

Long Island Videographers Association

BY-LAWS

Ratified November 2003

ARTICLE I

The name of this organization shall be the Long Island Videographers Association in the state of New York. This organization is variously referred to in these By-laws as LIVA or the Association.

ARTICLE II

The purposes of the Association shall be:

- I. To recognize event videography as a specialized field of endeavor.
- II. The promotion of goodwill and advancement of videography in the New York area.
- III. To receive in-depth knowledge from our peers and other pros from a wide range of fields.

ARTICLE III

Membership Requirements

Section 1.

CLASSIFICATIONS OF MEMBERSHIP

Members classified in good standing 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, and Article IV, Section 2.

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 one month probationary period, and shall terminate at the end of LIVA'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 within a three month grace period.

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. LIVA members should always engage in fair and equitable business practices.
- II. LIVA members should not intentionally use false or misleading information in their business dealings.
- III. LIVA 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 applicants 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 one 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 a hearing. This notification shall include all major charges brought against the accused.

The member shall have an opportunity to present evidence regarding the same.

Paragraph 5. *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 6. *Unknown Decision:* Any decision by the Board, which entails suspension of membership or permanent expulsion, must be achieved by a unanimous vote of all 7 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, Treasurer, Secretary and 2 Sergeant at Arms)
- II. The President Emeritus (Past Presidents who served two terms become lifetime members of the Board. Their votes are collectively one vote.)

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. *The Elected Officers:* The terms for President, Vice-President, Treasurer, Secretary and Sergeant at Arms commence on January 1 and run through December 31, one year hence.

Section 4. **DUTIES**

Paragraph 1. *Duties:* The Board shall be the policymaking 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 action it deems necessary and valid for the advancement of the Association as a whole consistent with the by-laws.

Paragraph 2. *Regular Board Meetings:* The Board of Directors shall meet prior to all regularly scheduled meetings of the LIVA at 4pm with a to be determined location. Prior to all regular meetings, an agenda shall be mailed, e-mailed or faxed by the President 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 shall have the same effect as all other lawfully called meetings.

Paragraph 3. *Special Meetings:* Special or emergency meetings 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 a specific topic to the Board that is currently on the agenda. Members must request time to address the Board on a topic not covered on the agenda.

Section 5 LENGTH OF TERMS

All elected officers shall be elected for a one year term.

Section 6. NUMBER OF TERMS

Paragraph 1. *Elected Officers:* The President, Vice-President, Treasurer, Secretary and 2 Sergeant at Arms may only serve four successive terms unless adjusted or voted on by the Board.

Section 7. SUCCESSION

Paragraph 1. *Succession of Vice-President, Treasurer, Secretary and Sergeant at Arms.* If the Vice-President, Treasurer, Secretary or Sergeant at Arms 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.

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 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.

Section 8. ATTENDANCE REQUIREMENTS

All members of the Board of directors are required to attend in person eight of the ten regular and board 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 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, maintaining the Association By-laws and completing all other duties assigned by the President. Additionally, the Secretary shall be responsible for submitting the minutes of the general meetings for publication in the LIVA 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 and that regular reports on the financial status of the Association are presented at governance and association meetings.

Paragraph 5. *Sergeant at Arms:* The Sergeant at Arms duties is to check nametags for submission into meetings at the door and to conduct order of the members during a meeting.

Paragraph 6. *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:* 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 or Member of the Board may be accomplished also as follows:

I. Thirty 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. The current standing committees are:

- I. Election Committee
- II. Event Coordinator Committee- organizes annual picnic & holiday party.

Section 2
OTHER COMMITTEES OR SUBCOMMITTEES

The Board may create committees on an as-needed basis, either on it's 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. Nominations are held in September and October at the regularly scheduled meeting.

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

Every nominee shall be given the opportunity to speak on behalf of his/her candidacy at the October regularly scheduled meeting. The amount of time allotted to each candidate for his/her speeches will be set for three minutes.

Section 3.
ELECTIONS

Paragraph 1. *Date to be Held:* Elections for all officers and Members of the Board shall be held at November scheduled meeting of the Association.

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 three months prior to that election.

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

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

Paragraph 5. *The Director of Elections and Certification of Election Results:* Votes shall be tabulated by the Election Committee. The Election Committee is appointed by the Board.

ARTICLE VII

Dues, Finance and Fiscal Year

Section 1.

DUES AND FEES

Paragraph 1. *Dues:* Membership dues shall be established by a 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 the 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 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 \$2000 must be brought before the membership at a regularly scheduled meeting and shall be approved by a simple majority vote to 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 September 1 through August 31.

**ARTICLE VIII
*General Membership Meeting***

**Section 1.
FREQUENCY AND LOCATIONS OF MEMBERSHIP MEETINGS**

Paragraph 1. Frequency: Membership meetings shall be held on the second Tuesday of every month.

Paragraph 2. *Regular Location:* The regular location shall be held at the Long Island Marriott in Uniondale. The location may be changed by the Board.

**Section 2.
QUORUM**

One third of Association Members in good standing 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 the 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 show of hands or paper ballot and passed by a simple majority vote 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 proposed 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 the 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 LIVA newsletter.

ARTICLE X ***Identification of the By-laws***

For purposes of identification, the proposed By-laws shall be referred to as the when get voted on By-laws.

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 member, officers, directors, agents or employees be liable for their acts or failure to act under these By-laws excepts 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 membership.

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 2 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 fair-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 Board 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.

DECLARATION: The LIVA By-Laws that was ratified at on December 3, 2003 supercedes all previous LIVA By-Laws.

STANDING RULES

Standing rules require no notice in order to adopt them and may be changed from time to time, as needed, by the Board of Directors.

RULE 1. Individual Member Dues: An annual membership fee of \$150, plus an application fee of \$25 is due at the Association meeting in September. For those joining later in the year, the dues are prorated as follows.

September: \$175

October: \$160

November: \$145

January: \$130

February: \$115

March: \$100

April: **\$85**
May: **\$220**
June: **\$205**
July: **\$190**

Current members renew their annual fee of \$150 due at the Association meeting in September.

RULE 2. Membership Renewal: If an association member fails to pay his/her dues by December 31st meeting, said member will have to pay \$175 and will not be allowed to pay a guest fee.

RULE 3. Meeting Fee: Non-Member: \$20 per meeting - up to two guest fees for new attendees.

RULE 4. Spending Approval: Any budgetary item in excess of \$2000 must be brought before the membership at a regularly scheduled meeting and shall be approved by a simple majority vote of those members present.

RULE 5. Location of Meetings: Unless otherwise announced, LIVA will hold its monthly meetings at Long Island Marriott Hotel in Uniondale, New York.

RULE 6. Video Contest:

The rules for competition are as follows:

Entries are limited to a maximum length of five (5) minutes.

Tapes must be cued to their desired start point BEFORE the meeting.

Tapes will be stopped at the five-minute mark regardless of whether the production has ended.

One entry per member, per company, per competition

There is no limit as to how many entries are allowed in the competition.

Entrants must be a member in good standing of LIVA in order to enter.

Studio names, logos or personnel must not appear in entry at any time.

RULE 7. Board Members Dues: All board members shall not be required to pay membership dues. Past Presidents who served 2 full years are not required to pay dues.

These standing rules were changed by the Board at the April 2008 Board meeting.