

## Ocala Camera Club (the Club) Constitution and By-Laws

### Mission Statement

To attract and retain members of all skill levels who have a passion for photography, and to provide those members with 1) resources to expand their photography knowledge and photo enhancement skills; 2) a forum to compete in a sportsmanlike environment; 3) opportunities to attend social and recreational activities as a group; and 4) information and/or opportunities to display or promote their photos outside of the club.

### Membership

The right of membership in the club shall be conditioned upon payment of dues, acceptable conduct as defined in the “Rules of Conduct for Members” in these By-laws, the agreement to abide by all established club rules, regulations and policies of the Club, and the agreement to be bound by any ruling or determination of the Club’s Board of Directors. The Club and its officers shall not deny an individual membership on the basis of gender, race, age, sexual orientation or religion, nor shall they set or establish conditions for membership that are otherwise prohibited by law.

The Club shall permit junior membership which is defined as members less than 18 years old. However, junior members shall not be permitted on Club field trips unless they are accompanied by a parent or legal guardian.

The Board of Directors may refuse membership due to an individual’s prior record of misconduct.

Members of the Club shall have the following rights:

- To annually elect the Officers of the Club (aka the Board of Directors)
- To receive notice of action taken by the Club’s Board of Directors
- To vote on any proposed changes to the these By-laws
- To participate in all Club activities
- To receive first priority as to any services rendered by the Club

Membership dues are collected annually, for a January to December year and NEW members joining during the year will pay a prorated rate. Club dues are past due if not renewed by the end of the February meeting. If a member fails to renew his or her annual membership with the club, then such action shall be deemed as a voluntary resignation of membership and that person shall forfeit all rights and claims to any and all club properties and assets.

The Board of Directors is permitted to grant any person an honorary membership (membership without payment of club dues) by a two-thirds majority vote of the

Board. An honorary member shall have all of the rights of membership except the right to vote.

### Rules of Conduct for Members

- Members shall display a high degree of sportsmanship at all times.
- Members shall refrain from using offensive language or making derogatory racial remarks or any otherwise socially inappropriate comments at all Club functions.
- The consumption of alcoholic beverages and drugs are prohibited at the Club's monthly meetings and training sessions.

### Suspension and/or Expulsion of Members

Any member may file a complaint or allegation of inappropriate conduct on the part of another member. For the complaint/allegation to be considered by the Board, it must be in writing and signed. Such complaint/allegation shall be presented to any Officer of the Club at least two weeks prior to the next scheduled Board Meeting.

An Officer of the Club shall notify the member cited in the complaint, the details of such complaint (although the individual who filed the complaint may remain anonymous if the Board feels that it is appropriate) at least one week prior to the upcoming Board Meeting. At this time the Officer shall also notify the cited member of the Board's intent to discuss the matter at the upcoming Board meeting, and the member shall be invited to attend and/or to provide a written, signed response of the allegations to an Officer of the Board prior to the meeting. If the cited member fails to appear at the meeting and does not provide a written statement by this time, then they forfeit their rights to formally deny or defend the allegations.

At the meeting the Board shall decide by vote on how to proceed. The Board may choose to assign one or more members to investigate the allegation and to report their findings to the Board in writing. The Board may also request that the investigating individual or committee make recommendations to the Board. Any statements taken by witnesses shall be recorded in written form and signed by said witness. Alternately, witnesses may be scheduled to appear before the Board at their next meeting.

Regardless of the investigation/evaluation process chosen by the Board, the Board shall vote on the appropriate course of action at the Board meeting immediately following the meeting in which the complaint was initially discussed. If for some reason resolution of the matter is to be delayed, the member who filed the complaint shall be notified of the delay and of the planned timeframe for resolution.

In order for a member to be suspended or expelled, at least 50% of the total number of active Board members must vote for said action. (For the purposes of this percent

calculation, the total number of active Board members will exclude Past President, but the votes of any Past Presidents will count in the total votes.)

If the Board votes to suspend or expel the cited individual's membership, then that

individual forfeits all claims against the Club. However, the Club will reimburse the individual a prorated share of any dues they paid for the current year. If an Officer of the Club is either the person making the allegation or the person cited in the allegation, then said Officer shall not participate in the voting process of any matters related to the allegations. If said officer is presiding at the Board meeting, then they should exclude themselves from presiding at the portion of the meeting(s) where the allegations are discussed.

## Officers

The following is a list of club officers which shall make up the Board of Directors. Officers shall be elected by the general membership each December to serve a one year term beginning in January. There are no term limits.

|                      |                           |
|----------------------|---------------------------|
| President            | Field Trip Director       |
| Vice President       | Education Director        |
| Secretary            | Member Services Director  |
| Treasurer            | Webmaster                 |
| Competition Director | FCCC Representative       |
| Judging Chairman     | Prior Year Past President |

Director Emeritus (addition)

Club founder, Frank Flynn, is Director Emeritus for life. The Board position of Director Emeritus is a voting position and will terminate when Mr. Flynn is no longer in service.

All officers, with the exception of Director Emeritus and Prior Year Past President, will have responsibilities outlined in a separate document entitled "Job Descriptions" which will be maintained by the Board. Any President who successfully carries out at least one full term will have the designation of Prior Year Past President and will be considered a voting officer of the club for the year following their term as president.

The list of officer positions can be modified by the existing Board of Directors, pending ratification by the membership.

If an officer resigns his/her position during his term, the Board may elect a member to fill the vacancy for the remainder of the year. If the President resigns his/her position during his term, the Vice President will take over as acting President for the remainder of the term, and the Board shall attempt to fill the vacant Vice President position.

If an officer misses three consecutive Board meetings, and/or routinely does not carry out the duties of his/her office, the remaining officers of the Board may vote to remove said officer from office. Once that officer is removed, the Board will attempt to fill the vacant position for the remainder of the term.

If at the year-end member meeting, any Officer positions go unfilled due to there being no willing candidates, the Board of Directors may vote to fill the vacancy at any time during the following year if a member volunteers to assume a vacancy.

An officer of the club may request a leave of absence from duties for a specific period of time. It is up to the President to determine whether or not to grant the requested leave which would guarantee that the position will remain unfilled for the specified period of time. If the President does grant a leave of absence, if there are any willing candidates, the Board can vote to appoint an Acting Officer for the duration of the absence. While that Acting Officer is in office they shall have all the privileges and responsibilities that come with the position.

Under any circumstance where a Board position is vacant and there is more than one willing candidate, and the Board of Directors cannot reach a majority consensus on who to appoint to fill the vacancy, the President shall have the authority to appoint one of the candidates.

Since officers are held to the same rules of conduct as other members, they may also be suspended or expelled from the club (and thereby also from their position on the Board) under the same rules and conditions outlined in these By-laws.

## Board Meetings

Roll will be taken at the beginning of each Board meeting to establish whether or not a quorum is present. A quorum will be defined as 4 active Board members or 50% of the number of total active Board members, whichever is greater. Prior Year Past President and Director Emeritus will count towards a quorum, but will not count in figuring percent calculations towards defining a quorum. Without the existence of a quorum, issues may not be brought to a vote at the meeting. Unless specified otherwise in these By-laws, all matters voted on by the Board must receive more than 50% of the votes of those officers in attendance. Each officer has one vote, regardless of whether they hold more than one office. Officers must be present to cast their vote.

Board meetings will normally be held the last Tuesday of the month from 7-9 pm. The President may, due to lack of availability of the officers, choose to reschedule the meeting date and/or time for any individual meeting.

Whenever possible, an agenda (and any related materials) should be distributed to the members of the Board at least two days prior to the Board meeting. In addition, notes

from each Board meeting shall be created and the details of any voting done by the Board shall be included therein. These notes shall be retained in the Board files.

The President shall preside at Board meetings. In the absence of the President the Vice President shall preside. If neither the President nor Vice President is able to attend, the President may cancel the meeting or appoint another officer to preside.

Board meetings shall be open to the general membership to attend.

## Member Meetings

Regular monthly member meetings shall be held the first Tuesday of each month at the time and place designated by the Board. The President shall preside over each meeting or designate another officer to do so. During the meeting the membership shall be apprised of any action taken by the Board of Directors during the prior month.

A photo competition may be included as part of each monthly meeting and these competitions shall be governed by the Competitions Manual which shall be written and maintained by the Board of Directors. The monthly meetings may also include field trip announcements, training/educational sessions, guest speakers, or other information relevant to the Club's mission.

The December meeting each year shall include the elections of club officers for the upcoming year. A nominating committee, consisting of three members, may be appointed by the Board no later than the September Board meeting each year, if needed. This committee will be responsible for nominating a slate of officers. During the November member meeting, the nominations will be presented and then the floor will be open for any additional nominations. A written ballot will then be presented at the December meeting with all nominees listed for a vote. If there are no positions with more than one nominee at the November meeting, no ballot need be prepared, and the elections will be considered done.

Other items for membership vote may be brought at any monthly meeting provided that the membership is notified at least one day beforehand that a vote will take place at the upcoming meeting. Members must be present to cast their vote. The official notifications will be sent via e-mail and posted on the Club's primary means of communication. It is the responsibility of each member to provide the Club's officers with a valid e-mail address and/or to check the Club's website. The Club's officers will not be responsible for e-mails that are sent but fail to reach the intended recipient(s).

Additional meetings may be scheduled at the discretion of the President in order to conduct training sessions or workshops, or to host guest speakers. All members will be notified and invited to these sessions. Voting will not be conducted at these additional meetings.

## Financial Matters

The Club's Treasurer shall be responsible for maintaining the Club's bank account and financial records. The details and totals of the club's assets, liabilities, revenues and expenditures shall be tracked on an on-going basis. An accounting of these details shall be presented to the Board at least quarterly and shall be made available for review by any member requesting such information.

A bank account shall be kept in the Club's name to which all Club receipts will be deposited and from which all Club disbursements will be made. The authorized signers on this account shall be the Club's President, Vice-President, and Treasurer. Checks and withdrawals over \$100 shall require two signatures.

If at any time, for any reason, the position of Treasurer is vacant and there are no candidates willing and qualified to fill said position, then the President will take responsibility for maintaining the Club's bank account and financial records.

The financial records will be made available for review upon request by a member.

#### Merger or Dissolution

If the Board of Directors wishes to propose a merger with another club or organization, said merger must be approved by a two-thirds vote of the members in which at least 50 percent of the current membership cast a ballot. All significant details of the merger must be clearly presented to the membership prior to the vote.

In the event of dissolution of the club the officers shall make arrangements to satisfy any debts or legal obligations of the club. The Club's remaining cash shall then be distributed to another 501(c)(7). The Board shall not carry out any dissolution procedures that are found to be in conflict with Florida law.