

Bylaws of The Camera Club of North Haven Inc.

Effective Date:

The effective date of these amended Bylaws is July 1st, 2021 (Amended May 23, 2023)

These replace any previous versions of the Bylaws.

ARTICLE 1 – NAME

The name of the organization shall be **The Camera Club of North Haven Inc.**, a nonprofit social club (Section 501(c)7 of the IRS code) d.b.a. **North Haven Camera Club** hereafter referred to as “NoHCC”.

ARTICLE 2 – MISSION STATEMENT

A photography club with the purpose of helping Members improve their photographic skills through juried competition, education and photography field trips.

ARTICLE 3 – MEMBERSHIP

NoHCC Members may participate in any activities or photography competitions run by NoHCC. To be an active and voting Member in good standing of NoHCC, individuals shall pay annual membership dues, which are determined by the Board of Directors (hereafter referred to as “BOD”). Any new person admitted to membership after February 1 of any year shall pay one-half of the annual dues.

The Membership Year runs September 1 through August 31. Program and competition year run from September thru June.

Regular meetings of the North Haven Camera Club will be decided by the Board of Directors and notice will be given to NoHCC Members regarding the dates and place. In event of cancellation due to weather or other unforeseen circumstances, a best effort will be made to reschedule the canceled meeting.

ARTICLE 4 – BOARD STRUCTURE: Roles, Election, Terms, Annual Fiscal Year

(I) Roles and Duties:

The Board of Directors may consist of a number of Members from the Membership the Board feels is necessary to facilitate the management of NoHCC, and shall have the authority to transact business on behalf of NoHCC.

Board Members shall maintain records of their NoHCC activities and make them available to the BOD and transfer documents at the end of their term.

The Board of Directors shall determine Assigned Subjects for each year’s competitions and hands-on workshops.

Expenditures require Board approval prior to purchases as outlined in the Handbook.

The Board of Directors shall receive no compensation for carrying out their duties, except for reasonable reimbursement for expenses incurred with these duties.

(a) President: Facilitates the operation and function of the North Haven Camera Club and its Board of Directors.

Responsible for scheduling the Board's meetings, agenda, and presiding over regular meetings of NoHCC and the Board of Directors.

Serves as liaison to NoHCC's meeting facility hosts.

Designates and assigns Committee Chairs as deemed necessary.

Facilitate mentoring of club members.

Changes the password on the NoHCC Google drive annually at the start of each membership year.

Other duties as requested by the BOD.

(b) Vice-President: Reports to the President and assists Chairpersons as needed.

Performs all duties of the President in the event of his/her temporary absence.

Other duties as requested by the BOD.

(c) Secretary: Responsible for maintaining minutes from the BOD meetings.

The Secretary shall send minutes (or a link to minutes) to Board Members within seven (7) days of the meeting.

Sends notice and agenda of meetings to Board Members at least five (5) days in advance of the meeting.

Officiates and documents elections.

Maintains club records including a list of all Board Members, Committee Chairpersons. Keeps track of Board tenures and bank signatories.

Keeps an official copy of the Bylaws and Articles of Incorporation.

(d) Treasurer: Custodian of NoHCC funds and is responsible for the collection of all monies due to the NoHCC and payments of all monies due, including membership payments.

Oversees the financial condition and affairs of the Club, maintains proper accounting records, and will report to the BOD on a regular basis with a final reporting shortly after the end of the NoHCC fiscal year. The Treasurer's report shall be made to the Club at the start of each Membership year.

Executes on behalf of NoHCC all financial agreements in accordance with policies approved by the BOD.

Responsible for any legal filings required by law or regulation.

All checks are to be signed by the Treasurer or another Board Member whose signature is on file with the bank. A record identifying this Board Member to the Board of Directors shall be kept by the Secretary.

The Treasurer is responsible for any tax filings to state or federal agencies as required.

Receives membership applications and dues from the Membership Director. For digital applications the Treasurer will send copies to the Internal Competition and Membership Directors.

Treasurer shall maintain NoHCC's tax-exempt status (annually):

- file Form 990 by the fifteenth (15th) day of the fifth (5th) month after the close of the organization's fiscal year.
- gross receipts from non-member sources have an annual limit of 35%.

(e) Director of Internal Competitions:

Oversees photo competitions to ensure all submissions are within NoHCC guidelines and competition rules.

Runs competitions through software purchased by NoHCC.

Receives membership applications from the Membership Director; enters Member information into competition list.

Maintains competition software.

Responsible for score-keeping.

(f) Membership Director: Serves as a greeter for new attendees and fosters their interest in joining NoHCC.

Provides membership application forms, collects new membership dues and remits to Treasurer.

Responsible for maintaining updated contact list of current NoHCC Members as well as that of former Members, and is responsible for membership retention.

Sends out membership letter to new Members.

(g) Programming Director:

Responsible for arranging for monthly educational presentations for NoHCC monthly meetings, conducted by guest speakers or accomplished members, with best efforts at coordination with Assigned Subjects.

(h) Publicity Director:

Responsible for submitting newsworthy items and PSA's to local print and digital publications in order to promote NoHCC activities to the public.

Responsible for maintaining NoHCC's social media pages.

Arranges for signage for special events.

Ensures use of non-proprietary content/images for publicity and marketing.

(i) Field Trip Director:

Responsible for organizing and promoting events for Members, and notifying the BOD of such events. The number and types of events shall be at the discretion of the Field Trip Director based on input and suggestions from Members.

If a field trip requires a contract or financial obligation from NoHCC, BOD approval is required.

Responsible for collecting any money and arranging payment for Field Trips.

On each field trip, the Field Trip Director shall keep a copy of all Field Trip attendees and their emergency contact(s).

Responsible for acquiring signed Guest Policies and Field Trip Waivers for club field trips and events. Waivers must be signed by guests prior to a guest's attending NoHCC field trips.

(j) Immediate Past President – *non-voting position*

Facilitates transition of incoming President for up to one year.

Provides contact information to the incoming President for the facility host and information on their policies and procedures.

Attends meetings of the BOD and assists in an advisory capacity.

(II) Elections and Terms of Board Directors:

- (i)** There shall be an Annual Meeting in May for election of Board Directors as terms expire; meeting may be conducted by mail, email, in person, or virtual. Notice of the Annual Meeting and election will be sent to Members in good standing by the Secretary with at least fifteen (15) days' notice.

A Nominating Committee shall canvass the Membership in April for qualified Members interested in available Board or Chair positions, and shall contain not more than one Member of the BOD. The Nominating Committee shall submit a slate of nominees for the available positions (as listed in Article 4 Section I) to the BOD by the end of April. This slate shall be sent to the Membership by the Secretary for voting at the Annual Meeting. Members may submit names to the Nominating Committee or BOD for consideration. The nominee for the open position of President should have served on the Board in the year prior to election as President.

- (ii)** Board Directors (other than Immediate Past President) shall be elected to open positions by NoHCC Members at the annual meeting. A simple majority vote of the Membership present at the Annual Meeting is required for acceptance of the vote for Board Directors. If a candidate runs unopposed for a position, they shall be elected by acclamation.

- (iii)** Board Directors serve two-year terms which align with the fiscal year, effective starting July after their election and ending in June of the second year in office. Board terms shall be staggered such that approximately half the Directors end their terms any given year. A transition meeting with new Directors shall be held after the end of the fiscal year.

- (iv)** Board members may not simultaneously occupy more than one seat on the Board (a.k.a. dual office-holding). Dual office-holding may not occur unless there are extraordinary circumstances such as lack of applicants for Board positions, and may only occur if there is no conflict of interest between the positions. In the event it becomes necessary for one person to hold two Board positions, they shall control only one vote.

- (v)** A Board Director may resign at any time by giving written notice to the BOD, and resignation shall take effect at the date of receipt or at the time specified in the notice.

- (vi) Should a BOD position become vacant or a Director unable to perform their duties, a special election may be called by the President or most senior Board Director, with notice to the NoHCC Members being sent by the Secretary as to the date and time of the special election. Positions filled via special election will be for the remainder of the original elected term. Special Elections should be held regardless of the number of people interested in a vacant position.
- (vii) Any Member of the Board of Directors may be removed for cause. Should a Board Director be not fulfilling their duties, the Board shall confer with the Director to attempt to remedy deficiencies and provide written notice of such issues. If sufficient improvement is not made by the Director within thirty (30) calendar days of notice or if mediation efforts fail, the Director may be removed by a simple majority vote of the BOD at any meeting of the Board.

(III) Annual Fiscal Year

The annual fiscal year of the NoHCC is July 1 through June 30.

ARTICLE 5 – BOARD MEETING GUIDELINES:

- (I) Meetings:** The BOD shall meet at least quarterly during the NoHCC membership year and may meet additionally as necessary to discuss and implement NoHCC business, activities and processes. A meeting may be called for by the President or Vice President with 5 (five) days notice being sent by the Secretary specifying the date, time, place, and agenda. Special meetings may also be called by a Board Director. Open Board meetings may be attended by any Member in good standing of NoHCC. On occasions when sensitive matters arise, the Board may go into Executive Session.
- (II) Quorum:** A simple majority of Board Members is needed to have an official Board meeting; no business shall be considered by the Board at any meeting at which quorum is not present.
- (III) Votes:** All Board Members have an equal vote. In the event of a tie, the President shall have the deciding vote. All Board Members shall have equal rights and privileges.

ARTICLE 6 – STANDING COMMITTEES and CHAIRPERSONS:

- (I) Chairpersons:** Standing Committee Chairpersons are appointed as needed by the President and approved by the BOD, and are expected to plan and execute activities of their defined committee role in accordance with NoHCC rules and policies as set forth by the BOD. Chairpersons are responsible to the Board and thus are expected to report to the BOD as requested, and inform the President or an assigned Director of any issue regarding their committee in a timely manner. Chairpersons do not have a vote at Board Meetings unless he/she is also serving as a Member of the BOD as listed in Article 4 Section (I).

(II) Standing Committees: Standing Committees are formed by the Board to facilitate non-essential operations and programs for the benefit of NoHCC and its Members. The Board may add, eliminate or replace committees as NoHCC's needs warrant. Standing Committee Chairpersons may recruit committee members from the NoHCC Membership as needed to assist them.

Standing Committees may have a maximum of 5 members (an exception may be granted by the BOD). In the case of a Committee vote ending in a tie, the Committee Chair shall have the deciding vote.

See NoHCC Handbook for details on Committees.

ARTICLE 7 – BYLAW AMENDMENTS:

Bylaw amendments, revisions, or alterations may be adopted by a simple majority vote of the BOD then in office provided that no changes shall be made to the bylaws which would cause NoHCC to cease to qualify as an exempt non-profit under Section 501(c)7 of the IRS code or change the voting rights of directors. Amendments that affect voting rights of Directors requires ratification by two-thirds (2/3) vote of quorum at a Board meeting. All amendments must be consistent with the Articles of Incorporation.

After approval from the Board of Directors, amended, revised, or otherwise altered Bylaws shall be voted on by the NoHCC Membership as defined in Article 3. Notice of an election to accept the Bylaws shall be sent by the Secretary to the NoHCC Membership with no less than fifteen (15) days' notice of the vote, stating the amendments proposed and the time/date of the meeting to vote on the changes. A two-thirds (2/3) vote to accept the amended, revised, or altered Bylaws by a quorum of one-third (1/3) of the NoHCC Membership is required at a meeting designated for such purpose, a regularly scheduled meeting, or by an electronic vote.

ARTICLE 8 – DISSOLUTION:

Upon dissolution of North Haven Camera Club, guidelines put forth by appropriate CT laws and regulations at the time of dissolution shall be followed. No part of the assets shall be distributed to the Members of NoHCC. Unless otherwise specified by law, the North Haven Camera Club will donate equipment and other assets on hand at the time of dissolution to external photographic organizations at the discretion of the existing Board of Directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of North Haven Camera Club were approved by the North Haven Camera Club Board of Directors on March 31st, 2021, and constitute a complete copy of the Bylaws of North Haven Camera Club.

Simmie Reagor, Secretary

Date