

**Portland Camera Club**  
**By-Laws**

Adopted October 31, 2016

Amended May 7, 2018

Amended May 6, 2019

**Article I**

This organization shall be known as the Portland Camera Club.

**Article II      Mission Statement**

The Portland Camera Club is a not for profit organization whose mission is to elevate the art and science of photography for the benefit of its members and of the general public through:

- regular meetings
- projects
- educational programs such as lectures and workshops
- public exhibitions
- sponsorship of scholarships for aspiring photographers enrolled in a formal college program
- such other programs and activities that support the Club's mission.

## Article III

### Section 1. Types of Membership and Eligibility

#### A. Regular Membership

By paying the annual dues, any adult who is interested in photography may become a Regular Member and receive all the benefits of Membership.

#### B. Lifetime Membership

In recognition of service to the club by long-time members, Lifetime Membership may be granted by a simple majority vote of the members present at any regular or special meeting of the Club. Lifetime Members shall be exempt from membership dues but shall be accorded all the benefits of Regular Membership.

#### C. Honorary Membership

An individual who has contributed to the betterment of, and promoted the goals of, the Club and/or made significant contributions to the betterment of the art of photography, may be awarded Honorary Membership through the following process:

1. Any Member may recommend to the Executive Board that another individual be awarded Honorary status.
2. If the Executive Board, by majority vote, agrees with that recommendation, the general Membership must vote to award the status. A majority vote of the membership at any regular or special meeting is required to confirm the awarding of Honorary Membership status.
3. Honorary Members shall be entitled to the full privileges of Regular Membership except that they shall have no right to vote. They shall be exempt from dues.

#### D. Student Membership

1. A high school student who presents a valid school ID may become a member without paying dues.
2. An undergraduate college student who presents a valid school ID may become a Member by Paying one half the annual dues.

Student members shall be entitled to the full privileges of Regular Membership.

#### E. Family Membership

1. The first member of a household\* who joins the Club pays the full annual dues amount.
2. All other members of that same household pay one half the annual dues amount.
3. The above does not preclude household members who are students from joining under the Student Membership rules above.

\*Household in this context is defined as any group of people living together as a family at the same address.

#### F. Provisional Membership

1. Any person who has not previously been a Member of the Club may participate at no charge, (including competitions) during September and October.

- a. (Maximum 2 meetings see: Article IV Section 2)
2. Provisional Members cannot vote on any matter brought before the membership at any regular or special meeting.
3. Provisional Membership terminates at the end of the first Club meeting in November, and all other provisions of Articles III and IV then take effect.

## Section 2. Termination and Reinstatement of Membership

### A. Non-Payment of Dues

If an individual's membership ceases on account of non-payment of dues by the first meeting in November, it can be reinstated upon payment of dues for the current program year (see Article IV, Section 2, B.) Lapsed memberships receive no benefits of membership during the term of the lapsed Dismissal.

1. In the case of persistent infraction of any rule or other conduct by a Member who, in the Considered opinion of the Board, tends to endanger the good order, welfare, or character of The Club, the Board shall, by majority vote, send him/her a written notice of dismissal.
2. Any Member so dismissed may appeal to the Club at its next regular or special meeting, and such appeal be sustained by a majority of the votes cast, the action of the Board shall be reversed. The membership vote shall be by secret ballot.
3. A member dismissed shall forfeit any dues paid.

## Section 3. Rights and Privileges of Membership

- A. Only Members may participate in intra- and inter- club competitions. If the dues of an individual who was a Member for the previous program year have not been paid by the first meeting in November, the individual may not submit entries for intra- or inter- club competition, and, even if payment is made later, make-up entries shall not be allowed. However:
  1. A Member paying late due to special circumstances may request the Executive Board waive this restriction. The Executive Board may approve or reject this request.
  2. A returning Member is considered current with dues until the first competition in November. That is, a returning Member may enter September and October competitions without having paid dues for the new program year.
- B. Only Members may utilize the Club's equipment and facilities.
- C. Individuals with Regular, Lifetime, Student, or Family Membership may vote on any action.
- D. Any Member participating in a Club activity does so at his/her own risk. While reasonable care will be taken to assure a safe environment, the Club, its officers, Executive Board members, and any other member acting on behalf of the Club assume no responsibility for participants' safety or their equipment. Participants implicitly agree not to hold responsible the Club, its officers, Executive Board members, or any other Members acting on behalf of the Club.

## **Article IV – Dues**

### Section 1. Amount

- A. The general guideline the Board shall use in setting the dues for the coming program year is the Amount they feel will sustain the Club and provide for the on-going success of the objectives of the Club.
- B. The annual dues amount for the program year will be set by the Board prior to and announced prior to or at the first Club meeting of the program year.

### Section 2. Timing

- A. Dues are payable at the beginning of each program year and must be paid by the first meeting in November.
- B. The annual dues for a Regular Membership shall cover the period from September 1<sup>st</sup> through August 31<sup>st</sup> (the "Membership Year").
- C. A guest is welcome to attend two meetings without paying dues. Upon attending a third meeting, a Guest will be required to become a Member and pay dues. (In this context, "meeting" is defined as any regular meeting that has not been explicitly advertised as free and open to the public)  
Exception: Any person who has not previously been a Member of the Club may participate at no charge (including competitions) during September and October.

Individuals seeking Membership on or after February 1<sup>st</sup> will be charged one half (rounded to the Next highest dollar) the annual dues amount for the current program year.

### Section 3.

- A. The Board may waive or postpone payment of the annual dues and continue membership of an Individual if it believes such action is in the best interest of the Club.

## Article V – Officers, Government

### Section 1. Officers, Executive Committee

The officers of the Club shall be a President, a Vice-President, a Secretary, and a Treasurer. The Executive Committee shall consist of at least five (5) Members, one of whom is the past president. The officers and the Executive Committee shall together constitute the Executive Board which shall be the governing body of the Club.

### Section 2. Elections

- A. The President, Vice-President, Secretary, Treasurer and members of the Executive Committee (with the exception of the immediate past president) shall be elected at the Annual Meeting as follows:
- a Nominating Committee (Article VI, Section 7) shall put forward a list of candidates at the Annual Meeting.
  - nominations may also be made from the floor of that meeting if the candidate has verified that he/she will be willing to serve.
  - the candidate receiving the highest vote from the members present is elected to that office.
- Electees shall serve a term of two (2) years. They shall assume office on June 1. No individual may serve in the same capacity for more than two (2) consecutive terms.
- B. Should the office of Vice-President, Secretary, or Treasurer become vacant during the year, such vacancy shall be filled by the same process outlined in Section 2 (A) above within one month of the vacancy. The process shall take place at a regular or special meeting provided a quorum is present.
- C. Should the office of President become vacant such vacancy shall be filled by the same process outlined in Section 2(A) above. The process shall take place at a regular or special meeting provided a quorum is present. The Vice-President shall execute the duties of the President until a President is elected.
- D. If a vacancy on the executive Committee occurs during the year, the President shall appoint a member to fill the vacancy for the remainder of the vacated term.

### Section 3. President

The President shall preside at all meetings of the Club and of the Executive Board. The President shall be a member ex-officio of all committees. The President shall have the power to sign checks from the Club's treasury in case of the absence or disability of the Treasurer. To be eligible for nomination to the position of President, one must have served on the Executive Board for at least one year within the past seven years. This eligibility provision may be waived by a vote of three-quarters of the members present and voting at a meeting at which an election for President will be held.

#### Section 4. Vice-President

The Vice-President shall stand ready at all times to assist the President or to perform the duties in the absence of the President.

#### Section 5. Secretary

The Secretary shall keep an accurate and detailed true record of all business and Executive Board meetings of the Club. The Secretary shall receive and transmit all correspondence as directed by the Executive Board. The Secretary shall send notices of any special meetings as directed by the Executive Board. This notice shall contain a brief statement of the business to be transacted.

#### Section 6. Treasurer

The Treasurer shall have custody of all financial accounts of the Club and shall keep an accurate and detailed true record of all of the Club's financial accounts and transactions. The Treasurer shall have charge of all funds of the Club and make all disbursements. The Treasurer shall have the power to sign all checks of the Club. The Treasurer shall serve as a member of the Club's Investment Committee to assure that guidelines enumerated in this document with regard to the Club's endowment are met. The Treasurer shall work with the Executive Board to assist with its annual review and to assure that guidelines enumerated in this document with regard to the Club's endowment are met.

At the second Executive Board meeting following the close of the Club's fiscal year, the Treasurer shall present a fiscal year Income/Expense report summarizing all revenue and spending. Separate reports shall be presented showing transaction detail in significant categories such as purchases, workshops, dues income, and transfers from investment accounts. An investment performance report shall also be presented which shows beginning/ending balances in the Club's endowment accounts. The fiscal year begins on August 1<sup>st</sup> and ends on July 31<sup>st</sup>.

#### Section 7. Executive Board

- A. The Board shall handle all routine business and affairs of the club and shall be responsible for all of the Club's property. It may delegate to a Committee or an individual Board member the day-to-day responsibilities for certain tasks.
- B. The Board must ratify expenditures in excess of \$200.00.
- C. Anticipated capital outlays in excess of \$500 must be approved in advance by a majority of the Club Members present at any regular or special meeting.

\*A member in this context refers to any Club Member who has voting privileges.

#### Section 8. Conflict of Interest

A conflict of interest exists whenever a Board Member or his/her immediate family has a personal interest that would benefit from an action to be taken or policy to be made by the Club, and such action or policy would, in the normal course of events, be voted upon by the Board Member. A Board

Member in such circumstances shall immediately disclose to the Board the existence of such conflict and, unless permitted by a majority of the other Board Members, may not participate in the vote on the action or policy in question.

## **Article VI – Committees**

### Section 1. General

- A. The Board shall appoint one or more Members to serve on each of the Club's Committees. Any Member who has voting privileges in good standing is eligible to serve on a Committee. All appointments are to be made for the current Membership Year.
- B. In addition to the Committees specified below, the board may establish Committees for special purposes as desired and appoint Members to serve on those Committees.

### Section 2. Investment Committee and the Club's Endowment

A. The Executive Board shall establish an Investment Committee to oversee and manage the Club's endowment investments under the guidance of the Executive Board. The Club Treasurer shall serve as a member of the Investment Committee. The Investment Committee shall select investment managers and make investments consistent with the Club's investment criteria, which are, in order of importance, capital preservation, moderate growth and current income. At least once each year the Investment Committee shall meet with the Executive Board to review its activities and investment strategy.

B. The Club's endowment funds and all income, dividends and capital gains generated from them shall be available for the Club's use for all purposes consistent with its Mission Statement at the discretion of the Executive Board, subject to membership approval where required by Article V, Section 7, ¶ C above. Funds necessary for the regular operating expenses of the Club shall be held in a checking account, interest-bearing if feasible, under the management and control of the Club Treasurer.

### Section 3. Program/Workshop Committee

The Program Committee shall have the responsibility of arranging programs for all meetings that are neither business meetings nor print or projected image competitions. It may seek assistance from other Club Members to accomplish its goals. Programs shall be designed to support the purpose of the Club as stated in Article II.

### Section 4. Competition/Judging Committee

The Competition Committee is responsible for the planning and conduct of all inter- and intra- club competitions.

### Section 5. Membership Committee

The Membership Committee is charged with responsibility for:

- collecting dues
- establishing and maintaining an accurate membership roster
- enforcing Club policies related to competition and meeting attendance

-developing and implementing, with prior approval of the Board, actions, activities, policies, etc. designed to increase membership, welcome new members, and promote good will

#### Section 6. Nominating Committee

The Nominating Committee, to be composed of either two or three Members, shall be appointed by the President to present a slate of candidates for Club offices for election at the Annual Meeting.

## **Article VII – Meetings**

### **Section 1. Regular Meetings**

- A. The Club shall meet at least three times a month on Monday evening during the program year. The Program year shall start the Monday after Labor Day and end before June 1<sup>st</sup>. The competition schedule shall be determined by the Board and provided to Members at least one week before the first Club Competition of the year.
- B. The Board shall meet once each month during the program year. Special meetings of the Board may be called at any time by the President or by a majority of the Board members by giving notice. Sufficient notice must be given to assure a quorum will be present.

### **Section 2. Special Meetings**

- A. Annual Meeting:  
The annual meeting shall be held on the first Monday meeting in May unless Members are notified of the alternate day, place, and hour no fewer than ten (10) days and no more than fifty (50) days in advance. Business to be conducted at the Annual Meeting shall include but not be limited to:
  - election of Officers and Executive Committee
  - annual report of officers and committees
  - approval of By-Law changes
- B. Special Meetings:  
A Special Meeting may be called by the President or the Board or by written request of at least ten percent of the Members of the Club. The request or notice shall contain a statement of the business to be addressed.
- C. Quorum  
Ten percent of the Club's Members shall constitute a quorum for the transaction of business at Club meetings. Six (6) shall constitute a quorum for the transaction of business at Board meetings.
- D. Robert's Rules of Order shall govern all business meetings whenever applicable.

## **Article VIII. Books and Records**

Section 1. The Club shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its business and Board meetings.

Section 2. Membership

- A. The Membership Committee shall maintain a list of the names and addresses of all Members for the current program year.
- B. The Treasurer for the Club shall keep a record of the names and addresses of the Members Entitled to vote.

Section 3. All books, records, and financial accounts may be inspected by any officer, Member, or an agent or attorney of an officer or Member for any proper purpose at any reasonable time.

## **Article IX. Donations**

The Executive Board, on behalf of the Club, is authorized to accept or reject donations of cash, stocks, bonds, real property, equipment, photographs, and/or any other item of value under the following conditions:

- A. Such donations become the property of the Club and are to be used solely to support the purpose of the Club as stated in Article II.
- B. Unless given for a specific purpose, the use of such donations shall be determined by the Executive Board by majority vote.
- C. Donations may, in the judgment of the Executive Board, be sold in order to raise funds to support the purpose of the Club as stated in Article II.

## **Article X. Dissolution**

Upon dissolution of the Club, after payment or discharge of all its just debts, the assets of the club will be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The remaining assets of the Portland Camera Club shall be donated in equal parts to the Portland Museum of Art, The Maine College of Art, the art department of the University of Southern Maine, and the Portland Public Library. The historical assets of the Club, such as Executive Board minutes, newsletters, and correspondence are to be given to the Maine Historical Society. Should any of these organizations not be able to accept the donation, said share should be distributed among the remaining named organizations.

## **Article XI. Amendments**

The by-laws may be amended at any Club meeting by a two-thirds (2/3) vote of the members present, provided a copy of the proposed change has been made available to the membership by posting it to a club website or forum and giving oral notice of the proposed amendment at two or more meetings beginning at least two (2) weeks before such meeting.