

Teton Photography Club

Charter, By-laws, Policies and Procedures

Approved by Executive Committee February 2019

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Charter

The Teton Photography Club (TPC) was founded for the purpose of sharing the joy of photography with others in the greater Teton area through education, networking, and promoting discussion that improves the art of photography. The TPC promotes quality photography through partnerships between the Club and resources throughout Teton County, Western Wyoming, and Eastern Idaho.

The TPC is a not-for-profit corporation serving its members and the public. Intellectual property and copyright for all photographs and materials used by the TPC remain the property of the individual photographer. The TPC will not show commercial bias toward any photographer or compete directly with other local individuals or organizations. The TPC promotes the respectful, ethical, and responsible use of our natural resources to insure our pristine environment will be unspoiled for future generations.

Vision

We envision a group providing a resource for members to improve their photographic skills while promoting interest in photography throughout the community.

Mission

The TPC provides members with opportunities to develop and share their photographic skills and promotes interest in photography throughout the Greater Yellowstone Ecosystem.

Core Values

- Respect for one another
- Respect for the environment
- Appreciation for the beauty of images
- The importance of learning



Bylaws

Organizational By-laws for the Teton Photography Club were drafted and approved by the Executive Committee. The By-laws shall be reviewed annually and any additions, deletions, or modifications shall be effective after approval by a two-thirds vote of active, voting members. Any member wishing to suggest changes to the by-laws may submit the proposed changes to the Executive Committee for review at least 30 days before the annual business and planning meeting.

Organization Name

The Teton Photography Group was founded in March 2013. Since July 2018 the Teton Photography Group, Inc. has done business as the Teton Photography Club (TPC.) The name change was approved by the Executive Committee at its meeting on June 14, 2018 to clarify the social role of the organization.

Membership and Dues

Membership in the TPC is by application, approval by the Treasurer, and payment of any required dues. Full members have full voting rights for all Club business. Members may become officers of the Club by due election process. Members may chair committees and task groups appointed by the Club. Members joining during the inaugural year may use the text “Charter member, Teton Photography Club” on print and electronic documents so long as their membership is in good standing. Members joining in all subsequent years may use the text “Member, Teton Photography Club” on print and electronic documents so long as their membership is in good standing.

Meetings

The TPC shall conduct, with its partners and sponsors, regular educational meetings addressing all aspects of the techniques and art of photography. There shall be at least one annual business meeting of the members during the last scheduled meeting of the calendar year. The purpose of the annual business meeting is to review the organizational and financial status of the TPC, to consider changes to these By-laws, and to elect officers for the next operational year.

Officers

There shall be 5 officers serving the Club: President, Past-president, Vice-president, Secretary, and Treasurer. Officers other than the Past-president shall be elected at the annual business meeting by a majority vote of current active members from a ballot of candidates selected by the Nominations Committee and approved by the



Executive Committee. Members wishing to become an officer shall provide their name, contact information, and a brief biography to the Nominations Committee at least two (2) months before the annual business meeting. Votes shall be counted by the Nominations Committee and results reported to the membership during the annual business meeting.

President

The President is an Executive Committee member and leader of the Club and shall have the following duties:

- Arrange and preside at all meetings of the Executive Committee
- Preside over the annual business meeting
- Appoint temporary Executive Committee members if any member cannot fulfill the position for the remainder of his/her appointed term
- Serve as official spokesperson for the TPC
- Respond to all electronic and written correspondence addressed to the TPC
- Record and maintain brief minutes of all Executive Committee and scheduled business meetings:
 - Accept and maintain brief minutes from all standing committee meetings
 - Maintain a brief historical log of all TPC meetings and activities
 - Retain the electronic and printed official Charter of the Club
 - Retain all minutes and TPC history electronically and in print and provide electronic or print documents as needed
 - Share a copy of all electronic Club records with the Secretary
- Conduct an annual needs / programs survey of the membership
- Appoint committee and task group members and chairs for special projects when needed
- Serve as Past-president when the newly elected President takes office
- Preside over monthly presentations and other activities, as needed

Vice-president

The Vice-president is a duly elected, member-officer of the Club and shall have the following duties:

- Assist the President in all matters concerning the Club
- Fulfill the role when the President is unavailable or unable to serve the Club with all rights, privileges, and authorities as if he/she had been the duly elected President. If, for any reason, the President is unable to complete his/her elected term, the Vice-president shall serve in that capacity until the next scheduled election.
- If, for any reason, the Vice-president is unable to complete his/her elected term, the President shall appoint a temporary Vice-president, approved by the

Executive Committee, from the membership to serve until the next scheduled election.

Secretary (Communication Director)

The Secretary is a duly elected, member-officer of the Club and shall have the following duties:

- Serve as Communication Director
 - Coordinate, prepare, and distribute the monthly TPC newsletter.
 - Coordinate publicity between the TPC web site, the TPC Facebook group site, and other electronic and print media as appropriate.
 - Assure appropriate communication about all TPC programs and events to Club members and the public.
 - Maintain a copy of all TPC electronic records with the President
- If, for any reason, the Secretary is unable to complete his/her elected term, the President shall appoint a temporary Secretary, approved by the Executive Committee, from the membership to serve until the next scheduled election.

Treasurer (Membership / Finance Director)

The Treasurer is a duly elected, member-officer of the Club and shall have the following duties:

- Membership Director
 - Maintain the membership roster / database
 - Maintain correspondence regarding membership
 - Participate in membership recruitment / retention campaigns
 - Notify members and collect all dues and fees, as needed
 - Maintain accurate records of dues and fees paid
 - Receive dues, donations, and fees and deposit these into the Club banking account
- Finance Director
 - Pay by check or debit card all approved TPC expenses
 - Maintain proper status as a Wyoming non-profit corporation
 - Maintain proper documentation for federal non-profit 501(c)3 status
 - Maintain the Club financial accounts
 - Arrange for an external book keeper review and annual tax form preparation
 - Oversee bookkeeping and accounting services, tax forms and state business records
 - Maintain state and federal records regarding non-profit status and taxes
 - Maintain a log of all financial transactions and reconcile this log with a quarterly financial report to the Executive Committee

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- Report annually to the membership at the annual business meeting
- Deliver all records and monetary instruments to the succeeding Treasurer
- If, for any reason, the Treasurer is unable to complete his/her elected term, the President shall appoint a temporary Treasurer, approved by the Executive Committee, from the membership to serve until the next scheduled election.

Past-president

Having previously served as President, the Past-president is a duly elected, member-officer of the Club and shall have the following duties:

- Chair the Nominations Committee
- Serve on the Program Committee
- Temporarily chair the Program Committee if the Program Director(s) are unavailable or unable to chair a meeting of the Committee
- Fulfill the role when the President and/or Vice-president if are both unavailable or unable to serve the Club with all rights, privileges, and authorities as if he/she had been the duly elected President
- If, for any reason, both the President and Vice-president are unable to complete their elected terms, the Past-president shall call a special business meeting for the election of these two positions from member nominees proposed by the Executive Committee
- The Past-president shall serve his/her role for the duration of the succeeding President's term or terms

Length of terms

Officers must be TPC members in good standing before their election and throughout their term in office. Officers are elected for a term of two years beginning on the first scheduled meeting of the operational year following the annual business meeting election. Officers may be re-elected as long as the member remains active and in good standing with the Club. Officers can be removed from their elected position for any reason by a two-thirds vote of all active, voting members.

Executive Committee (Board of Directors)

The Executive Committee is responsible for decision-making and oversight of all Club activities. The Executive Committee includes the TPC officers (President, Past-president, Vice-president, Secretary, and Treasurer), the Webmaster and up to 6 additional Club members.

The Executive Committee is responsible for reviewing, recommending and implementing policies, programs, activities, and By-laws for the Club. The



committee shall conduct its business electronically by email, conference call, or in person during regularly scheduled meetings. The date, time, and location of meetings shall be determined at least 1 week in advance and all members notified. A quorum for business and financial decisions shall be six (6) members.

Executive Committee Member Duties and Responsibilities

Executive Committee members must remain in good standing as full members of the Teton Photography Club. Duties of the Executive Committee include but are not limited to:

- Providing review, comment, suggestions, and approval of all Executive Committee electronic and printed communications
- Providing input, comments, and suggestions for all TPC program activities
- Providing suggestions for monthly programs and contributing to those programs annually, when possible
- Attending Club activities, when available
- Providing counsel to the President, other committees, and task groups
- Serving on committees and task groups as chair or a member, as needed

Webmaster

The webmaster shall be appointed by the Executive Committee and may serve as long as he/she is willing to perform all duties to the satisfaction of the Committee. The webmaster can be replaced for any reason by a 2/3 vote of the Executive Committee members. The webmaster shall be a member of the TPC in good standing and shall have the following duties:

- Serve as a member of the Executive Committee
- Develop and maintain a secure TPC website with an events calendar, Club information pages, member images, and member blogs
- Assist with the maintenance of the TPC membership database
- Provide secure back-up for the website and Club databases

The webmaster shall acknowledge that any and all work product, deliverables and intellectual properties developed or maintained for the TPC, even if the individual participated in the development of such intellectual properties, shall be solely owned by the TPC. The domain names, URLs used by the TPC and the webpage itself are property of the TPC. All photography, images, representations and reproductions which were originally created by TPC members remain the exclusive property of the member and are used by permission.

Electronic Resources

All digital electronic resources, databases, records, archives, back-up files, documents, logos, trademarks, and other intellectual property are owned by the Club and access, use, and reproduction must be specifically authorized by the Executive Committee. All internet / web resources, pass words, back-up files, archives, email accounts, and other intellectual property are owned by the Club and may not be used, violated, maligned, or disrupted by any individual or organization. The website, blog, all social media sites, membership lists, pass words, back-up files, archives and other on-line intellectual property are owned by the TPC and no single individual, Club, or other organization.

Antidiscrimination

This organization cherishes diversity of all forms and expressly prohibits any form of individual, committee, or organization discrimination on the basis of age, disability, national origin, pregnancy, familial status, race, skin color, religion, sexual orientation, or gender. Allegations of discrimination should be reported to any member of the Executive Committee and that committee shall confidentially investigate the charge within 3 business days. If the charge is substantiated, immediate corrective action shall be taken.

Sexual harassment

The Club was founded to further photographic arts of any kind, including the human form. That stated, the Club has a zero tolerance for sexual harassment rather implied or explicit of any type. All reports of sexual harassment should be referred to any member of the Executive Committee and that committee shall confidentially investigate the charge within 3 business days. All sides of the charge will be reviewed and an appropriate determination will be made within 7 business days. Review of the charge and adjudication by the Executive Committee will in no way inhibit the claimant to pursue civil litigation or criminal charges.

Policies and Procedures

The Executive Committee shall draft and adopt a document containing operational policies and procedures. This document shall be approved by a majority of Executive Committee members and shall be reviewed annually for appropriate revisions prior to the annual business and planning meeting. The document may be revised by a majority vote of the Executive Committee.



Policies and Procedures

This document shall be regarded as the working policies of the Teton Photography Club (TPC.) The document shall be approved initially by a two-thirds majority vote of Executive Committee members. Once approved, the Policies and Procedures can be modified by a majority vote of the Executive Committee. All modifications and a copy of the current, approved document shall be available to members via the website. An original printed copy is available from the Secretary. An archive containing all approved By-laws and Policies and Procedures shall be retained by the Secretary.

Committees and Directors

There shall be standing committees to assist the Executive Committee with the function and operation of the Club.

Each committee shall keep brief minutes of its meetings, indicating the date and time of the meeting, those in attendance, and actions taken. Copies of the minutes shall be transmitted in a timely fashion to the President and Secretary, where they shall be kept on file. Each committee shall prepare a brief annual report of their activities, which shall be submitted to the President and will be summarized at the annual business meeting. Committees shall develop and have written policies for carrying out their charges. Reports, minutes, and operating procedures of committees shall be kept on file by the Secretary.

By-laws Committee

The Executive Committee shall be the By-laws Committee for the organization. The By-laws Committee shall be chaired by the President and shall annually review the By-laws and Policies and Procedures, consider recommended revisions from members, and propose the recommendations approved by the Committee at the annual business meeting for consideration and approval by the membership. Changes to the By-laws must be approved by a two-thirds vote of active members who vote electronically or in person. Changes to the By-laws will be effective immediately after approval. Changes to the Policies and Procedures section can be modified by a majority vote of the Executive Committee. Modifications of the Policies and Procedures shall be reported to the membership before or during the next business meeting.

Membership Committee

The Membership Committee shall be appointed by the President in consultation with the Executive Committee. The committee will be comprised of 3-5 members for a term of one year (renewable) and have the following structure and duties:



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- Chaired by the Membership Director
- Create, service, and maintain an electronic roster / database of all members, sponsors, and partners
- Make the membership data available to the Executive Committee and Communications Director upon request
- Solicit membership of individuals, sponsors, and partners by appropriate means
- Report quarterly membership figures to the Executive Committee and annual figures to the membership at the annual business meeting

Program Committee

The Program Committee shall be appointed by the President in consultation with the Executive Committee. The committee will be comprised of 3-6 members for a renewable term of one year and have the following structure and duties:

- Chaired or co-chaired by the Program Director(s)
- The committee shall plan and review all public programs proposed for up to 18 months in advance of the program presentation
- The committee shall review and confirm all public programs for at least 4 months in advance of the program presentation
- The review shall include: presenter, content, venue, audio-visual needs, probable attendance, and other aspects necessary for a successful program
- The committee shall solicit critique and feedback from attendees of the program and report attendance and feedback to the Executive Committee
- The committee shall provide all program information to the Communication Director at least one month in advance of the event or program.
- The chair or co-chair of the Program Committee shall:
 - Solicit topics and presenters for programs and events deemed to be of need to our members from the annual member needs survey and personal communication
 - Discuss potential programs and events with the Executive Committee.
 - Create a public events schedule with a lead time of 4-12 months.
 - Prepare meeting programs and notify the Communications Director
 - Confirm the venue, audio-visual equipment function, and speaker(s) for all meetings
 - Make announcements regarding future programs and events at all public presentations
 - Introduce the speaker at all public presentations

Communication Director

The Communication Director shall be the Secretary of the Club and duties include:



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- Appropriately publicize all programs via email to members, the TPC website, and social media pages, and, when appropriate, by local print and broadcast media
- Assist the Webmaster in the development and maintenance of the Organization website, social media pages, and electronic communication tools
- Check the functionality and operation of the website, links, and all active social media sites on a daily basis
- The Communications Committee is not required to record minutes or have regularly scheduled meetings but shall have at least one member always available for website or social media maintenance and make this individual known to the Executive Committee

Social Media Director

The Social Media Director will work with the Communication Director to bring key TPC messaging to our social media accounts. The Director will:

- Create and maintain social media accounts where members can share images and receive important Club announcements
- Update social media accounts with pending TPC event notifications
- Monitor and delete any inappropriate posts
- Encourage social media members to join the TPC

Electronic Images Director

The Electronic Images Director will work with the Webmaster to keep the TPC site fresh and compelling. The Director will:

- Maintain a Members' Showcase page on the TPC web site
- Revise and update the Featured Images page as needed but at least every 6-8 weeks
- Help select the home page cover image about every 4-6 weeks

Education Director

The Education Director will work with the Program Director(s) / Committee to create an educationally sound photography curriculum designed to meet members' needs. The Director will:

- Review the annual Members' Needs Survey and ad hoc educational surveys to determine priorities for TPC Education Programs (TPCed)
- Plan topics and presenters for evening classes, half-day weekend workshops, and all day educational symposia designed to meet members' needs
- Help arrange logistics, publicity, registration, learning objectives, and assessments for educational programs and events



Competitions / Judging / Exhibitions Committee

The Competitions / Judging / Exhibitions Committee shall be appointed by the President in consultation with the Executive Committee. The Committee will be chaired by an active member-appointee made by the President and confirmed by the Executive Committee. The committee will be comprised of 3-5 individuals for a term of one year (renewable) and have the following structure and duties:

- Committee appointees may be active members of the TPC or interested volunteers
- The committee shall develop competition rules and judging forms to be approved by the Executive Committee
- The rules shall be reviewed annually and as needed to assure fairness, freshness, and functionality
- The Committee shall develop policies and procedures for submission, judging, and reporting of competitive photos
- The Committee shall develop a photo competition entry form available to contestants electronically via email, website, or physically available
- The Committee shall establish a means of entry submissions, collections of submissions, and gathering of electronic data regarding the submissions
- The Committee shall establish blinded, fair, and justifiable means of judging the photos
- The Committee shall establish categories and themes for photo competitions for the upcoming 12-18 months
- The Committee shall solicit and appoint 3-5 judges for each category of competition at least 1 month before the competition begins. These judges cannot enter a photograph in the category of competition which they judge
- The Committee shall establish a means and venue for displaying the winning photos and appropriate publicity / publication of the winners
- The winning photos shall be delivered electronically to the Webmaster / Director of Electronic Images for showcasing on the website

Nominations Committee

The Nominations Committee shall be appointed by the President in consultation with the Executive Committee. The committee will be comprised of 3-5 active members for a term of one year (renewable) and have the following structure and duties:

- Chaired by Past-president
- Meet 2 months before the annual business meeting
- Accept applications and review potential candidates for Club officers
- Confirm the availability, enthusiasm, and qualifications of potential candidates
- Create a slate of nominees for offices of President, Vice-president, Secretary, and Treasurer for the review and approval of the Executive Committee



- Prepare electronic and physical ballots for voting at the annual business meeting
- Publish the electronic ballot at least two weeks before the annual business meeting
- Distribute physical ballots at the beginning of the annual business meeting
- Close polling and count electronic ballots at the beginning of the annual business meeting
- Collect, confirm membership, and count all physical ballots during the annual business meeting
- Report the results of the election at the end of the annual business meeting

Community Advisory Board

A Community Advisory Board may be solicited by the Executive Committee and chaired by a member of the Executive Committee. The role of the Board is to provide community input and recommendations to the Executive Committee regarding programs, venues, sponsorship and relationships with business, civic, art, and environmental organizations in the community.

Task Groups

Committees may appoint task groups to assist them in their duties on focused projects. Task Groups shall report to the committee that appointed them. A written charge and proposed timetable to the task group shall be made by the charging committee.

The Chair of the task group shall be a TPC member of the charging committee. The members of the task group may be Club members or non-member volunteers. Members of the task group are chosen by the charging committee and may not be changed by the task group without approval of the charging committee.

Task groups are not required to keep minutes of their meetings. Task groups shall submit a brief final written report to the charging committee and this report shall be included in the minutes of that group. Task groups should have focused charges and, generally, should complete their charges and issue their final report within 1 to 3 months of their creation. When the final report is accepted by the charging committee, the task group is dissolved.

Membership and dues

Individual membership in the TPC is available to all adults over the age of 16 years. Applicants may register with the Treasurer by submitting an electronic application form. Membership dues must be paid within 24 hours of application. Membership



and payment of dues allows complete access to all organizational benefits and voting rights at the annual business meeting.

Corporate/Business membership or sponsorship is available for any organization, corporation, or business. Corporate sponsors do not vote or hold positions on the Executive Committee.

Annual membership dues are not refundable. Membership is renewable by updating contact information and payment of dues. Members not paying dues will receive notification that membership renewal is due. If dues are not received one month after the member's renewal date, membership will be cancelled. Members can be re-instated for the current operational year by paying their full annual dues. Dues delinquent for an entire operational year will result in removal of the member from the communication list. Multi-year membership dues are not refundable for the current year. However, multi-year memberships will be refunded for all future years if a member terminates their membership for any reason.

Operational Year / Fiscal Year

The operational year of the Club begins with the first scheduled meeting of the calendar year and extends until the first scheduled meeting of the following year. The fiscal year begins after the annual business meeting and extends through the next annual business meeting. The annual business meeting shall occur during the last scheduled public meeting of the calendar year.

Financial Operations

The Club shall maintain a small business bank account accessible by the Treasurer and President. This account shall have both checking and debit card functions. The Club shall maintain an electronic funds transfer account (such as PayPal) allowing electronic collection of membership dues, fees, sponsorships, donations and other income accessible by the Treasurer and President.

The Club shall operate under a budget proposed each year by the officers, directors, committee chairs, and webmaster and approved by the Executive Committee. All approved expenses shall be paid within 30 days of receipt. Expenditures of less than \$250 may be paid by the Treasurer or President. Payments of \$250 and greater must be approved by both officers. Special expenses of \$250 or more not specifically included in the annual budget must be approved by the Executive Committee.

The Treasurer shall create an annual report to be reviewed by a book keeper and/or an accountant and shall be used for all applicable taxes.



Meetings

The Club shall meet periodically to provide member programs and must meet at least eight times every year. More frequent meetings may occur, and committees and task groups may meet more frequently as needed. Meetings shall be announced at least one week in advance of the scheduled meeting time. Meetings will have a program circulated electronically prior to the meeting

Business of the Club may be conducted by electronic means when appropriate. A quorum is defined as one-half of the voting Executive Committee members being present – physically, electronically, or via proxy. Actions other than modification of the By-laws or removal of an elected officer may be approved by a simple majority of the voting members present.

The regular Club meetings shall be open to all members and to the public at no charge. Periodic educational programs are available to members and the public at a nominal charge. TPC dues-paying members shall receive a discount for some educational programs. The Club may choose to exclude non-member attendees from certain discussions regarding TPC business or events available to paid, registered members. Attendees of meetings who are not registered, dues-paying members may not vote on any Club business.

Strategic Planning

A strategic plan shall be developed for the Club by the Executive Committee and recommendations made to the membership. This plan will provide a flexible moving target for organizational activities projected 1 – 3 years in the future. The plan will be reviewed annually by the Executive Committee and presented to the membership for approval at the annual business meeting.

Reports

The President shall produce an annual written report to the membership. Additionally, verbal and electronic reports to the members shall be made as appropriate. Brief minutes of all Executive Committee meetings shall be maintained electronically. The President and Secretary shall report information about TPC programs and activities quarterly to the Executive Committee and annually to the membership at the business meeting. The Treasurer shall report membership and financial status quarterly to the Executive Committee and annually to the membership at the business meeting.

Decommissioning of the Organization

In the event that the TPC fails, ends operation, or ceases to exist for any reason it is the fiduciary responsibility of the last active Executive Committee to assure that all outstanding debts are paid from funds remaining in any financial account. The members of the committee are not personally liable for any debt beyond the remaining Club funds. Lifetime members shall receive a pro-rated refund of paid dues for up to 5 years.

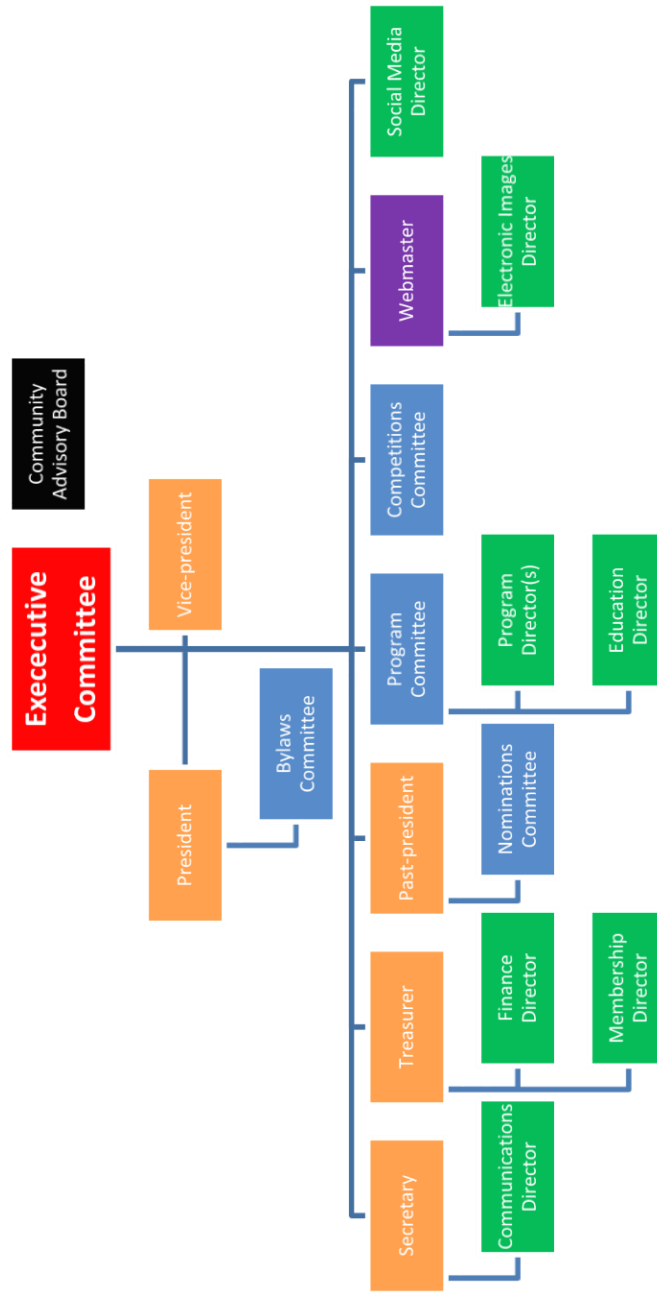
Checks shall be issued and recipients shall be notified via email. Checks unclaimed for 30 days shall be voided. Claimed checks not cashed shall be voided after 60 days.

Appropriate state and federal agencies shall be notified of the decommissioning of the organization and appropriate fees and taxes shall be paid.

All uncollected financial distributions, bank account balances, and any remaining supplies and equipment of the TPC shall be contributed as a donation to an appropriate non-profit regional organization 6 months after dissolution of the organization.

Appendices

Appendix 1: Table of Organization



Appendix 2: Goals & Objectives

1. Select committee chairs and members for the organization
2. Enroll at least 50 dues-paying members
3. Select and schedule an appropriate venue for educational meetings
4. Create a presence on Facebook and/or other social media
5. Create and maintain a website for the organization
6. Plan, schedule, and execute monthly public programs
7. Create and maintain a membership database
8. Create an organization value pamphlet for members and sponsors
9. Produce a minimum of 4 evening classes and 2 half-day workshops annually
10. Produce a minimum of 2 full-day educational symposia annually

Educate those who are interested in the technical and artistic aspects of photography

Appendix 3: Membership

1. Create a value of membership document
2. Design and implement an electronic membership application form
3. Create a value of sponsorship document
4. Design and implement an electronic sponsorship application form

Appendix 4: Critique and Competition

1. Draft photo competition rules
2. Design and implement an electronic photo competition entry form
3. Draft a photo competition critique form
4. Design and implement an electronic photo competition judging form
5. Design and implement an electronic image submission and judging database
6. Draft photo competition judging categories
7. Draft potential image category themes