

BYLAWS

Vietnamese Photographic Society - Hoi Nhiiep Anh Viet Nam vung Hoa Thinh Don

Chapter I – NAME, PURPOSE, OFFICE

Article 1 - The name of the Corporation is "Vietnamese Photographic Society," also known as "VNPS," and its Vietnamese name is "Hội Nhiếp Ảnh Việt Nam vùng Hoa Thịnh Đốn" which is hereinafter called the Corporation.

Article 2 - The Corporation is organized exclusively to:

- Promote photographic activities, more specifically by offering photography classes, free of charge, to the community.
- Encourage interest in photography for individuals who wish to have a further understanding of the Art.
- Participate in photographic activities with other photographic organizations in the US and the world.

Article 3 - The Corporation is organized and operated exclusively for charitable purposes under the auspices of Article 501(c) (3) of the Internal Revenue Code. It is, therefore, a nonprofit corporation and is not organized for the private gain of any individual. It is organized under the Virginia Nonstock Corporation Act for photographic purposes.

Article 4 - The office of the Corporation is located in Falls Church, Virginia at 6701 Kennedy Lane, Falls Church, VA 22042-6131. This location may be changed at any time by the decision of the Board of Directors.

Chapter II - MEMBERSHIP

Article 5 - Membership shall consist of individuals whose criteria for membership shall be determined and may be changed as needed by the Board of Directors.

Members initially will be as follows:

Active (voting) Members:

- Individuals who serve on the Board of Directors,
- Individuals who serve as instructors of the Corporation,
- Individuals who serve on any committee(s) of the Corporation,
- Individuals who have successfully completed the training courses required and organized by the Vietnamese Photographic Society.

Only the active members mentioned above who have applied and paid the membership fee by the annual due date will have the right to vote in any election of the Corporation. The application to become an active member will be processed and approved by the Board of Directors.

Non-voting Members:

- Honorary Members: Individuals who have extensive photographic knowledge, or are known in the photographic community. To become an honorary member, said individual needs to be referred by an active and good standing member and approved by the Board of Directors.

-Individuals who are invited to be guest speakers and/or instructors of the Corporation. Said individual needs to be referred by an active and good standing member of the Corporation and approved by the Board of Directors.

The membership categories of the Corporation may be added/modified by the Board of Directors.

Article 6 - Membership Dues

- The annual membership fee will be determined by the Board of Directors and may be changed as needed.
- The annual membership fee is \$30 for one year or \$50 for two years and will be due by the last day of March of each calendar year. The Board of Directors will approve the annual membership fee in an annual meeting.

Article 7 - Roles, Rights, Privileges

- A member has voting rights in any election meeting of the Corporation if she/he has paid the required annual membership fee for the current year. Memberships shall be suspended as defined in Article 9.
- A member has the privilege to be nominated/elected to be a member of the Board of Directors.

Article 8 - Ethical Conduct for Members

To ensure that every member can have complete confidence in the integrity of VNPS, each member shall respect and adhere to the fundamental principles of ethics as stipulated thereof,

- Members shall not use the VNPS for private gain.
- Members shall act impartially and not give preferential treatment to any organizations or individuals.
- Members shall protect and conserve VNPS goals and objectives and shall not use it for unauthorized activities.
- Members shall not engage in outside activities, including seeking or negotiating for official functions, that conflict with official VNPS duties and responsibilities. Members shall disclose waste, fraud, abuse and corruption to appropriate authorities in the Corporation.
- Members shall satisfy in good faith their obligations that are imposed by these bylaws.
- Members shall adhere to all laws and regulations that provide equal enjoyment for all members regardless of race, color, religion, sex, national origin, age, gender or handicap.
- Members shall endeavor to avoid any actions creating the appearance that they are violating this bylaws or the ethical standards promulgated pursuant to this bylaws.

Article 9 - Membership Termination

- To discontinue membership, a member may notify the Board of Directors by a written notification either through email or regular mail.
- Membership shall be automatically terminated if a member has not paid the annual membership fee for longer than 6 months past the membership expiration date.
- The Board of Directors has the power to terminate any membership of a member including but not limited to the following:
 - A member has violated any of the Ethical Conduct for Members in Article 8.

Chapter III - ANNUAL and SPECIAL MEETINGS; ELECTIONS

Article 10 - Meetings

The Chairman has the duty to determine that a quorum is present at all meetings, annual and special. The quorum shall consist of a majority of the Board of Directors, specifically 3. Any decision(s) reached at a meeting where a quorum is not present shall be deemed to be invalid.

Article 11 – Annual and Special Meeting

The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Article 12 - Special Meetings

Special meetings are convened to discuss important issues of the Corporation including but not limited to:

- Removal of an officer.
- Discussion of special issues regarding the Corporation's Policies.
- Discussion of the Corporation's dissolution.
- Discussion of modifications to the bylaws.

Article 13 - Special meetings shall be called upon the request of the following:

- The Chairperson of the Board of Directors.
- At least thirty percent (30%) of active members who sign a petition and submit it to the Chairperson of the Board of Directors.
- Notices of special meetings shall be sent out by the Secretary General to all active members at least 14 days in advance.

Article 14 - Decision(s) at annual and special meetings shall be final.

The decisions will be determined by the majority vote of members present at any special meeting.

Article 15 - Notice

Notices of annual and special meetings shall be sent out by the Secretary General to all active members at least 14 days in advance.

Chapter IV - THE CORPORATION'S ORGANIZATION and MANAGEMENT

Board of Directors

Article 16 - Duties

- The Board of Directors is responsible for the overall policy and direction of the Corporation.
- The Board of Directors is responsible for day-to-day operations.
- A Board member may resign at any time by giving a written notice to the Board Chairperson. Resignation will be effective immediately unless otherwise specified in the resignation notice.
- If the Chairperson of the Board of Directors resigns, his/her resignation notice shall be submitted to the other members of the Board. The decision to accept/deny the resignation shall be determined by the board members excluding the resigned.

Article 17 - Annual Meeting

- The Board of Directors shall meet at least once per year, at an agreed upon time and place determined by the chairperson.
- The Secretary General of the Board of Directors shall email/mail a meeting notice to the board members.

- The Secretary General of the Board of Directors shall take and maintain minutes at the various meetings.

Article 18 -The Board of Directors shall consist of the following:

- A President/ Chairperson
- A Vice President/ Vice Chairperson
- A Secretary General
- A Treasurer
- An Auditor

These individuals are also known as officers of the Corporation.

Article 19 - The above officers shall be elected in the annual meeting or special meeting for a term length of 2 years.

Article 20 – Should the President/Chairperson resign, the Vice President/Vice Chairperson will become the acting President/Chairperson. A successor will then be elected in a special meeting conducted within 6 months from the effective date of the resignation.

Article 21 - If any member of the Board of Directors resigns, the President/Chairperson shall convene a Board meeting and with the approval of the other members of the Board of Directors may appoint an acting member to temporarily fill the position until a replacement is elected within 3 months from the effective date of the resignation.

Article 22 - The President/Chairperson shall:

- Act as the spokesperson of the Corporation.
- Preside over all meetings of the Corporation. He/she shall on behalf of the Corporation sign all papers, contracts, and documents necessary to carry on the activities of the Corporation.
- Be empowered to fulfill his/her duties for the Corporation .
- Appoint officers to specific Committees.
- Provide assistance and guidelines for all members of the Board of Directors to carry out assigned tasks, projects, etc.

Article 23 - The Vice President/Vice Chairperson shall:

- Assist the President/Chairman in all the Corporation's activities.
- Perform all the duties of the President/Chairperson in the absence of that person and/or when that person is unable to carry ut his/her duties.

Article 24 - The Secretary General shall

- Organize and coordinate the administrative functions of the Corporation.
- Assist the President to carry out the policies set by the Board of Directors.
- Record minutes of the Corporation’s meetings.
- Assist the President in preparation of the annual report, excluding financial related items, at the annual meeting.
- Keep records of all past and current members of the Corporation.

Article 25 - The Treasurer shall:

- Be in charge of keeping and maintaining the Corporation's financial accounts including property as required by laws governing a nonprofit organization.

- Notify the Secretary General of the names of recent members who have paid their membership fees.
- Provide monthly financial reports to the Board of Directors.
- Prepare annual financial reports for presentation at the annual meeting.
- Co-sign the Corporation's transactions with the President.
- Debit the Corporation's accounts only at the instruction of the President.
- Have the power to sign check(s) up to \$US 5,000.00 as needed, with the approval of the President of the Executive Committee. Any disbursement of an amount greater than \$5,000.00 shall need the approval of the Boards of Directors.

Article 26 - The Auditor shall:

- Be vested with all powers needed to perform general auditing functions to ensure the Corporation is in compliance with general accounting principles and financial standards.

Article 27 - Other committees

- The Chairperson of the Board of Directors may form additional committees as appropriate. He/she shall appoint members to these committees from active members in good standing of the Corporation. The decision to create committees shall be vested through the meeting of the Board of Directors.

Article 28 – Conflict of interest

All officers in the governing board and committees of the Corporation shall adhere to all conditions as outlined in the attached document titled "Conflict of interest".

OFFICERS

Article 29 - Elections

A special meeting will be held six months before the end of the term for the current officers to elect new officers. The President and Vice President may only be nominated or elected after he/she has served 3 years consecutively in the Corporation, up to and including the day of election.

Voting members of the Corporation shall elect:

Board of Directors:

- A President/ Chairperson
- A Vice President/ Vice Chairperson
- A Secretary General
- A Treasurer
- An Auditor

Article 30 - Integrity of elections

All elections shall be held by secret ballot. All election results shall be determined by simple majority and shall be final after the counting of all votes.

All ballots shall be counted by a panel of 3 persons, approved by the quorum at the meeting.

In case of a tie, the quorum at the meeting shall vote to break the tie.

Proxy voting shall not be permitted.

Article 31 - Terms

All officers shall serve a 2-year term, and they are eligible for re-election.

Article 32 - Vacancies

When there is a vacancy on the Board of Directors, the Chairperson of the Board of Directors may nominate any active member to serve, with the approval of other Board members at a meeting. The term of the replacing officer shall be valid for the remainder of the current term. An officer shall vacate his/her position if he/she moves to another location that prevents him/her to perform the required duties of that position.

Article 33 - Termination

An officer may be terminated by a two-thirds (2/3) vote of the active members in a special meeting. The Chairperson of the Board of Directors may however only be removed by a three-fourth (3/4) vote of active members in a special meeting.

Article 34 - Indemnification

The Corporation shall not assume any liability for conduct of the officers and the incorporators conducted on its behalf.

Article 35 - Property Rights

No member of the Corporation shall receive a salary or stipend.

No member of the Corporation has any right or title to or interest in the property or assets of the Corporation.

DISSOLUTION

Article 36 - The Association will be dissolved when there is a request to do so by two-thirds (2/3) of the active members in a special meeting. The dissolution shall be discussed and then approved with three-fourth (3/4) of the attendees.

Article 37 - Upon the winding up and dissolution of this Corporation and after paying or adequately providing for the debts and obligations of this Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Article 501(c)(3) of the Code.

AMENDMENTS

Article 38 - These Bylaws may be amended when necessary by a two-thirds (2/3) majority of the active members in a special meeting. Proposed amendments must be submitted to the Secretary General to be delivered to all active members.

SUSPENSION

Article 39 - These bylaws may not be suspended even by a unanimous vote.

Below are the initial incorporators of the Corporation:

Dzung DoLinh	6701 Kennedy Lane, Falls Church, VA 22042-6131
Dinh Thuy Tran	7302 Jervis St, Springfield, VA 22151
Phat Truong Nguyen	6118 Oakengate Way, Centreville, VA 20120
Minh Nguyet Tran	8404 Woodford Ct, Vienna, VA 22182-3746

The undersigned incorporator has executed these bylaws on the date shown below. The undersigned incorporator hereby affirms, under penalty of perjury, that the statements made in the forgoing articles of incorporation are true.

Signature of Incorporator

Date

Dzung DoLinh

July 29, 2012