

Stamford Photography Club By-Laws

Approved Wednesday, May 16, 2018

ARTICLE ONE. NAME & PURPOSE

A) Name:

The name of the organization shall be “Stamford Photography Club (SPC or the Club).” It was formerly known as “The Photography Club of Lower Fairfield County.”

B) Statement of Purpose:

SPC exists as a non-profit organization for the good of the community and all photographers, to foster photography as an art, a hobby, or a vocation, by instruction, education and by sharing of knowledge and experience. A major element of the meetings is the showing and critiquing of members’ work. Often guest speakers give presentations of their work or discuss various aspects of photography.

The Club charges dues for membership. Expenses, such as meeting room rental, speaker’s fees, etc., are met entirely from dues. Members of the Executive Committee and all Operating Committees serve voluntarily and without compensation.

ARTICLE TWO. MEMBERSHIP

Any person over the age of sixteen interested in furthering the above-stated objectives of the Club shall be admitted to membership upon payment of dues. Members have the right to attend meetings, vote for members of the Executive Committee and all other Club matters as provided in Article Six, submit photographs into Club competitions, and participate in all activities of SPC. Members are expected to support all aspects of Club activities and volunteer at meetings and for service on Operating Committees.

A child (under age sixteen) must be accompanied at any Club activity by a parent or designated guardian over the age of eighteen. Drop-offs are not permitted.

There shall be no limitation on the number of members.

ARTICLE THREE. DUES, PROGRAM YEAR, FISCAL YEAR

A) Dues:

The annual membership dues shall be determined by the financial needs of SPC. Prior to the beginning of the fiscal year the Executive Committee shall propose the dues structure for the upcoming Program Year that will be presented to the membership and voted upon

at the Annual Business Meeting.

A member's dues must be paid, in order for the member to enter monthly competitions.

B) Program Year:

The Program Year begins with the initial meeting on the first Wednesday in September and concludes with the Annual Awards event in June.

C) Fiscal Year:

The Fiscal Year shall be July 1 through June 30.

ARTICLE FOUR. COMMITTEES AND POSITIONS

A) Committees: There shall be an Executive Committee, a Nominating Committee and such other Operating Committees as shall be determined from time to time by the Executive Committee.

B) Executive Committee: The Executive Committee shall consist of five voting members and the Treasurer who shall be a non-voting ex officio member. The Treasurer may however be a voting member of the Executive Committee if elected as one of the five Executive Committee members. The Executive Committee members shall be elected at the Annual Business Meeting and shall serve for one year commencing on July 1 following the meeting.

No member of the Executive Committee shall serve more than four years; provided, Executive Committee Members may serve an additional two years (a total of six years) while serving as President.

To encourage turnover of the members of the Executive Committee, each year, the membership must elect to the Executive Committee at least one member who is not then a member of the Executive Committee.

The Fall, Winter and Spring meetings of the Executive Committee shall be publicized and open to all members. Decisions shall be communicated to the membership.

Executive Committee Members shall:

- Elect the Vice-President, Secretary and Treasurer.
- Coordinate the formation of Operating Committees and the recruitment of committee members and make such information available to members on the SPC website.
- Manage Club affairs including monitoring the activities of the Operating Committees and assisting those committees as appropriate.
- Obtain a suitable meeting place and ensure that applicable rules governing usage are observed.

- Oversee custody of Club property, including projectors, scoring machines, computers, and other equipment, and ensure proper maintenance of Club property.
- Supervise and approve the content of the Club website.
- Maintain the rules and guidelines for competitions which shall be posted on the Club website.
- Serve as the club's primary historical record keeper, and as such, maintain all permanent records of the club including By-Laws, minutes of meetings and correspondence.
- Approve or amend the Club budget as submitted by the Treasurer.
- Designate the competition class of each member as either Class A or Salon.
- Review and recommend changes to the By-Laws.
- All other matters it deems necessary to run the Club.

B) Nominating Committee

The Nominating Committee shall consist of the three most recent Presidents of the club. If there are not three such members, the Executive Committee shall fill any vacancy with any other Club member. The Nominating Committee shall be responsible for proposing members to be elected to the Executive Committee and one of those to be elected as President of the Club.

C) Officers:

President:

The President shall:

- Preside over regular meetings, Executive Committee Meetings and the Annual Business meeting.
- Serve as chief overseer and administrator of the Club's affairs.
- Sign all papers and contracts, and do all such things as are necessary to conduct Club business.
- Serve as a "clearing house" for all emails sent to the membership along with the appropriate committee chair responsible.
- Have co-signing rights on the Club's banking account(s).

Vice President:

The Vice President shall perform the duties of the President when the President is unavailable or the Office of the President is vacant.

Secretary:

The Secretary shall:

- Handle correspondence for the Executive Committee.
- Prepare and submit drafts minutes of all Executive Committee meetings and the Annual Business Meeting.
- Send out calls for special meetings of the Club.
- Count votes, including votes by proxy, at the Annual Business Meeting.

Treasurer:

Because of the benefits of continuity in the Treasurer position, the Treasurer may serve for up to five years.

The Treasurer shall:

- Have signatory rights on Club banking account(s).
- Collect all membership dues.
- Maintain a roster of all paid members and makes the Club roster available via PDF to members upon request.
- Maintain an email list that includes members as well as others interested in Club activities.
- Maintain the banking relationship.
- Pay Club expenses included in the approved budget or, if not in the budget, then as approved by the President.
- Maintain detailed Check Registers and Cash Receipts Journals.
- Balance and reconcile the Club's bank account(s) monthly.
- Submit a Treasurer's Report at all Executive Committee meetings and at the Annual Business Meeting. The Treasurer's Report shall include a Statement of Operations, Balance Sheet, Summary of Operating Metrics and Bank Reconciliation.
- With the assistance of the President, prepare and present an annual draft budget to the Executive Committee at the first Executive Committee meeting of the year. Approval of the budget shall constitute approval to make payments for budgeted items as the payments come due. The Treasurer shall prepare and present updated budgets at subsequent Executive Committee meetings if there are significant changes to the earlier approved budget.
- Maintain a list of all Club property.

D) Operating Committees

Operating Committees shall be described in a section of the Club website. The Executive Committee shall define the committees and their functions.

ARTICLE FIVE. REGULAR AND EXECUTIVE COMMITTEE MEETINGS

A) Regular Meetings

Regular meetings of the Club usually shall be held on the first and third Wednesdays of each month (except for the summer months or when these dates conflict with holidays) as determined by availability of a meeting place and at the discretion of the Executive Committee.

The order of business at the meetings shall be determined by the President, but generally shall be as follows:

- Introduction of guests and new members.
- Brief comments relating to Club business.
- Announcement of member shows, exhibits or other upcoming activities.

- Introduction of the topic of the meeting (introduction of guest speaker, competition judges, etc.).
- Adjournment

B) Executive Committee Meetings

The meetings of the Executive Committee shall be held at the call of the President or by agreement of three or more members of the Executive Committee. A quorum shall consist of four members; the Committee may transact business by telephone, e-mail, or mail as required.

The Executive Committee shall convene in person at least three times each year to discuss Club affairs, usually in the fall, winter, and spring.

The fall meeting agenda shall include:

1. A report from each of the Operating Committees
2. A budget for the coming year.

The winter meeting agenda shall include:

1. Discussion of the next year's Operating Committee chairs and the Executive Committee members (?).
2. Other organizational issues, including review of the structure and function of the Operating Committees and possible revisions to these By-Laws.
3. The balloting process for the next year's "assigned subjects."

The spring meeting agenda shall include:

1. Preparation for the Annual Business meeting
2. Proposed Executive Comm. members to be submitted by Nominating Committee
3. Proposed By-Law changes
4. Treasurer's Financial report
5. Proposed Club dues schedule for the following year
6. Proposed Operating Committee chairs; any unfilled committee heads will be recruited before the Annual Business Meeting or, as a last resort, at the Annual Business Meeting itself.
7. Proposed Club members to be promoted from the Class A to the Salon competition category
8. These agenda items are in addition to those relating to the other Executive Committee responsibilities described in Article Four.

All decision of the Executive Committee shall require the approval of at least three of the Executive Committee members.

The Fall, Winter and Spring Executive Committee meetings are open to all paid members, and interested Members are encouraged to attend. At certain times the Executive Committee may ask to go into "executive session" to discuss sensitive matters such as nominations for the next year's Executive Committee and promotions to the Salon classification. At these times non-Executive Committee members will be excused

from the room.

ARTICLE SIX. ANNUAL MEETING, ELECTION OF OFFICERS

A) Annual Business Meeting

The Annual Business Meeting shall be held during the non-competition meeting in May. At least fifteen (15) days in advance of the Annual Business Meeting, the President shall circulate to the membership via e-mail:

- A notice containing a proposed slate of nominees for the Executive Committee and President.
- The selected chairs for each Operating Committees.
- The proposed dues for the following program year.
- Notice of any proposed changes to the By-Laws.

The order of business of meetings shall be determined by the President, but generally shall be as follows:

- Recap of the Year, including reports by the Operating Committees.
- Financial Report by the Treasurer.
- Approval of any changes in the By-Laws.
- Election of Executive Committee members.
- Approval of dues for the following year.
- New or outstanding business.
- Adjournment.

B) Elections

1) Elections of the Executive Committee members shall take place at the Annual Business Meeting. The Nominating Committee shall nominate members to serve on the Executive Committee and a member of the Executive Committee to be elected as President of the Club. Following the introduction of the Nominating Committee slate, alternative slates shall be invited from the floor. If additional slates are put forward, voting for the slates shall be by written ballot with the slate receiving the most votes being elected.

C) Voting/Voting by Proxy

Voting on all matters other than Elections shall be determined by a majority of those voting in person or by proxy. Any member in good standing who cannot attend a meeting at which votes are to be cast may give written instructions (e-mail permitted) to another Club member, the "Proxy," who will then cast votes on behalf of the other member as instructed. Prior to any vote, all documentation relating to proxy votes shall be presented to the Secretary. When proxies are used, the voting for Executive Committee members shall be done by ballot. The member granting the proxy rights may also grant voting rights to be at the discretion of the Proxy.

D) Vacancies

If the President or any other Executive Committee member shall resign or otherwise leave the Club during his or her term, there shall be a special election to replace such position with at least fifteen (15) days' notice to the membership by e-mail and announcement at the next Club meeting. The Nominating Committee shall propose a member in good standing to serve in such position. The procedures governing elections at the Annual Business Meeting shall govern any Special Election. The newly elected member shall serve the remainder of the vacant term. The partial term shall not count as a "term" for purposes of the "consecutive terms" rule in Article Four.

ARTICLE SEVEN. AMENDMENTS TO AND POSTING OF BY-LAWS

The adoption of amendments to these By-Laws shall be a majority vote of the members present at a meeting or voting by proxy. Notice of any proposed changes in the By-Laws, along with the text of such proposed changes, shall be published via e-mail at least fifteen (15) days prior to the meeting.

The By-Laws shall be posted on the website.