

OAKVILLE CAMERA CLUB CONSTITUTION AND BYLAWS

Article I - NAME

The name of this organization shall be Oakville Camera Club.

Definition: In this document as well as any subsequent documents of Oakville Camera Club, the term “Club” will refer to Oakville Camera Club.

Article II - PURPOSE

The Oakville Camera Club shall be a ‘not-for-profit’ organization focusing on educational and social aspects of photography.

Article III - MEMBERSHIP

Club membership shall be open to any individual who is interested in actively advancing his or her knowledge of photographic techniques and participating in club activities, subject to the provisions of Club bylaws.

Article IV - BOARD OF DIRECTORS AND OFFICERS

1. Board of Directors:

The property and business of the Oakville Camera Club shall be governed by the Board of Directors. The Board of Directors shall comprise four-(4) officers (President, Vice-President, Secretary and Treasurer) and eight-(8) Directors. The immediate Past-President becomes an additional voting member of the Board.

Club co-founders Kieley Hickey and William Smith shall be designated as lifetime Club Members.

2. Term of Office:

Each Officer and Director shall be elected for a term of one (1) year.

Definition: In this document as well as any subsequent documents of the Oakville Camera Club, the term “Board” will refer to the Board of Directors.

Article V - BOARD COMMITTEES / APPOINTEES

1. Board Committees:

The Board may from time to time appoint committees as it deems necessary. Committees, when established, will be given clear and specific mandates and guidelines. Any such committee may formulate its own rules and procedures, subject to such regulations or directions as the Board may make. The Board may remove any committee member at any such time by resolution of the Board.

2. Appointees:

The Board may from time to time appoint a member or third party to handle specific aspects of the organization's tasks. The Board may remove any appointee at any such time by resolution of the Board.

Article VI - VACANCIES AND FILLING VACANCIES

1. Vacancies:

A position on the Board shall be considered vacant should the incumbent resign, miss three consecutive meetings of the Board or engage in conduct deemed by the Board not to be in the best interests of the Club.

2. President:

If the office of President is vacated for any reason, the Vice-President shall assume the duties of President for the remainder of the vacated term. If the Vice-President cannot assume the duties of the President should that office be vacated, a special election shall be held.

3. Officers (Not President):

Should any officer other than that of the President become vacant, the Board may appoint a member in good standing to that office for the remainder of the vacated term.

4. Directors:

Should any Director position become vacant, the Board may appoint a member in good standing to the Board for the remainder of the vacated term.

Article VII - AMENDMENTS

Amendments to this Constitution may be made at any Annual General Meeting (AGM) by a two-thirds affirmative vote of members present.

Article VIII - MEETINGS

Board meetings shall be conducted on a regular basis, not less than once every two-(2) months, at a time and place determined by the Board.

Robert's Rules of Order shall govern business.

Article IX - DISBANDMENT

In the event of the club ceasing to function, by mutual consent of the remaining active members, the President and Treasurer are empowered to dispose of Club assets and to pass the proceeds together with any funds remaining to a worthy local charity.

Article X - BYLAWS

Bylaws for the transaction of the organization's business shall be adopted, and such Bylaws may be approved, revoked or amended at the Annual General Meeting by a simple majority vote of the members present.

OAKVILLE CAMERA CLUB BY-LAWS

FINANCE

The fiscal year of the club shall be from July 1 through June 30.

ANNUAL GENERAL MEETING

1. Timing:
The Annual General Meeting of the club shall be held within 90 days of the end of the fiscal year at a time and place determined by the Board.
2. Quorum:
A quorum shall consist of 51 or more per cent of the members in good standing.
3. Proxy voting:
Proxy votes shall not be permitted.

ELECTIONS

Elections of Officers and Directors shall be held at the Annual General Meeting.

The Board shall appoint a Nominations Chairperson who will obtain agreement of the nominees that they will serve if elected. The Chairperson will present a slate of nominees at the Annual General Meeting.

Additional nominations, duly moved and seconded, shall be accepted from the floor at this time.

All nominees shall be members of the Club in good standing. If only one-(1) person stands for election to an office, that person shall be deemed to be elected by acclamation.

All elections shall be held by secret ballot by members present. Proxy votes shall not be permitted. The Nominations Chairperson shall count the ballots, and declare elected the candidate with the most votes.

Officers and Directors shall take office immediately following elections.

MEMBERSHIP

1. Eligibility:

Any individual may apply for active membership in the Club. Appropriate fees must accompany the membership application.

Fees:

The Executive Board shall set annual fees. Fees shall be payable on an annual basis by September 30 each year. Fees for new members joining the Club shall after September 30 shall be pro-rated for the balance of the year. Any members whose fees are more than thirty (30) days in arrears shall not be eligible for club privileges. A person whose membership has lapsed shall have the right to re-apply at any time.

2. Privileges:

Members shall have the following privileges:

- a. Voting on all club matters brought to the general membership by the Board;
- b. Reduced entry fees to Club-sponsored competitions and any other benefits that the club may offer;
- c. Participation in Club meetings, challenges, outings and other activities.

3. Termination:

Membership of any person may be terminated by action of the Board with the balance of the membership fee refunded on a pro-rated basis.

DUTIES OF OFFICERS AND DIRECTORS

1. President:

The President shall preside at all Club meetings and Board meetings; act as the Club spokesperson; and supervise all Club activities. He/She shall act as an ex-officio member of all committees.

2. Vice-President:

The Vice President shall assume the duties of the President in his/her absence; perform such other duties as may, from time to time, be assigned by the Board.

3. Secretary

The Secretary shall keep minutes of the proceedings; perform such other duties as may, from time to time, be assigned by the Board.

4. Treasurer:

The Treasurer shall maintain records and custody of Club funds and dues; discharge Club expenses (approval of the Board is required to spend more than \$100 on any one item) and maintain records thereof; issue a year-end financial report for approval of the membership at the Annual General Meeting; other duties as directed by the Executive Board.

5. Directors:

The Directors shall be responsible for specific functions as assigned by the Board, and report to the Board on such activities. These functions may be performed by

the Directors individually or through committees, and may include organizing competitions, critiques, outings, membership, website operations, workshops or other duties as may, from time to time, be assigned by the Board.

AFFILIATIONS

The Club shall maintain membership in the Greater Toronto Council of Camera Clubs (GTCCC), Canadian Association for Photographic Art (CAPA) and such other clubs or associations as the Board may decide.

OAKVILLE CAMERA CLUB

Appendix A

Code of Conduct

CODE OF CONDUCT

All OCC Directors, Officers and Members are expected to abide by the OCC Code of Conduct as described in Appendix A of the OCC Constitution. Further, all members of the Board (Directors and Officers) agree to sign a copy of the Code as a condition of serving on the Board.

Copies of the signed documents are to be kept by the OCC Secretary.

PURPOSE

Oakville Camera Club (OCC) operates a not-for-profit organization (Club) in accordance with the highest ethical standards and relevant Club Constitution and bylaws, and on the integrity of each of its Directors, Officers, and Members.

POLICY

No member of OCC should act in a way that will diminish or damage the credibility or integrity of the Club or any Director, Officer, Member, supplier or other business partner of OCC.

ETHICAL BEHAVIOUR

It is not possible to provide a set of rules that would respond to every situation that may arise. However, the following guidelines define the philosophy and expected conduct relevant to most situations.

CONFLICT OF INTEREST

No Member may exploit for their own personal gain any opportunities that are discovered through the use of OCC property, information or position, unless the opportunity is fully disclosed in writing to the OCC Board of Directors.

ADHERENCE TO ESTABLISHED PROCEDURES

Members, Directors and Officers will direct all proposals for meetings, events, workshops, outings or expenditures through established channels to the appropriate Committee or to the Board for approval before acting on them.

PERSONAL BEHAVIOUR

Members are expected to comply with OCC policies, Club Constitution and by-laws, and cooperate in the achievement of the Club's goals and objectives. Where Members are representing the Club, they will be courteous and convey a friendly, approachable image. Whether it is a telephone call or personal meeting, the Member is, at that time, representing the OCC organization to the person with whom they are interacting. This same courteous and respectful attitude is also expected in all dealings with fellow Club Members.

MEMBER DUTY

All Members are expected to maintain a level of personal conduct that will not reflect negatively on themselves, or on the credentials of our Club. It is the responsibility of every Member to bring to the attention of the Club, knowledge of any situation that might adversely affect the Club's reputation. All Members have a duty to report, verbally, or in writing any evidence of improper practice of which they are aware.

Members whose conduct compromises, or is perceived to compromise the integrity of Club, may face disciplinary measures and the possibility of their membership being revoked.

This code of conduct shall, in no way, relieve any Director, Officer, or Member from complying with all laws, statues, regulations, by-laws, rules or specific direction and policies of the OCC.

Name	Signature	Date