the Executive Board as an Officer or Director.
5. Renewal notices shall be sent by email on the first of the membership anniversary month and are due on the last day of the membership anniversary month to stay in good standing.

ARTICLE IV

GOVERNING BODY

1. The governing body of this Society shall be known as the Executive Board. The Executive Board shall be composed of the Officers and nine Directors, all of whom must be members in good standing.
2. The Officers of this Society shall be President, President Elect, Secretary, and Treasurer.
3. The Executive Board may include an advisor with no voting privileges.
4. The Executive Board shall conduct the business and guide the activities of the Society. It shall develop programs for meetings and other activities of the Society to meet the needs and pleasures of Society Members.
5. All meetings of the Executive Board shall be open to any and all members of the Society.

## ARTICLE V

### TERMS OF OFFICE

1. The President shall be elected for a one-year term.
2. The Present Elect shall be elected for a one-year term and shall agree to serve as President for a one-year term following the term as President Elect.
3. The Secretary shall be elected for a one-year term and shall be eligible for re-election.
4. The Treasurer shall be elected for a one-year term and shall be eligible for re-election.
5. Directors shall each be elected for a three-year term. A Director shall not be eligible for re-election as a full-term director until he or she has been out of office for one year.

## ARTICLE VI

### NOMINATION, ELECTION, AND INSTALLATION OF OFFICERS AND DIRECTORS

1. The Executive Board shall serve as the Nominating Committee.
2. A President, President Elect, Secretary, Treasurer, and three Directors shall be elected by majority vote of the members present at the September meeting of the Society. Voting may be done by show of hands, voice, or secret ballot.
3. The President shall preside during the September meeting of the Society, and shall offer the slate of Nominees recommended by the Nominating Committee. The floor will then be opened to the general membership to propose any other nominations. Nominations from the floor must have the prior consent of the nominee.
4. Newly elected Officers and Directors shall take office at the next General or Executive Board meeting, whichever is earlier.

## ARTICLE VII

### DUTIES OF OFFICERS

Each Officer leaving office shall provide an orientation to the incoming Officer regarding duties and responsibilities of the office prior to the first Executive Board meeting at which the incoming Officer is effective. An all-Officer meeting shall be scheduled to provide the forum for this exchange of information.

1. The President shall preside at all meetings of the Executive Board as well as the regular meetings of the Society. The President shall see that all business of the Society is conducted in an appropriate manner. The President shall not have a vote in the Executive Board, except to break a tie. The President shall work closely with the President Elect during the year to assure familiarity with all aspects of the President's position and the Society for the purposes of a smooth transition from year-to-year.
2. The President Elect shall preside at Executive Board and/or regular Society meetings in the absence of the President, shall assist the President as directed to conduct the objectives of the Society, and shall Chair the Program Committee.
3. The Secretary shall keep the minutes of the Executive Board meetings and of general meetings of the Society where business is conducted, shall perform the duties of the Treasurer as needed on a short-term basis, shall keep and be custodian of the current and past records of the Society, shall conduct the Society's correspondence, shall notify Executive Board of board meetings prior to each month's meeting and membership of regular monthly meetings, shall maintain record of PSC Website passwords, shall present a package of information including, but not limited to, the Society Constitution, current list of club members, list of Executive Board members, copy of the Policies and Procedures Manual to each member of the Board, shall present the President with copies of the Board meeting minutes for the last twelve months (provided the President is new to the Board), and shall perform other duties as the Executive Board may direct.
4. The Treasurer shall act as custodian of all Society funds, shall receive and keep records of dues, shall maintain the membership list, shall pay bills as directed by the Executive Board, shall keep an account of all receipts and expenditures and make a summary of them at the Executive Board meetings, shall prepare an estimate of the next

fiscal year's operating expense in August for Board review, shall prepare a year-end report in October to be distributed to each member of the Executive Board, shall maintain inventory of all PSC equipment, shall have necessary computer skills to perform the functions of the office and shall perform other duties as the Executive Board may direct.

## ARTICLE VIII

### VACANCIES

The Executive Board shall fill, by appointment, any vacancy that occurs during the year. A vacancy shall occur upon the resignation of an Officer or Director, upon the resignation of a Director to become an Officer, or by the decision of the Executive Board to declare a vacancy due to non-participation of an Officer or Director. Non-participation includes, and is not limited to, three absences from official Board meetings without reasonable cause.

## ARTICLE IX

### POLICY AND PROCEDURES

All policies and procedures associated with the Society's business shall be documented in a Policy and Procedures Manual. The manual shall contain the inter-workings of each office and committee and shall be maintained and updated by those currently holding the positions. Changes or additions to the manual shall be regarded as officially adopted upon its approval by a vote of not less than two-thirds of the Executive Board at a regular meeting of the Board, provided that (1) a quorum is present and (2) notice of intention to amend the manual and the nature and purpose of the proposed amendments shall have been given to the members of Board in writing at least ten days in advance.

## ARTICLE X

### COMMITTEES

Each committee chairperson shall be responsible for updating and maintaining the section of the Policies and Procedures Manual pertaining to their committee and shall make written copies of all changes available to the Secretary after approval by the Board. Each committee chairperson shall provide a copy of committee meeting minutes to the Secretary. Any committee that is divided among two chairpersons shall assure close collaboration between the two to coordinate the committee as a whole. Any committee that is chaired by a non-Board member shall provide representation at Board meetings.

The Executive Board shall, at its initial meeting, delegate assignments as to ensure operations of committees defined in the PSC Policies and Procedures Manual.

The President shall also appoint special committees as needs may require upon approval by the Executive Board.

## ARTICLE XI

### ORDER OF BUSINESS

1. The order of business for regular meetings of the Society shall be prepared or directed by the President.
2. The Program Committee, chaired by the President Elect, shall be responsible for providing programs of general interest at each monthly meeting and for assuring that the programs are of appropriate length.
3. Conduct of all meetings shall be governed by "Roberts' Rules of Order" insofar as they are applicable to and consistent with provisions of the Society's Constitution.

## ARTICLE XII

### REVENUES AND OPERATING EXPENSES

1. Annual membership fees and various fund-raising projects as deemed appropriate by the Executive Board shall be used solely for the operating expenses associated with running the Society. All moneys spent shall be pre-authorized, with imposed limits, by the Executive Board. Participation on the Executive Board of the Society shall be on a volunteer basis with no compensation for participation in governing of the Society.
2. The Society is a "not-for-profit" organization. It is intended that the Society will qualify at all times as an organization exempt from federal income tax under Section 501(a) and 501(c)(3) of the Code, and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to Sections 170, 642, 2055, and 2522 of the Code. No part of the net earnings or the property of the Society shall inure to the benefit of or be distributable to its directors, officers, members or other private individuals or persons, except that the Society is authorized and empowered to pay reasonable compensation for goods and services rendered and to make payments in furtherance of its purposes set forth above, subject to the limitations set forth above.

ARTICLE XIII

HONORS

The Society may give special recognition to members for their contributions to the welfare and advancement of the Society. Nominations for honors may be made at any time to the Executive Board.

ARTICLE XIV

QUORUM

1. A quorum of the membership at any regular meeting of the Society shall consist of one-third of the current membership with voting privileges as defined in Article III..
2. A quorum of the Executive Board shall consist of not less than one-half plus one of the Board membership. A quorum of the Executive Board shall be required under the following circumstances:
  - a. Declaring or filling vacancies on the Executive Board.
  - b. Approving expenditures in excess of \$200.00.

ARTICLE XV

CONFLICT OF INTEREST POLICY: SELF DEALING

1. The Society at all times shall have, maintain and adhere to a Conflict of Interest Policy substantially in the form attached hereto as Exhibit A.
2. Notwithstanding any provision to the contrary contained herein or in the Conflict of Interest Policy of the Society, the Society shall not enter into any transaction with a "disqualified person" as defined in Section 4941 of the Code if the Society or any director or officer of the Society would incur federal tax obligations as a result of the transaction.

ARTICLE XVII

PRIVACY

All member information collected by the Society shall be used solely for the purposes of conducting necessary Society business and shall not be disclosed to the general public without the express permission of the member for advertising or other purposes.

ARTICLE XVIII

AMENDMENTS

This Constitution may be amended at any regular meeting of the Society upon affirmative vote of two-thirds of the members present, provided that (1) a quorum is present and (2) notice of intention to amend the Constitution and the nature and purpose of the proposed amendments shall have been given to members in writing at least ten days in advance.

ARTICLE XIX

APPROVAL OF CONSTITUTION

This Constitution shall be regarded as officially adopted upon its approval by a vote of not less than two-thirds of the total members present at a regular meeting of the Society, provided that (1) a quorum is present and (2) notice of intention to adopt the Constitution shall have been given to members in writing at least ten days in advance.

Adopted: 8-27-52  
Major Revisions Adopted: 3-11-82, 1-14-88  
Complete Revision and Replacement Adopted: 1996  
Major Revisions Adopted: November 20, 2001  
Major Revisions Adopted: July 17, 2008  
Amendment to Article III, Item 3, Approved: September 23, 2010  
Major Revisions Adopted: December 18, 2014

EXHIBIT A  
TO  
CONSTITUTION OF THE PHOTOGRAPHIC SOCIETY OF CHATTANOOGA

Conflict of Interest Policy

[Attached]

**CONFLICT OF INTEREST POLICY**  
**OF**  
**THE PHOTOGRAPHIC SOCIETY OF CHATTANOOGA**

ARTICLE I  
**Purpose**

The purpose of the conflict of interest policy is to protect the interest of The Photographic Society of Chattanooga (the "Society") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Society or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II  
**Definitions**

1. **Interested Person**. Any director, principal officer or member of a committee with board delegated powers, who has a direct or indirect Financial Interest, as defined below, is an Interested Person.
2. **Financial Interest**. A person has a Financial Interest if the person has, directly or indirectly, through business, investment or family:
  - (a) An ownership or investment interest in any entity with which the Society has a transaction or arrangement, or
  - (b) A compensation arrangement with the Society or with any entity or individual with which the Society has a transaction or arrangement, or
  - (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Society is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are substantial in nature.

A Financial Interest is not necessarily a conflict of interest. Under **Article III, Section 2**, a person who has a Financial Interest may have a conflict of interest only if the board or appropriate committee decides that a conflict of interest exists.

ARTICLE III  
**Procedures**

1. **Duty to Disclose**. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence and nature of his or her Financial Interest to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement and must be given the opportunity to disclose all material facts to the board.
2. **Determining Whether a Conflict of Interest Exists**. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the board or committee meeting while the Financial Interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest**.
  - (a) An Interested Person may make a presentation at the board or committee meeting, but after the presentation, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - (b) The chairperson of the board or committee shall, if appropriate, appoint a disinterested Person or committee to investigate alternatives to the proposed transaction or arrangement.
  - (c) After exercising due diligence, the board or committee shall determine whether the Society can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Society's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy.

(a) If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV  
**Records of Proceedings**

The minutes of the board and all committees with board-delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

ARTICLE V  
**Compensation**

(a) A voting member of the board who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI  
**Annual Statements**

Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person:

(a) Has received a copy of the conflict of interest policy,

(b) Has read and understands the policy,

(c) Has agreed to comply with the policy, and

(d) Understands that the Society is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.



ARTICLE VII  
**Periodic Reviews**

To ensure that the Society operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable and the result of arm's-length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Society's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII  
**Use of Outside Experts**

In conducting the periodic reviews provided for in Article VII, the Society may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE IX  
**Self Dealing**

Notwithstanding any provision to the contrary contained herein or in the Bylaws of the Society, the Society shall not enter into any transaction with a "disqualified person" as defined in Section 4941 of the Code if the Society or any director or officer of the Society would incur federal tax obligations as a result of the transaction.