

Northern California Council of Camera Clubs, Inc.

BY-LAWS **(Revised August 2008)**

ARTICLE I - MEMBERSHIPS

- A. Membership (also referred to as member clubs) shall be composed of five or more individuals whose primary function and interest is photography. Memberships shall consist of two types:
 - 1. Active. These shall be entitled to all of the privileges of the Council and to all of its services.
 - 2. Associate. These shall be entitled to all of the privileges of the Council, except making motions, voting, and participating in Interclub Competitions.
- B. Application for membership shall be accompanied by the pro-rated balance of the current calendar year's dues and fees; membership shall become effective upon confirmation by the Council.
- C. Membership may be suspended or canceled by three-fourths (3/4) affirmative vote of the delegates present at a Council meeting. Any member club may resign by giving notice, in writing, signed by the President and Secretary of the club. In the event of suspension, cancellation or resignation of any member club, no part of the registration fee or dues will be refunded.
- D. No member club or delegate shall be liable for any assessment or other financial obligation not specifically provided for herein.

ARTICLE II - FEES AND DUES

- A. The annual dues, set by the Council, shall be payable at or before the regular January meeting each year, and shall be in arrears if not paid at or before the regular March meeting.
- B. Any member club in arrears shall lose the privileges and services of the membership and shall be suspended. Approximately thirty (30) days prior to the date of suspension, written notice shall be sent to the member club in question advising of the Council's intended action. Member clubs in arrears and/or suspended may be reinstated on the same terms as a new club, subject to payment of registration fee, dues, and Council confirmation as provided for herein.

ARTICLE III - MEETINGS

- c. Regular meetings shall be held every other calendar month on the even numbered months: February, April, June, August, October, and December.
- B. Special meetings may be called at the discretion of the President, or when so requested, in writing or by email message, by the delegates of at least three member clubs. Notices of special meetings shall state the purpose and all member clubs shall be notified either in writing or through email notification, of any such meeting. No other business may be transacted at such meetings.
- C. A quorum shall consist of the delegates of at least fifty-one percent (51 %) of the active member clubs in good standing.

- D. In the absence of the President and Vice President, the assembled delegates may select a chairperson pro tem from amongst them to preside at the meeting.
- E. The rules contained in *Robert's Rules of Order (Revised)* shall govern the Council in all cases to which they are applicable, and in which they are not inconsistent with specific provisions of these By-Laws or other special rules of the Council.
- F. Any -member of a member club may attend any meeting of the Council, and any such member or guest of the Council may be granted the privilege of the floor at the discretion of the Chair.

ARTICLE IV - DELEGATES

- A. Each active member club shall select one delegate and one alternate to represent it on Council matters. An associate member club need not, but may have representation at Council meetings.
- B. The delegate shall have the privilege to vote and to make motions and the alternate delegate shall have the privilege to vote and make motions only in the delegate's absence. A substitute delegate, with proper written authorization from his/her club, may have the privilege to vote and make motions in the absence of both the delegate and the alternate delegate.
- C. In addition to representing their member clubs at Council meetings, the delegates shall serve on such committees and perform such other duties as the President may direct for the proper function of the Council.
- D. Any delegate who shall perform any act deemed detrimental to the Council, or to any member club, as determined by a two-thirds (2/3) affirmative vote of the delegates present at any Council shall be forthwith suspended from participation in the activities of the Council; and in such event, the President of the Council shall immediately so advise the President of such delegate's member club and request replacement of such delegate. This advice shall be in writing and counter-signed by the Council Secretary.

ARTICLE V - OFFICERS

A. Elected Officers:

The President and Vice President shall be elected from amongst the delegates or may be elected from the membership of the member clubs. The Secretary and Treasurer may be elected from amongst the delegates or may be elected from the membership of the member clubs. All officers shall have the right to vote, except the presiding officer, who may only vote to break a tie.

B. Appointed Officers:

The News Letter Editor, the PSA representative, the Interclub Competition Judges Selection chairperson, the Fotoclave Trustee and Director, and the Competition Chairpersons for Prints, Pictorial Slides, Contemporary Slides, Nature Slides, Travel Slides and Journalism Slides are appointed by the President and may be from the membership of the member clubs. The appointed officers shall attend the council meetings and have the right to vote on matters brought before the council.

C. Duties of the Officers:

1. The President shall:

- a. Set the time and place for each meeting and preside at same.
 - b. Appoint all committees and shall designate the chairperson of each committee except in those cases where an elective officer is required to serve as chairperson.
 - c. Be ex-officio member of all committees.
 - d. Recruit and assign all appointed officers named in Article V, section B.
 - e. Be responsible for the N4C Competition Schedule and see that it is produced for the ensuing year
 - f. Maintain an archive of Foto Fanfare issues and minutes of N4C board meetings for his/her term of office.
 - g. Perform all other duties that logically pertain to this office.
2. The Vice President shall:
- a. Assist the President and perform all the duties of the President whenever the President is absent.
 - b. Serve as chairperson of the Honors Committee to determine honors to be presented at the Annual Awards Banquet.
 - c. Be responsible for the ordering of the award materials as needed.
 - d. Be responsible for coordinating the Annual Judging.
 - e. Be responsible for the Annual Banquet and Winners' Projected Images presentation.
 - f. Be responsible for any fund-raisers recommended by the Budget Committee and deemed necessary by the Council. The Vice-President shall appoint a special committee for this purpose, attend committee meetings, and generally oversee the fund-raiser(s).
 - g. Maintain archives of Foto Fan Fare issues, minutes of N4C board meetings and N4C forms.
3. The Secretary shall:
- a. Keep the minutes of the proceedings of each meeting of the Council.
 - b. Furnish copies of the minutes to each club president and delegate; and to the Council officers and Competition Chairpersons.
 - c. Perform all other duties not enumerated herein that pertain to this office.
 - d. See that a roster of member clubs, giving names and addresses of officers and delegates, meeting dates, and club mailing addresses is published annually.

- e. Update the Club's Judges List each year using submitted forms from those interested in judging at the club level and contacting current list members to ascertain if they will continue to be on the list.
4. The Treasurer shall:
- a. Maintain financial records listing all transactions of this office and submit same for examination upon request of any delegate at a Council meeting. These records shall be subject to audit before the end of each calendar year by a committee of three, appointed by the President.
 - b. Be responsible for the funds of the Council; accepting, receipting for and depositing in the bank account of the Council all dues, fees, and other monetary receipts of any kind.
 - c. Make payments of all duly authorized bills by issuing checks on the bank account of the Council.
 - d. Present a written financial standing report at each meeting of the Council.
 - e. Prepare invoices for ensuing year's dues and submit same to each member club by December 31 of each year. Such invoices shall bear the mailing address of the Council or the Treasurer.
 - f. Prepare a budget for the coming year based on income and expenditures anticipated from the experience of prior years. As well as any anticipated additional or unusual expenses. The Treasures shall present the proposed budget to the Board for discussion at a regular board meeting before January 1. Any changes made by the Council shall be incorporated into the final budget which will be approved at the first regular board meeting in January. The prepared budget is intended to be an operating financial guideline for the incoming officers.
 - g. Recommend changes in the annual dues, if deemed necessary, to the Council at the regular board meeting in October. Such changes shall be referred to the governing boards of member clubs and voted upon at the November Council board meeting as part of the new year's budget acceptance process.

D. Duties of the Appointed Officers:

1. The News Letter Editor shall produce the monthly N4C newsletter, *Foto Fanfare*, which shall contain as a minimum the Interclub Competition Results. Input to the newsletter may be from any appropriate source, including any member of a member club, the N4C organizational body, and the Photographic Society of America.
2. The Interclub Competition Judges Selection Chair is charged with obtaining N4C approved judges for the monthly Interclub Competition as well as obtaining judges from outside the Council for the Annual Judging.
3. The Competition Chairs are charged with seeing that the material given to their care, by the delegates at an N4C meeting, is judged at the monthly Interclub Competition. They are responsible for the issuing of awards and the returning of the material to the delegates at the ensuing N4C meeting. They shall maintain a record of entries and results for the Annual Competition and see that the Editor of the news letter is furnished with the results in a timely manner. They will collect winning images and prints and prepare them for the Annual Judging.
4. The FotoClave Trustee and Director will be appointed at the end of the N4C-sponsored FotoClave and will serve for four (4) years through the next N4C FotoClave following the duties as outlined in the FotoClave By-laws.

- a. Serve on the FotoClave Board of Directors as N4C's representative.
 - b. Coordinate the Annual FotoClave Competition, handling N4C's entries and judgments to get representative images in all competition categories.
 - c. Be responsible for coordinating any FotoClave tasks assigned to N4C.
 - d. Serve on N4C's FotoClave committee in N4C's responsible year.
5. The PSA Representative will attend the Yerba Buena Chapter meetings and keep N4C apprised of PSA activities and information.

E. Recalling An Officer:

In order to recall any elected officer, a proposal for such recall shall be made in writing, stating the reason, by the delegates of at least five (5) member clubs in good standing. To be adopted, such proposal shall require a three-fourths (3/4) affirmative roll call vote of the delegates present at a Council meeting. Upon recall, an officer shall be relieved of further duties and association with the Council. In the event of the resignation, death or recall of the President, this office shall be filled by the Vice President.

F. Filling a Vacant Office:

In the event of a vacancy in the office of Vice President, the President shall appoint a successor from amongst the current or past delegates. In the event of a vacancy in the office of Secretary or Treasurer, the President shall appoint the successor from amongst the delegates or from the membership of the member clubs.

ARTICLE VI - STANDING COMMITTEES

A. Standing Committees:

The following standing committees shall be chaired by an officer or delegate, and may be assisted by the membership of the member clubs:

1. Audit Committee
2. Honors Committee
3. By-Laws Committee
4. Interclub Judges Selection Committee
5. Executive Committee
6. Competition Committee

B. Other Committees:

All other committees deemed necessary to the functioning and well being of N4C shall be formed by a voting consent of the council with the chairperson being appointed by the President from amongst the delegates or from the membership of the member clubs.

C. Duties of Standing Committees:

1. Audit Committee:

- a. Composed of a delegate appointed as chairperson and two others who may be delegates or members from the member clubs shall meet at least once per year and will give their report on or before the December N4C Meeting.
- b. Audit the financial records especially the checking account and savings account(s).
- c. Prepare and sign off the ledgers and send a letter to the Council attesting to the correctness of the financial records.

2. The Honors Committee shall:

- a. Administer the rules and regulations prescribed by the Council governing the Awards of Honors. Such rules and regulations shall require a two-thirds (2/3) affirmative vote for amendment by the delegates.
- b. Meet to review Honors applications for accuracy and documentation of data.
- c. Approve or disapprove the "Recognition of Service Award" as recommended by the Executive Committee. Note: This award is not voted upon by the delegates. No more than two persons may receive this award in any given year.
- d. Not confer a "Honor" or "Recognition" award until a suitable certificate pertaining thereto shall have been signed by the Chairperson of the Awards Committee, the Secretary, and the President of the Council. The authorized honors shall be:

HONORARY Member of the Council (HN4C)
ASSOCIATE Member of the Council (AN4C)
FELLOW Member of the Council (FN4C)

The HONORARY N4C honor is given to the Council President at the end of their term. It may also be bestowed upon deserving individuals who are not members of the Council, by Council Resolution, for outstanding service or photographic achievement.

The ASSOCIATE AND FELLOW honors are earned by Council members through a process of obtaining points for service and photographic achievement.

- e. Consist of the Vice President as acting chairperson, and the Presidents (or their representatives) of Five (5) member clubs, selected annually in November and alphabetically on a rotation basis from the official list of member clubs. The President, as an ex-officio member, shall attend to help with the reviewing of the Honors Applications.

3. The By-Laws Committee:

The By-Laws Committee, when formed, shall review and analyze any proposals for amendments of the Articles of Incorporation or the By-Laws, which may be submitted as prescribed herein, and, within the period of the next two regular Council meetings, render a report to the Council, together with its recommendation for adoption or rejection. The By-Laws Committee Chairperson shall have the privilege of making motions to amend the Articles of Incorporation or these By-Laws.

4. Interclub Judges Selection Committee:

- a. When appropriate the President shall call for the formation of an Interclub Judges Selection Committee consisting of the Interclub Judges Section chair and the chairs of each competition division (Competition Committee). The purpose of the Interclub Judges Selection Committee is to recommend, by majority vote of the committee present, a list of N4C club level judges who would be placed on the Interclub Judges List.
- b. The date of the first meeting of the Judges Selection Committee shall be announced in the Council minutes.

5. Executive Committee:

The Executive Committee is composed of the elected officers and may convene at the request of one of the officers with the President's concurrence. The Executive Committee is charged with looking after the health and welfare of the Council and in so *doing may* bring items of business before the *council* for its consideration.

6. Competition Committee

- a. Shall consist of the Pictorial, Creative, Nature, Journalism, and Travel Projected Image Chairs, the Electronic Image Coordinator, and the Print Division Chair.
- b. Shall submit to the council any recommendations regarding competition.

ARTICLE VII - SPECIAL COMMITTEES

- A. The President may appoint special committees, from members of council clubs, to perform such duties as s/he may prescribe.

ARTICLE VIII - ELECTION OF OFFICERS

- A. The President shall, at the regular Council meeting in August, appoint a nominating committee.
- B. Election of Officers shall occur at the December N4C meeting. The office of President and Vice President shall be elected from amongst current or past delegates. The offices of Secretary and Treasurer shall be elected from amongst the delegates or from the membership of the member clubs. If a person nominated is not to be present, then the council must have in writing the consent of such person to said nomination on or before the December N4C meeting. At the December N4C meeting the President shall call for the election of officers and nominations from the floor will be in order.
- C. Election shall be by simple plurality. Only delegates, officers, and appointed officers (other than the President) may vote.

ARTICLE IX - VOTING

- A. Each active member club, through a delegate as provided herein and each council officer elected or appointed, except the presiding officer who may vote only to break a tie, shall be entitled to cast one (1) vote on each matter brought before the Council for vote.

- B. Voting may be by voice or by a show of hands. However, upon any motion duly made and seconded, either before or immediately after a vote by voice or a show of hands, the President may order a vote by roll call which shall supersede the vote by voice or show of hands.

ARTICLE X - RECEIPT AND EXPENDITURE OF FUNDS

- A. Funds may be obtained from any source approved by the Council. All funds shall be turned over to the Treasurer as soon as practical after receipt.
- B. Expenditures
 - 1. All bills shall be presented to the Treasurer for payment. Persons who make expenditures incidental to the functions of their committees shall obtain approval of the Treasurer as qualifying under the budget.
 - 2. The Treasurer shall present such bills to the Council for approval. Before any unbudgeted individual expenditure in excess fifty dollars (\$50.00) is incurred, it shall first require a majority affirmative vote of the delegates present at a Council meeting.
 - 3. A written record of authority granted by vote of the Council to expend its funds, as herein limited, shall be maintained. For this purpose, a clear statement in the Council Minutes of any meeting shall suffice.
 - 4. The authority to enter into contractual obligations involving the use of Council funds, personnel, equipment or services, whether actual or contingent, shall be limited to the extent set forth herein and shall not devolve to any delegate except by written contract or other legal document approved by the Council and signed by the President of the Council and by authorized representative of the firm, group, or individual concerned.
 - 5. All expenditures shall be paid from the Council's general fund by checks issued on the bank account of the Council. Such checks shall be signed by the Treasurer, the President or the Vice President. A check made out to one of the above officers must be signed by another officer.
 - 6. As the Council is a non-profit organization, no delegate or officer shall receive any compensation except as reimbursement for normal expenses of their duties on behalf of the Council.

ARTICLE XI - INTERCLUB COMPETITION

- A. The purpose of the Interclub Competition is to provide the member clubs a higher level competition. The Interclub Competition shall be open to attendance by any member of a member club and their guests.
- B. There shall be Competition Rules adopted simultaneously with these By-Laws
- C. In adopting these competition rules, the Council officers and delegates are cognizant of the right of each member club to determine the requirements for participation in the club competitions; and to regulate the manner in which photographs made by different classes of members shall be selected for entry in Interclub Competition under the rules prescribed herein.
- D. The Competition Rules may be changed by a two-thirds (2/3) vote of the delegates present upon the written recommendation of the Competition committee. A request to change the Competition Rules may be submitted by three (3) member clubs in writing received one month prior to the voting.

ARTICLE XII - AMENDMENTS

A. Articles

1. Any proposal for the amendment of the Articles of Incorporation shall be made in writing by the delegates of not less than five (5) member clubs in good standing.
2. When submitted for a vote, any proposal for amendment of the Articles of Incorporation shall be reviewed by the By-Laws Committee as stated in ARTICLE VI, Section C, Paragraph 1, and accompanied by the report of a Legislative and Constitution Committee appointed by the President for the purpose of reviewing the submitted changes. For adoption, a three-fourths (3/4) affirmative vote of the delegates present shall be required.
3. Upon adoption, the record of such amendment shall be forwarded to the Secretary of the State of California for approval. After approval, the Secretary of the Council shall furnish a copy thereof to each delegate and President of each member club.

B. By-Laws

1. Any proposal for amendment of the By-Laws shall be made in writing and may be submitted by the delegates of at least three (3) member clubs in good standing, the By-Laws Committee, or the Executive Committee.
2. When submitted for a vote, any proposal for amendment of the By-Laws shall be accompanied by a report of the By-Laws Committee as stated in ARTICLE VI, Section C, Paragraph 1. For adoption, a two-thirds (2/3) affirmative vote of the delegates present shall be required.
3. Upon adoption, the Council shall furnish a copy thereof to each delegate and President of each member Club.

ARTICLE X111 - DISSOLUTION

- A. Any proposal for the dissolution of the Council shall be made in writing by the delegates of at least three-fourths (3/4) of the member clubs in good standing.
- B. To be adopted, **such proposal shall** require a three-fourths (3/4) affirmative vote of the delegates present at a Council meeting.
- C. Upon approval of dissolution, the Treasurer shall distribute the assets remaining in the Council's funds, after payment of all outstanding debts, among the member clubs in good standing and on prorated basis according to the number of years of continued active membership counted from the date of start of such membership without lapse.