

BY-LAWS
of the
Fresno Camera Club
A Not-for-Profit Incorporated Association

ARTICLE I – NAME

The name of this association shall be FRESNO CAMERA CLUB.

ARTICLE II – PURPOSE

The purpose of this association shall be:

1. *To stimulate, foster and encourage participation in and appreciation of photography as an art form;*
2. *To conduct competitions and programs on a regular basis for the viewing and judging by qualified judges, of digital images and prints produced by its members;*
3. *To sponsor photographic shows and exhibitions, and to cooperate with other camera clubs and photographic societies in such endeavors;*
4. *To sponsor educational programs and recreational activities.*

ARTICLE III – MEMBERSHIP

Section 1. Membership in the Club. Membership in the club shall be open to all persons interested in its purposes, and in accordance with the membership requirements outlined in these by-laws.

Section 2. Classes of Membership. The classes of membership shall be individual, family and student.

Section 3. Annual Dues. Annual dues shall be in such amounts as determined by the Board of Directors.

Section 4. Voting. Each member shall have the right to cast one vote at any membership meeting of the club. In the case of family members, each shall be entitled to one vote. No voting shall be by proxy. A majority vote of members present shall be required to approve any transactions.

- Section 5. Meetings. Regular monthly and other meetings of members shall be held at times and places designated by the Board of Directors. An annual business meeting of members shall be held at a time and place designated by the Board of Directors. A special business meeting may be held at any time on the call of the Board of Directors, the President of the club, or upon written petition of five (5) or more members. Notice in writing of the time and place of regular membership meetings shall be given in the monthly issues of "Highlights". Notice in writing of the time and place of the annual meeting or any special meeting shall be given by the Secretary in an issue of "Highlights" at least fifteen (15) days in advance of the meeting.
- Section 6. Quorum. A quorum for the transaction of business at any annual or special meeting of members shall exist when fifteen (15) or more members are present in person at the meeting.
- Section 7. Removal. A member may have his/her membership revoked for cause by a majority vote of the entire Board of Directors.

ARTICLE IV – BOARD OF DIRECTORS

- Section 1. Number and Term. The Board of Directors shall consist of the four (4) officers, the immediate past president, and six (6) other persons, each of whom shall be a member of the club. The term of office shall be two (2) years, effective with the beginning of the fiscal year following election, and until their successors have been elected and qualified.
- Section 2. Nomination and Election. At the November meeting of members there shall be an election of officers and directors. Nominations may be made from the floor at the October meeting. The Nominating Committee shall present a list of qualified candidates for election for each position except immediate past president. The list shall be included in the notice of the annual meeting. All nominations for officers and directors shall be with the prior consent of the nominee.
- Section 3. Vacancies. Any vacancy in the Board of Directors shall be filled by the members of the club at a special meeting from a nominee or nominees recommended by the Nominating Committee. Such director shall serve for the balance of the term of the director replaced.
- Section 4. Removal. A director may be removed from office for cause by a majority vote of the entire Board of Directors.
- Section 5. Powers. The management of the club shall be vested in the Board of Directors, subject to the powers of the members as provided by law or herein set forth. Without limiting the generality of the foregoing, the Board of Directors shall have the powers:

ARTICLE IV – BOARD OF DIRECTORS, CONTINUED

- a. *to prescribe the powers and duties of the officers, such as are not inconsistent with law or these by-laws, and to remove an officer from office for cause.*
- b. *to conduct and manage the affairs and business of the club, and to make such rules and regulations therefore not inconsistent with law or these by-laws.*
- c. *to establish and change the principal office for the transaction of business of the club, and to designate the place for the holding of members' and Board of Directors' meetings.*
- d. *to borrow money and incur indebtedness for the purposes of this club, and to cause to be executed and delivered therefore in the club name promissory notes or other evidence of debt and security therefore.*

Section 6. Meetings. *The first meeting of the Board of Directors shall be held in January for the purpose of planning the schedule of meetings and programs for the following year, and for the conduct of other appropriate business. Other meetings may be called by the President or by three (3) Directors, upon at least ten (10) days' notice; such notice need not be in writing.*

Section 7. Quorum and Voting. *A quorum for the transaction of business shall be a majority of the Board of Directors. No vote shall be by proxy.*

Section 8. Installation of Officers. *Installation of officers shall occur at the December meeting by the current president.*

ARTICLE V – OFFICERS

Section 1. Number and Term. *The officers of the club shall be a President, Vice-President, Secretary and Treasurer, all of whom shall be elected at its November meeting. The term of office of the President and Vice President shall be one year, effective with the beginning of the fiscal year following election, and until their successors have been elected and qualified. Secretary and Treasurer may extend their term in office at their discretion.*

Section 2. Vacancies. *A vacancy in the office of President shall be filled by the succession of the Vice-President to that office. Other vacancies, arising from any cause, shall*

be filled for the unexpired term(s) by election at a special meeting of the club members of a candidate(s) recommended by the Nominating Committee.

Section 3. Removal from Office. An officer may be removed from office for cause by a majority vote of the entire Board of Directors.

Section 4. Qualifications for Office. To qualify for office of President and Vice President, candidate must be a member of good standing for a minimum of two (2) years. To qualify for the office of Director, a candidate must be a member in good standing for a minimum of one (1) year.

ARTICLE VI – DUTIES OF OFFICERS

Section 1. President. The president shall be the chief executive officer of the club, and shall preside at all meetings of the club and of the Board of Directors. He/she shall appoint with the approval of the Board of Directors, the chairman of the standing and of such special committees as the Board of Directors may authorize. He/she shall have such powers and shall perform such duties as usually pertain to the office and as may be assigned to him/her by the Board of Directors.

Section 2. Vice-President. In the absence or disability of the President, the Vice-President shall perform all of the duties of the President, and in so acting shall have all of the powers of the President.

Section 3. Secretary. The Secretary shall keep minutes of all meetings, shall send out such notices as may be required or proper, and shall discharge such other duties as pertain to the office or as may be determined by the Board of Directors.

Section 4. Treasurer. The Treasurer shall be responsible for the receipt and safekeeping of all funds of the club and for their deposit in such bank or banks as may be designated by the Board of Directors. Such funds shall be paid out only by checks of the club on such approvals and signatures as the Board of Directors shall determine. He/she shall maintain adequate books of account, shall present financial reports at meetings of the membership and of the Board of Directors, and at the close of the fiscal year shall present a financial report to the Board of Directors.

ARTICLE VII – COMMITTEES

Section 1. Executive Committee. There shall be an Executive Committee consisting of the officers of the club. The Board of Directors may delegate to the Executive Committee any of the powers and authorities of the Board, except the power to

adopt, amend or repeal the by-laws, or any of the powers and authorities not permitted to be so delegated under the laws of the State of California.

Section 2. Standing Committees. There shall be established standing committees, the chairman of which shall be appointed by the President promptly upon taking office. The chairman of each, except the Nominating Committee, shall appoint such members of his/her committee as may be necessary and proper. They shall be:

- a. Print Competition*
- b. Digital Competition*
- c. Highlights, Publicity, Membership Directory*
- d. Hospitality and Welcoming*
- e. Nominating This committee shall consist of not less than three (3) members of the club, all to be appointed by the President, one to be designated chairman. The committee shall prepare from among the membership of the club, a slate of nominees for election at the November meeting of the club to fill the offices of officers and directors, except the immediate Past President. The committee further shall recommend, when a vacancy in an office or officer or director shall occur, from among the membership of the club, a nominee for election at a special meeting of the membership. All nominations for officer and director shall be with the prior consent of the nominee.*

Section 3. Other Committees. The Board of Directors may create such other standing and special committees as it may deem necessary, and shall prescribe the responsibilities and duties of each. The President shall promptly appoint the chairman of each, and the chairman then select members as required.

ARTICLE VIII – OTHER MATTERS

Section 1. Fiscal Year. The fiscal year shall be from January 1 – December 31, effective January 1, 1989.

Section 2. Rules of Procedure. Unless otherwise provided for in these by-laws, Roberts' Rules of Order, Revised, shall be observed as the rules of procedure for all meetings of the club and Board of Directors.

Section 3. Government. *The books, records and papers of the club shall at all times be open to inspection by the Board of Directors, and by any member of the club upon proper notice.*

Section 4. Audit. *The President upon taking office shall appoint from the membership of the club a person, not a member of the Board of Directors, to make an audit, or review, of the club's financial records for the previous fiscal year. The person so appointed shall promptly make such an audit, or review, and a report thereof to the Board of Directors.*

ARTICLE IX – AMENDMENT

These by-laws may be amended or repealed only by the affirmative vote of a majority of the members of the club present at an annual or special meeting properly noticed, and provided a quorum be present.

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These revised by-laws were approved by a majority vote at a properly noticed meeting of Fresno Camera Club members on March 28, 1989, a quorum being present. They were amended by majority votes of a quorum of Fresno Camera Club members at properly noticed meetings on May 18, 2004, November 21, 2006, January 10, 2008, January 15, 2009 and June 14, 2016.