

Form 3

Society Act, BC.

Victoria Camera Club Constitution and Bylaws Revn April 2009

Constitution

1. Name

The organisation shall be known as the “Victoria Camera Club”, hereinafter referred to as “the club”.

2. Purpose

The purpose of the club shall be to promote the art and science of photography for the benefit of the members by holding meetings, exhibitions, competitions, education sessions, or field trips; publishing related material, or by such means as the Board of Directors shall direct.

Bylaws

1. Membership

- a. Membership shall be open to any person interested in photography upon application on the form provided and approved by the Board of Directors at their next meeting.
- b. Membership shall be either:
 - i) As an individual
 - ii) Family (2 or more related members residing at the same address).
 - iii) “Life members” may be designated by the Board of Directors for exceptional service to the Club.
- c. The Board of Directors may remove or reinstate any member as provided in the bylaws.
- d. Membership dues shall be reviewed annually by the Board of Directors and any changes shall be approved at the next annual general meeting.
- e. “Memberships shall be paid for a period not exceeding 12 months as determined by the Directors.

2. Membership Suspension/Renewal

- a. Any member in good standing may be suspended for due cause at any time by resolution of the Board of Directors.
- b. The member shall be requested to present their case to the Board of Directors before they pass such a resolution.
- c. The member may appeal to the membership at large at a meeting called according to article 7 d. of the constitution. A 66% majority of the members voting, in good standing, shall be required to reinstate the member. The vote shall be by secret ballot.
- d. Due cause shall be any act or action which may bring the good name of the club into question, or which is contrary to the constitution or bylaws then in effect.

3. Directors

- a. The elected Directors of the club shall be the president, two vice presidents, secretary, treasurer, who shall be elected annually as provided in the bylaws.
- b. The Board of Directors shall consist of the elected directors of the club

- c. The term of office of the elected directors shall be from 1st June to 31st May following.
- d. Elections for directors shall be held, vacancies filled, directors appointed, and directors removed from office as directed in the bylaws.
- e. The duties of the directors shall be as provided in the bylaws.

4. Duties of Directors.

- a. **President:** the President of the club shall preside at all business meetings of the club and through the Board of Directors, shall organise all activities of the club for the best interest of the members.
- b. **Vice-Presidents:** the Vice-Presidents shall assist the President in managing the work of the Directors. A Vice-President must carry out the duties of the President in his/her absence.
- c. **Secretary:** the Secretary shall: maintain and have custody of all club records (except financial and membership) and conduct all correspondence of the club, issue notices of all meetings to members and directors, and keep minutes of all business meetings whether held in person, by telephone or e-mail..
- d. **Treasurer:** the Treasurer shall maintain all financial records of the club, collect and administer the club funds and provide all required financial reports to the members and directors.

The Board of Directors shall entrust to its members such additional duties as from time to time necessary.

5. Election of Directors.

- a. Election of directors:
 - i. The Board of Directors shall appoint a nominating committee from the general membership of the club. The committee shall nominate candidates for directors and report to the board meeting second prior to the annual general meeting. The list of candidates shall be published as a notice of motion for the annual general meeting according to article 7 d below.
 - ii. The motion shall be read and further nominations called from the floor at the annual general meeting. All nominations shall be received by the nominating committee, in writing, with signatures of the proposer, seconder and the person proposed. The members present at the annual general meeting shall vote by secret ballot on the list of candidates when the position is contested. The candidate for each office with the greatest number of votes shall be elected.
- b. Removal of directors:
 - i. A director shall only be removed for due cause on the recommendation of the Board of Directors and approval by the membership at a meeting called under clause 7 d of the bylaws. Such director may explain their position to the membership. Voting shall be by secret ballot, a 66% majority shall be required of members present and in good standing to confirm removal
 - ii. Due cause shall be an act of dishonesty or bad faith, an act is not in the best interest of the club, or failure to exercise due care, diligence and skill of a reasonably prudent person in exercising his/her powers as a director as determined by the Board of Directors.
- c. Vacancies in the Board of Directors shall be filled in the manner in which the original appointment was made, within 60 days of the vacancy occurring.

6. Committees

- a. The Board of Directors may appoint such committees as it requires to carry out the business of the club.
- b. The Board of Directors may appoint a committee outside of its own members to report to it on a specific topic. The chair of such committee shall be a director of the club.
- c. All committees and subcommittees shall report only to the Board of Directors as and when required.

The Board of Directors is the sole arbiter of club business and is not bound by reports of any committee or subcommittee, except that a resolution of the general business meeting shall be binding on the Board of Directors

7. Meetings

Business meetings

- a. The Board of Directors shall meet from time to time to conduct the business of the club, in person or by telephone or e-mail..
- b. The annual general meeting shall be held prior to May 31st of each year
- c. All business of the club shall be conducted in accordance with "Robert's Rules of Order" when not in conflict with the constitution and bylaws of the club.
- d. When it is necessary for the membership to discuss any business of the club they shall be notified of the time, place and purpose of the meeting by postal mail or e-mail no less than 15 days prior to the meeting.

Notice shall be deemed to be received 3 days after mailing a postal letter, properly addressed and stamped, to the last recorded address for the member, or one day after sending an e-mail to the last recorded e-mail address of the member, each as shown in the club's records.

- e. Members may, by petition signed by not less than 10% of the membership in good standing, submit a request for any issue to be put before the membership. The Directors shall meet within 30 days to discuss the issue and give notice of a Special General Meeting to the members within 30 days of their meeting. The notice shall be given as stated in section 7 d.
- f. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- g. Unless otherwise specified in the Constitution and By-laws, a quorum at any business meeting shall be:
 - i. Board of Directors meeting, 50% of the directors
 - ii. General business meeting, not less than 15% of the membership including at least two directors.
- h. Any vote of the members or Board of Directors required by the by-laws may be conducted either electronically or in person:
 - i. Electronic balloting shall be conducted in such a manner that:
 - a. The votes are kept secret by the receiver until the meeting votes are counted
 - b. Votes shall be verified by confirming the document is sent from the members e-mail address as recorded by the membership secretary
 - c. The names of all members voting are recorded separately from their votes
 - d. Members voting electronically may not alter their vote once cast and can not vote in person on the same resolution
 - e. The receiver of the electronic votes shall present the list of those voting electronically to the president at the meeting
 - f. The electronic votes shall be added to the votes of those present after the latter have been tallied
 - ii. Voting in person shall be by a show of hands or secret ballot as provided for in the by-laws
 - iii. There shall be no proxy voting
 - iv. Each adult member (individual, family and Life Member) shall have a single vote in all matters.
- i. In any vote, unless specified elsewhere, a simple majority shall be sufficient. In the event of a tie vote, the chairman shall cast the deciding vote.

- j. The place and time of all meetings shall be determined by the Board of Directors except as otherwise provided in the by-laws.

Other meetings

The Board of Directors shall from time to time organise a program of meetings for the benefit of the members.

8. Financial

- a. The fiscal year shall run from 1st June to 31st May following.
- b. Signing authority for any payment shall be the treasurer and president or, in the absence of one of these directors, the remaining director and the vice president.
- c. Directors shall receive no remuneration for their work, but shall be reimbursed expenses approved by the Board of Directors that are incurred when performing club business.
- d. The Board of Directors shall enter into borrowing arrangements only when approved by the membership by special resolution.

9. Amendments to the Constitution

- a. The Board of Directors or any group of not less than 10% of the membership in good standing may submit a notice of change in the constitution to the secretary, not less than 30 days prior to the annual general meeting.
- b. The secretary shall publish a notice of the meeting and the proposed amendment in accordance with item 7 d. above.
- c. The amendment to the Constitution shall be effective when approved by 75% of the members present at the annual general meeting, providing that this 75% is greater than 30% of all paid-up members of the club, and upon acceptance by the Registrar of Societies.

10. Amendments to the Bylaws

- a. The Board of Directors or any group of not less than 10% of the membership in good standing may submit a notice of change in the bylaws to the secretary at any time.
- b. The Board of Directors, shall meet within 30 days and shall set a date for discussion of the motion, by the members, such a date to be within 30 days of the directors meeting.
- c. The secretary shall publish a notice of the meeting and the proposed amendment in accordance with item 7 d. above.
- d. The amendment to the bylaws shall be effective, when approved by 75% of the members voting at the meeting, provided that this 75% is greater than 30% of all paid-up members of the club, and upon acceptance by the Registrar of Societies.
- e. In the event that the proposed amendment to the By-laws fails because the number of members approving it is less than 30% of the membership, then the Secretary shall send, in accordance with item 7d above, a notice of a second meeting to all members in good standing to be held within 30 days of the first meeting, to reconsider and vote on the motion. If the proposed amendment is approved by 75% of the members then present it shall be deemed to be approved by the membership and shall be submitted to the Registrar of Societies.

11. Auditors

Books of the club shall be audited annually. The auditor(s) shall be appointed by the members present at the annual general meeting. Auditors shall not be members of the board of directors.

12. Winding-up

Should the members vote by special resolution to wind-up the society, the assets, after payment of all debts, shall be distributed equally amongst the then currently paid-up members.