

Northern California Council of Camera Clubs, Inc.
BY-LAWS
(Revised March 2017)

ARTICLE 1 –DEFINITIONS

- A. The Northern California Council of Camera Clubs, herein after referred to as NN4C or Council, is the collective organization of member photography clubs.
- B. The N4C Board is composed of elected officers, appointed officers and member club representatives, who run the Council.

ARTICLE II - MEMBERSHIPS

- A. Membership (also referred to as member clubs) is open to clubs whose primary function and interest is photography. A member club shall be composed of at least five (5) individuals.
- 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 N4C Board.
- C. Membership may be suspended or canceled by three-fourths (3/4) affirmative vote of the N4C Board members present at an N4C Board 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 fee or dues will be refunded.

- D. No member club or N4C Board member shall be liable for any assessment or other financial obligation not specifically provided for herein.
- E. A member club in good standing is a member club paid up on fees and dues and not suspended or canceled.

ARTICLE III - FEES AND DUES

- A. The annual dues, set by the N4C Board, 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 membership and shall be suspended. Approximately thirty (30) days prior to the date of suspension, notice, in writing or by email message, shall be sent to the member club in question advising of the 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 N4C Board confirmation as provided for herein.

ARTICLE IV - MEETINGS

- A. Regular meetings shall be held every calendar month.

Special meetings may be called at the discretion of the President, or when so requested, in writing or by email message, by the representatives 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 a special meeting.
- B. A quorum shall consist of at least fifty-one percent (51 %) of the N4C Board members.
- C. In the absence of the President and Vice President, the assembled N4C Board members may select a chairperson pro tem from among themselves to preside at the meeting.
- D. 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.
- E. Any member of a member club may attend any meeting of the N4C Board, or related meetings. The visiting member may take the floor at the discretion of the President.

ARTICLE V - REPRESENTATIVES

- A. Each member club shall select one Primary Representative to represent their club on Council matters at N4C Board meetings. Member clubs may appoint alternate Representatives to attend N4C Board meetings in the place of the Primary. Only the primary Representative and club President from each club will be included in the Management email list.
- B. The Primary Representative shall have the privilege to vote and to make motions and the alternate Representative shall have the privilege to vote and make motions only in the Primary Representative's absence.
- C. In addition to representing their member clubs at N4C Board meetings, the Representatives shall serve on such committees and perform such other duties as the President may direct for the proper function of the Council.
- D. Any Representative who performs any act deemed detrimental to the Council, or to any member club, as determined by a two-thirds (2/3) affirmative vote of the N4C Board members present at any N4C Board meeting shall be forthwith suspended from participation in the activities of the Council; and in such event, the President of the N4C Board shall immediately so advise the President of such Representative's member club and request replacement of such Representative. This notification shall be in writing and counter-signed by the N4C Board Secretary.

ARTICLE VI - OFFICERS

- A. Elected Officers:
 - a. The elected officers are; President, Vice President, Secretary and Treasurer.

- b. The sole requirement for elected office is membership in good standing of a member club in good standing.
 - c. All officers shall have the right to vote, except the presiding officer, who may only vote to break a tie.
- B. Appointed Officers:
- a. The appointed officers are; Newsletter Editor, PSA Representative, Judges Chair, Fotoclave Director, Webmaster, Competition Results Chair, Print Chair, and Projected Images Chair.
 - b. All appointed officers are appointed by the President.
 - c. The sole requirement for appointed office is membership in good standing of a member club in good standing.
 - d. The appointed officers shall have the right to attend N4C Board meetings and vote on matters brought before the N4C Board.
- C. Duties of the Officers:
- a. The President shall:
 - i. Preside at all N4C Board meetings.
 - ii. 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.
 - iii. Be ex-officio member of all committees.
 - iv. Recruit and assign all appointed officers named in Article V, section B.
 - v. Be responsible for the N4C Competition Schedule and see that it is produced for the ensuing year.
 - vi. Appoint an auditor to examine the Council's financial books at the end of each year.
 - vii. Perform all other duties that logically pertain to this office.
 - b. The Vice President shall:
 - i. Be responsible for the Annual Banquet.
 - ii. Assist the President and perform all of the duties of the President whenever the President is absent.
 - iii. Serve as Chairperson of the Honors Committee to determine honors to be presented at the Annual Awards Banquet.
 - iv. Be responsible for ordering the award materials as needed.
 - v. Co-ordinate the annual judging.
 - c. The Secretary shall:
 - i. Maintain the minutes of the N4C Board meetings.
 - ii. Furnish copies of the minutes to each club President, Pimary Representative, and N4C Board officers.

- iii. File all appropriate documents with the California Secretary of State.
- iv. Perform all other duties not enumerated herein that pertain to this office.

d. The Treasurer shall:

- i. Maintain financial records listing all transactions of this office and submit same for examination upon request of any N4C Board member at a regularly scheduled N4C Board meeting, with sufficient prior notice.
- ii. 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.
- iii. Make payments of all duly authorized bills by issuing checks on the bank account of the Council.
- iv. Present a written financial standing report at each regularly scheduled N4C Board meeting.
- v. Prepare invoices for ensuing year's dues and submit same to each member club.
- vi. Prepare a proposed expense budget for the regularly scheduled October N4C Board meeting.
- vii. Prepare a final budget for the coming year after the N4C Board has set dues and other sources of income.

D. Duties of the Appointed Officers:

a. The Newsletter Editor shall:

- i. Produce and distribute the monthly N4C newsletter, "*Foto FanFare*".

b. The Judges Chair shall:

- i. Maintain the Judges List for member club level competitions.
- ii. Distribute the Judges List to member clubs on a regular basis, but at least twice per year.
- iii. Maintain the Judges List for monthly and annual N4C interclub competitions.
- iv. Arrange judges for the monthly and annual interclub competitions

c. The Print Competition Chair shall:

- i. Make sure that a member club has signed up to host the interclub Print Competition for each month.
- ii. Be responsible for collecting the winning images from the monthly interclub competitions and preparing them for the annual competition and banquet.

d. The Competition Results Chair shall:

- i. Maintain a record of the winning images for the monthly interclub competitions, both Print and Projected Images.
 - ii. Issue the awards for the monthly and annual winning images, both Print and Projected Images.
 - iii. Provide the results of the interclub monthly and annual competitions to the Newsletter Editor.
 - e. The Projected Competition Chair shall:
 - i. Arrange for a location to host the monthly interclub competition.
 - ii. Attends the monthly competition and records the winning images.
 - f. The PSA Representative shall:
 - i. Attend the meetings of the Yerba Buena Chapter of PSA and kept N4C apprised of PSA activities and information.
 - g. The Webmaster shall:
 - i. Maintain the domains and website; N4C.org and N4C.photoclubservices.com.
 - ii. Maintain an electronic archive of N4C Board meeting minutes.
 - iii. Maintain an electronic archive of "Foto Fanfare" issues.
 - h. The Fotoclave Director shall:
 - i. Be responsible for all of the activities to hold a successful and profitable Fotoclave event.
- E. Recalling an Officer:
 - a. A proposal for the recall of any elected officer shall be made, in writing stating the reason, by at least five (5) N4C Board members.
 - b. To be adopted the proposal requires a three-fourths (3/4) affirmative roll call vote of the N4C Board members present at a N4C Board meeting.
 - c. Upon recall, an officer shall be relived of further duties and association with the Council.
- F. Filling a Vacant Office
 - a. In the event of a vacancy in the office of President the Vice President shall assume the office of President.
 - b. In the event of a vacancy in any other office of the club the President shall appoint a successor who would qualify to be elected to the office.

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 N4C Board meeting in August, appoint a nominating committee to find candidates for the elected officer positions.
- B. Election of Officers shall occur at the December N4C Board meeting.
- C. If a person nominated is not present, then the council must have in writing the consent of such person to said nomination on or before the December N4C Board meeting.
- D. At the December N4C Board meeting the President shall call for the election of officers and nominations from the floor will be accepted.
- E. Election shall be by simple plurality. Only N4C Board members (other than the presiding officer) may vote.

ARTICLE IX – VOTING

- A. Each N4C Board member, except the presiding officer who may only vote to break a tie, shall be entitled to cast one (1) vote on each matter brought before the N4C Board for a vote.
- B. Voting may be by voice or a show of hands. However, upon any motion duly made and seconded, either before or immediately after a vote, the presiding officer may order a vote by roll call, the results of which shall supersede the vote by voice or show of hands.

ARTICLE X – RECEIPT AND EXPENDITURE OF FUNDS

- A. All funds shall be turned over to the Treasurer as soon as possible after receipt.
- B. Expenditures
 - a. 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.
 - b. The treasurer may pay all bills presented provided that those bills are in the annual budget. Any unbudgeted expenditure, which exceeds the limit set by the N4C Board, must be presented to the N4C Board before payment is made. A majority affirmative vote of the N4C Board present is required for approval of said expenditure.
 - c. A written record of authority granted by vote of the N4C Board to expend its funds shall be maintained. For this purpose, a clear statement in the Minutes of any N4C Board meeting shall suffice.
 - d. The authority to enter into contractual obligations involving the use of Council funds, personnel, equipment or services, whether actual or contingent, is retained by the N4C Board. The N4C Board may designate an authorized representative to sign a contract on its behalf.
 - e. All expenditures shall be paid from a bank account of the Council. The Treasurer, President, Vice President or an N4C Board designated individual, or individuals, shall sign such checks. Another N4C Board officer must sign a check made out to one of the officers of the N4C Board.

- f. No N4C Board member shall receive any compensation, except as reimbursement for normal expenses on behalf of the Council.

ARTICLE XI - INTERCLUB COMPETITION

- A. The purpose of the Interclub Competition is to provide the member clubs a more diverse competition. The Interclub Competition shall be open to attendance by any member in good standing of a member club in good standing.
- B. The N4C Board shall set the rules for Interclub Competition and definition of the divisions and levels.
- C. Each member club shall retain the right to set the rules for participation in club level competitions.
- D. The Interclub Competition rules may be changed by a two-thirds (2/3) vote of the N4C Board members present, provided that a copy of the proposed changes have been provided to the members clubs' Presidents, clubs' representatives, and N4C Board officers at least one (1) month prior to the meeting at which the vote will occur.
- E. Rule changes may be proposed by a special committee setup under the rules of these By-Laws.
- F. Three (3) member clubs may also propose rule changes.

ARTICLE XII – AMENDMENTS

- A. Articles of Incorporation
 - a. Any proposal to amend the Articles of Incorporation shall be made in writing by not less than five (5) N4C Board members.
 - b. Any proposal for amendment of the Articles of Incorporation shall be reviewed by a special committee setup under the rules of these By-Laws. This special committee shall prepare a report on the impact of the proposed changes for the N4C Board.
 - c. At least one (1) month prior to the meeting on changes to the Articles of Incorporation a copy of the proposed changes shall be provided to the member clubs' Presidents, clubs' representatives and N4C Board officers.
 - d. For adoption, a three-fourths (3/4) affirmative vote of the N4C Board members present shall be required.
 - e. Upon adoption, the record of such amendment shall be forwarded to the Secretary of the State of California for approval.
- B. By-Laws
 - a. Any proposal for amendment of the By-Laws shall be made in writing and may be submitted by at least three (3) N4C Board members, or by a special committee setup under the rules of these By-Laws for the purpose of amending the By-Laws.
 - b. At least one (1) month prior to the meeting on changes to the By-Laws a copy of the proposed changes shall be provided to the member clubs'

Presidents, clubs' representatives and N4C Board officers.

- c. For adoption, a two-thirds (2/3) affirmative vote of the N4C Board members present shall be required.

ARTICLE XIII – DISSOLUTION

- A. Any proposal for the dissolution of the Council shall be made in writing by at least three-fourths (3/4) of the N4C Board members.
- B. To be adopted, such proposal shall require a three-fourths (3/4) affirmative vote of the N4C Board members present at a N4C Board 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.