



## **Bylaws of the Fort Worth Camera Club**

### **Fort Worth, Texas USA**

#### **ARTICLE I**

##### Name and Purpose

###### Section 1

The name of this organization is Fort Worth Camera Club. The purpose of the Club is to promote interest in photography and encourage development of photography skills.

###### Section 2

The Club is a not-for-profit organization. No part of its net earnings shall inure to the benefit of any private individual.

#### **ARTICLE II**

##### Parliamentary Authority

These by-laws govern the conduct of the Club. "Robert's Rules of Order" (current edition) will govern parliamentary procedures and decision making by officers and the Board of Directors.

#### **ARTICLE III**

##### Members

###### Section 1

The Club has three classes of members: Regular, Lifetime and Honorary.

Regular members pay annual dues, may hold office, participate in club governance, enter competition and enjoy all privileges of membership as determined by the Board of Directors.

Lifetime members are honored for maintaining a verified total of 30 or more years of membership. They may hold office, vote, enter competition and enjoy all privileges of membership as determined by the Board of Directors. The Board of Directors may waive annual dues for Lifetime members.

Honorary members may be elected by the Board of Directors for their service to the Club and/or to photography. They pay no annual dues, may not hold office, may not vote and may not enter competition.

Section 2

Application for Regular Membership will be made by submitting a membership application form (available on the Club website and at meetings) and by paying annual dues in full. Regular membership is subject to approval by the Board of Directors.

Section 3

The Board of Directors may suspend or terminate an individual's membership. The Board will provide by either telephone, email or USPS, reason(s) for suspension or termination, and the time, date and location of a board meeting to discuss suspension or termination, at least five (5) days prior to that meeting. The individual may respond or attend the meeting to discuss and/or appeal the board's decision.

**ARTICLE IV**

**Dues**

Section 1

The Club's annual fiscal, membership and operating year will begin January 1 and terminate December 31.

Section 2

Annual dues will be paid by individuals at a rate to be set by the Board of Directors. Dues will be used to fund Club operations and programs as determined by the Board of Directors. Dues may be submitted with a membership form (available on the website and at meetings).

Section 3

Annual membership dues will be payable in full in January or upon joining, and will be valid for the Club's fiscal year, which terminates December 31.

Those who pay annual membership dues in full are eligible for competition, inclusion in the member directory, holding office, voting and for any other member benefits approved by the Board of Directors.

After January 31, eligibility for member benefits will begin on the date that annual dues are paid in full and remain valid for the Club's fiscal year, which terminates December 31.

Section 4

Those who join the Club on or after July 1 will pay one-half annual fiscal year dues for membership valid through fiscal year termination on December 31. These members will be eligible for competition and voting and any other member benefits approved by the Board of Directors.

Section 5

Club presidents may have membership dues waived for one year following a completed term of office.

**ARTICLE V**

**Meetings**

Section 1

Regular meetings of the Club will be held twice monthly at a time and place designated by the Board of Directors.

## Section 2

Special business meetings of the Club may be called at any time by the President or by six (6) members of the Board of Directors.

## Section 3

Meetings of the Board of Directors will be called quarterly by the President. Additional meetings of the Board may be called by the President or by any three (3) members of the Board of Directors. Meetings, discussion and decision making may be in person or by email, online platforms and telephone.

## Section 4

The Annual Business Meeting of the Club for the purpose of electing officers and directors will be the second meeting in October.

## **Article VI Quorum**

### Section 1

One-fourth (1/4) of voting-eligible members will constitute a quorum for the transaction of business. A majority of those present will rule, except as provided in Article XII on Amendments.

### Section 2

Five (5) members of the Board of Directors will constitute a quorum at a Board meeting. A majority of Board members present will rule, except as provided in Article XII on Amendments.

## **ARTICLE VII**

### **Election and Procedure**

#### Section 1

Election of Officers and Directors will be at the second meeting in October. Club members who have paid calendar year dues in full are eligible to vote.

#### Section 2

The President will appoint a Nominating Committee of three (3) Regular members not later than the first meeting in September. The Nominating Committee will select one or more eligible nominees for each office and three (3) or more nominees for directors. The report of the Nominating Committee will be made to membership at the second meeting in September. Additional nominations may be made from the floor at the second meeting in September or at the time of the election.

#### Section 3

When there is more than one candidate for office, the election will be by written ballot. The written ballot vote will take place at the second meeting in October. The President will appoint three (3) voting-eligible members as tellers. A teller will not be a candidate for any office. The tellers will prepare written ballots and distribute these to voting-eligible members present, collect ballots and register the vote.

#### Section 4

If voting-eligible members fail to elect officers and directors at the Annual Business Meeting, the Board of Directors will remain in office until successors have been duly elected in a special election.

**ARTICLE VIII**  
**Officers and Directors**

Section 1

The officers will be: President, Vice President, Secretary and Treasurer. Officers will be elected for a period of one (1) year. No person will be eligible for the same office for more than two (2) consecutive terms of one (1) year each.

Section 2

Six (6) directors will be elected for a period of two (2) years each. Three (3) directors will be replaced each year. Two (2) years must have elapsed from the retirement of a director before that member is again eligible for the office of director.

Section. 3

A newly elected board and directors will meet with calendar year officers prior to December 1 as a transitional meeting. The newly elected board and directors will take office January 1.

**ARTICLE IX**  
**The Board of Directors**

Section 1

The Board of Directors will consist of eleven (11) members: four (4) officers, six (6) directors and the immediate past president. The immediate past president will serve for one (1) year following the final year in office.

Section 2

The Board of Directors will be the governing body of the Club. It will have complete management and control of the Club's property and funds, and will have final control over committees and the affairs and conduct of the Club.

Section 3

Vacancies in an elective office will be filled by appointment by the Board of Directors for the remaining portion of the vacated term.

**ARTICLE X**  
**Duties of Officers**

Section 1

The President will preside at all meetings of the Club and the Board of Directors. The President will appoint all committee leaders subject to the ratification of the Board of Directors. The President will be an ex-officio member of all committees except the Nominating Committee. The President will supervise the disbursement of funds as directed by the Board of Directors.

Section 2

The Vice President will perform the duties of the President in the President's absence, act in an advisory capacity and perform other duties as assigned by the President.

### Section 3

The Secretary will prepare and maintain records of proceedings of all meetings of the Club and of the Board of Directors, conduct the Club's correspondence and perform other duties as assigned by the President and the Board of Directors.

### Section 4

The Treasurer will have charge of all Club monies, including collected dues, disbursements and credit/debit cards, and will maintain records of all transactions, receipts and expenditures.

The Treasurer will deposit collected dues and other monies to the credit of the Fort Worth Camera Club at a financial institution(s) selected by the Board of Directors.

The Treasurer will verify or assign and record a member number when dues are collected.

The Treasurer will manage disbursements paid by check or other methods with approval by and/or signature of the President.

The Treasurer will present a written financial report at each quarterly meeting of the Board of Directors and provide a written financial report to the membership after the termination of the Club year. The Treasurer's year-end written report will be available on the Club website for a specified duration in the Members Only, password protected area.

An Assistant to the Treasurer may be appointed by the President to help with Treasurer's duties.

## **ARTICLE XI**

### **Committees**

#### Section 1

Standing committees will be: Communications, Competition, Historian, Membership, Outings, Programs and Workshops.

#### Section 2

The President may establish additional committees or committee assistance deemed necessary, subject to the approval of the Board of Directors.

## **ARTICLE XII**

### **Amendments and Procedures**

#### Section 1

Any proposed amendment to these Bylaws will first be placed before the Board of Directors in writing and approved by seven (7) members of the Board before it may be submitted to the voting-eligible membership.

#### Section 2

Any amendment passed by the Board of Directors will be submitted in writing to voting-eligible members and will be placed on the Club's Members Only, password protected website for review at least two (2) weeks prior to the date set for the Club's action on the amendment or amendments.

Section 3

An affirmative vote of two-thirds (2/3) of the ballots cast is required for the adoption of an amendment by voting-eligible membership, provided that the number of ballots cast constitutes a quorum as set out in Article VI of these Bylaws.

**ARTICLE XIII**

**Liability Disclaimer**

Neither the Club nor any of its members will assume liability for individual personal safety, damage to or safety of photographic or electronic equipment, vehicles and travel, participation or any other activity sponsored by or associated with the Club or any of its members.

*(Approved by Club membership according to Article XII, August 24, 2020; effective going forward.)*