



New Jersey Videographers Association

BY-LAWS *February, 2009*

ARTICLE I

The name of this organization shall be the New Jersey Videographers Association, a non-profit membership organization incorporated in the state of New Jersey. This organization is variously referred to in these Bylaws as NJVA or the Association.

ARTICLE II

The purposes of the Association shall be:

- i.** To recognize videography as a specialized field of endeavor.
- ii.** To raise the standards of videography and to promote professionalism among its practitioners.
- iii.** To provide communication among users, suppliers, distributors and manufacturers of video and multimedia equipment, materials and services.

ARTICLE III

Membership Requirements

Section 1.

CLASSIFICATIONS OF MEMBERSHIP

Members shall be entitled to all benefits of the Association and shall be eligible to vote, and to hold office subject to the provisions contained in,

Article III, Section 3, Article IV, Section 2 and Rule 2 of the Standing Rules.

Paragraph 1.

Individual membership: any individual who has an interest in or who uses video and /or primarily provides a service and /or function related to the planning, production, and /or distribution of video and multimedia programming.

Section 2

TERM OF MEMBERSHIP

Membership shall become effective upon payment of dues to the Association, after a 6 month probationary period, and shall terminate at the end of NJVA 's fiscal year unless rejected, suspended or terminated as provided for in *Section 4 and Section 5.*

Section 3

MEMBERSHIP IN GOOD STANDING

A member of the Association shall be considered in "good standing" when all their dues are paid in full and when said member has satisfied all the criteria as set forth in the standing rules on membership. All memberships are automatically renewed each year by the paying of dues in a timely fashion.

Section 4.
CODE OF ETHICS

All applicants for membership and all members of the Association are bound by the following Code of Ethics. Any violation of this code by an Association member may result in rejection, suspension or expulsion from the Association as described in Section 5.

- i. NJVA members should always engage in fair and equitable business practices.
- ii. NJVA members should not intentionally use false or misleading information in their business dealings.
- iii. NJVA members should encourage the sharing of video related knowledge and skills so that individually and collectively we can help elevate the level of professionalism in the event video industry.

Section 5.
**REJECTION, SUSPENSION AND
TERMINATION**

It shall be the duty of the Association to apply the membership requirements in a fair and impartial manner.

Paragraph 1. *Rejection:* All applications for membership are subject to approval of the Board. The decision of the Board shall be final.

Paragraph 2. *Probationary Period:* All applicants for membership shall be subject to a 6-month probationary period. If during this time, the Board does not begin proceedings to reject said applicant, then their membership shall become effective and they will be considered to have been a member for 6 months.

Paragraph 3. *Dues Reimbursement:* Any member applicant, rejected by the Board and having paid yearly dues, will be entitled to a prorated reimbursement.

Paragraph 4. *Right to Hearing:* Any member accused or suspected of a violation or failure to comply with these by-laws may be asked to meet with the Board of Directors (at their discretion) for a hearing on this matter and shall receive notice not less than ten days prior to such hearing. This notification shall include all major charges brought against the accused. The member shall have an opportunity to present evidence regarding same.

Paragraph 6. *Suspension or Termination of Membership:* Any member, for violation of or failure to comply with these by-laws, including, but not limited to, provisions regarding membership

requirements and observance of the policies and the Code of Ethics of the Association, may be suspended, expelled or otherwise disciplined by the Board of Directors.

Paragraph 8. *Unanimous Decision:* Any decision by the Board which entails suspension of membership or permanent expulsion must be achieved by a unanimous vote of all seven Board members. This decision will be final.

ARTICLE IV
Board of Directors

Section 1.
**MEMBERS OF
THE BOARD OF DIRECTORS**

Paragraph 1. *Members of the Board of Directors:* Subject to the provisions contained herein, the Board of Directors shall consist of the following:

- i. The Officers (President, Vice-President, and Treasurer).
- ii. The President Emeritus.
- iii. Four members at large.
- iv. A Secretary shall be nominated and elected from within the board and by the Board.

Except for the President Emeritus, all members of the Board of Directors shall be elected by the general membership.

Section 2.
ELIGIBILITY FOR OFFICE

Any Member of the Association in good standing and who has been a Member for at least one year prior to the election, may be elected to one office at a time subject to the additional requirements established by the Board of directors or as otherwise contained in these By-laws.

Section 3.
TERMS OF OFFICE

Paragraph 1. *Board Members at Large:* All Board of Director Members at Large will be elected for a two-year term. The term for all Members of the Board at Large shall commence on January 1 and run through December 31, two years hence.

Paragraph 2. *The Elected Officers:* The terms for President, Vice-President and Treasurer shall commence on January 1 and run through December 31, two years hence.

**Section 4.
DUTIES**

Paragraph 1. Duties: The Board shall be the policy-making arm of the Association and responsible for interpretation of the By-laws. In addition, it shall be responsible for the review of the membership standards and any activity and /or function not otherwise specified by these By-laws. Therefore, the Board may take any action it deems necessary and valid for the advancement of the Association as a whole consistent with the By-laws.

Paragraph 2. Regular Meetings: The Board of Directors shall meet prior to all regularly scheduled meetings of the NJVA. Prior to all regular meetings, an agenda shall be mailed, e-mailed or faxed to all members of the Board. This shall not preclude other topics from being introduced and action being taken during the meetings. The use of other mediums such as teleconferencing and e-mail communication shall have the same effect as all other lawfully called meetings.

Paragraph 3. Special Meetings: Special or emergency meeting of the Board of directors may be called by any member of the Board and/or the President.

Paragraph 4. Quorum: Five members shall constitute a quorum. Approval of a simple majority of Board members present and voting shall be sufficient to pass any and all motions before the Board unless contrary to other specific provisions of these By-laws.

Paragraph 5. Access to the Board: Meetings of the Board of directors shall be open to all Members of the Association except for special closed sessions declared by the Board. Time shall be allocated for those Members desiring to address the Board.

**Section 5.
LENGTH OF TERMS**

Paragraph 1. All elected officers and Board Members-at-Large shall be elected for a two-year term.

**Section 6.
NUMBER OF TERMS**

Paragraph 1. Elected Officers: The President, Vice-President and Treasurer may only serve two successive terms.

Paragraph 2. Board Members at Large: The Board Members-at-Large (including the Secretary) may serve an unlimited number of terms.

**Section 7.
SUCCESSION**

Paragraph 1. Succession of Vice-President, Treasurer and Secretary: If the Vice President, Treasurer or Secretary ceases to be a Member of the Association, resigns their office, is removed pursuant to these By-laws or for any other reason is unable or is unwilling to fulfill the obligations of their position, that person shall be replaced, for the remainder of their term, with a person selected by the Board of Directors and approved by a three-quarter majority of members present at a regularly scheduled meeting of the Association.

Paragraph 2. Succession of the President: If the President ceases to be a Member of the Association, resigns their office, is removed pursuant to these By-laws or for any other reason is unable or is unwilling to fulfill the obligations of their position, the following procedure shall be used:

- i.** If the President's term is about to expire and his replacement has already been elected but has not taken office, the President-Elect should immediately assume office.
- ii.** If regular elections for President have not been held and there is no President-Elect, then a special election shall be called to fill the office of President with all deliberate speed. In the interim, the duties of the President shall be assumed by the Vice-President.

Paragraph 3. Succession of Member of the Board:
i. If a Member of the Board of Directors ceases to be a Member of the Association, resigns their office, is removed pursuant to these By-laws or for any other reason is unable or is unwilling to fulfill the obligations of their position, with less than one year remaining of their term, the President shall select another Member of the Association to serve the remainder of the term.

ii. If a Member of the Board ceases to be a Member of the Association, resigns their office, is removed pursuant to these By-laws or for any other reason is unable or is unwilling to fulfill the obligations of their position, with one year or more remaining of the term, the President shall call a special election at the next regularly scheduled meeting of the Association. The replacement shall be voted in by a simple majority of Association members present at that meeting.

Section 8.
ATTENDANCE REQUIREMENTS

All members of the board of directors are required to attend in person the majority of their respective regular meetings per 12-month period beginning January 1. Failure to fulfill the above attendance requirements shall result in removal from office by a majority vote of the other Board members.

Section 9.
DUTIES OF THE OFFICERS

Paragraph 1. *President:* The President shall be the chief executive officer of the Association. The duties of the a President shall include presiding at all governance and meetings of the Association and of the Board of Directors; presenting to the membership periodic reports on the state of the Association, as well as an annual report; representing the Association in dealings with the public and other organizations; informing the general membership of all significant board decisions; making appointments including, without limitation, all committee chairs, representatives to other organizations; and serving as a full member of the Board of Directors.

Paragraph 2. *Vice President:* The duties of the Vice President shall include presiding at meetings in the absence of the President, and all other duties as assigned by the President.

Paragraph 3. *Secretary:* The Secretary's duties shall include recording the minutes of the Association meetings and board meetings, maintaining the Association By-laws and completing all other duties as assigned by the President. A copy of the minutes of the board meeting and general meeting will be provided to each board member by email within two weeks of that meeting for board approval at the next regularly scheduled meeting. Additionally, the Secretary shall be responsible for submitting the minutes of the general meetings for publication in the NJVA Newsletter. These records are open to inspection by any member at reasonable times, and where a committee needs records, for the proper performance of its duties, they should be turned over to the chairman. In addition to the above duties, the secretary should have, at each meeting, a list of all standing committees, and all special committees as are in existence at the present time.

Paragraph 4. *Treasurer:* The duties of the treasurer shall include responsibility for ensuring that the association funds are reasonably and prudently

invested within board approved guidelines; that periodic reports to the membership on the Association's income, expense and investment activities; that the annual operating budget is developed; that annual income tax returns are filed as may be required by law; and that regular reports on the financial status of the Association are presented at governance and association meetings.

Paragraph 5. *Delegation of Duties:* Members of the Board of Directors of the Association shall have the right, subject to the approval of the President, to delegate authority to perform certain duties as set forth in the Policies and or Procedures of the Association.

Section 10.
**STANDARDS OF CONDUCT,
METHODS OF REMOVAL,
REPLACEMENT PROCEDURES**

Paragraph 1. *Standards of Conduct:* Except where expressly stated in the standing rules, no officer or Member of the Board shall, for reason of office, be entitled to receive any salary or compensation.

Paragraph 2. *Removal:* Removal of an officer of Member of the Board may be accomplished also as follows:

- i.** Twenty percent of the Association membership petitions for a recall ballot setting forth their reasons therefore.
- ii.** The Board shall review said petition, investigate it, and within thirty days of receipt of the petition to put it on a ballot form. The Board may recommend for or against removal, but the issue must be presented to the total membership unless the petitioners withdraw the petition.
- iii.** A three-fourths majority of the total membership must vote for removal for it to be effective

Paragraph 3. *Replacement:* (refer to Article IV, Section 7).

ARTICLE V

Committees

Section 1.

STANDING COMMITTEES

The President shall appoint the Chairman of each committee.

Paragraph 1. *There are currently no active standing committees.*

Section 2.

OTHER COMMITTEES OR SUBCOMMITTEES

The Board may create committees on an as-needed basis, either on its own initiative or in response to a request from the membership.

Section 3.

COMMITTEE REPORTS

All committees shall keep the Board of directors apprised of their activities.

Section 4.

COMMITTEE MEMBERSHIP

Committee Membership shall be open to all Association Members in good standing.

ARTICLE VI

Nominations, Campaigning and Elections

Section 1.

NOMINATIONS

Paragraph 1. *Date to be held:* Nominations for all officers and Members of the Board shall be held at a regularly scheduled meeting. The Board of Directors will determine the specific date for nominations.

Paragraph 2. *Nomination Procedure:* Nominations shall be taken from the floor and can be made and seconded by any Association Member in good standing.

Section 2.

CAMPAIGNING

Paragraph 1. *Campaign Speeches:* Every nominee shall be given the opportunity to speak on behalf of his/her candidacy. Campaign speeches will take place

at a regularly scheduled meeting. The amount of time allotted to each candidate for his/her speeches will be set forth by the Board of Directors.

Section 3.

ELECTIONS

Paragraph 1. *Date to be held:* Elections for all officers and Members of the Board shall be held at a regularly scheduled meeting of the Association. The specific date shall be determined by the Board of Directors.

Paragraph 2. *Eligibility to Vote:* In order to be eligible to vote in an election of officers, a person must be a member in good standing for the 12 months prior to that election.

Paragraph 3. *Election Procedure:* The election shall be conducted by paper ballot.

Paragraph 4. *Simple Plurality:* A simple plurality of the votes cast shall be sufficient to elect all officers and Members of the Board.

Paragraph 5. *The Director of Elections and Certification of Election Results:* Votes shall be tabulated by the Director of Elections. The Director of Elections shall be nominated and elected to the position, immediately prior to the election itself and shall be chosen by a simple majority of Association Members present. His/her sole duty shall be to tabulate the votes and issue their result.

ARTICLE VII

Dues, Finances and Fiscal Year

Section 1.

DUES AND FEES

Paragraph 1. *Dues:* Membership dues shall be established by a three-fourths majority vote of the Board of Directors.

Paragraph 2. *Fees:* Additional fees to cover the cost of special projects, catering and rental expenditures and various activities shall be established by the Board of Directors and approved by a simple majority of the members present at a regularly scheduled meeting of the Association.

**Section 2.
FINANCES**

Paragraph 1. Budgets: All budgets require the approval of the Board of Directors.

Paragraph 2. Modification to Budget: The Treasurer shall submit requests to the President for all expenditures over and above or in addition to budgeted items. The President shall request approval from the Board of Directors for the same.

Paragraph 3. Expenditures: The signature of either the President, the Vice-President or the Treasurer shall be required for any expenditure of funds from the General Account.

Paragraph 4. Membership Approval: Any budgetary item in excess of the amount specified in the Standing Rules must be brought before the membership at a regularly scheduled meeting and shall be approved by a simple majority vote of those members present.

Paragraph 5. Bank Accounts: All funds of the Association shall be deposited in recognized federally insured banks or savings institutions.

**Section 3.
FISCAL YEAR**

The fiscal year of the Association shall be January 1 through December 31.

**ARTICLE VIII
General Membership Meeting
Section 1.
FREQUENCY AND LOCATION OF
MEMBERSHIP MEETINGS**

Paragraph 1. Frequency: Membership meetings shall be held on the second Wednesday

Paragraph 2. Regular Location: The regular location of meetings shall be approved by majority vote of the Association Members at a regularly scheduled Association meeting.

Paragraph 3. Special Locations: From time to time, meetings will be held in other locations and will be chosen at the discretion of the President and the Board of Directors. Adequate notice must be given to Association Members when any change of meeting location is to occur.

**Section 2.
QUORUM**

One-half of Association Members must be present to constitute a quorum and no official business shall be conducted if a quorum is not present. A simple majority vote of those in attendance and voting is sufficient to approve any items of business during said meeting.

**ARTICLE IX
Amendments**

**Section 1.
INITIATION OF AMENDMENT**

A vote on proposed amendments to the By-laws of the association may be initiated by any one or more of the following:

- i. The Board of Directors.
- ii. Any voting member by presenting the Board of Directors a petition signed by not less than 10 percent of the voting members of the Association as of the date of the petition stating the proposed change and the reasons therefore.

Paragraph 1. Consideration of Amendments: A proposed amendment submitted under Section 1. ii must be included on the agenda of the next regularly scheduled meeting of the Board of Directors. The Board may act upon the proposal by approving it by a majority vote or returning it to the sponsor for revision or clarification. They may also revise its wording or format to be consistent with the format of these By-laws. The proposed amendment must be submitted to the membership for discussion at the next regularly scheduled meeting unless the sponsor agrees to an extension of time.

**Section 2.
AMENDMENT RATIFICATION PROCEDURE**

Paragraph 1. Balloting: Following discussion of a proposed amendment at the Association meeting, the said amendment may be voted on by paper ballot and passed by a simple majority of all Association members in good standing. Should fifty percent of Association members in good standing *not* be present at the meeting, the vote may be postponed until such a majority is present. For purposes of further discussion and /or revision or for any reason deemed appropriate by the Association members present, a vote on the amendment may be postponed until the following regularly scheduled meeting, should the majority of Association members present at that meeting vote to do so.

Paragraph 2. *Implementation:* An amendment to these By-laws shall take effect immediately upon tabulation of the votes by the Secretary.

Paragraph 3. *Informing the Membership:* The members of the Association must be informed of any approved amendment to the By-laws at the next regularly scheduled meeting of the Association and through the NJVA Newsletter.

ARTICLE X

Identification and Ratification of these By-laws

Section 1.

IDENTIFICATION

For purposes of identification, these proposed by-laws shall be referred to as the *February 2009 By-laws*.

Section 2.

RATIFICATION PROCEDURE

These *February 2009 By-laws* shall be subject to the ratification procedure outlined (under Article IX, *Section 2*) and shall become effective immediately upon their approval by the membership.

ARTICLE XI

Limitations of Liability

Section 1.

LIMITATION OF LIABILITY

Paragraph 1. *Not a Partnership:* Nothing herein shall constitute members of the Association as partners for any purpose.

Paragraph 2. *Limitation of Liability:* No members, officers, directors, agents, or employees of the Association shall be liable for the acts or failure to act on the part of any other members, officers, directors, agents, or employees of the Association. Nor shall any officer, directors, agents, or employees be liable for their acts or failure to act under these By-laws except for acts or omissions arising from their willful misfeasance or negligence.

ARTICLE XII

Dissolution

Section 1.

DISSOLUTION

Paragraph 1. Dissolution may be accomplished only by a three-fourths majority vote of the entire Association Membership and a unanimous vote of the Board of Directors. Upon ratification, the Board of directors shall appoint a trustee who shall be responsible for the administration of the dissolution of the Association.

Paragraph 2. *Membership Notification:* It shall be the duty of the Board of Directors to inform the membership of the Association of the dissolution and the rationale therefore, and keeping the membership advised as to the status of the dissolution action and completion.

Paragraph 3. *Valuation of Assets:* The Board must reach agreement with the trustee on the fair-market value of the assets of the Association.

Paragraph 4. *Distribution of Remaining Assets:* The Board must reach agreement with the trustee as to the distribution of the assets of the Association.

Section 3.

TRUSTEE'S DUTIES

The trustee shall be responsible for:

Paragraph 1. *Sale of Assets:* The sale of all assets of the Association at the most favorable free-market price.

Paragraph 2. *Settlement of Debts:* Settlement of all debts of the Association, and for reaching an agreed up on price of settlement with the various creditors should there be insufficient assets to pay all debts in full.

Paragraph 3. *Distribution of Remaining Assets:* Devising a formula for the distribution of the remaining assets of the Association, after settlement of all debts and expenses of dissolution.

Paragraph 4. *Legal Notification:* Providing all required notification and financial reports to state and federal authorities.

RULES OF ORDER

Section 1. ORDER OF BUSINESS

At the regularly scheduled Association Meetings, the order of business shall be as follows:

- i. Reports of Boards and Standing Committees.
- ii. Reports of Special (Select) Committees.
- iii. Unfinished Business and General Orders.
- iv. New Business.

Section 2. CONDUCT OF MEETING

- i. Association meetings will be conducted informally.
- ii. Should a disagreement arise as to proper procedure, the question will be settled by referring to Robert's Rules of Order.
- iii. Cooperative behavior and courteous language is expected during the meetings.
- iv. Dress code for our meetings is "Business Casual", as appropriate when meeting with a client.

STANDING RULES

May be adopted without previous notice by a majority vote at any general meeting of the Association. The vote on their adoption, or their amendment, before or after adoption, may be reconsidered. They require no notice in order to adopt them and may be adopted from time to time as they are needed.

No standing rule, resolution, or motion is in order that conflicts with the Association By-laws, or rules of order.

RULE 1. Individual Member Dues: An annual membership fee of \$235 is due at the Association meeting in January. For those joining later in the year, dues are prorated per quarter.

- i. 1st quarter: 100% is due
- ii. 2nd quarter: 25% discount
- iii. 3rd quarter: 50% discount
- iv. 4th quarter: 75% discount of current year dues plus 100% percent of the dues for the upcoming year.

RULE 2. Group Rate: Any member of the Association may bring their employees or family

members into NJVA for an additional 25% discount per person. These members will be considered in good standing and shall have all the rights of individual members. The only difference is that additional members of the group will not be listed on the Association website.

RULE 3. Maintaining Good Standing: A member must attend at least 50% of all regularly scheduled meetings in a calendar year to be considered in good standing for that year.

RULE 4. Membership Renewal: If an Association member fails to pay his/her dues by the February meeting, said member will have to pay a \$35 guest fee at the door before admittance. And dues will not be prorated.

RULE 5. Meeting Fee
Non-member: \$35 for the first meeting and \$40 per meeting thereafter.

RULE 6. Spending Approval: Any budgetary item in excess of \$350 shall be approved by the board by a simple majority at either a meeting, by e-mail or phone conference.

RULE 7. Location of Meetings: Unless otherwise announced, the NJVA will hold its monthly meetings at Bella Casa in Belleville New Jersey.

RULE 8. Video Contest: Contestants must be members in good standing.

RULE 9. Special Guest Member Fees
At its discretion, the board may adjust the guest fee to reflect the cost of producing specific meetings that may fall out of the range of normal expenditure. This may include but is not limited to situations in which speaker fees, space rental and food expense exceed that of the typical meeting.

RULE 10. Past Issues of the Newsletter
In as much as the newsletter shall contain the official minutes of the meeting, the newsletters will be made available on the NJVA website for a period of 12 months after publication. Following that period, any member can request an e-mail copy of old newsletters by contacting the newsletter editor.

RULE 11. Board Member Dues:
The President and Vice-president shall not be required to pay membership dues. All other board members will be charged 50% of the current regular membership dues. Additionally, Dave Hall, who spends extraordinary time and energy as editor of the association newsletter, is compensated for 50% of the yearly dues. Lauri Batwin in her function as *Vendor Coordinator* will also be compensated an additional

100% of her membership. Tim Ryan, for his outstanding national contribution to the event videography industry, shall not be required to pay any membership dues.

RULE 12. “Member since” Status

Individuals who were members of the *Professional Videographers of Central Jersey* and members of the *North Jersey Videographers Association* will retain their “Members since” status in the newly formed *New Jersey Videographers Association*.
