

Portland Camera Club
By-Laws
Adopted November 28, 2022

Article I Name

This organization shall be known as the Portland Camera Club.

Article II Mission Statement

The Portland Camera Club (the “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 such activities as:

- regular meetings
- projects
- educational programs such as lectures and workshops
- public exhibitions
- sponsorship of scholarships for aspiring photographers enrolled in high school or college
- such other programs and activities that support the Club’s mission.

Article III Membership

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 rights and privileges of membership. Memberships are valid for the period beginning on September 1 and ending on the following August 31 (the “Membership Year”).

B. Family Membership

1. The first member of a household who joins the Club pays the full annual dues amount. Household in this context is defined as any group of people living together as a family at the same address.
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 below.

C. 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.
3. Student members shall be entitled to all the rights and privileges of regular membership.

D. Provisional Membership

1. Any person who has not previously been a member of the Club may attend meetings and participate in competitions at no charge during September and October as a provisional member.
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.

E. 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 entitled to all the rights and privileges of regular membership.

F. 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 all the rights and privileges of regular membership except that they shall have no right to vote. They shall be exempt from dues.

Section 2. Rights and Privileges of Membership

A. Participation in Competitions.

Only members may participate in intra- and inter- club competitions. If the dues of an individual who was a member for the previous Membership 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. As a returning member is considered current with dues until the first meeting in November, any member may enter September and October competitions without having paid dues for the new Membership Year.

B. Use of Club Facilities.

Only members may utilize the Club's equipment and facilities.

C. Voting Rights.

Individuals with a Regular, Lifetime, Student, or Family membership may vote on any action.

Section 3. Termination and Reinstatement of Membership

A. Non-Payment of Dues

An individual's membership ceases on account of non-payment of dues by the first meeting in November. Membership for the current Membership Year can be retroactively reinstated upon payment of dues not later than December 15th. Lapsed memberships receive no benefits of prior to reinstatement.

B. 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.

Article IV – Dues

Section 1. Amount

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

Section 2. Timing

- A. Dues are payable at the beginning of each Membership Year and must be paid by the first meeting in November.
- B. The annual dues shall cover the current Membership Year. Individuals seeking membership on or after February 1st will be charged one half (rounded to the next highest dollar) the annual dues amount for the current Membership Year.
- C. Any member of the public is welcome to attend two meetings without paying dues. Upon attending a third meeting, a participant is expected to become a member and pay dues. "Meeting" is any regular meeting that has not been explicitly advertised as free and open to the public. However, any person who has not previously been a member of the Club may participate at no charge (including competitions) during September and October as a provisional member (see Article III, §1(D)).

Section 3. Waiver of Dues

- 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, Directors and Club Governance

Section 1. Officers and Directors

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) and not more than nine (9) members, one of whom is the past president. The officers and the Executive Committee shall together constitute the Executive Board (the “Executive Board” or the “Board”), which shall be the governing body of the Club. The terms “Executive Board,” and “Board Member” shall have the same meaning as Board of Directors and Director as defined and referenced in the Maine Nonprofit Corporation Act, M.R.S.A. Title 13-B, as amended from time to time.

Section 2. Elections

- A. The Club’s officers and members of the Executive Committee (with the exception of the past president) shall be elected at the annual meeting as follows:
 - 1. The Nominating Committee shall put forward a list of candidates to fill any vacant positions and positions with expiring terms at the annual meeting.
 - 2. Nominations may also be made from the floor of that meeting if the candidate has verified that he/she will be willing to serve.
 - 3. The candidate receiving the highest vote from the members present is elected to that office.
- B. Electees filling a position with an expiring term shall serve a term of two (2) years; they shall assume office on June 1. Electees filling a vacant position shall assume office immediately and serve until the expiration of the vacated term. No individual may serve in the same capacity for more than two (2) full consecutive terms.
- 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. 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.
- E. 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 Program Year (see Article VII, §1(A)).

Section 3. President

The President shall preside at all meetings of the Club and of the Executive Board. The President shall be a full voting 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 President's 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

A. Duties of the Treasurer.

The Treasurer shall have custody of all financial resources 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 full voting member of the Club's Investment Committee. The Treasurer shall work with the Executive Board to monitor compliance with the goals and objectives set forth in these By-Laws with regard to the Club's investments.

B. Financial Reporting.

The Club's fiscal year (the "Fiscal Year") begins on August 1st and ends on July 31st. At the second Executive Board meeting following the close of the Fiscal Year, and at the annual meeting, the Treasurer shall present a fiscal year income and expense report summarizing all revenue and expenditures. 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 investment accounts.

Section 7. Executive Board

A. The Board shall manage 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 authorize expenditures in excess of \$400.00.
- C. Proposed capital outlays in excess of \$1,000.00 must be approved in advance by a majority of the Club members present at any regular or special meeting.
- D. In any Fiscal Year, withdrawal of more than 5% of the funds in the Club's investment accounts as of the beginning of that Fiscal Year must be approved by a majority of the Club members present at any regular or special meeting.

Section 8. Conflict of Interest

A conflict of interest exists whenever an Executive 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.

Section 9. Removal

At a special meeting of members called expressly for that purpose, any one or more officers or members of the Executive Committee may be removed, with or without cause, by the affirmative vote of two-thirds (2/3) of the Club membership.

Section 10. Indemnification.

The Club shall indemnify its officers, directors and agents to the extent and under the circumstances specified in the Maine Nonprofit Corporation Act, M.R.S.A. Title 13-B, §714. The Club shall maintain insurance coverage adequate to meet its obligations under this provision.

Article VI – Committees

Section 1. General

- A. The Executive Board shall appoint one or more members to serve on each of the Club's committees. Any member in good standing is eligible to serve on a committee. All appointments are to be made for the current or upcoming Program Year (see Article VII, §1(A) below), except appointments to the Investment Committee, which are for the current or upcoming Membership Year, as the Board may designate.
- 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

- A. The Executive Board shall establish an Investment Committee to oversee and manage the Club's investments under the guidance of the Executive Board. The Club Treasurer shall serve as a full voting member of the Investment Committee. The Investment Committee may engage one or more investment managers to assist it in the performance of its responsibilities. The Investment Committee shall make investments consistent with the Club's investment criteria as set forth in an Investment Policy Statement or similar guidance from the Executive Board. At least once each year the chair of the Investment Committee shall meet with the Executive Board to review its activities and investment strategy.
- B. The Club's investment 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, § 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 Committee

The Program Committee is responsible for arranging programs for all meetings that are neither business meetings nor image competitions, for planning field trips, and for planning workshops and presentations open to the general public. 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 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 responsible for:

- A. developing and implementing, with prior approval of the Board, actions, activities, policies, etc. designed to increase membership, welcome new members, and promote good will;
- B. establishing and maintaining an accurate membership roster; and
- C. enforcing Club policies related to payment of dues and participation in competitions and meetings.

Section 6. Nominating Committee

The President shall appoint a Nominating Committee, to be composed of either two or three members, to present a slate of candidates for Club officers and directors for election at the annual meeting.

Section 7. Scholarship Committee

The Scholarship Committee is responsible for administering such scholarship programs as the Board may institute from time to time, in such a manner as the Board may direct.

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, at a location designated by the Executive Board and/or by video conference. The Program Year shall start the Monday after Labor Day and end before June 1st. 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. Ten percent (10%) of the Club's members shall constitute a quorum for the transaction of business at Club meetings.
- B. The Executive 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. A majority of the Executive Board members shall constitute a quorum for the transaction of business at Board meetings.

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 alternative 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 the election of officers and Executive Committee members, and annual reports of officers and committees.
- 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 delivered to the President or Secretary. The request or notice shall contain a statement of the business to be addressed, and must be posted to a Club website or forum at least ten (10) days before such meeting.
- C. Robert's Rules of Order shall govern all business meetings whenever applicable.

Section 3. Electronic Meetings

Any meeting of the Club membership or of the Board may be held entirely or partially by conference telephone, video conference or similar communication equipment, as long as all participants in the meeting can communicate and can read or hear the proceedings of the meeting and, in the case of video conferences, have some form of access to all materials screen-shared or otherwise

presented at such conferences. All such participants shall be deemed to be present in person for quorum purposes and for voting.

Article VIII. Books and Records

Section 1. Books, Records and Minutes

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. List of Voting Members

The Membership Committee shall maintain a list of the names and addresses of all voting members for the current Membership Year.

Section 3. Inspection

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 Portland Camera Club, after payment or discharge of all its just debts, the remaining 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 (the "Code"), or corresponding section of any future federal tax code. These assets shall be donated in such shares as the Executive Board shall designate to the Portland Museum of Art, The Maine College of Art and Design, the Maine Museum of Photographic Arts, 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 willing or able to accept the donation, or fail to qualify as an exempt organization within the meaning of the Code, that organization's share shall be distributed among the remaining named organizations.

Article XI. Amendments

These 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.