

# *The Manitoba Camera Club Inc.*

P.O. Box 26101, 676 Portage Ave., Winnipeg, MB, R3G 3R3

## **Constitution and By-Laws**

### **Article I - Name**

The name of the corporation shall be the Manitoba Camera Club Inc.; hereafter called the Club or the MCC.

### **Article II Objectives**

The Club is established as a not-for-profit corporation with the purposes and objectives of offering its members:

- a) the association with members having a common interest in photography;
- b) a better understanding of the art and science of photography;
- c) the opportunity to gain mutual benefit from practicing together the many facets of photography.

### **Article III Logo**

The official logo of the Club shall be a stained glass window depicting a photographer with a tripod mounted camera.

### **Article IV Membership**

Section 1: Membership in the club shall be open to any person interested in the practice of photography except that membership may be denied to any applicant(s) whose association with the club could jeopardize the well being of the membership or integrity of the Club as determined by the board with a 2/3 majority vote.

Section 2: At the discretion of the board, Honorary Life membership in the Club may be extended to individuals in recognition of significant and long service. Such membership shall include all rights and privileges of the Club for the lifetime of the member and be without dues.

Section 3: The membership in the Club may be terminated at any time if it is deemed that a member's actions or behavior could jeopardize the well-being of another member or members or affect the integrity of the Club. The Board may revoke the membership for such reasons as determined by the Board and accepted by a 2/3 majority vote of the Board.

### **Article V: Officers**

The officers of the Club shall be the President, the 1st and 2nd Vice Presidents, Secretary and treasurer as elected at the Annual Business Meeting in April.

### **10Article IV: Duties of Officers**

Section 1: President: It shall be the duty of the President to preside over all business and program meetings of the Manitoba Camera Club and to enforce order and strict observance of the constitution and by-laws of the Club, appoint all special committees and fill Board vacancies(subject to the provisions of Article XIV (2) ), have the deciding vote in case of equal division and shall be an ex-officio member of all Club committees. The President shall represent the Club at all external events not specifically designated to be in the scope of an Committees, as outlined in Article VIII below. Notwithstanding this, the President shall not agree to any binding

commitments without the prior consent of the Board. At the Annual and Semi-annual meetings of the Club, the President shall make a report of the progress of the Club under his/her administration with recommendations for the future.

Section 2: 1st. Vice President: it shall be the duty of this Vice-President to perform the duties of the office of President during the absence of the President or during vacancy in that office. The 1st. Vice-President shall be the Chairperson of the Board of Directors, shall call Board meetings monthly or as needed, shall prepare detailed agendas and distribute these to all Board members in advance of the meeting and shall perform such other duties as may from time to time be determined by the Board.

Section 3: 2nd. Vice President: The 2nd Vice-President, in the absence of the 1st. Vice President, shall assume the duties of that office. In addition, the 2nd. Vice-President shall look after the public relations and publicity needs of the Club as well as such other duties as may from time to time be determined by the Board.

Section 4: Secretary: The Secretary shall keep the minutes of all the business and board meetings of the Club, shall prepare a summary of these minutes for inclusion in the Club newsletter, Shall keep a correct record of the Constitution, by-laws and all amendments thereto in a book provided for the purpose, shall conduct the Club's correspondence, and shall also perform such other duties as may from time to time be determined by the Board.

Section 5: Treasurer: The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Club in proper books of account and shall have care and custody of all funds of the Club and shall deposit the funds in the name and to the credit of the Club in such bank or banks as may from time to time be designated by the Board. The Treasurer shall disburse the funds of the Club under the direction of the Board and shall be prepared to present an accounting of all such transactions and report on the financial position of the Club at all Board and Business meetings. In addition, the Treasurer shall chair a Special Finance Committee whose sole function shall be to prepare a proposed annual budget for the Club and present it to the Board for ratification in July of each year. The treasurer shall also prepare and submit the annual tax returns in accordance with Provincial and Federal tax laws.

## **Article VII Board of Directors.**

Section 1(a) : The Officers of the Club, together with the elected chairpersons of each of the Standing Committees of the Club, as outlined in Article VIII shall form the Board of Directors of the Club. The Immediate Past President shall be an ex-officio member of the Board of Directors and will have no vote.

Section 1(b): In the event that a Standing Committee is co-chaired by two or more members, each of the co-chairs may attend and participate in meetings of the Board of Directors, but only one will be permitted to vote on any given motion.

Section 2: No Director shall serve more than two consecutive years in the same office.

Section 3: No Director shall serve more than six consecutive years on the Board without retiring from the Board for a period of at least a year.

Section 4: If unable to attend a meeting of the Board of Directors, a Director shall inform the 1st Vice

President in advance of the meeting. No Director shall miss more than two consecutive regularly scheduled Board meetings without good cause. If the Board determines the absences were not for good cause, it may with a 2/3 majority vote, remove that director from office.

Section 5: An Officer or Chairperson may as outlined in Article X below on the grounds of malfeasance, incompetence or dereliction with regard to their Club duties, or for having through their actions brought the Club into disrepute, be subject to removal from office.

#### **Article VIII Committees**

Section 1: Chairpersons for the following Standing Committees shall be elected at the Annual Business meeting held in April, shall be directors of the Club and in general shall cooperate with the Officers in running the Club. They will take office during the Annual Changeover Meeting and shall serve until the Change over meeting of the following year.

- A. Competitions
- B. Programming
- C. Membership
- D. Housing
- E. Library
- F. Fundraising
- G. Social
- H. Publications
- I. CAPA/External Competitions

Section 2: Notwithstanding that the President shall be an ex-officio member of every Club Committee, the Chairpersons shall select the members of their respective committees.

Section 3: Committee Chairpersons shall advise the President of the proposed time and place of all of their committee meetings.

Section 4: The President shall appoint such Special Committees as may be required from time to time and shall dissolve them when their mandated assignments are completed.

Section 5: A member may not hold more than two offices at any one time.

Section 6: No Director shall have more than one vote at Board meetings by virtue of concurrently holding multiple offices.

#### **ARTICLE IX Duties of Committees**

Section 1: Competitions. This Committee shall conduct all intra-club competitions, including the selection of themes for the current program year's competitions and the securing of judges and shall facilitate the participation of Club members in photographic exhibitions and Club competitions. It shall keep records of marks and regularly forward them to the In Focus news letter for publication, distribute the awards to all placing entries in the regular monthly and end of season competitions. The Committee shall also be responsible for developing rules of competition and presenting them to the Board for approval. Any change in the rules shall become effective at the beginning of the program year following the Board action to effect the change. A Committee member shall brief visiting Judges on the details of the current rules of competition and the judging criteria. The Committee or it's representative, together with the judges, shall determine the eligibility of images to enter a given competition.

Section 2: Programming. This Committee shall plan the Club programs for the Club year including the securing of speakers or program presenters. It shall also be responsible for the preparation and distribution of a printed schedule of events for the Club's program year.

Section 3: Membership. This committee shall keep all membership records, prepare and circulate membership lists as required, issue receipts for dues as they are received, welcome visitors and promote the membership growth of the Club. This shall include the preparation and distribution of printed handouts. The Committee shall also keep a written record of the attendance of visitors and assess visitor fees as set out in ARTICLE XVII (12).

Section 4: Housing. This Committee shall be in charge of maintaining all Club property and shall annually prepare an Inventory of all the Club's physical assets. The Committee shall serve as the liaison between the Club and Landlord.

Section 5: Library. This Committee shall keep the library in good order, develop the rules for library use and present them to the Board for ratification and with the approval of the Board, purchase new books, periodicals or video material. Annually, they shall prepare an inventory of the library holdings including the physical condition thereof and shall cull outdated materials from the collection when required.

Section 6: Fundraising. This Committee shall consider ways and means of raising money to offset Club expenses.

Section 7: Social. This Committee shall provide refreshments at all program nights and at any other times requested by the Board; organize the facilities and refreshments for the Year End Banquet and at any other special function requested by the Board.

Section 8: Publications. This Committee shall publish a Club newsletter a minimum of six times in the Program year. It will also look after the publication of such materials as may be required by the Board.

Section 9: CAPA/External Competitions. This Committee shall represent the Club in all CAPA related affairs and shall serve as the official liaison between the club and any external agency sponsoring competitions in which the Board determines that the Club will participate.

## **ARTICLE X Removal From Office**

Section 1: As specified in Article VII (5) a Director may be removed from office following the passage by a simple majority of the Board of Directors of a motion calling for the removal of said Director. This motion must then be ratified by a 2/3 majority vote of the general membership present at a special meeting expressly called to deal with this issue. Notice of this meeting must be provided to the general membership at least one week in advance of the scheduled date of the meeting.

Section 2: As specified in Article VII (5) an appointed chairperson may be removed from office following the passage, by a 2/3 majority vote of the Board of Directors, of a motion calling for the removal of the said appointed chairperson. Notice of this intended action must be given to the Directors at least one week in advance of the scheduled date of this vote.

#### **ARTICLE XI Meetings.**

Section 1(a): The Club shall hold regular program meetings weekly through the year from the first Tuesday in September to the last Tuesday in April. Exceptions may be made as determined expedient by the Board.

Section 1(b): Program meetings shall be devoted to instruction and improvement of photography. At least one program each month during the program year shall be devoted to competitions, although exceptions may be made when determined expedient by the board.

Section 2: The Club shall hold a Semi-annual Business Meeting on a regular program night in November and and Annual Business Meeting on a regular meeting in April.

Section 3: At the Semi Annual and Annual Business Meetings of the Club, the Directors shall present written reports on the overall progress of the Club in their respective areas of responsibility. Following this, at the Annual meeting in April, election of Directors for the next Club year shall take place in accordance with the terms outlined in article XIII.

Section 4: All members shall be advised during March and through the Club Newsletter published on or about April 1st. of the time and place of the Annual Business Meeting and the business to be conducted at that time.

Section 5: Special Business Meetings of the Club may be called at any time by the President, or by a Director upon written request of not less than five members.

Section 6: The Board shall decide the day, hour and location of it's meetings. Advance notice of the dates and locations of Board meetings shall be provided to the general membership of the Club.

Section 7: All Board meetings shall be open to the general membership. At the option of the Board, members may be permitted to speak at the meeting, but shall not have a vote.

Section 8: Conduct of business requiring a vote at Board or general meetings shall, unless otherwise specified herein, be decided by a simple majority of those present.

Section 9: To over-ride the decision of the Board on a specific question, a petition signed by 15 members and presented to the President, shall bring the question before the general membership at a business meeting held within 30 days of the presentation of the petition.

Section 10 (a): The order of business at a regular Board or General Business meetings of the Club shall generally be as follows:

1. Call to order
2. Minutes of previous meeting
3. President's report
4. Report of Treasurer
5. Correspondence
6. Unfinished business
7. Reports of Committee Chairpersons
8. New Business
9. Elections of Officers (April only )
10. Good and Welfare
11. Adjournment

Section 10 ( b ): The order of business at special meetings of the Club shall be as prepared or directed by the President.

Section 11: Highlights of the minutes of the Board meetings shall be published in the Club's Newsletter, the In Focus, at the earliest opportunity.

Section 12: To facilitate an orderly transition, a combined changeover meeting of the current and newly elected Board of Directors of the Club will be held in May or June of each year. During the first portion of the meeting in which the Board winds up all outstanding old business, only the members of that Board shall be entitled to vote. In the remaining portion of the meeting the newly elected Board members shall take over their duties and only they may vote. Notwithstanding the aforementioned limitations members of both Boards shall be entitled to participate fully in the discussions and proceedings of the entire meeting.

## **ARTICLE XII QUORUM**

Section 1: A quorum of the membership at any Business meeting shall consist of 1/3 of the current number of members, or 15, whichever is greater at least one of whom shall be the President or Vice President.

Section 2: A quorum for a meeting of the Board of Directors shall consist of a number equivalent to 1/2 of the eligible voting membership of the Board of Directors, at least one of whom shall be the President or Vice President.

## **ARTICLE XIII ELECTIONS**

Section 1 (a): At a regular program meeting in January the President shall appoint a Nominating Committee consisting of up to three members. It shall be the duty of this Nominating Committee to prepare a full slate of Officers and Standing Committee chairpeople to serve as the Board of Directors for the next Club year.

Section 1 (b): The Chairperson of the Nominating Committee shall present the slate to the general membership at a regular program meeting in March and shall forward it to the editor of the In Focus for publication in the March edition of the newsletter.

Section 2: Elections for Directors of the club shall be held as part of the Annual Business Meeting in April.

Section 3: Prior to voting, additional nominations may be received from the floor.

Section 4: Each nominee, either in person or in writing, must state a willingness to serve.

Section 5: Each Director shall be selected separately. When an election is required it shall be by a vote of the general membership of the Club.

Section 6: The term of the office for the newly elected Directors shall coincide with the beginning of the next Club year and shall last for approximately one year, until the next changeover Board meeting is held.

#### **ARTICLE XIV VACANCIES**

Section 1: If the office of the President shall for any reason become vacant, the duties of the President shall be assumed by the 1st. Vice President and the duties of the 1st. Vice President shall be assumed by the 2nd. Vice President, both for the balance of the year.

Section 2: If an office, other than that of the President shall for any reason become vacant, it shall be filled by appointment by the President, subject to the approval of the Board, but for a term no longer than the remainder of the Club year.

Section 3: Should the term of any office resulting from a substitution as set out in Section 1 and 2 of this Article cover a period of less than six months, that term of office shall not be deemed to be part the 2 or 6 year term restrictions as set out in Article VII, sections 2 and 3.

#### **ARTICLE XV PUBLICATIONS**

Section 1: The official publication of the Club shall be a news letter named the " In Focus ". The In Focus shall contain all notifications of Club business as required by this Constitution and By-Laws, as well as articles and news of interest to the membership. The In Focus shall be distributed at no charge to all members on a regular basis during the program year.

Section 2: Members shall have the right to submit and have published in the In Focus, items of Club related interest, including qualified opinion, as long as the items are not derogatory,, derisive or otherwise contrary to the well being of the Club. Notwithstanding the preceding, the editor shall have the right to edit any articles to meet the style and space limitations of the newsletter so long as the intent of the article is not altered.

## **ARTICLE XVI YEAR**

The fiscal year of the Club shall be from July 1 st. to June 30th. The program year shall be from Sept 1st. to August 31 st. The Club year shall be that period from one changeover meeting to the next (approximately one year).

## **ARTICLE XVII DUES**

Section 1: Dues in each of the membership categories as outlined in section 5 below shall be established by the Board. Dues shall be due and payable by the first regular Club program meeting of each program year.

Section 2: Members who have not paid their dues by the beginning of October shall be dropped from the membership. Such members may be reinstated upon full payment of current fiscal year dues.

Section 3: New members who join the Club on or after January 1st. will be eligible to pay half the full membership fee of their appropriate membership category for the balance of the Club Fiscal year.

Section 4: Any change in dues shall become effective at the beginning of the program year following the Board action to effect the change. Final action shall not be taken by the Board except at a Board meeting for which the general membership has had at least 30 days prior notification. Interested members may speak on the proposed change prior to the vote at such an announced meeting.

Section 5: Membership in the Club shall be in one of the following categories as determined by the Membership Committee:

1. Individual
2. Family
3. Couple
4. Student
5. Senior Citizen
6. Non-Resident Individual
7. Non -resident Family
8. Inactive

Section 6: Family membership shall be limited to two adult members and children under age 18 of the same immediate family.

Section 7: Couple membership shall be limited to two adults residing at the same address.

Section 8: Student membership shall include students aged 14-24 years as of September 1 st. of that year. The membership fee shall be half the annual dues of the respective non student category. Proof of current full time student status must be provided at the time of registration.

Section 9: Senior membership shall be limited to applicants aged 65 years or over as of September 1st. of that year.

Section 10: Non-resident members are those living more than 25 kilometers from the City limits.

Section 11: Inactive membership status may be extended at the discretion of the Board to former members who are no longer able to attend or participate in Club activities, but wish to retain a certain degree of affiliation with the Club.

Section 12: Non-members shall be entitled to attend Club program meetings as visitors. The first such visit shall be at no charge. However, any subsequent visits shall be subject to an entrance fee which shall be set by the Board. All visitors must sign the guest register maintained by the Membership Committee.

Section 13: Membership fees are non-refundable.

## **ARTICLE XVIII AFFILIATION**

The Club may affiliate with such photographic, artistic, recreational or educational organizations as the Board may deem beneficial to the Club.

## **ARTICLE XIX SIGNING 7 BANKING OFFICERS**

Contracts, documents or any instruments in writing (including cheques or any banking documents) requiring the signature of the Club may be signed by any two of the President, 1st. vice President or the Treasurer.

## **ARTICLE XX AMENDMENTS, ADDITIONS7 DELETIONS TO THE CONSTITUTION AND BY-LAWS**

Section 1: All amendments, additions and deletions to the Constitution and by-laws of the Club shall be made by "Notice of Motion" which shall be submitted in writing to the Board of Directors of the Club. The said notice, including the date of voting will be circulated to each member of the Club at least two weeks prior to voting. Voting will take place at a regular or special Business meeting either by show of hands or, if requested, by secret ballot.

Section 2: A two thirds majority of those members present shall be necessary to carry the motion.

## **ARTICLE XXI EFFECTIVE DATE**

This Constitution and By-laws of the MCC as set forth in the preceding Articles I through XX, supersede and entirely replace all prior versions and amendments thereof. The effective date of this Constitution and By-laws shall be July 1, 2011.

