

# Victoria Camera Club Constitution and By-Laws

(Revised 1998)

## Constitution

### 1. Name

The organization shall be known as the "Victoria Camera Club", hereinafter referred to as "the Club".

### 2. Objective

The objective of the Club shall be to promote the art and science of photography by such means as the Board of Directors shall direct.

### 3. 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) The Board of Directors may remove or reinstate any member as provided in the By-Laws.
- c) Membership dues shall be reviewed annually by the Board of Directors and any changes shall be approved at the next Annual General Meeting.
- d) The membership year shall run from 1 June to 31 May following. Membership dues are due on, and shall be renewed within sixty (60) days of, 1 September. In the event of non-payment, the membership shall lapse immediately.

### 4. Officers and Directors

- a) The Officers of the Club shall be the President, Vice-President, Secretary, Treasurer, editor of "Close-up", competition chair, special events chair, membership secretary and the past President who shall be elected annually as provided in the By-Laws.
- b) The Board of Directors shall consist of the Officers of the Club, and such other Directors as the Board shall from time to time appoint for a term not exceeding one year. These appointed directors shall not vote on financial matters.
- c) The term of office of the Officers and Directors shall be from 1 June to 31 May following.
- d) Elections for Officers and Directors shall be held, vacancies filled, Directors appointed, and Officers or Directors removed from office as directed in the By-Laws.
- e) Duties of the Officers and Directors shall be as provided in the By-Laws.

### 5. Meetings

- a) The Board of Directors shall meet from time to time to conduct the business of the Club.
- b) The Board of Directors shall from time to time organize meetings for the benefit of the members.
- c) The Annual General Meeting shall be held in May of each year.
- d) All business of the Club shall be conducted in accordance with Robert's Rules of Order when not in conflict with the Constitution and By-Laws of the Club.
- e) When it is necessary for the membership in general to discuss any business of the Club they shall be notified of the time, place and purpose of the meeting in writing not less than fifteen (15) days prior to the meeting.

## **6. Financial**

- a) The fiscal year shall run from 1 June to 31 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 Officer and the vice-President.

## **7. 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 60 days prior to the Annual General Meeting
- b) The Secretary shall publish a notice of the meeting in accordance with item 5.e above.
- c) The amendment to the Constitution shall be effective immediately on approval by 75% of the members present at the annual general meeting provided that this 75% is greater than 30% of all paid up members of the Club.

## **8. Amendments to the By-Laws**

- 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 By-Laws to the Secretary at any time.
- b) The Board of Directors, at its next meeting, shall set a date for discussion of the motion, by the members, such a date to be within sixty (60) days of the submission.
- c) The secretary shall publish a notice of the meeting in accordance with item 5.e above.
- d) The amendment to the By-Laws shall be effective immediately on approval by 75% of the members present at the meeting provided that this 75% is greater than 30% of all paid up members of the Club.

## **By-Laws**

### **1. 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 his case to the Board of Directors before they pass such resolution.
- c) The member may appeal to the membership at large at a meeting called according to article 5.e of the Constitution. At this meeting a two-thirds majority of the members, in good standing, assembled 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 By-Laws then in effect.

### **2. Duties of Officers and Directors**

- a) President: The President of the Club shall preside at all business meetings of the Club and through the Board of Directors, shall organize all activities of the Club for the best interest of the members.
- b) Vice-president; The Vice-president shall assume the duties of the President in his absence.
- c) Secretary: The Secretary shall maintain all club record (except financial and membership) and conduct all correspondence of the Club
- d) Treasurer: The Treasurer shall maintain all financial records of the Club, and collect and administer the Club funds.
- e) The editor of "Close-up" shall be responsible for the production of the club newsletter.
- f) The competition chair shall be responsible for the organization of competitions.

- g) The special events chair shall be responsible for events such as 'Photographers in Action', refreshments and the annual banquet.
- h) The membership secretary shall be responsible for collecting membership dues and maintaining membership information.
- i) The Board of Directors shall entrust to its members such duties as are from time to time necessary and shall define such duties for each director appointed.

### **3. Board of Directors**

#### a) Election of Officers and Directors:

- i) The Board of Directors shall appoint a nominating committee from the general membership of the Club. The committee shall nominate a slate of candidates for Officers and report to the board meeting second prior to the Annual General Meeting. The slate shall be published as a notice of motion for the Annual General Meeting according to article 5.e of the Constitution.
- 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 slate when a position is contested. The candidate for each office with the greatest number of votes shall be elected.

#### b) Removal of Officers and Directors:

- i) An Officer or Director shall only be removed for due cause upon the recommendation of the Board of Directors and approval by the membership at a meeting called under clause 5.e of the Constitution. Such Officer or Director may explain his position to the membership. Voting shall be by secret ballot, a two-thirds (2/3) 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 not in the best interest of the club, or failure to exercise the due care, diligence and skill of a reasonably prudent person in exercising his powers as an Officer or Director as determined by the Board of Directors.

#### c) Vacancies:

Vacancies in the Board of Directors shall be filled in the manner in which the original appointment was made, within sixty (60) days of the vacancy occurring.

### **4. Meetings**

#### a) Unless otherwise specified in the Constitution or By-Laws, a quorum at any business meeting shall be:

- i) Board of Directors meeting, 50% of Directors
- ii) General business meeting, not less than 15% of the membership including at least two directors.

#### b) In any vote, unless specified elsewhere, a simple majority shall be sufficient. In the event of a tie vote the chairman shall cast a deciding vote.

#### c) The Board of Directors shall meet as required, but not less than 6 times per year.

#### d) The place and time of all meetings shall be determined by the Board of Directors except as otherwise provided in the Constitution.

### **5. Committees**

#### a) The Board of Directors may appoint such subcommittees of its members 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 or on a specific topic. The Chairman 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 report of any committee or subcommittee, except that a resolution of a general business meeting shall be binding on the Board of Directors.

## **6. Auditors**

Books of the Club shall be audited annually. The auditors shall be appointed by the members present at the Annual General Meeting. Auditors shall not be members of the board.