

# Bylaws of North Texas Asian Photographer’s Association

Revision 6, November 11, 2024

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## Article I Name

This organization shall be known as North Texas Asian Photographer's Association (NTAPA). NTAPA is a nonprofit public benefit corporation and is not organized for the private gain to any person or organization. It is organized under Chapter 9, Vernon's Texas Civil Statutes.

## Article II Mission and Goals

### Section 1. Mission

NTAPA aims to promote the art and science of photography through educational experiences, informational sessions, inspiration, and opportunity for self-growth and camaraderie for all persons interested in photography; NTAPA operates exclusively for purposes governed by Section 501(c)(3) of the Internal Revenue Code of 1986.

### Section 2. Goals

NTAPA operates to serve the community and promote respect for cultural diversity within the community through event photography, photography exhibitions, contests, educational seminars, etc. NTAPA promotes the cultural exchange between the Asian community and other sectors of society. NTAPA strives to preserve Asian heritage and American values for the beauty and harmony of the world.

### Section 3. Exemption from Legislation Influence

NTAPA shall not be involved in any activity(ies) contrary to the furtherance of its' nonprofit status. Contrary activities shall include, but not be limited to:

- (a) The promotion of propaganda;
- (b) Influencing or attempting to influence any legislation at any governmental level (Federal, State, or Local);
- (c) The distribution of any political publication or candidate statement;
- (d) Involvement in any political campaign on behalf of any candidate for any public office.

### Section 4. Other Activities

Notwithstanding any other provision of these bylaws, NTAPA shall not be involved in any activity that is not in furtherance of the purpose for which it is organized, nor any other activity not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986.

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Section 5. Benefit of Private Interest.

NTAPA shall not be organized or operated for the benefit of any private interest or individual, and no part of the organizations earnings may inure to the benefit of any member(s).

## **Article III Membership**

NTAPA shall be open to any person interested in photography. Membership shall not be based on race, color, religion, gender, age, national origin, creed, or disability. Members shall uphold the NTAPA's goal(s) and abide by these bylaws. An applicant may be admitted to membership upon payment of dues. The board of NTAPA reserves the right to deny the application of membership for any person or expel the membership of existing individual member upon a special board meeting. NTAPA shall provide a venue for the enjoyment of photography and the progressive mastery of photographic skills, and for the advancement of artistic and technical knowledge for members through collective efforts and fellowship. Official communications for NTAPA members shall be through E-mail. Other emerging social platforms accessible and convenient to the public can be used to augment essential businesses and operations of NTAPA.

NTAPA membership also includes honorable members. Honorable members include past presidents of the association and others who have made significant contributions to the association. Honorable members are exempt from membership fees and have no voting rights. The board of NTAPA is responsible for administering nominations and qualifications for honorable members, including conferral and deprivation.

## **Article IV Elections**

Election of Board of Directors (BOD) shall be held every two years in the last month before the term of the current BOD expires. The directors shall be elected by and from the voting membership. The term of the directors expires by the end of January of the two-year term length. The directors can seek re-election after the expiration of the two-year term. The president of the NTAPA shall serve as Chairperson of the Board. In this role, the president shall preside over meetings and in general keep the BOD active and functioning. The term of the president shall not exceed two years. The president cannot be re-elected in the same position within two years after the term expires.

An election committee composed of three members appointed by the president shall prepare the list of candidates and obtain the agreement from the nominees to serve if elected. Additional nominations may be made from the floor by any member with good standing with the consent from the respective nominee.

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Anyone with a valid NTAPA membership for at least one year till the date of election may become a candidate for a position on the BOD and can be elected as president for the coming year at the January annual meeting. Anyone with a good standing membership for more than twenty (20) days may vote. Election shall be held by simple majority of NTAPA members. The members shall have following options to cast their vote. First, they can cast the votes through secret ballot on the voting day. Second, they can cast their votes online in advance until the voting day. With the understanding that the votes will be visible to the voting committee for vote counting purpose only.

If there are additional candidates added on the voting day, they will not be given a second chance to vote for them. Number of Board Directors for the coming year shall be less than eleven (11) and more than five (5) determined by the number of current running candidates for the Directors as listed in the following table.

Number of running candidates for the Board of Directors at the election date	Designated number of elected Directors for the coming year
< 5	Interim BOD <sup>1</sup>
5	De Facto BOD <sup>2</sup>
6 or 7	5
8, 9 or 10	7
11, 12 or 13	9
14 or more	11

<sup>1</sup> An Interim BOD shall be formed and be composed of all candidates for the BOD in an election with fewer than five such candidates. No vote is required to form the Interim BOD. Its responsibility is to temporarily help manage the daily affairs of the society until a new BOD is formed. Its term of office shall not exceed one year, and it does not have the right to amend the Bylaws.

<sup>2</sup> A De Facto BOD shall be formed and be composed of all candidates for the BOD in an election with exactly five such candidates. No vote is required to form the De Facto BOD. It may automatically be accepted as the new BOD for the coming year because it meets the minimum requirements of the BOD.

Each eligible voter can cast one vote for each Director up to the designated number of elected Board of Directors. The members holding the highest counts of votes shall form the new BOD. The president shall be elected from the list of directors by the new BOD. The president who has served two consecutive one-year terms shall be ineligible to be elected as the new president. The new directors and president shall be recognized and announced by the election committee. The new president will then appoint his/her officers (vice presidents, secretary, treasurer, and other officers) from the BOD or any active members for the new year. The new officers and BOD will then assume their duties in the new year. All officers shall be appointed and announced by the new president. Induction of the new board and management normally occurs one to three weeks after the election.

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## Article V Finances

### Section 1. Fiscal Year

NTAPA's fiscal year shall begin on January 1st and end on December 31<sup>st</sup>.

### Section 2. Dues

Dues shall be approved annually by the BOD and announced to all members. Dues shall be paid in full no later than one month after the beginning of the fiscal year. Full payment to treasurer shall entitle members full participation in NTAPA activities and benefits. Full dues shall be paid for one-year membership starting from January 1, and onehalf dues shall be paid for half year membership starting from July 1 until December 31 of next year. Members joining NTAPA after October 31<sup>st</sup>, can get their membership fee to be applied to the following year.

### Section 3. Payment

All checks, drafts and other orders for the payment of money may be signed by either the treasurer or president, or other agents authorized by the board.

### Section 4. Financial Statement

All financial statement shall be audited by the BOD and officially approved by board meeting before filing for tax returns.

### Section 5. Budget

The BOD shall examine the annual budget reflecting the current budget structure by the president, and submit the same to the general membership for review by the monthly meeting within two months after the inauguration of the new president.

### Section 6. Expenditure

All expenditure must be approved by the president. No expenditure that exceeds "\$1000 (One thousand dollars) cumulative payment to a single vendor or payee within any 30-day period shall be made without the express approval of BOD. President monthly spending budget is limited to \$2000. Above limit spending needs BOD approval. Special BOD meeting can be called for financial matters.

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## **Article VI Governing Board and Board Meeting**

### Section 1. Governing Body

NTAPA's governing body is the BOD, which has the authority and responsibility for the supervision, control, and direction of NTAPA. The BOD approves the direction of NTAPA by the proposals from the president. It authorizes the power of president for disbursement of funds, provision for varied monthly programs of interest to photographers, arrangements for pertinent exhibits of the work of NTAPA members, distribution of newsletters, and in general any other conduct the president deems necessary and proper for accomplishing the NTAPA goals. It empowers the president to appoint committees to assist him/her in carrying out the president's duties.

### Section 2. The Board of Directors

The BOD shall consist of number of directors determined from Article IV Elections.

### Section 3. Board Meeting

The BOD shall meet at least twice a year. At least one such meeting shall occur within 90 days after the start of the fiscal year. The BOD may also hold other regular meetings at times and places designated by the president or any two members of the directors. All directors shall be invited to attend the board meetings. The president or any two members of the director can also invite the appointed officers to the board meeting. All meeting attending directors and officers are afforded the same right as meeting participants; including making formal motions and debate, etc. except all appointed officers shall serve as ex officio in a non-voting capacity unless the officer is also one of the elected directors. Board meetings may be held at any time if there is no objection from any one of the directors. In the case that one or more directors move to postpone the meeting within 3 days upon receiving of the meeting invitation, the meeting shall be postponed and a new meeting invitation with at least 15-days' notice shall be delivered to all directors and invited officers. The new meeting shall not be cancelled or postponed unless a quorum cannot be formed.

### Section 4. Quorum

The presence of at least half board directors at any meeting shall constitute a quorum. A quorum shall be necessary to take Board actions. BOD may attend meetings by telephone conference call or other similar communication by means of which all persons participating in the meeting can hear each other.

### Section 5. Board Meeting Participants

Any general members can be invited to attend the board meeting in a non-voting capacity by at least 3 members of the directors. The names of the invitees shall be disclosed to all directors by the responsible inviting directors no

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later than three days before the scheduled board meeting. The attending members can participate in discussion but cannot make formal motions. Nonmembers shall not participate in any board meeting.

## Section 6. Meeting Chairperson

The president shall preside over the board meeting. In the case the president is not available, first vice president shall assume the chairperson's role. If neither the president nor the first vice president can preside the meeting, then one of the directors shall be elected by the attending directors to preside over the meeting.

## Section 7. Voting

All voting for board meetings shall be by roll calling ballot. Absentee ballot or proxy ballot shall not be allowed. The vote of absolute majority of the directors presents at any meeting at which a quorum is present shall constitute the act of the BOD, except as otherwise provided by these bylaws. The chairperson of the board meeting shall not vote except in the situation to resolve a tie vote.

## Section 8. Duties

The BOD shall develop and maintain a written record of NTAPA bylaws, policies, procedures in a format determined by BOD. This information shall be communicated to the general membership by a method chosen by the BOD.

## **Article VII Meeting Site**

If it becomes necessary to change the location of regular monthly meeting, the BOD shall research additional options. A decision shall be made by a simple majority of the BOD and be presented to the general membership along with pertinent information.

## **Article VIII Officers and Committees**

### Section 1. Terms

There shall be as many officers as elected president designates, appointed to a two-year term. They may be reappointed. The term of the president shall not exceed two years. The president cannot be re-elected in the same position within two years after the term expires.



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## Section 2. President

The president shall preside over the BOD meeting and at any meeting of the general membership. President shall implement actions as directed by the BOD or by general membership vote. In case president cannot be present, first vice president shall be present as acting president until the president is available for duties again.

## Section 3. Vice Presidents

The vice presidents are appointed by the president-elect. The president-elect can appoint up to three vice presidents. An appointed vice president doesn't have to be one of the elected directors but must be a general member of NTAPA. The first vice president shall serve as president in case the president is unable to exercise president's authority.

## Section 4. Secretary

The secretary shall maintain records of written minutes from board meeting, any business transacted by the BOD, and major voting decisions from the general membership meeting in writing except the elections for directors. Selected items of the board meeting minutes, approved by the BOD, shall be communicated to the general membership by a method chosen by the BOD. The secretary shall maintain copies of the NTAPA bylaws.

## Section 5. Treasurer

The treasurer's primary responsibility is to prepare and present to the BOD for approval an annual budget, to receive and disburse funds, and to maintain accurate financial records. Treasurer shall report the financial status of the NTAPA to the BOD no less than semi-annual basis or as requested, and directly report to the general membership at least once a year at end of the fiscal year. Treasurer shall file tax return once the financial statement has been officially approved by the BOD.

## Section 6. Membership Committee

The Membership Committee reviews and recommends membership criteria and policy to the BOD. The committee chairperson shall maintain an updated member roster and information.

## Section 7. Communication Committee

The Communication Committee coordinates all written and electronic publications, social media, public information programs, etc. to serve as mean of communication to the general public. The committee publishes regular newsletter which shall serve as mean of official communication to the general membership.

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## Section 8. Art Gallery Committee

The Art Gallery Committee reviews and recommends artistic programs for the general membership. It holds competitions and critique sessions for the members. It shall also review and select art works for exhibitions and publications. The committee members shall be elected by the BOD with absolute majority and appointed by the president.

## **Article IX Vacancies**

### Section 1. President

When the president is unable or unwilling to serve, the first vice presidents shall assume that position for the rest of the regular term, with a replacement for this vice president elected by the BOD at its next regular meeting.

### Section 2. Directors

When a Board Member at Large is unable or unwilling to serve, a replacement shall be nominated by the BOD and elected by simple majority vote of the membership at its next regular meeting. The replacement shall assume that position for the rest of the regular term.

### Section 3. Officers

When a general officer other than the president is unable or unwilling to serve, the president shall obtain a volunteer to fill out that position for the rest of the regular term.

## **Article X Special Interest Group**

There may be Special Interest Groups (SIGs) of NTAPA as designated in the bylaws. SIGs are composed of members who are interested in any particular aspect of photography or member fellowship.

## **Article XI Limitation of Liability of Directors/Officers**

A member of the BODs/Officers of the association shall have no liability to the association or to its members for monetary damages through conduct as a Director or Officer resulting from the exercise of judgment or discretion in connection with his or her duties, as long as there is no willful or wanton conduct with the intention of causing harm, indifference to, or conscious disregard for the safety of others or their property, a knowing violation of law, or any

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transaction from which the Director or Officer will personally receive a financial gain, to which the Director or Officer is not legally entitled, and the Director/Officer shall receive the maximum protection afforded by law.

## Article XII Dissolution

Dissolution of the NTAPA shall be carried out in accordance with the laws of the State of Texas, in which NTAPA is incorporated, under the supervision of the BOD. All assets remaining after payment of all just debts, costs and expenses shall be distributed to a similar organization that has qualified under Section 501(c)(3) of the Internal Revenue Code. None of the assets shall be distributed to any member of NTAPA.

## Article XIII Amendments to Bylaws

The amendments to the bylaws can be formally proposed by any active member and shall be discussed in the BOD meeting for concurrence. After the BOD has voted to accept the draft, then the amendments shall take effect immediately and be presented at next regular monthly meeting.

## Article XIV Approval signatures, Revision number, and Date

Revised on November 11 of 2024

Signed by: John Cheng

Chairperson of the Board of Directors, NTAPA

Signed by: Serena Duan

Secretary of NTAPA

Bylaws of NTAPA; Since 2011

### REVISION HISTORY

Revision #	description	Drafted by	Release date
Ini.	initial document		2011 November

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1	modifications		2012 December
2	modifications	Jea, Li-Chung; Liu, David	2015 April 5
3	modifications	Jea, Li-Chung	2017 Dec.19
4	Modifications in Article Officers and Committees, Section Vice Presidents	Tommy Chen	1/22/2018
5	Modifications in Article Elections	Tommy Chen	1/6/2019
6	Modifications in Article III Membership, IV Elections, VI The Board of Directors, and VIII Officers and Committees	Li, Guangming; Chen, Ming; Cheng, John	1/14/2023
7	Add honorable members in Article III Membership	John Cheng, Ming Chen, Serena Duan	1/21/2024
8	Lower the minimum number requirement of BOD, and define two special cases in forming the BOD	John Cheng, Ming Chen, Serena Duan	11/11/2024