

BY-LAWS

The Exposure Group African American Photographers Association, Inc.
Adopted by the Members and Officers, December 2014

ARTICLE I

Name of Corporation

The name of the association shall be The Exposure Group African American Photographers Association, Inc., herein after referred to as The Exposure Group (EG), the Association or the Corporation.

ARTICLE II

Purposes of the Corporation

The Association is organized to operate exclusively for charitable, educational, scientific, and literary purposes, within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws or the antitrust laws of the United States of America and within such limits to

- (1) Actively pursue entrepreneurship amongst its members,
- (2) Consistently strive for excellence in our professional and/or business endeavors through workshops, seminars, and other educational means,
- (3) Provide professional development opportunities to its members,
- (4) Provide mentorship opportunities to young adults interested in photography,
- (5) Consistent with the above, exercise all powers available to associations organized pursuant to the District of Columbia Non-Profit Corporation Act.

Mission Statement: The EXPOSURE GROUP African American Photographers Association is a participatory member-driven professional photographers association dedicated to improving the skills, professionalism, and productivity of its members through information, education, and demonstration. THE EXPOSURE GROUP covers every aspect of the photography profession from how to get started in business to how to prepare for retirement and what to do with one's collection. In essence, THE EXPOSURE GROUP is committed to its members gaining knowledge and increasing their compensation in the photography business.

ARTICLE III

Officers and Registered Agents

The registered office of the Association shall be located in the District of Columbia. The Association shall continuously maintain within the District of Columbia a registered agent. Any change in the registered office shall be accomplished in compliance with the District of Columbia Non-Profit Corporation Act and as provided in these Bylaws.

ARTICLE IV Members

The Association shall have five categories of members:

- (1) Professional
- (2) Active
- (3) Associate
- (4) Student
- (5) Retired Professional

Qualifications: All members are subject to final approval and acceptance by the Officers and must be recommended of a member in good standing.

(a) *Professional:* Among the required qualifications are:

A photographer who is self-employed; a staff photographer; photography instructor at an accredited institution; one who can demonstrate having worked in the photography business for at least 3 years; one who is actively engaged in the field of photography and possess an accredited photography degree; a studio owner; one who has a designated home studio and office, a wedding photographer; and if in business the candidate must show business cards, web presence and/or brochures, etc. Membership is also open to retired photographers who once fit the above qualifications. If the candidate is a member of the following organizations, proof of membership must be provided:

- Canon Professional Services
- Nikon Professional Services
- A nationally or internationally recognized photography organization

(b) *Active:* Members must be persons striving to become professional photographers by pursuing studies that prepare them for a career in the photography profession. They may be persons working as assistants to full time photographers or persons working part-time in photography while maintaining a full-time job outside the profession.

(c) *Associate (Non-Photographers):* Members serve the professional photography community. This includes, but is not limited to, lab technicians, editors, graphic artists, museum curators, gallery owners, vendors, friends of The Exposure Group.

(d) *Student:* Members must provide proof of being a full-time enrolled student in an accredited college, university, or professional trade school or program.

- (e) Retired Professional Photographer: Member must show proof of being the age of 62 and over and have been a professional member of the Exposure Group for the previous 2 years.

Membership Benefits by category.

(1) *Professional membership benefits:*

- Receive full voting rights
- Business listing in awards dinner program booklet
- Receive assignment referrals; receive 10% for giving assignment referrals
- EG social media networks
- Participation in-group exhibitions
- Participation in workshops and field trips
- Portfolio critique upon request
- Receive free or discounted photographic services or products when available
- Receive invitations to in-group exhibitions and receptions
- Receive job vacancy announcements

(2) *Active membership benefits:*

- Vote for election of officers
- EG social media networks
- Participation in-group exhibitions
- Participation in workshops and field trips
- Portfolio critique upon request
- Receive free or discounted photographic services or products when available
- Receive invitations to in-group exhibitions and receptions
- Receive job vacancy announcements

(3) *Associate membership benefits:*

- EG social media networks
- Participation in-group exhibitions
- Participation in workshops and field trips
- Receive free or discounted photographic services or products when available
- Receive invitations to in-group exhibitions and receptions
- Receive job vacancy announcements

(4) *Student membership benefits:*

- EG social media networks
- Participation in-group exhibitions
- Participation in workshops and field trips
- Receive free or discounted photographic services or products when available

- Receive invitations to in-group exhibitions and receptions
- Receive job vacancy announcements

(5) *Retired professional membership benefits:*

- EG social media networks
- Participation in-group exhibitions
- Participation in workshops and field trips
- Portfolio critique upon request
- Receive free or discounted photographic services or products when available
- Receive invitations to in-group exhibitions and receptions
- Receive job vacancy announcements

Good conduct: The Officers may suspend, expel or undertake any disciplinary action toward any member whose conduct is deemed improper or prejudicial to the best interest of the Association. Upon acceptance as a member, and upon renewal of membership, in the Exposure Group, each member shall subscribe, without reservation, to the following Code of Ethics:

1. Maintain a dignity of manner in one's behavior, in the presentation of one's services, in all forms of public contact including one's appearance and that of one's studio or place of business.
2. Observe the highest standard of honesty and fairness in all transactions, avoiding the use of false, confusing, inaccurate or misleading terms.
3. Endeavor to produce images of a quality equal or superior to the samples displayed by the member, to provide the best possible photographic services and to raise the general standard of photographic craftsmanship.
4. Assist and cooperate with fellow professional photographers by sharing knowledge or aiding in any difficulties. Encourage and expect other Exposure Group members to uphold the highest standards of the profession.
5. Recognize the authority of this Association in all matters relating to the interpretation of this Code.

ARTICLE V Election of Officers

Nominations: Any category of membership in good standing can nominate officers. While a member can be nominated for more than one office, no member can be allowed to run for more than one office in an election. Nominated candidates must provide a biography and a candidate's statement. In addition, candidates may introduce and address themselves to the members at a meeting held before the election.

Eligibility: Professional members only who have been members for at least two years and are present at time of nomination or have given prior written consent, are eligible to be nominated or elected to the offices of President, Vice-President and Treasurer. All other members in any category for at least two years and are present at time of nomination or have given prior written consent, are eligible to be nominated or elected to the office of Secretary.

Voting: Professional and Active members are permitted to vote for officers. Each officer shall be elected by a majority vote of the Professional body of eligible members – those who are financially in good standing – at the time of the election. Each Professional member shall have one vote. Voting shall be by secret ballot and take place no later than 21 days after nominations have been announced.

Time of Election: The election shall be held every 2 years in December, on years with odd numbers. Members will be notified of the elections every two years at the September monthly meeting.

Term of Office: Each elected officer shall serve a 2-year term and serve no more than two consecutive terms in their respective office. After serving two terms in a respective office, an individual may be eligible to run for that office again after 2 years has lapsed. In the event no candidate is declared for a particular office, an officer who may be term-limited may be permitted to serve another term. All appointed at-large officers shall serve for one year, however, renewable by appointment by the elected Officers.

Vacancies: In the event of a temporary vacancy, the President shall appoint a temporary replacement for that office until the next election. This appointment shall require the approval of the Officers. If a permanent vacancy occurs in any office, the President may either appoint a member of good standing to fill the position, or call a special election to fill the vacancy.

Resignation: Any officer may resign at any time by delivering a written letter to the Secretary or President. Any vacancies among the elected officers shall be filled by appointment by the Officers until the next election is held. The resigning officer must immediately return all essential records (administrative, financial, membership, etc.) to the Association.

Removal: Any Officer deemed detrimental to the Association may be removed after credible redress of grievances have been brought by the Officers to the voting members for a no-confidence vote of fifty-one percent (51%) by the eligible members. The removed officer must return in 48 hours all essential records (administrative, financial, membership etc.) to the Association.

Powers. The elected Officers will appoint a member who will serve as an at-large member for tie-breaking purposes.

Positions

- (a) *President*
- (b) *Vice President*
- (c) *Secretary*
- (d) *Treasurer*

Responsibilities. All Officers report to the President and should not take any actions affecting the operation of the Association without prior knowledge of the President.

The *President* shall be responsible for scheduling regular monthly meetings and any special meetings; shall preside over all meetings or select someone to do so; shall be a co-signer on the Association's checking account and must have a good credit rating; be responsible for providing overall leadership and vision for the Association. The President also has the authority to: disburse funds and pay bills with proper billable invoices with approval from the Treasurer; direct or supervise and be responsible for all Association activities; appoint committees necessary to carry out various programs of the Association and may serve as a member of each committee.

The *Vice President* shall be responsible for all the above duties of the President in the President's absence or at the President's direction, except the power to co-sign checks without the unanimous vote of the Officers and required signature changes at the bank. Appoint committees necessary to carry out various programs of the Association and may serve as a member of each committee; become President in the event of illness or death of the elected President, or in the event the President resigns or is removed from office.

The *Treasurer* shall be responsible for recording, maintaining, and reporting all financial transactions of the Association, and provide quarterly report to the Officers and current members in good standing. The Treasurer must have the required signature changes at the bank along with the President, a co-signer on the Association's checking account and must have a good credit rating. The Treasurer shall be responsible for keeping accurate receipts, writing receipts for dues and other monies received and shall have the power to disburse funds from petty cash; pay all authorized and approved bills and legal debts owed by the Association. There must be invoices or receipts for billable activities.

The *Secretary* shall be responsible for recording, maintaining, and reading the minutes of all official and special meetings. The Secretary shall maintain a current list of all members along with their addresses and phone numbers and assist in other functions needed to keep the Association running effectively as directed by the President. The Secretary will execute written correspondence or email as directed by the President.

ARTICLE VI Officers

Composition. The Exposure Group shall be run by elected officers – President, Vice President, Secretary, and Treasurer and other persons appointed by the Officers from

within the Association, as long as the total number of Officers retains an odd number for tie-breaking purposes. The President is the Chairman of the Officers.

Powers. The Officers shall have the power to do business and run the affairs of the Association as is lawful under the Articles of Incorporation and the Bylaws including writing, adopting, approving and amending the Articles of Incorporation and the Bylaws but only after a two-thirds approval vote of the eligible membership. All powers, duties, and responsibilities not covered in the Articles of Incorporation or these Bylaws shall be vested in the wisdom of the Officers.

ARTICLE VII Indemnification

Unless expressly prohibited by law or these Bylaws, the Association shall fully indemnify any person harmless or threatened to be a party to an action, suit, or proceeding arising from the fact that such person is or was an Officer, or Agent of the Association serving at the request of the Association.

ARTICLE VIII General Provisions

Fiscal Year: The Association's fiscal year shall be the calendar year (January 1 – December 31) with dues and completed membership application form at the January monthly meeting of each year.

Dues: Dues can be prorated on a fifty percent (50%) reduction basis for persons joining after July 1st of each year. Dues shall be set by the Officers and reviewed every two years.

Good Standing. Members are only in good standing after they have fully paid their dues and completed an application form in one of five membership categories. (Professional, Active, Associate, Student, Retired Professional)

ARTICLE IX Meetings

Monthly meetings of the general membership are the 2nd Wednesday of each month, with the exception of the months of July and August, unless otherwise noted. The Secretary shall prepare a written and electronic agenda of all membership meetings in advance of the meeting date, time, and location of such meetings. Members are expected to maintain

the highest level of professionalism and respect during our meetings; those causing disruptions will be asked to leave the meeting.

ARTICLE X Standing Committee Appointments

The President may appoint a Chairperson for the standing committees. The President shall also appoint any and all other committees deemed necessary to carry out the goals and objectives of the Association. Special committees may be appointed for temporary tasks. The President and Officers have the final approval over all committees.

Each Chairperson or Co-Chairperson will submit written reports to the President at the president@exposuregroup.org email account for review and approval before presenting to the members. They will also present their reports to the members at specified meetings.

A. Communications Committee - Responsible for sending out information to the members under the direction of the President and Officers. Promote members on The Exposure Group Facebook, Twitter, and specific Exposure Group email account. Provide media announcements or press releases for events.

B. Marketing Committee – Responsible for publicity and marketing of The Exposure Group (EG) events and products. Develop strategies for generating money by obtaining donations, grants, ads or fundraising to support the activities of the organization.

C. Programs Committee - Responsible for the content of the monthly meetings, speakers, workshops, round table discussions, seminars, and field trips.

D. Awards Dinner Committee - Responsible for the Awards dinner, to include selecting the venue and organizing the entire program booklet, dinner entertainment, photographers, videographers, letters to awardees, audiovisual equipment, picking up awards, EG member's slide presentation during dinner, reception, selling tickets, providing volunteers the day of dinner, and any other items related to the awards dinner. The President and Officers will select the awardees and assist with selecting images and music for the digital presentations.

Description of the Exposure Group Awards Dinners

About the Awards: A majority vote of the officers and awards committee members of The Exposure Group selects each awardee. Additionally, each awardee must have upheld the highest moral and ethical standards of the Association and the profession of photography. These awards are to recognize the "best of the best" in photography. The dinner is held the last Saturday in June annually or bi-annual if possible.

In 1998, the design of Exposure Group award was created by Jason Miccolo Johnson. It “represents light coming into the camera lens through the aperture, and reversed onto the

film plane." Its design looks like a smaller pyramid inverted, sitting on top of a larger pyramid. The award is made of half-inch thick glass and imprinted with black lettering on the top half, which is visible through the front of the glass and contains the name of each award. The Exposure Group logo is imprinted on the bottom part of the award's "pyramid-shaped" glass. The glass is then attached to three-eighth inch high black acrylic, which sits on top of a one-inch-beveled cherry wood base with the name of the award recipient engraved on a brass piece. The award's dimensions are six-and-a-half inches wide (at its base) by eight inches high.

NESTOR L. HERNANDEZ JR COMMUNITY SERVICE AWARD: This award, named in honor of Mr. Hernandez's dedication to giving back to the community and children, locally and internationally. This award was created to recognize the work of a photographer who has "given back to the community through teaching, mentoring, or some other form of volunteerism." The awardee also must meet the following criteria:

- Exhibited and/or published in recognized publications
- Initiated or completed a community-based photo project within the past year
- Lived in the Washington/Baltimore/Richmond area for at least two years

ELLSWORTH J. DAVIS PHOTOGRAPHER OF THE YEAR AWARD: This award is named in honor of the first African American photographer hired by The Washington Post Newspaper. He was also the second African American photographer admitted into the White House News Photographers Association and a dedicated member of the Exposure Group. This award was created to recognize a photographer who has "had a particularly outstanding year in photography within the previous 12 months." The awardee also must meet the following criteria:

- Promoted the photographic profession (i.e. lecturing)
- Had or contributed to a significant exhibition
- Published in major or recognized publications
- Lived in the Washington/Baltimore/Richmond area for at least three years

MAURICE SORRELL LIFETIME ACHIEVEMENT AWARD: This award was established in 1998 and named in honor of the Exposure Group's first Lifetime Achievement Award recipient, Maurice Sorrell, a 37-year Johnson Publishing Company photographer. He was the first African American photographer admitted into the White House News Photographers Association and a dedicated member of the Exposure Group. This award recognizes the high standards set by Mr. Sorrell and honors "excellence in a photographer's career for an overall lifetime body of work or major area of concentration." The awardee also must meet the following criteria:

- Been a working photographer for at least 25 years
- Had or contributed to a significant exhibition
- Published in major or recognized publications

- Had a history of mentoring other photographers
- Lived in the Washington/Baltimore/Richmond area for at least five years

GORDON PARKS LEGEND AWARD: This national award is named in honor of legendary photographer Gordon Parks and given to a photographer who is "an icon, a trailblazer, or an innovator in photography." The awardee is also someone who is nationally and internationally recognized and highly respected by his or her peers for a lifetime of excellence in photography.

JOHN H. JOHNSON FRIEND OF PHOTOGRAPHY AWARD: This national award is named in honor of Mr. John H. Johnson, publisher, chairman and CEO of Johnson Publishing Company and was established to recognize "a company or individual that has supported photography and photographers through employment, exhibitions, exposure, and other tangible opportunities."

THE EXPOSURE GROUP CORPORATE AWARD: The Corporate Award is presented to "a business or company located within the Washington Metropolitan area that has given exceptional service and support to the Exposure Group and its members."

E. Membership Committee - Responsible for recruiting new members and all member-related activities not covered by other committees. Develop marketing tools (brochures, flyers, etc.). Host a membership open house or meeting for prospective members. Conduct surveys for membership feedback; provide membership cards and encourage all members to sell tickets for Awards Dinner.

F. Research and Evaluation Committee - Responsible for bringing news, ideas, and innovations to the members from a photography point of view. Provide demonstrations of software or equipment when necessary.

G. Exhibition Committee – Responsible for coordinating all shows & exhibitions that the Association is participating in and the selection of the judges for all juried shows or exhibitions. This committee will also provide guidelines and procedures for exhibiting to the members for them to sign and abide by in advance.

H. Exposure Group Special Committee – Responsible for the duties and tasks as assigned. Special committees are temporary.

ARTICLE XI

The Exposure Group (EG) Logo and Accounts

The Exposure Group (EG) logo is the copyrighted trademark property of the Association and shall not be used or reproduced in any form whatsoever without the expressed written consent of the Officers. No items bearing the EG logo shall be misused in any way to discredit the Association.

The Exposure Group logo, bank accounts, documents essential for the operation of the

Association (administration, membership, financial, etc.), telephone number(s) and account(s), postal address and account, website(s) and social media account(s) designated for the use of the Exposure Group are the property of the Exposure Group as well as all keys, usernames and passwords to those accounts. The logo, telephone account, postal address and account, website(s), social media accounts, usernames and passwords shall not be used or reproduced in any form whatsoever without the written consent of the President. All passwords and account information must be submitted in writing to the President, Vice President, Treasurer, and Secretary.

Anyone found to violate the intended use of the EG logo and EG property shall be subject to criminal prosecution. Any member who misuses the logo or property is subject to suspension and/or expulsion.

ARTICLE XII Amendments

Amendment of the Bylaws: The Bylaws may be amended, repealed, or altered in whole, or in part at any time and new Bylaws may be adopted by the affirmative vote of the majority of the professional voting members at a scheduled special meeting called for said purposes. The voting will be conducted at a membership or special meeting. All proposed amendments shall be submitted in writing to the Officers at least 21 days prior to the membership or special meeting. The Officers shall offer comments to the membership regarding the merit of all amendments.

Amendment of the Articles of Incorporation: The Articles of Incorporation may be amended, repealed, or altered in whole, or in part, and new Bylaws adopted by the affirmative vote of the majority of the professional voting members.

ARTICLE XIII Enactment

The Exposure Group Officers approved these Bylaws on

_____, and the professional members approved

them, by majority vote, on _____.

The Bylaws, having been approved by the majority of voters, go into effect on

_____.

Printed copies will be available to members at their request to the Secretary.