



CLUB BY-LAWS

ARTICLE I - CLUB ARTICLES

OBJECTIVE - The intent of the By-Laws is to provide the Barrie Photo Club ("Club") with an operating document that sets limits, but does not try to pre-ordain the actions and decisions of the Executive or the Club or its membership. These By-Laws may be amended as the majority of the membership sees fit.

MISSION STATEMENT - The mission of the Barrie Photo Club is to serve our members by encouraging development of their photographic skills through education, exhibitions of photographic accomplishments, friendship with others who share a love of photography and to share our talents with individuals and organizations in our community.

VALUES - Members and guests of the Barrie Photo Club are expected to conduct themselves at all times in a manner consistent with the values of the Barrie Photo Club that includes fairness, integrity, open communication and mutual respect.

ARTICLE II - MEMBERSHIP

SECTION 1 - REQUIREMENTS

- A. All people, regardless of race, colour or creed, exhibit a passion for photography, a willingness to participate in Club activities, and a willingness to share their knowledge of photography with other members of the Club, shall be considered for Regular membership with the provisions as outlined below.
- B. All Regular Members must have reached the age of 18 or, if younger than 18, may be approved for membership with a simple majority vote of the Executive Committee.
- C. All Members and guests agree to abide by the Barrie Photo Club's Code of Conduct and Ethics.

SECTION 2 - MEMBERSHIP

- A. **Regular Member** - Any member who meets the requirements set forth in Article II, Section 1, who is not in arrears of dues or any other monetary obligation to the Club.
- B. **Honorary Members** - Shall be entitled to all the privileges of the Club except as hereinafter mentioned without payment of fees and shall so be elected in recognition of meritorious service at a general meeting of the Club by a two-thirds (2/3) vote of the Members present. No one shall be so elected an Honorary Member unless his/her name has been previously submitted to the Executive Committee and their approval obtained. Those so elected shall continue to be Honorary Members for life except as noted under Article II, Section 6.

SECTION 3 - OBLIGATIONS

- A. All Regular Members shall be responsible for accepting and performing their full share of the obligations imposed upon the Regular Members by the activities of the Club, including the obligation to pay when due, any dues or fees established or assessed as provided herein.
- B. Any Regular Member not fulfilling the above requirements can be recommended by the Membership or its Executive for a change of membership status.
- C. The Executive Committee is obligated to safeguard the membership mailing list and use it only for Club related purposes. Regular and Honorary Members ("Membership", "Members") shall NOT use any form of media including, but not limited to, Internet e-mail, direct mail, etc. to solicit business from Members for any reason. Your name and address information is used solely to process fees and for normal Club activities. This information will NEVER be sold, given, rented or traded to any person who is not a Member of the Club, or, to any other organization for any purposes unless required by law.

SECTION 4 - PRIVILEGES

- A. Regular Members shall be entitled to all privileges of membership, including the right to hold office, to vote and participate fully in all activities of the Club. Fees for certain activities may be applicable.
- B. Honorary Members shall similarly be entitled to all privileges of membership except that they may not hold, be elected or appointed to, any office of this Club and may not vote at any time on any matter brought before the Club for action of the Members.

SECTION 5 - RESIGNATION FROM MEMBERSHIP

Any Member may resign at any time from the Club by directing a letter of resignation to any member of the Executive Committee. The Member's resignation shall become effective upon receipt of the letter of resignation. The letter of resignation may be electronic. The member has the obligation to return all properties (real, personal, or intellectual) to any member of the Executive Committee at the time of resignation and to fulfill all outstanding financial obligations. The Club is not obligated to refund any balance of Club dues.

SECTION 6 - MEMBER SANCTIONS

Any Member may be subject to sanctions for violation(s) of any By-Law or the Club's Code of Conduct or any rule of the Club or for, in the judgment of the Executive Committee of the Club, based upon conduct inconsistent and/or prejudicial to the best interest of the Club. Sanctions shall be ordered by a two-thirds (2/3) vote of the Executive Committee for any Member it deems to be culpable of such violation or conduct. The Executive Committee, in their judgment, may impose private or public reprimands, suspension, or expulsion upon the Member based upon the facts and circumstances presented.

SECTION 7 – RESTRICTIONS ON MEMBERS REGARDING PRESENTATION, DISPLAY OR PRODUCTION OF CERTAIN TYPES OR CLASSIFICATIONS OF PHOTOGRAPHY

The Club, organized and founded with the intention of being family-oriented and open to people 18 years of age and older, subject to approval as noted in Section I-B above, includes herewith the provision that certain subjects and photography, be it in the form of prints, digital images, negatives, slides, video or in any other format whatsoever, hereinafter referred to as “Work,” shall be prohibited from presentation, display or production by any Member or guest in a Club meeting or Club sanctioned outing or workshop, on the Club website, or in any Club sponsored public exhibition, namely:

- A. Any Work in which is visible a nude or semi-nude subject, real or implied, regardless of layout or depiction, including within the work the use of shadows, opaque screens, artwork, computer modeling, etc. No differentiation nor distinction shall be made as to whether said work showing or depicting nudity, real or implied, was staged or modeled, or was photographed in a public place such as a beach, a park, on the street or the like.
- B. Any work showing or depicting violence, blood or an illegal act, staged or otherwise, unless such graphic was previously deemed “newsworthy” and appeared or was published in a public medium such as a daily circulation newspaper, on network television, etc. Any member of the Executive Committee may summarily and without recourse make the determination of whether or not any work presented or brought forth for display by any Member or guest is subject to any of these Restrictions and may demand its immediate removal or prevent its display.
- C. Any work that in the opinion of the Executive Committee may be considered pornographic, inflammatory, or offensive to the membership or to community sensitivity.

Any Member may make a written complaint to an Executive Member stating their belief that a work violates Section 7. The complaint will be addressed by the Executive through the Club’s Code of Conduct and Ethics.

The Club By-Laws shall be made available to everyone intent on joining the Club so they are aware of these restrictions as a condition of Membership prior to the Club’s acceptance of their dues, and they must indicate by their signature that they have read, understand and will comply.

Revocation of Section 7 shall require a two-thirds (2/3) majority vote of the Regular Members present at a General Membership Meeting or a Special Business Meeting called for this purpose. The Regular Membership must be notified in a timely manner.

This Section shall not be construed as censorship of any kind. Members or prospective members who desire to exhibit images of the type restricted herein are encouraged to seek other venues that are available to them.

ARTICLE III – EXECUTIVE MEMBERS

SECTION 1 – EXECUTIVE COMMITTEE

The Executive Committee of the Club shall be comprised of the elected Executive Members which will include a President, Vice President, Secretary, Treasurer, and up to eight other Executive Members as may be elected by the Regular Members at an Annual or deferred Annual Business Meeting or a specially called Business Meeting. The immediate past President will also be a member of the Executive Committee of the Club.

The President, Vice President, Secretary, and Treasurer of the Club will be referred to as the Officers of the Club.

In addition, the Executive Committee members of the Club may, from time to time, appoint such Club Members to head committees, as it may deem appropriate.

Each elected or appointed Executive Member shall serve a term of two years. Any Executive Member may be elected or appointed to the same or different office for consecutive terms.

Executive Members shall take office on January 1st, or another specified date in the event the Annual Business Meeting is deferred, for the term of January 1 through December 31. Another term (other than the calendar year term) may be established by the Executive Members or membership with a two-thirds (2/3) vote of the Regular Members present at a meeting called to consider another term period.

SECTION 2 - HOLD HARMLESS & INDEMNIFICATION CLAUSE

The Barrie Photo Club shall hold harmless and indemnify the Executive Committee and other committee chairpersons for any actions, malfeasance, or nonfeasance as long as the action or inaction is not willful or negligent.

SECTION 3 – BY-LAWS REVISIONS

The Executive Committee of the Club shall organize a By-Laws revision committee when deemed necessary.

SECTION 4 - ELECTIONS

- A. **Nominating Procedures** - In November, or at such time that an election is required, nominations for office shall be sought from the general Membership. Nominees are to be moved and seconded.
- B. **Election Procedures** - The Executive Committee of the Club shall be elected at the December General Membership Meeting, which is the Annual Business Meeting. Voting when necessary shall be by secret written ballot. Election requires a simple majority vote of those Regular Members present. There will be no absentee or proxy voting.
- C. **Qualified Voters** - A qualified voter is a Regular Member whose dues are paid by the close of the November General Membership Meeting prior to the Annual Business Meeting.

- D. **Qualified Candidates** - A qualified candidate is a Regular Member for the upcoming term of office whose dues are paid prior to the Annual Business Meeting.

Any Regular Member, in good standing and whose dues are paid prior to the Annual Business Meeting is eligible to be nominated for a position on the Executive Committee. In addition, if a Regular Member is being nominated for the position of President, then that Regular Member must have also served on the Executive Committee for a period of at least one year.

SECTION 5 - RESIGNATION

- A. **Resignation Procedures** - Any appointed or elected Executive Member or a chairperson of a Club committee, may resign from office at any time by giving written notice thereof to the Executive Committee. Such resignation shall be effective upon receipt by the Executive Committee if the date of resignation is not stipulated in the notice. The letter of resignation may be electronic. The Executive Member or chairperson has the obligation to return all Club properties (real, personal, or intellectual) to an Executive Member at the time of resignation and to fulfill all outstanding financial obligations.
- B. **Resignation in Absentia** - Any appointed or elected Executive Member of the Club who has missed three consecutive regularly scheduled meetings, without notice, may be deemed to have resigned in absentia by a vote of the Executive Committee. An affected Executive Member may not vote on the resignation. The Executive Committee will formally notify the affected Executive Member. The notification may be electronic or via regular postal mail. The affected Executive Member has the obligation to return all Club properties (real, personal, or intellectual) to an Executive Member in good standing at the time of resignation and to fulfill all outstanding financial obligations.

SECTION 6 – VACANCIES

Upon the resignation, death, or incapacity of any elected or appointed Executive Member of the Club, the Executive Committee shall designate a Regular Member to fill such vacancy. Should the Presidency become vacant for any of the foregoing reasons, or otherwise, the Vice President shall assume the Presidency.

SECTION 7 - POWERS AND DUTIES

The Officers of the Club shall have the following powers and duties, in addition to all others prescribed by these By-Laws and as may be determined from time-to-time by the full membership with a simple majority vote.

- A. **President** - The President shall act as Chief Executive Officer of the Club, shall sign all official documents of the Club, and shall preside over all meetings of the Membership and of the Executive Committee. The President may call special meetings of the Membership. The President shall have the power to create and dissolve various committees and appoint committee chairpersons as deemed necessary. The President is considered a member ex-officio of any and all committees and/or subcommittees.
- B. **Vice President** - The Vice President shall perform the duties of the President in the event of an absence or inability for any reason to perform the duties of office by the President

as may be determined by the President or the Executive Members of the Club. The Vice President shall automatically assume the office of the President for the remainder of the term if necessary. The Vice President is considered a member ex-officio of any and all committees and/or sub-committees.

Elections - The Vice President shall organize and preside over all Club election procedures.

- C. **Secretary** - The Secretary shall keep, or cause to be kept, minutes of all meetings of the membership and that of its Executives. The Secretary shall have custody of, and be required to safeguard, all of the records of the Club. In the absence of the Secretary, an Acting Secretary will be designated by the presiding Executive Members

Elections - The Secretary will assist the Vice President in administering the election process.

- D. **Treasurer** - The Treasurer, subject to such conditions and restrictions as may be established by the Club's Executive Members, shall:

1. Have custody of all monies, and evidences of debts and obligations of the Club.
2. Receive all monies of the Club and deposit the same to the Club account in a bank or other depository designated by the Treasurer with the consent of the Executive Committee.
3. Maintain correct and adequate accounts of the transactions and finances of the Club.
4. Be responsible for the payment of all Club debts and obligations.
5. Ensure that all cheques, drafts, notes, and other orders for the payment of money are signed in the name of the Club by the Treasurer and another authorized Officer of the Club.
6. Report on the financial status of the Club at any meeting of the membership or its Executive Committee.
7. Incur only with the prior approval of the Executive Committee, or a majority of the membership of the Club, or as authorized in Article IV, any obligation, debt or other liability.

Executive Members should encourage member participation in all photography activities and are encouraged to set a personal example through the use of their own cameras at those activities.

At the conclusion of an Executive Member's term of office, said Executive Member shall forward all files, supplies, and equipment of said office to the newly elected Executive Member of the same position within one month.

ARTICLE IV - CONDUCT OF THE CLUB

SECTION 1 - ACTIVITIES

Any chairperson for a Club activity (competitions, social gatherings, planned trips and other events) will coordinate the event date with the Executive Committee. The Chairperson will keep the Executive Committee informed of any planning, promotion, or special problems as appropriate.

SECTION 2 - COMMITTEES

The President may, from time-to-time, create and/or dissolve committees, and appoint members thereto, as the President deems necessary. Committees will be given full authority to plan and conduct the applicable event or activity, as approved by a simple majority of the Executive Members. Committees include, but are not limited to Photography Shows, Product and/or Technical Seminars and special events, workshops and outings.

SECTION 3 - MEMBERSHIP DUES

Dues for all classes of membership shall be determined by a majority vote of the Regular Membership present at a General Membership Meeting in the matter of amount, term, and due date. Membership dues will not be refundable except as determined by the Officers of the Club. The Treasurer has the discretion to allow a special payment schedule for any dues or fees for any other member who makes arrangements prior to the due date.

SECTION 4 - ACTIVITY FEES

- A. An event chairperson, with the approval of a majority vote of the Executive Members of the Club, may establish special activity or registration fees for Club members and non-members as may be appropriate.
- B. For special and/or large events such as a Photography Show, etc. such fees must be approved by the Executive Members of the Club.

SECTION 5 - QUORUMS

A quorum for the transaction of business at any meeting of Members, or any Special General Meeting of Members, shall be 25% of the Regular Members.

At all meetings of the Executive Members of the Club, a quorum shall consist of a simple majority.

SECTION 6 - ACTIONS OF THE CLUB AND THE EXECUTIVE OF THE CLUB

All actions of the Club shall be taken upon a majority vote of the quorum, except as otherwise provided in these Articles or these By-Laws. Voting by proxy or absentee ballot shall not be permitted.

SECTION 7 - INFORMALITIES AND IRREGULARITIES

All informalities or irregularities in any call or notice of a meeting, or with regard to quorums, voting or similar matters, will be deemed waived if no objection is made by the next General Membership Meeting.

SECTION 8 - FINANCIAL CONDUCT AND BUDGETS

- A. All Members shall act in a prudent manner to protect the assets of the Club.
- B. The Treasurer and two other Executive Members of the Club will form a budget committee in October for the following year. This committee will have the powers and/or authority

bestowed, and will present the budget to the Executive Committee for approval at the November Executive meeting. The budget will be presented at the December Annual Business Meeting for membership approval

- C. The Executive Members may at any time require a budget for any special event or social activity, at a date specified by Executive Members of the Club prior to such event.
- D. The Executive Members of the Club shall have the authority to approve any and all prospective and retrospective purchase requests not to exceed \$1000 including applicable tax per unit. The amount set herein may be revised by a majority vote of the membership at a General Membership Meeting.
- E. Purchases exceeding the amount specified in Section 8D must be approved by a majority of the Regular Members present at a General Membership Meeting. Exceptions to this requirement include those expenses related to a special event.
- F. The Executive Members of the Club may at any time require financial reports including, but not limited to, income and expense reports, balance sheets, time series analysis (comparisons to prior year or previous events), or cost accounting analyses.
- G. The Executive Members of the Club shall make the financial reports available to Regular Members upon request.
- H. Members of the Club shall, at the Annual General Meeting appoint two (2) members of the Club, not being Executive Committee Members, to act as auditors of the Club for the ensuing year.
- I. Executive Members and Committee Chairpersons shall not be paid a salary or other remuneration. They may, however, be repaid for out-of-pocket expenses related to Club duties or projects so long as those expenses are included in a budget that has previously been approved by the Membership. An accounting of said expenses, including all necessary receipts, shall be provided to the Treasurer.

SECTION 9 – MEETINGS

- A. All meetings and deliberations of this Club shall be open to all Regular Members.
- B. Action can only be taken on Club policy, procedure, property and/or budget matters at a regularly scheduled Membership meeting unless another venue is approved by the Regular Members.
- C. Notice of the time, date, and place of regularly scheduled open meetings shall be published in the monthly newsletter and posted on the Club website. If feasible, e-mail meeting and event reminders may also be sent in advance.
- D. Notice of any special or non-regularly scheduled meetings shall be sent electronically to all Club members stating the time, place, and purpose of the meeting a minimum of seven days in advance of said meeting.

- E. Minutes of all Executive meetings and General Membership meetings shall be kept, including a record of any votes taken, and shall be open to inspection by Regular Members. The Club Secretary shall be responsible for keeping these minutes and records. Committees and the chairperson of any special meeting shall file their minutes with the Club Secretary as deemed necessary by the Executive Committee.
- F. All records of the Club shall be open to Regular Members.
- G. General Membership Meetings will be held monthly unless specified by the Executive Committee or changed by membership vote.
- H. The Annual Business Meeting will be held the last month of the Club's fiscal year, held concurrently with the General Membership Meeting.
- I. Executive meetings shall be conducted on a regular basis, not less than once every two months, at a time and place determined by the Executive Members of the Club. Robert's Rules of Order shall govern business.

ARTICLE V - AMENDMENTS

SECTION 1 - AMENDMENT APPROVAL PROCEDURE

These By-Laws may be amended, supplemented, repealed, temporarily or permanently suspended, in whole or in part, or new By-Laws may be adopted, by a proposal adopted by a majority vote of the Executive Members of the Club, and then by a subsequent majority vote of the Regular Members present at a General Membership Meeting or a special Business Meeting called for this purpose. The Regular Membership must be notified a minimum of seven days in advance of said meeting.

SECTION 2 - PROPOSED BY-LAW CHANGES

By-Law changes subject to the Amendment Approval Procedure in Article V, Section 1, may be proposed by:

- A. A majority of the Executive Members of the Club, or
- B. A written proposal for such a change signed by one-fifth (1/5) of the Regular Members submitted to the Executive Committee of the Club; or
- C. A proposal submitted to Executive Members of the Club by a formal By-Laws Committee.

ARTICLE VI - OTHER MATTERS

SECTION 1 – CLUB NAME

The club will be known as the Barrie Photo Club (“Club”).

SECTION 2 – FISCAL YEAR

The fiscal year of the Club shall be from January 1st through December 31st of each year, unless amended.

SECTION 3 – MEMBERSHIP DUES

The Executive will recommend the amount of the annual Membership dues to the Club Membership at its Annual Meeting. When approved by the majority of members present, the amount shall be in effect for the subject year.

The membership dues for each additional family member living at the same residence will be 70% of the annual amount (rounded up to the nearest \$5).

In any given year, anyone who joins the Club prior to July 1st will pay dues at the normal annual rate and anyone who joins after July 1st will pay dues of 60% of the annual amount prorated for the balance of the current year rounded up to the nearest \$5).

The Executive may also establish a guest fee for non-members who attend regular meetings for up to two (2) months, after which time the guest will be required to join the Club and pay the appropriate membership fees.

The Executive may also establish a guest fee for non-members who attend outings or workshops and are involved in actual photography. Those who are not involved in the photography (i.e. spouses, etc.) will not be charged this fee.