

**fotofoto Gallery Ltd**

**A Not-For-Profit Corporation Incorporated Under the Laws of The State of New York**

**BY-LAWS**

**APPROVED 7.31.16**

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## **ARTICLE I – OFFICES**

The principal office of the corporation shall be in the town of Huntington of Suffolk County of the state of New York. The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

## **ARTICLE II - PURPOSE:**

The purposes for which this corporation has been organized are as follows:

To conduct a cooperative photographic gallery dedicated to the encouragement of the artistic development of photographers, to serve both its members and the public by providing a venue for public exhibition, by the giving of critiques, lectures, demonstrations, seminars, instructions, and by the sharing of experiences.

## **ARTICLE III - MEMBERSHIP:**

### **1. Qualifications for Membership**

- a. No person will be precluded from membership or from any right or privilege of membership by reason of age, gender, national origin, race, religion or sexual orientation.
- b. Membership will be limited to individual persons, age 18 or older, and will not be available to partnerships or corporations.
- c. A member must have a demonstrated artistic and technical competence as a photographer, as well as a commitment to the responsibilities of cooperative gallery membership. Such commitment will include, but not be limited to, both active service on at least one committee and regular attendance at the Gallery and such other requirements as the Gallery may establish.
- d. A member may be expelled from the membership if that member's behavior or photographic work that is intended for exhibition at fotofoto gallery is considered disruptive or detrimental to the gallery.

### **2. Membership Categories**

There are three membership categories.

- a. Exhibiting Photographers – dues: \$70/month (\$840/year)  
Must submit a full portfolio according to specifications, be interviewed by the Portfolio Committee and must provide a link to their creative website. Full exhibiting members may show their work in solo, group, online, and specialty shows; receive discounts to workshops; receive access to members' only website, and will be placed on fotofoto mailing list. This level may vote on all gallery issues. Responsibilities include: attending meetings, participation in all gallery events, committee involvement.
- b. E - Members – dues \$25/month (\$300/year) plus \$50 per group exhibition in which member participates  
To be considered for Electronic Membership photographers must submit a link to their work via their creative website, Facebook or Instagram page. E-members may post 8 images of their work on the fotofoto gallery website with a link to their creative website.  
E-members may hang work in one group exhibition per year. E-Members also have access to the members' only section of the fotofoto website and are placed on the fotofoto mailing list for invitations and other updates. To be considered for E-membership you

must live at least 50 miles from fotofoto gallery.

c. Patrons - \$50/year

Receive all gallery mailings including invitations and discounts for workshops and events.

**3. Procedure for Accepting New Members**

Photographers who are interesting in becoming Exhibiting Photographers must submit a portfolio for review by the Portfolio Committee. Photographers whose portfolios have been approved by the Portfolio Committee will be interviewed by the Portfolio Committee. Potential members must submit a link to their creative website (if available) which will be reviewed by the membership. All members may participate in a Comment and Review period for potential members. The Portfolio Committee will accept or decline all applicants in writing. fotofoto is under no obligation to accept new members. Applicants who are offered membership by the Portfolio Committee will receive a copy of the current by-laws for review and signature. Nominees who are accepted for membership must pay a one-time initiation fee of \$200.

Photographers who are interested in becoming E-members must submit a link to their work via their creative website, Facebook or Instagram page to the Portfolio Committee. All members may participate in a Comment and Review period for potential E-members. The Portfolio Committee will accept or decline all applicants in writing. fotofoto is under no obligation to accept new members.

**4. Procedure for Resigning from or Reducing Membership Level**

- a. Members who wish to leave the membership must give written notice to both the President and Secretary three months before they give up their membership.
- b. Departing members are responsible for their dues and other responsibilities for three months after written notice to leave the gallery is received by the President and Secretary.

**5. Procedure for Mediation and Expulsion**

If the officers of the corporation receive 3 written complaints stating that a member's behavior or creative output is considered disruptive or detrimental to the gallery the officers will begin the three step process of mediation and expulsion.

- a. One or more officers of the corporation will meet with the offending member to discuss the situation.
- b. If this meeting does not result in a correction of the behavior the member will receive a formal letter of complaint, signed by 2 or more officers, asking that the behavior be corrected. The offending member must respond to this letter of complaint within 30 days.
- c. If the issue is not resolved within 30 days of receipt of the letter of complaint any member may request that the membership vote to dismiss the member at the next monthly membership meeting. 75% of the Exhibiting Photographers must vote to terminate the offending member. If 75% of the membership votes to terminate a member that member will receive a written Notice of Termination of membership from an officer asking them to leave the membership within 30 days.

**6. Membership Meetings**

- a. The membership will conduct regular meetings to be held monthly in the gallery - time and date to be set by the officers. Any member who would like to add an item to the next meeting agenda should submit a written description of that item to the President.

- b. Membership will vote on gallery matters only when there is a quorum present. A quorum is reached when a simple majority of the current membership is present. Members who are present at a vote may choose to abstain from a particular vote. However, abstaining members will be counted as part of the quorum.
- c. Members may vote by proxy. Proxy forms will be available from the Secretary or President via email or fax. Proxy forms must be received by the Secretary via email or surface mail, with a copy to the President, no later than 24 hours before a vote. Completed proxy forms, held by the Secretary, will be counted as part of the quorum. Proxies expire at the end of the meeting for which they were intended.
- d. All members will receive a copy of the minutes of the last meeting, via email, within 10 days of that meeting.

## **7. Annual Organization Meeting**

- a. There will be an annual organization meeting of the gallery in October of each year. The date of the meeting will be set by the President. At this meeting members will elect new officers to succeed officers whose terms end on December 31 (nominations to be made at the September meeting). The Treasurer will give the annual accounting of funds. The secretary shall cause to be mailed and/or emailed to every member in good standing at his address as it appears on the membership roll book of the corporation a notice stating the time and place of the annual meeting.
- b. Exhibition Members will vote on gallery matters only when there is a quorum present. A quorum is reached when a simple majority of the current membership is present. Members who are present at a vote may choose to abstain from a particular vote. However, abstaining members will be counted as part of the quorum
- c. A membership roll showing the list of members as of the record date, certified by the secretary of the corporation, shall be produced at any meeting of members upon the request therefore of any member who has given written notice to the corporation that such request will be made at least ten days prior to such meeting. All Exhibiting Members appearing on such membership roll shall be entitled to vote at the meeting.

## **8. Annual Founders Meeting**

- a. The gallery founders and sitting board will meet annually to discuss the current state of the gallery.

## **9. Special Membership Meetings**

Special meetings of the Gallery may be called by at least two officers, or upon the written demand of at least five members. The secretary will endeavor to give notice to every member at his or her address as it appears on the list of members, by mail, e-mail, or by other electronic means, at least seven days before the scheduled date of such meeting. Such notice will state the date, time, place and purpose of the meeting and by whom it was called. No other business but that specified in the notice may be transacted at such special meetings without the unanimous consent of all present at such meeting.

## **10. Voting**

Members entitled to vote at monthly meetings, the annual meeting, or special meetings may vote in person or via email. The secretary will specify how and to whom an email votes shall be sent.

## **11. Proxies**

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him or her as a proxy. Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the meeting for which it was issued except as provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

## **12. Order of Business**

The order of business at all meetings of members will be as follows:

1. Call to order
2. Corrections to and approval of the minutes of the preceding meeting
3. Reports of committees and officers
4. Old business
5. New business
6. Announcements
7. Adjournment

## **13. Financial Requirements of Membership**

- a. The fiscal year of the gallery will begin January 1.
- b. The current annual dues are \$840. Annual dues are due on January 1 of the new fiscal year.
- c. Members may pay the entire year in January or may work out a monthly payment plan with the Treasurer.
- d. Members who leave the membership are responsible for all dues and special assessments for three months after written notice to leave the gallery is received by the President and Secretary.
- e. The initiation fee for new Exhibiting Members is currently \$200.
- f. Special assessments may be proposed by the President or Treasurer. Assessments must be passed by a quorum of the members at a regularly scheduled meeting.
- g. All fees, assessments and dues must be paid-in-full at least 3 months before a member is to have a solo show or the officers have the right to cancel the show.
- h. Any member who sells a piece of their work during a fotofoto exhibition shall give the gallery a commission of 15% of the gross sale price.
- i. Members who are not current in their dues may have their membership terminated. A member who is in arrears and has not arranged a payment plan with the Treasurer will receive an Officer's Warning, in writing, from the Treasurer or President. An Officer's Warning gives the member 30 days to make arrangements to pay the past due amount or be terminated.

## **14. Sitting** (note: sitting duties are currently suspended but may be reinstated at any time)

Members are required to provide staffing for the gallery during assigned sitting times as scheduled by the Sitting Committee. Members must sit personally, arrange with another member to sit for them, or hire a sitter from the gallery's approved sitting list as maintained by the Sitting Committee. Members who miss their scheduled sitting time must pay a fee of \$100 each time a sitting is missed. All fees are paid to the Treasurer within two weeks of missed sitting time.

## **15. Mailings**

Any member who is the featured exhibitor in any given month must provide an announcement of their show, to be sent via mail or email. That announcement must include a mention of any group shows that will run concurrently in the other fotofoto exhibition spaces. The featured member must send the announcement for their show to the entire fotofoto mailing, in addition to their personal mailing list, at their own expense.

## **16. Committees**

All members must serve on at least one active committee. Ongoing committees include, but are not limited to:

- Public Relations/Publicity
- Database/Mailing List/Contribution Acknowledgements
- Facilities
- Special Exhibitions
- Scheduling
- Website/Social Media
- Group Show Coordination
- Hanging
- Executive
- Portfolio Review
- Juried Shows and Competitions
- Student Mentorship

## **ARTICLE IV – OFFICERS**

### **1. Officers, Elections, Terms**

Policy decisions will be made by the membership and officers of the corporation. The members will elect the officers for a two-year term, which term will begin January 1. The President and Secretary will be elected in alternating years from the Vice President and Treasurer. Elections will occur at the annual meeting in October immediately preceding the beginning of said term of office. The President will not serve for more than two consecutive terms, but may thereafter again serve in such office. The officers of the Gallery will be:

- President or Co-Presidents
- Vice President
- Treasurer
- Secretary

The officers will also collectively be known as the Executive Committee. The Executive Committee will receive no salaries.

### **2. Removal or Resignation of Officers**

Any officer may be removed for cause by vote of the members, but only after a hearing before the membership if the officer whose removal is sought requests such hearing. The Secretary will endeavor to give at least two weeks notice of such hearing to such officer and the membership. An officer may resign at any time by giving written notice to the President or a Secretary of the Gallery. Upon the death, resignation, or removal of an officer, the members will fill the remainder of his or her term as soon as possible. Until such vacancy is filled, another officer will perform the duties of the vacated office.

### **3. President**

The President will be the chief executive officer of the Gallery. He or she will preside, or designate his or her nominee to preside, at all meetings of the members and of the officers. The

President, in consultation with the other officers, will be responsible for establishing committees and selecting their Chairs. The President will be responsible for seeing that the orders and resolutions of the officers and of the membership are carried out and put into effect, that the Gallery complies with all applicable laws and regulations, and that all officers and committee chairs properly discharge their duties. The President will create agendas for upcoming meetings and forward them to members. The President may delegate some of his or her duties but not his or her responsibilities.

**4. Vice President**

The Vice President will take over the duties of the President if the President is unable to perform those duties due to disability or absence. The Vice President will assist the President with his/her duties as requested by the President. The Vice President will supervise all committee heads.

**5. Treasurer**

The Treasurer will have the care and custody of all the funds and securities of the Gallery and will deposit said funds in the name of the Gallery in one or more financial institutions. Members will have the right to examine the Gallery's books and records at reasonable hours upon prior request to the Treasurer. At the end of each fiscal year, the Treasurer will provide all requested information to an individual or individuals (who need not be members) selected by the President, in order that such individual(s) can present to the membership a statement of the Gallery's finances for the previous year, as well as a budget for the new fiscal year. The Treasurer will also be responsible for seeing that all filings required by the Gallery by applicable law are filed for each fiscal year.

**6. Secretary**

Secretary will keep the minutes of the meetings of members or delegate such task to another member. He or she will keep, or will direct another member to keep, a membership roll containing the names, alphabetically arranged, of all persons who are members of the Gallery, showing their mailing addresses, phone numbers and email addresses and the dates when they became members. He or she will perform all duties incidental to the office. The Secretary will attend to the giving and serving of all notices of the Gallery, to such correspondence as may be assigned to him or her, and perform all duties incidental to the office. The Secretary archives agendas from past meetings and them available to all members upon request, will keep the minutes of each meeting or designate an alternate, and will send the minutes of each meeting to members after each meeting.

**7. Change in the Number of Officers**

The number of officers may be increased or decreased by a vote of the membership at a regular or special meeting, but there will be no fewer than three officers.

**8. Newly Created Offices and Vacancies**

Newly created or vacated offices will be filled by a vote of the membership as soon as possible following the creation of any such vacancy.

**9. Indemnification of Officers**

In addition to the protections afforded by applicable law, if an officer of the corporation is made a party to any civil or criminal action or proceeding in any matter arising from the performance



of such officer of his or her duties for or on behalf of fotofoto, then, to the full extent permitted by law, the corporation, upon the affirmative vote of the membership (any member who is a party to the action or proceeding being discussed is neither permitted to vote nor included in determining whether a quorum is present), at a regular or special meeting, a quorum being present in either event at the time of the vote, may:

- a. Advance to such officer such sum found by those present and voting to be necessary and appropriate to enable the officer to conduct his or her defense, or appeal, in the action or proceeding and:
- b. Indemnify such officer for all sums paid by him or her in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees and expenses actually and necessarily incurred in connection with the action or proceeding, or appeal thereof, subject to the proper application (accounting) of credit for any sums advanced to that officer pursuant to clause "(1)" of this paragraph above.
- c. The provisions of this Article are discretionary, and will be exercised only if a majority of the membership present and voting at such meeting so decides.

#### **10. Nominations**

Members will nominate and second candidates by voice at the monthly meeting that is held in September. Voting will take place at the annual reorganization meeting in October.

#### **ARTICLE V – CONSTRUCTION**

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

#### **ARTICLE VI - AMENDMENTS TO BY-LAWS**

These By-Laws may be amended, supplemented, or repealed at any general or special meeting of the members, provided that (a) the substance of the Purpose may not at all be altered; and (b) written notice of the proposed action and of the time, place, and date of the meeting at which it is to be voted on, together with a verbatim copy of the proposal, shall have been delivered, to the membership by mail and/or by e-mail, or by other electronic means, at least 20 days prior to the date of such meeting. Any By-Laws shall be adopted if approved by the vote of two-thirds of those present and qualified to vote. If at a meeting at which a By-Law, an amendment, supplement or repeal is to be voted upon, the proposal is modified by action of the members, such modification shall be effective if approved by the vote of two-thirds of those present and qualified to vote.

— END —