

# SARNIA PHOTOGRAPHIC CLUB

A Member of the Canadian Association for Photographic Art



# Constitution

Approved: \_\_\_\_\_  
Date

Amended: \_\_\_\_\_  
Date

Signature: \_\_\_\_\_  
President

**Article 1 Name and Purpose**

- 1.1. The name of this association is Sarnia Photographic Club (hereinafter referred to as the "Club"). (The Club was previously known as the Sarnia Photochromatic Club (1952 to 2001)).
- 1.2. The Club Executive Committee shall be known as the Executive.
- 1.3. The Club is a non-profit organization established for educational purposes.

The purpose of the Club is to promote interest and proficiency in all aspects of photography by:

- encouraging members to produce high quality images,
- providing Club meetings for photographic presentations and discussions,
- providing instruction and help to members in the art and technology of photography,
- promoting exhibitions of photography by members,
- conducting photographic competitions for Club members,
- conducting competitions, evaluations and judging among the members using the Canadian Association of Photographic Arts (CAPA) standards as guidelines.
- arranging social activities such as outings within the Club and community.

**Article 2 Membership and Fees**

- 2.1. The Club year, and annual memberships, shall begin on September 1 of each year.
- 2.2. The fiscal year of the Club shall begin on September 1 of each year.
- 2.3. Membership shall be open to any person who pays the annual membership fee, and so agrees to abide by the Club Constitution and Code of Conduct. Membership fees shall be due on the first day of the Club year or upon joining the Club. Annual memberships end on the last day of the Club year.
- 2.4. Guests may attend up to two meetings before being required to become a member.
- 2.5. Members must sign a waiver to participate in Club activities.
- 2.6. The fees for membership shall be reviewed annually by the Executive. The Executive may, from time to time, establish regulations concerning the collection of fees, dates for payment, and so on.
- 2.7. Any member who, in the opinion of the Executive, has been found to have conducted herself/himself in a manner inconsistent with or in breach of the Code of Conduct or unbecoming to the character and interest of the Club shall be liable

for discipline including reprimand, censure, suspension and up to and including expulsion from the Club. The disciplining of an individual may be undertaken by a majority vote of those present at a meeting of the Executive after consultation and discussion with the individual. Any revocation of membership may be with or without refunding the membership fee or a portion of it, at the discretion of the Executive.

- 2.8. The member being disciplined may attend an Executive meeting to state their case and ask for review of the disciplinary decision.
- 2.9. In addition, any member being more than two months in arrears in payment of annual dues shall be dropped from membership after notification by e-mail or other such method.

### **Article 3 Quorum**

- 3.1. A quorum for a membership meeting, a vote on a business matter and the Annual General Meeting (AGM) shall consist of one-third of the members in good standing, unless otherwise noted in the Articles below.
- 3.2. In the absence of a quorum, or with the loss of a quorum during a meeting, no business may be conducted at a membership meeting and, in the case of the AGM, the absence of a quorum prevents the convening of the AGM or its continuation in the case of the loss of a quorum.
- 3.3. There is no provision for substitutes or delegates in the attainment or maintenance of the quorum, or delegates or proxies in the conduct of any vote.

### **Article 4 Executive and Officers**

- 4.1. The Executive and Officers of the Club shall consist of the following:
  - President
  - Past President
  - Vice-President
  - Treasurer
  - Judging Director
  - Outings Director
  - Membership Director
  - Secretary
  - Program Director
  - Webmaster
  - Publicity Director
  - Events Director
- 4.2. The signing Officers shall be the Treasurer and Membership Director, and two other members of the Executive as determined by the Executive by a majority vote. Only one signatory is required.

**Article 5 Executive Meetings**

- 5.1. The Executive shall meet monthly with the exception of December, June and July.
- 5.2. Notice of a regular Executive meeting shall be provided at least two weeks in advance.
- 5.3. An agenda for the meeting shall be provided at least one week in advance of the meeting.
- 5.4. The meeting shall be conducted with reference to Robert's Rules of Order when required or requested.
- 5.5. Should the need arise, a special Executive meeting may be called by the President.
- 5.6. A quorum at an Executive meeting shall consist of a majority (more than 50%) of the membership of the Executive. In the absence of a quorum, a meeting of the Executive may not be convened, or may not be continued in the case of the loss of a quorum.
- 5.7. Any Club Member may request to attend an Executive meeting. Such request shall be directed to the President. Some portions of the Executive Meeting may be restricted to executive members only if the topic being discussed is of a sensitive nature.

**Article 6 Duties of the Executive Members**

- 6.1. The duties of the Executive members are as described in Appendix A of this Constitution.
- 6.2. The duties of the Executive members may be changed from time to time by the Executive by a majority vote.
- 6.3. The revised Executive duties must be approved at the next Annual General Meeting by a majority vote.

**Article 7 Committees**

- 7.1. Committees may be established and discontinued by the Executive from time to time as it deems necessary. Each committee is required to report to the Executive at one of the regular Executive meetings, or as requested by the President or Executive.
- 7.2. Committees shall be used by Executive members to include Club members in the operations of the Club. Members of the Club will be asked to serve on

Committees to assist Executive members to bring new ideas and share the workload. The members may be assigned tasks or roles that are either continuing or short term. Members of the committees will report to the Executive member responsible for that committee. That executive member will keep the Executive informed.

## **Article 8 Election of Executive and Officers**

- 8.1. The election of the Executive of the Club for open positions shall be held annually at the Annual General Meeting (AGM).
- 8.2. A term of office is two years.
- 8.3. A Nominating Committee of three to five Club members shall be appointed by the Executive to prepare a list of nominees for the Executive positions for the consideration of the general membership at the Annual General Meeting.
- 8.4. Further nominations for any Executive position, duly seconded, may be made from the floor at the Annual General Meeting
- 8.5. Voting shall be conducted by a show of hands, with the nominees absent from the room for the vote.
- 8.6. A simple plurality of votes cast shall be required for election to any office.
- 8.7. A member shall not hold more than one executive office at any one time unless there is no other candidate for the second office.
- 8.8. Regardless of the number of offices held, a member of the executive shall have only one vote on any issue at an Executive meeting.
- 8.9. A member of the Executive shall not hold the same office for more than two consecutive full terms unless there is no other candidate for that office.

## **Article 9 Vacancies**

- 9.1. In the event of a resignation, neglect of duty, incapacity, or absence from three consecutive meetings, the Executive may replace the Executive member in question. The Nominating Committee will recommend a replacement for the consideration of the Executive.
- 9.2. Should the office of President be vacated for any reason, the Vice President will assume the position.
- 9.3. An extended absence by an Executive member may be approved by a majority vote of the Executive.

**Article 10 Annual General Meeting**

- 10.1. The Annual General Meeting of the Club shall be held annually, concurrent with the May main meeting each year.
- 10.2. The business of the Annual General Meeting shall be:
- a report on the year's activities by the President,
  - the election of Executive members for the next year(s),
  - Consideration and approval of changes to the Constitution and Code of Conduct,
  - Any other business that may be brought forward at the meeting.

**Article 11 Financial Report**

- 11.1. The financial affairs of the Club shall be reviewed at the end of each fiscal year by a Review Committee
- 11.1.a. comprised of two Club members in good standing,
- 11.1.b. appointed by the President and Past President,
- 11.1.c. who shall, within one month, report to the Executive on the state of the financial affairs and recordkeeping of the Club.
- 11.2. The Treasurer shall prepare a report concerning the financial affairs and state of the Club for the information, consideration and acceptance of the membership at the November main meeting.

**Article 12 Association**

- 12.1. The Club may become affiliated with other clubs devoted to the advancement of photography upon a presentation to the executive for consideration. The final decision will be made upon a majority vote of the Executive.
- 12.2. The Club may cease its affiliation with any club under the same conditions as provided above for affiliation.

**Article 13 Major Capital Expenditures**

- 13.1. No capital expenditures in excess of two hundred dollars shall be ordered or made without the approval of the Executive.
- 13.2. Approval may be authorized by either a majority vote at an Executive meeting or by a vote conducted by email that is distributed to all members of the Executive. A majority of Executive members must vote to provide a quorum. A majority of the votes cast, affirm the expenditure.
- 13.3. There is no obligation for the Club or Executive to reimburse or be accountable for any expenditure that was not previously approved.

- 13.4. The operating budget will be prepared for consideration of the Executive at the October Executive meeting

#### **Article 14 Amendments to the Constitution**

- 14.1. Amendments to the Constitution may be proposed by any member to the Executive. The proposal must be in writing.
- 14.2. A proposed amendment may be approved by a simple majority vote of the Executive members present at an Executive meeting. The approved amendment shall be submitted for the consideration and approval of the membership at the Annual General Meeting.
- 14.3. Notification of a vote on a proposed amendment shall be provided to the membership with the notification of the Annual General Meeting and no less than fifteen days in advance of the meeting.
- 14.4. Approval of the amendment of the constitution shall require approval by a majority of the members present at a meeting at which a quorum is present.

#### **Article 15 Dissolution of the Club**

- 15.1. Dissolution of the Club may be recommended by the Executive to the membership at an Annual General Meeting. Notice of such a motion must be provided to all members with notification of the Annual General Meeting and no less than 15 days in advance of the meeting.
- 15.2. The dissolution of the Club must be approved by a majority of the members present at the Annual General Meeting.
- 15.3. If a quorum is not present at an Annual General Meeting that was to consider a motion of dissolution, the Executive may call a special meeting of the membership on thirty days notice to consider the dissolution motion.
- 15.4. If a quorum is not realized at the special meeting of the membership to consider dissolution, then the decision shall reside with the Executive.
- 15.5. The Executive will determine dissolution based on a simple majority vote of the members of the Executive present at an Executive meeting for which 15 days' notice has been provided to all Executive members.
- 15.6. On dissolution of the Club, Club assets shall be properly sold by the Executive, without conflicts of interest, and the receipts deposited in the Club's account.
- 15.7. Any monies remaining after all outstanding accounts have been settled shall be donated to a registered charity as determined by a majority vote of the Executive

members present at an Executive meeting for which 15 days' notice has been provided to all Executive members.



## **Appendix A Duties of the Executive Members**

### Duties of the President

#### The President

- provides leadership to the Club
- chairs Club membership meetings
- calls and chairs executive meetings
- establishes the agenda for executive meetings at least one week in advance
- establishes the agenda for the membership meetings at least one week in advance and provides notification to the contributors
- acts as the spokesperson for the Club
- appoints the financial review committee jointly with the past president
- reports to the executive at executive meetings and the membership at the Annual General Meeting.
- responsible for all formal communications sent from the Executive

### Duties of the Vice-President

#### The Vice-President

- assumes the president's duties in the absence of the president
- assists any executive position that requires assistance
- undertakes special duties as assigned by the president or executive
- organizes lighting and audio matters at Club meetings
- organizes the operation of the projection equipment at Club meetings
- maintains the Club's laptop, projector and other equipment required during Club meetings and events
- ensures that the visual presentations for any meeting or event are ready to be shown as *per* the program
- recommends, to the Executive, upgrades, purchases, etc. to the Club's equipment as necessary

Duties of the Treasurer

## The Treasurer

- maintains the financial records of the Club
- makes available all financial records for an annual review by two Club members appointed by the president and past president
- pays all expenses and receives all funds
- keeps receipts and documents relating to income and expenses for the current year and the preceding five years.
- acts as the custodian of funds
- maintains the Club's bank account
- administers the petty cash fund
- submits outstanding bills for approval by the executive
- prepares and presents a budget, using the previous year's expenditures as a guide, for consideration at the October Executive meeting
- reports the financial position of the Club at each executive meeting
- presents the approved financial report to the membership at the November main meeting
- maintains the email used for e transfers to the Club's bank account
- renews the Club's liability insurance policy yearly
- acts as a signing officer

Duties of the Membership Director

## The Membership Director

collects the annual membership fees from members and provides receipts

maintains current members information

prior to the club year, ensures that the waiver form on the website has been re-set by the web master and sends it out with the first email of the club year (to speed up the process for renewing memberships)

maintains electronically the Club membership list, the website members list and the Gmail account members list, ensuring members are added or removed and labeled correctly as needed

sends a welcome email to all new Club members with attached "thank-you for joining our club" (contains information to help them get started)

maintains the Club member id tags to ensure all are current and brings them to every meeting

deposits collected membership fees in Club bank account

tracks the number of members who pay by cheque, cash, or direct deposit

maintains a current Club executive contact list

sends email reminders to members about membership dues pending and delinquent

acts as a signing officer

Duties of the Secretary

## The Secretary

records, prepares and distributes the minutes of the executive meetings for presentation for approval at the next executive meeting

prepares a draft agenda for the next executive meeting for the consideration of the president

stores approved minutes of executive meetings for five years.

records, prepares and distributes the minutes of the Annual General Meeting for presentation for approval at the next Annual General Meeting

stores approved minutes of the Annual General Meeting for five years

Duties of the Past President

## The Past President

- assists in the transition from the past executive to the new executive
- acts as the Club's ombudsman (helps to resolve conflicts)
- appoints the financial review committee jointly with the president
- undertakes duties as assigned by the president or executive
- develops the monthly audio-visual program for the Club for the consideration and approval of the Executive
- works with the Program Director to include the audio-visual program in the monthly and mid-month meetings of the Club
- assists Club members with advice on the preparation of audio-visual presentations

Duties of the Program Director

## The Program Director

- develops the annual program for the Club, including meetings, guest lecturer workshops and seminars, for consideration for approval by the Executive
- maintains contact with speakers through the club email account getting promotional photographs, presentation descriptions and equipment requirements. Ensures that Executive has information for promotional purposes and equipment requirements.
- implements the annual approved program of activities
- produces and distributes the Club brochure
- assists at Club meetings, workshops, seminars and events with the introduction, welcome and thanking of presenters as necessary.

### Duties of the Judging Director

#### The Judging Director

- oversees the monthly competitions program
- creates the monthly categories with assistance from the Executive
- sets up the monthly competitions on the website
- organizes the judging of member entries
- receives all competition judging scores and comments, and compiles **the** final results
- keeps records of all competition results for the members
- presents competition images, comments and scores at each Main monthly meeting
- ensures printing of certificates for annual awards
- organizes judging for the annual awards
- announces and presents the annual awards
- regularly informs, and makes recommendations to the Executive concerning CAPA Club membership and issues
- submits members' entries for competition in CAPA

### Duties of the Outings Director

#### The Outings Director

- presents for the consideration of the Executive a program and schedule of outings
- initiates and organizes outings within the parameters established by the Executive
- works with the Publicity Director to inform members of outings
- works with program and judging directors to coordinate outings with upcoming topics
- posts outings on the Club website
- leads, or arranges for a leader, of each outing

Duties of the Publicity Director

## The Publicity Director

promotes to the Club members, Club activities, special meetings and events primarily through emails and the website

maintains a current list of all news media (e.g. newspaper, radio) and their public service announcement contacts in the Club Gmail account

sends publicity information about upcoming meetings to the local newspapers and radio stations

assists the Program Director in the production and distribution of the Club brochure

receives all Club correspondence, distributes it appropriately, and stores for five years

maintains the Club presence on Facebook, Instagram and other social media sites that can provide access to, and interaction with, Club activities

produces promotional posters for meetings, workshops and seminars for printing and for posting on-line on Club social media sites and pages

Duties of the Events Director

## The Events Director

organizes the Christmas Social and the June Year-End Banquet

organizes the ticket sales for special events and seminars

promotes the Club community activities to Club members.

organizes Club representation and participation in selected community events

organizes and supervises club member volunteers to run all events

Duties of the Web Master

The Web Master

- maintains the Club website
- secures website address rights annually
- instructs and assists the membership in the use of the web site
- posts competition results in a timely fashion
- resets the Club waiver in August
- provides advice on Information Technology matters to the Executive and Club members
- maintains an inventory of the Club's physical assets