

CONSTITUTION and BY-LAWS

**Grand Rapids Camera Club
Grand Rapids, Michigan
Established 1898**

Updated April 2022

ARTICLE I: Name

This non-profit organization shall be known as the Grand Rapids Camera Club.

ARTICLE II: Objectives

To promote and encourage interest and education in all forms of photography, and promote good fellowship among those interested in photography.

ARTICLE III: Membership

Section 1: Membership in this club shall be extended to all persons who are interested in photography upon payment of dues to the Treasurer. Membership shall be of two types, active and honorary.

Section 2: Active membership shall consist of those who have paid the prescribed dues or those whose dues have been waived by vote of the Board of Directors for Club service.

Section 3: Honorary members shall be recommended to the Board of Directors or by the Board of Directors for outstanding service to or for the Club or community and shall be approved at a regular meeting by majority of active members present. They shall be privileged to attend regular meetings and Club activities but shall not have a vote, hold office or participate in competition.

Section 4: Membership year will run from January 1 through December 31, inclusive.

ARTICLE IV: Officers

Section 1: The officers of this Club shall consist of President, Vice President of Programs, Vice President of Competition, Secretary and Treasurer, who shall be elected at the May meeting, by ballot, to serve for two years and shall serve until their successors are elected. The President, Vice President of Programs and Secretary shall be elected in odd numbered years. Vice President of Competition and Treasurer shall be elected in even numbered years.

Section 2: There shall be a Board of Directors, which shall consist of the President, Vice President of Competition, Vice President of Programs, Secretary, Treasurer, Past President, six members to be termed as the Directors, and, as *ex officio* members of the Board, with all rights of participation in, including voting on all matters brought before the Board, the editor of the newsletter now called the *Lights and Shadows*, the Digital Coordinator, and the Website Administrator. The Directors are to serve for a period of two years, half of the Directors to be elected each year. The Past President is to serve only one two-year term in this position.

ARTICLE V: Vacancies in Office

Vacancies in office shall be filled by a majority vote at a regular business meeting of the Club. Notification of the vacancy to the membership shall be at the first regular business meeting following the vacancy with the election to be held at the next month's regular business meeting. If there is no one to run for an officer position, the officer will continue to serve until a successor is elected or a volunteer is approved by the board to fill the position for the remainder of the officer's term. If there is no one to run for a Director position, the position may remain unfilled until the next regular election for that position.

ARTICLE VI: Amendments

This Constitution may be altered or amended only by a two-thirds vote of the active members present at any regular business meeting, provided due notice of such alteration or amendment shall have been given at the regular business meeting one month prior to the meeting at which the amendment is to be voted upon and/or published and made available to all members.

ARTICLE VII: Constitution By-Laws

The government of this Club, its officers and affairs, shall be directed by a code of By-Laws as set forth below.

BY-LAWS

ARTICLE I: Meetings

Section 1: The meetings of this Club shall occur the third Wednesday of each month at 7:15 o'clock in the evening from the third Wednesday in September to the third Wednesday of June, inclusive.

Section 2: If one is available, there shall be a monthly educational workshop which shall be open to members only and their invited guests.

Section 3: Meetings of the Board of Directors may be called by the President or any five members of the Board (a minimum of five meetings a year), and shall be open to members who have pertinent matters to be acted upon by the Board, by notification to the President prior to

the meeting so the matter can be added to the agenda. Special business may be transacted via electronic communications (e-mail) when a regular Board of Directors meeting is not practical. All electronically communications meetings shall be documented by the Secretary. Electronic voting on all matters must still meet quorum requirements, will be documented by the Secretary and will be as binding as votes at regular Board meetings. Board meetings may be held in person or virtually using software available at the time (such as Zoom).

ARTICLE II: Duties of Officers

Section 1: It shall be the duty of the President to preside at all meetings, appoint such committees as shall be required from time to time, and promote the general welfare and progress of the club.

Section 2: It shall be the duty of the Vice President of Programs to insure the scheduling of the workshops and programs, with approval of the Board. Furthermore, it shall be the responsibility of the Vice President of Programs in conjunction with the Vice President of Competition, in case of resignation, illness or other absence of the President, to assume his or her duties.

Section 3: It shall be the duty of the Vice President of Competition to ensure the smooth running of any club competitions and maintain records of any such competition. Furthermore, it shall be the responsibility of the Vice President of Competition in conjunction with the Vice President of Programs, in case of resignation, illness or other absence of the President, to assume his or her duties.

Section 4: It shall be the duty of the Secretary to keep an accurate record of all business proceedings of the Club; to preserve all reports and communications as necessary; to attend to general Club correspondence and general clerical work; to post the minutes of the previous Board of Director's meeting on the website once they have been corrected and approved by the Board.

Section 5: It shall be the duty of the Treasurer to receive all monies paid into the club and to issue receipts for the same; to hold in trust all monies belonging to the Club; to pay all bills authorized by the President and to keep an itemized record of all receipts and expenditures and to report the same at board meetings. Upon request, the Treasurer shall provide current club members with a financial statement at the end of the fiscal year, which is January 1 through December 31. He or she shall turn over to his or her successor all funds and records within one month after vacating office. He or she shall maintain an up-to-date membership list.

ARTICLE III: Other Elected and Appointed Positions

Section 1: The Club shall have an Editor to prepare the Club newsletter.

Section 2: The Club shall have a historian to maintain data for historical value.

Section 3: Delegates or representatives to affiliated organizations shall be responsible to each organization in executing their prescribed duties. Each shall be expected to attend a majority of regular Camera Club meetings and affiliated meetings or provide for an alternate. These delegates shall report to the Board of Directors any relevant information regarding the affiliated organization but shall not be voting members of the Board.

Section 4: The President shall appoint, as necessary, positions to provide for a smooth running Club. Those positions shall include, but not be limited to, the Editor of the *Lights and Shadows*, the Digital Coordinator, the Website Administrator, the Social Media Coordinator, and the Equipment Coordinator. Each will serve a two-year term.

ARTICLE IV: Quorum

Section 1: Board of Directors and committee meetings to conduct business shall consist of at least two thirds of its members.

Section 2: A motion may be carried at any regular business meeting by a simple majority of the members present.

ARTICLE V: Board of Directors – Duties

Section 1: The Board of Directors shall have power to transact the business of the Club.

Section 2: The Board of Directors shall not incur liability to exceed \$300.00 for any purpose other than year-end awards, seminar expenses and any expenses associated with holding club meetings (i.e. room rental, required insurance, etc.) without the vote of club membership.

ARTICLE VI: Dues

Section 1: The dues for Active members shall be determined by the Board of Directors and payable January 1 for one year. Honorary members shall not be required to pay dues. After September 1, new members may be accepted for the balance of the current year, plus the next full year, for the regular membership price of dues. Full time students shall pay one half regular dues.

Section 2: If dues are not paid by the regular meeting of March, the member will be removed from the membership and mailing lists.

Section 3: Record will be kept for two years after a member ceases to pay dues. If written request is made to the Board of Directors, the records will be kept an additional agreed upon length of time.

ARTICLE VII: Competitions

Section 1: This club will hold monthly competition and year-end competition based on the approved current judging standards by the Board of Directors.

Section 2: The competition year will run from January 1 to December 31.

ARTICLE VIII: Property

All property belonging to the Club shall be at the disposal of the membership with the approval of the Board of Directors and shall be kept in good repair at Club expense. Other functions may be approved by the Board of Directors. Damage resulting from misuse shall be compensated for by the user. Excess and outdated equipment will be disposed of at the Board of Directors discretion.

ARTICLE IX: Amendments

These By-Laws may be amended or added to only by a two-thirds vote of the active members present at any regular Club meeting, provided there shall have been notice to that effect one month previous as per the Constitution.

ARTICLE X: Dissolvement

In the event that the Club must be dissolved, all properties, funds, etc. shall be donated to a recognized photographic organization.

ARTICLE XI: Elections

Notification of elections shall be made in the March *Lights and Shadows* newsletter and nominations from the floor (membership) will be open at the March general meeting. Nomination from the floor (membership) will still be encouraged during the April general meeting, and the nominations shall be closed prior to the end of the April membership meeting. At the May Board of Directors meeting, a slate of candidates will be drawn up to be presented to the membership. This slate is to include any nominations from the floor (membership) and is to ensure that a minimum of one candidate is available for each position to be filled. The Board will only place in nomination the name of each incumbent or add one name for each position to be filled if the incumbent does not wish to run for re-election.

Elections shall be by electronic or written ballot, and the ballot shall describe the length of term for each position. The length of term, as described before, is normally two years except when a vacancy is to be filled. The President, Vice President of Programs, Secretary and half of the Directors shall be elected during the odd numbered years, while the Vice President of Competition, Treasurer and the balance of the Directors shall be elected during the even numbered years.

If elections are conducted electronically (using software such as Google Forms or a similar tabulation software), a link to the ballot approved by the Board during the May Board of Directors meeting shall be sent to the club membership electronically. Members will have two weeks to cast their vote. The results of the voting tabulation will be announced to Club members via email at the close of voting. Results of the voting tabulation shall be held for thirty days after the results are announced and then they shall be destroyed unless there is a protest filed. If a protest is filed, the President shall call for a special meeting of the Board of Directors as soon as possible to help resolve the problem.

If voting is conducted by written ballot, the ballot, approved by the Board during the May Board of Directors meeting, shall be available at the May general meeting. The election of all positions and officers shall be held at the May general meeting. Absentee ballots may be requested and will be counted as long as they are received by the President prior to the May general meeting. The President shall appoint a Ballot Counting Committee of two to three Board Members who are not on the ballot. The votes shall be counted and verified after the ballots have been collected. The Committee shall then hand over to the President all ballots and the tabulated results. The President shall hold these records for thirty days after the results are announced, and then they shall be destroyed unless there is a protest filed. If a protest is filed, the President shall call for a special meeting of the Board of Directors as soon as possible to help resolve the problem.

Janet Lewis

President

Jeanne Quillan, Evie Carrier

Vice Presidents

April 20, 2022

Adopted on: