

# **THE SASKATOON CAMERA CLUB INCORPORATED CONSTITUTION**

## **ARTICLE I - NAME**

Section 1. The name of the Corporation shall be The Saskatoon Camera Club Incorporated (hereinafter called The Club).

## **ARTICLE II - OBJECTIVES**

Section 1. The objectives of The Club shall be:

- a) To promote fellowship among photography enthusiasts.
- b) To help members improve photographic skills through the sharing of ideas and experiences.
- c) To further the photographic education and interest of its members.
- d) To provide a centre around which members can group their activities.
- e) To promote photography by participating in community events.

## **ARTICLE III - MEMBERSHIP**

Section 1. Any person interested in photography may apply for and be accepted as an active member of The Club as provided for in the Supplemental Bylaws.

## **ARTICLE IV - FISCAL YEAR**

Section 1. The fiscal year of The Club shall be from April 1st to March 31st.

## **ARTICLE V - GOVERNMENT**

Section 1. The government of The Club shall be vested in a Board of Directors subject to the will of the membership. The Board of Directors shall be composed of the Executive Officers and the Appointed Officers.

Section 2. The Executive Officers shall consist of President, Immediate Past President, Vice-President, Secretary and Treasurer/Membership. The Executive Officers shall be

elected and/or appointed as prescribed by the Bylaws and shall hold office for a period of one year or until their successors are duly elected and/or appointed.

Section 3. The Appointed Officers shall consist of committee chairpersons and approved representatives. These chairpersons and representatives shall be appointed by the Executive Officers and shall be appointed for a period of one year.

## **ARTICLE VI - AMENDMENTS**

Section 1. This Constitution and the Supplemental Bylaws may be amended by a two-thirds majority vote of the members present at any Annual General, General or Special meeting of the membership, provided that written notice of the amendment or amendments has been delivered to each member in good standing at a club meeting or to the last known postal or email address of the member, at least fourteen (14) days prior to the date of such a meeting.

## **ARTICLE VII - QUORUM**

Section 1. At any Annual, General or Special meeting of The Club twenty percent (20%) of the total members in good standing shall constitute a QUORUM.

# **SUPPLEMENTAL BYLAWS OF THE SASKATOON CAMERA CLUB INCORPORATED**

(Hereinafter called The Club)

## **ARTICLE I - REGULAR CLUB SEASON**

Section 1. The regular activities of The Club shall commence on September 1<sup>st</sup> and continue to May 31<sup>st</sup> of the following year.

Section 2. The first meeting of The Club each year will normally be held on the first Tuesday following Labour Day in September. The last meeting of The Club in the regular club Season will occur the last week in May.

Section 3. Other special activities outside the regular club season may be organized on an ad hoc basis.

## **ARTICLE II - MEMBERSHIP**

Section 1. Eligibility: Any person interested in photography who pays the appropriate established fees.

Section 2. Categories of memberships:

- a) Single membership.
- b) Family membership (two or more photographers in the same family).
- c) Student membership (full-time Secondary or Post-Secondary student).
- d) Honorary Life membership (granted to members associated with The Club for twenty years or more).

Section 3. Membership Fees.

- a) Membership fees for the various categories shall be set by a majority vote of the members at an Annual General, General or Special meeting of the membership.
- b) The membership year shall be the same as the regular club season.

- c) Fees for new members joining after December 31<sup>st</sup> shall be pro-rated on a monthly basis for the remainder of the regular club Season.
- d) Members who have not paid fees by December 31<sup>st</sup> shall have their names removed from the membership list, with the restitution of membership on payment of the full annual fee only.

## **ARTICLE III - GOVERNMENT**

Section 1. The government of The Club shall be vested in a Board of Directors consisting of the Executive Officers and Appointed Officers subject to the will of the membership.

Section 2. The Executive Officers shall consist of the Immediate Past President, President, Vice-President, Secretary and Treasurer/Membership. The President, Vice President, Secretary and Treasurer/Membership shall be elected and/or appointed in the manner prescribed by these Bylaws and shall hold office for a period of one year, or until their successors are duly elected and/or appointed.

Section 3. The Appointed Officers shall consist of the Committee Chairpersons and approved Representatives. These chairpersons and representatives shall be appointed by the Executive, subject to ratification by the membership, and serve for a period of one year.

Section 4. The Board of Directors shall have control and management of the property and organization of The Club, subject to the will of the membership. Funds of The Club shall be withdrawn from the bank or banks in which they are deposited by the signatures of the President or the Vice-President together with the Treasurer. Any major expenditure in excess of \$750.00 shall be approved by a majority vote of the general membership in attendance.

## **ARTICLE IV - ELECTIONS**

Section 1. An Election Meeting shall be held in May to elect the Executive Officers.

Section 2. The Nominations Committee shall consist of the Immediate Past President as Chairperson and at least two other members appointed by the President.

Section 3. The Nominations Committee shall, not less than ten (10) days prior to the annual elections, decide upon a slate of candidates for all of the elected positions of

the governing body. They shall select one or more candidates for each of the positions and shall approach nominees to obtain their willingness to serve before placing their names on the ballot.

Section 4. No person shall be eligible for election to the positions of Executive Officers for more than five consecutive full terms and all candidates must be members in good standing. If no replacement is available for a position the five year stipulation shall be waived for one year.

Section 5. Incumbency in one office shall not render anyone ineligible for nomination and election to another, but no member may hold more than one elected office at the same time.

Section 6. Nominations from the floor of the Election Meeting will be accepted up to the time of the elections. All nominations cease prior to the ballot and a motion that all nominations cease shall be passed before the election commences.

Section 7. The Immediate Past President or a duly appointed and qualified successor shall serve as the Returning Officer and conduct the election and shall appoint the appropriate enumerators. No enumerator shall be a candidate for office.

Section 8. The sequence of elections shall be President, Vice-President then the other Elected Officers.

Section 9. The order of elections shall be:

- a) All nominations cease.
- b) Election shall be by simple majority. The candidates receiving the majority of votes cast shall be declared elected.
- c) The election shall be by secret ballot and each member in good standing shall have one vote for each office of the election. No proxies will be recognized.
- d) The Returning Officer votes only in the event of a tie.
- e) In the event that there is only one name submitted for any office, that candidate shall be declared elected by acclamation.

Section 10. Destruction of Ballots. There shall be a motion made, seconded, voted and carried that all ballots be destroyed. The ballots are then to be destroyed by the Returning Officer.

Section 11. The Elected Executive Officers shall take office at the end of the Annual General meeting in May.

## **ARTICLE V - VACANCIES**

Section 1. In the event that the President is unable to continue in the office for any reason, that office shall be taken over for the unexpired portion of the term by the Vice-President. If, for any reason, the Vice-President is unable to take over the office, a special election shall be held for the purpose of electing a President for the unexpired portion of the term. The Secretary shall call a meeting for this purpose.

Section 2. Other vacancies in the Board of Directors may be filled by a vote of the Board, such officers to serve until the next elections or appointments of the Board of Directors.

## **ARTICLE VI - MEETINGS**

Section 1. General Business meetings of The Club shall be the first meeting of the month, during the club season, unless otherwise decided by the Board of Directors.

Section 2. The last meeting in May shall be the Annual General Meeting at which time reports of Executive Officers, Committee Chairpersons and Representatives shall be received and the year's program evaluated.

Section 3. Elections for the Executive Officers of The Club for the forthcoming year shall be held in May.

Section 4. Meetings and Programs of The Club shall be held on Tuesday evenings during the regular season. Changes of date or place of the meeting or program shall be determined by general consensus of the membership.

Section 5. Special meetings may be called at the discretion of the President.

Section 6. Special meetings of The Club shall be called by the President at the written request of no fewer than ten (10) members in good standing.

Section 7. At any Annual General, General or Special Meeting twenty percent (20%) of the total members in good standing shall constitute a QUORUM.

## **ARTICLE VII - BOARD OF DIRECTORS MEETINGS**

Section 1. The Board of Directors shall meet as frequently as necessary to conduct the business of The Club in an efficient and effective manner, but no fewer than eight meetings in the May to May year in office. Meetings shall be called at the discretion of the President. In the event that a QUORUM of the Board cannot be assembled in time to consider urgent matters that may arise, the President and at least two of the Executive Officers may meet in person, via telephone conference, or email exchange to make and implement decisions. The decisions and actions taken shall be presented and reviewed at the next Board meeting.

Section 2. Board of Directors Meetings shall be called by the President at the request of no fewer than three (3) members of the Board of Directors.

Section 3. Board of Directors Meetings of The Club shall consist of the Executive Officers and Appointed Officers.

Section 4. At any Board of Directors Meeting fifty percent (50%) of the total Officers shall constitute a QUORUM.

## **ARTICLE VIII - THE CAMERA CLUB REGULAR SEASON**

Section 1. The regular activities of The Club shall commence on the first Tuesday of the first week in September and end during the last week in May.

Section 2. The headquarters and meeting place of The Club shall be in such a place as the officers of The Club have determined.

Section 3. Competitions and Clinics shall be held as provided in the Rules and Regulations governing Competitions and Clinics.

Section 4. Judging. Judging of the competition and clinic entries shall be done according to the Rules and Regulations governing Competitions and Clinics.

Section 5. Awards. Awards (Trophies, etc.) shall be granted according to the Rules and Regulations governing Competitions and Clinics and presented at the Awards Banquet in May.

## **ARTICLE IX - DUTIES OF THE EXECUTIVE OFFICERS OF THE CLUB**

Section 1. The Officers of The Club shall meet at the call of the President to conduct the business of The Club and make decisions on a simple majority vote. At any Board of Directors meeting fifty percent (50%) of the officers shall constitute a QUORUM.

Section 1. The Officers of The Club shall meet at the call of the President to conduct the business of The Club and make decisions on a simple majority vote. At any Board of Directors meeting fifty percent (50%) of the officers shall constitute a QUORUM.

Section 2. The Immediate Past President shall: assist the governing body in administering the affairs of The Club; provide continuity from one year's executive to another; act as Chairperson of the nominating committee; present a slate of executive officers to the General meeting in May; assume the role of Returning Officer for election of officers; prepare a list of Appointed Officers to be approved by the Executive and ratified by the membership at the General meeting in May; conduct the election of Executive Officers; be custodian of THE SASKATOON CAMERA CLUB INC. CONSTITUTION and other documents (such as Duties folders and Rules and Regulations folder) necessary for the operation of The Club; ensure, in consultation with the secretary, that current editions are available for distribution as needed.

Section 3. The President shall: preside at all business meetings of The Club; call all such meetings as are necessary and as required; endeavour to assume active leadership at all times; administer the affairs of the organization; approve all bills before payment; approve all official matters to be published or sent out for publication by The Club; represent The Club in communications dealing with the media or other authorities and agencies that contact The Club; prepare a written report of The Club's activities and of the President's stewardship for presentation at the Annual General Meeting.

Section 4. The Vice-President shall: assist the President in providing active leadership; assist in the administration of the affairs of the organization; perform such reasonable duties as are requested by the President; preside over all meetings of The Club in the absence of the President or at the request of the President; be in charge of publicity for The Club. Should the President be unable to continue in office, the Vice-President will assume the duties of the office of President for the unexpired term.



Section 5. The Secretary shall: keep a full record of the proceedings of all the meetings of The Club (including Board of Directors meetings) and provide copies of all minutes as required; conduct and file all correspondence; in consultation with the Immediate Past President; ensure that copies of the Constitution and other Club documents, (such as Duties folders and Rules and Regulation folder) are available for distribution as needed fulfill any other duties as requested by the Executive.

Section 6. The Treasurer/Membership.

As Treasurer shall: act as custodian of all monies and securities of The Club; deposit monies and securities in a banking institution approved by the Executive; sign cheques with the co-signature of the President or Vice-President; pay all bills and expenditures approved and authorized by the President and/or Board of Directors; make a detailed account of all receipts and disbursements; arrange to have the annual financial statement audited; make an annual written financial report to The Club; collect all membership fees; notify members who are in default of payment.

As Membership shall: keep an up-to-date record of membership; prepare and distribute a membership list to each Officer of the Club as early in the Club Regular Season as possible; accept membership fees and distribute official and authenticated membership cards; remind members of membership fees due; remind members of non-payment of dues and terminate memberships in accordance with Supplemental Bylaw Article II, Section 3d.; distribute and collect name tags at meetings and special functions; welcome members and advise new members of the programme and the various activities of The Club; keep a record of The Club Honorary Life Members; develop and organize membership drives.

## **ARTICLE X - DUTIES OF THE APPOINTED OFFICERS OF THE CLUB**

Section 1. The Committee Chairpersons shall: call and conduct meetings as required to efficiently and effectively complete the duties and tasks of the committee; delegate actions to be taken; arrange for the recording and distribution of minutes; ensure that received and produced documents are suitably filed; supervise the ongoing activities of the committee; be the spokesperson for the committee; attend Board of Directors meetings; report on the progress of the committee to the Board; prepare a report, with copies for secretary and archives, to be given at the Annual General Meeting in May.

## Section 2. The Representatives:

- a) The Prairie Region Photographic Arts (P.R.P.A.) Representative shall: conduct the correspondence with P.R.P.A.; collect P.R.P.A. membership fees and forward them to P.R.P.A. Membership Chairperson; notify Saskatoon Camera Club members of P.R.P.A. competitions and other events; arrange for the collection and forwarding of competition entries.
- b) The Canadian Association for Photographic Arts (C.A.P.A.) Representative shall: conduct the correspondence with C.A.P.A.; collect C.A.P.A. membership fees and forward them to C.A.P.A. Membership Chairperson; notify Saskatoon Camera Club members of C.A.P.A. competitions and other events; arrange for the collection and forwarding of competition entries.

## **ARTICLE XI - COMMITTEES OF THE CLUB**

Section 1. The Board of Directors shall determine the committees deemed proper and necessary to fulfill the objectives of The Club.

Section 2. All committees should have at least two members, including the committee chairperson.

Section 3. All Appointed Officers must be approved by the Executive. The Immediate Past President shall, in consultation with Executive and Standing Committees, be responsible for assembling a list of Committee Chairpersons and Representatives to be approved by the Executive and ratified by the membership at the Election meeting.

Section 4. The President and Vice-President shall be ex-officio members of all committees.

Section 5. There shall be the following Standing Committees:

- a) The Entry Submissions Committee.  
The committee shall be responsible for: collecting and organizing print and digital entries for Clinics and Competitions; displaying print and project digital entries during Clinic and Competition sessions; recording scores and comments in sessions where judging (with outside judges and/or member judges) and/or critique has been arranged; having such records available to Judging and Awards committee chairpersons who may require them for specific sessions; returning print entries to club members; tabulating results of the Clinics and Competitions

and forwarding copies to the Judging and Awards Committees; assisting at meetings pertaining to Clinics and Competitions; arranging for the production, in an appropriate format, of digital copies of award winning print and digital entries; forwarding copies of award winning entries to the Archives Committee; the caring for and maintaining of the photographic, electronic and audio visual equipment of The Club: ensuring that all equipment is suitably and securely stored; maintaining an inventory of all equipment; listing the current storage location of equipment; having current Rules and Regulations folder available for reference and distribution.

b) The Web Site Committee.

The committee shall be responsible for: selecting a webmaster from the members of the committee; setting up and maintaining The Saskatoon Camera Club web page and all aspects of it; keeping the web page up to date it on a regular basis; keeping membership informed by emails of any program changes or special announcements; assisting with programme planning for the next year.

c) The Judging Committee.

The committee shall be responsible for: arranging for the times and places for the judging entries in The Club's Clinics and Competitions; arranging for outside and club member judges as required for Clinics; arranging for outside judges for Competition sessions; ensuring that The Club's Clinic and Competition rules and regulations are adhered to by both competitors and judges; tabulating results of Clinics and Competitions; selecting entries for awards; reviewing and amending, as necessary, the rules and regulations that apply to clinics, competitions and judging procedures; having current Rules and Regulations folder available for reference and distribution.

d) The Awards Committee.

The committee shall be responsible for: obtaining results of all Clinics and Competitions from the Entry Submissions Committee; determine to whom the various club awards shall be presented at the end of season in accordance with The Club's clinic and competition rules and regulations; arrange for the purchase and printing of Certificates of Achievement and Awards that are designated; organize the program of and presentation at the Awards event.

e) The House Committee.

The committee shall be responsible for: the care, maintenance and storage of The Club's equipment; arranging for set ups required at each meeting and Clinic and Competition session.

f) The Archive/Library Committee.

The committee shall be responsible for: overseeing and regulating the collection of all minutes, committee reports, correspondence, print, slide and digital image files, slide sets, video disc sets, publications and obsolete trophies which have been produced by the operations of The Club; organizing and obtaining suitable storage for the documents and other items of the collection; compiling and maintaining an inventory of the archival material of The Club; recording and maintaining an inventory of all books and publications in The Club library; receiving new documents and items and adding them to the inventory; arranging the collection of digital records of award winning print and digital entries each year; providing copies of materials and photographic sets in suitable format, as requested for use by committees; maintaining an inventory of all the equipment of The Club; listing the current storage location of equipment.

g) The Social Committee.

The committee shall be responsible for: purchasing supplies and organizing coffee breaks at regular meetings of The Club; making arrangements for the Annual Christmas Party and Annual Awards Event.

h) The Program/Brochure Committee.

The committee shall be composed of members from the Board of Directors and any members interested in program development. The committee shall be responsible for: the development of a program and brochure for the following club season; ensuring that the brochure is completed, approved by the Board of Directors; be ready for distribution by the first week in July; preparing and presenting a survey of the members to determine:

- i. the programs, guest speakers and activities that were popular,
- ii. the subjects that members would like to have included,
- iii. the names of guest speakers recommended by members.

Section 6. Other committees may be appointed, from time to time, as deemed necessary by the the Board of Directors.

## **ARTICLE XII - THE SASKATOON CAMERA CLUB RESERVE ACCOUNT**

Section 1. The Saskatoon Camera Club shall establish a SASKATOON CAMERA CLUB RESERVE ACCOUNT hereinafter called The Account

Section 2. The purpose of The Account shall be:

- a) To have a financial capital asset as an emergency reserve fund.
- b) To have a financial capital asset to generate and earn additional monies for special use by The Club.

Section 3. Management of The Account .

The Account shall be maintained separately from the club treasury and shall be managed by the Board as constituted in Article XI Section 4,i.

Section 4. The Contents of the Account.

The Reserve Account shall consist of all the funds currently in the Saskatoon Camera Club Reserve Fund.

- a) Earnings and profits derived from investments of the capital assets as designated in Section 5d.
- b) Monies transferred to The Account from the club treasury at the discretion of the Board of Directors and members.
- c) Monies derived from club money-making activities with the amount being determined by the Board of Directors and members.
- d) Gifts, donations and bequests from club members and other friends of The Saskatoon Camera Club.

Section 5. Operation of The Account .

- a) The capital assets of The Account may only be withdrawn in extremely special circumstances, in whole or in part, at the recommendation of the Board of Directors with the assent of two-thirds of the membership present and voting at a General, Special or Annual General Meeting, provided that notice of the

recommendation and the time and date of the meeting has been delivered to each member in good standing at a club meeting or to the last known postal or email address of the member, fourteen (14) days prior to the date of such a meeting at which the proposed action is to be taken.

- b) At any Annual General, General or Special Meeting twenty percent (20%) of the total members in good standing shall constitute a QUORUM.
- c) The yearly earnings and profits of The Account may be spent on a worthy annual event, occasion, project or piece of equipment at the recommendation of the Board of Directors with the assent of a simple majority of the membership at a regular meeting of The Saskatoon Camera Club, provided notice of the proposed expenditure has been given at the previous regular meeting. If no expenditure on a worthy event, occasion, project or piece of equipment is proposed, the earnings and profits may be carried forward for use in subsequent years or added to the capital of The Account.
- d) All monies transferred to, or otherwise acquired by The Account subsequent to May 18, 2021 shall become part of the capital assets of The Account and subject to the investment decisions of the Board.
- e) Except for yearly interest and earnings, the Board may save or invest all or any capital part of the Account as it sees fit. Investment of interest and earnings may be made subject to conditions in Section 5c.
- f) The Board may, at any time, for investment purposes, transfer all or any part of the capital assets of the Account to any financial institution as it sees fit.

#### Section 6. Final Dissolution of The Account .

In the event of the dissolution of The Saskatoon Camera Club, the assets of the Reserve Account shall be transferred and added to the other assets of The Club and shall be disposed of as set out in Article XV Section 1 and Section 2 of the supplemental Bylaws.

## **ARTICLE XIII - OFFICIAL RESOLUTIONS AND PRESENTATIONS**

Section 1. Any representation, resolution or presentation which is to be made to any persons, organizations, departments, governments or any other agency must be approved by a two-thirds vote of the Board of Directors of The Club.

## **ARTICLE XIV - DELEGATIONS**

Section 1. Any and all delegations or representatives of The Club as may be deemed necessary, shall be appointed by the Board of Directors to represent The Club at any convention, meeting or assembly.

Section 2. Such delegations shall exercise only those duties specifically invested in them by the Board of Directors and shall, on completion of their assignment, present a report to the Board of Directors and the membership. If financial assistance, in part or in whole, has been accorded to the delegation, a financial report shall be included.

## **ARTICLE XV - DISSOLUTION OF THE SASKATOON CAMERA CLUB**

Section 1. In the event of the dissolution of The Saskatoon Camera Club all assets and funds of The Club shall be transferred to other non-profit organization(s) interested in photography, or similar worthy institution(s).

Section 2. The decisions to be made with regard to Article XV, Section 1 of these Supplemental Bylaws, are to be made at a Special Meeting of the membership properly called, duly constituted and procedures correctly followed as in Article XVI, Section 1 and Article XVII, Section 1 of the Supplemental Bylaws.

## **ARTICLE XVI - AMENDMENTS**

Section 1. These Supplemental Bylaws may be amended by a two-thirds majority of the members present at any Annual General, General or Special meeting of the membership, provided that notice of the proposed amendment or amendments has been delivered to each member in good standing at the last known postal or email address of the member or at a meeting of The Club, at least fourteen(14)days prior to the date of such a meeting.

## **ARTICLE XVII - RULES OF ORDER**

Section 1. Robert's Rules of Order shall govern the proceedings of all meetings of The Club and its constituent parts, except as provided in these Supplemental Bylaws.

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This 2021 edition of The Saskatoon Camera Club Constitution and Bylaws was revised to include all amendments passed previously.

Saskatoon, May 2021