

# Bylaws of the Newton Camera Club, Inc.

## Article I

### Name and Purpose

**Section 1. Name:** The name shall be Newton Camera Club, Inc. (hereafter referred to as NCC or the Club). NCC is a not-for-profit organization incorporated in the state of Massachusetts. The Club's membership year will run from July 1 to June 30 while its fiscal year will conform to the calendar year.

**Section 2. Purpose:** To promote enjoyment and proficiency in all aspects of photography through education, fellowship, the exchange of knowledge and experience, and a broad appreciation of the visual world; to provide a venue for meeting to accomplish said promotion; to collect and disperse funds on a non-profit basis as required to accomplish said promotion.

## Article II

### Membership

#### Section 1. Membership

- i. The membership is composed of individuals who meet the following conditions:
  1. Apply for membership according to the membership process in place at the time of application;
  2. Pay annual dues as determined by NCC of each membership year; and,
  3. Maintain respectful and legal conduct at NCC activities or as otherwise determined by the Executive Board.
- ii. There shall be only one class of membership with regard to the rights and privileges of membership. From time-to-time NCC may define multiple membership dues categories as it deems appropriate except no dues category may be defined to unfairly advantage or disadvantage any individual or group.
- iii. Any member in good standing may attend all meetings, enter all competitions, participate in Club sponsored shows, have priority access to special activities, and vote on issues presented to the membership. The Club may, from time-to-time, provide additional membership-only benefits.
- iv. Membership may be revoked only for cause as determined by the officers and directors. Generally, repeated abusive, disrespectful or disruptive behavior at meetings will be cause for revocation, or mistreatment of club volunteers or members in any forum.

## **Section 2. Dues**

- i. The Club membership year is July 1 through June 30. Dues are due and payable July 1. Immediate prior-year members with unpaid dues on October 1 will be considered as continuation members who, while technically not in good standing until their full-year dues are paid, will be permitted to exercise selected membership rights and privileges for a period of time, as allowed at the discretion the Club.
- ii. Dues may be discounted for renewing members.
- iii. Dues are set each membership year based on the recommendation of the treasurer and approval of the Executive Board, and may be individualized for each category of membership then being offered. Example categories of membership are:
  1. Individual: Any person between the ages of 18 and 64 inclusive.
  2. Domicile: Two or more persons living in the same household.
  3. Student/Youth: A person under the age of 18 demonstrating a serious interest in photography or a full time student with valid student ID.
  4. Senior: Person who reaches age 65 on or before July 1 of the membership year.
  5. Special: As determined by the Executive Board.
- iv. Each year, at the discretion of the Club and based on the recommendation of the treasurer, the dues structure may be modified for members joining between January 1 and June 30. For example, dues for new members joining in the last 3 months of the membership year may be considered payment in full for the next membership year.
- v. Membership is not transferable.

## **Article III Officers and Elections**

### **Section 1. Officers**

- i. **The Officers**, whose duties are described below, are responsible for the day-to-day management of the Club) subject to these bylaws and any policies approved by the Executive Board and Membership.
  - a. President: Preside at Executive Board meetings. Appoint chairpersons of any committees. Serve ex-officio on each committee. Act as Club spokesperson and generally keep in touch with all club activities. Work with Treasurer to develop budget for the coming year.

- b. Vice President: Assume the duties of the President in his/her absence. Assist the President, as requested, to carry out the President's responsibilities. Act on the Executive Board. Act as the chief elections official.
- c. Treasurer: Maintain all financial records of the Club and keep custody thereof. Maintain a list of all Club assets. Maintain Club active membership list, and archive the membership list. Collect all payments and pay all bills. File all requisite reports and tax documents with State and Federal agencies. Annually, report to the Executive Board on the financial state of the Club. Prepare a top-level budget for the Executive Board to demonstrate that the Club is operating in a fiscally responsible manner. Act on the Executive Board.
- d. Clerk: Keep and publish records of the minutes of all Executive Board meetings. Ensure members are notified of any special meetings. Responsible for correspondence of official club business. Act on the Executive Board.

## ii. **Qualifications of Officers**

- a. President: Must have been an active member for the three previous years or demonstrate similar photographic experience and experience presiding over a not-for-profit club.
- b. Vice President: Must have been an active member for the two previous years or demonstrate similar experience in a not-for-profit photography club.
- c. Treasurer: Must have demonstrable financial management experience.
- d. Clerk: Preferably has been an active member for the two previous years.

## iii. **Terms of Officers**

- a. All officers have a term of one year, corresponding to the Club membership year.
- b. There are no term limits for any officer.

## **Section 2. Selection of Officers**

### i. **Nomination**

- a. All Officers are volunteer positions filled by self-nomination. Self-nominations will be accepted until May 1st of the current program year, to serve for the next program year. Additional self-nominations will be accepted for unspoken for positions after May 1st until the position is filled.
- b. If more than one individual self-nominates for a position, an election by the members will be held to resolve the matter.
- c. The current Executive Board may reject a self-nomination if it believes the individual is not suited for the position. The rejected individual may call for their nomination to be put to a vote of the membership by May 7th. Ballots will be distributed electronically to all active members with a due date of May 14th. If a nomination is placed before the membership, both the Board and the individual may place an explanation of their position, not to exceed 100 words, on the ballot.

## ii. **Election**

- a. All uncontested positions will be considered elected by acclamation once approved by the Executive Board. Any contested position will be placed before the members in an election to be held during the month of May. Candidates for contested positions must submit a statement to be included on the ballot.
- b. Ballots will be distributed electronically to all active members, generally during the first week of May but no later than May 15th, with a due date one week hence.
- c. Elections will be decided by a simple majority of the ballots cast.
- d. The loser(s) of any election may self-nominate for any other yet-unfilled position or for a position on the Executive Board.

## iii. **Vacancies**

- a. Vacancies in the Club offices shall be filled by Presidential (or Vice Presidential in the case of a Presidential vacancy) appointment. The appointee will serve on an interim basis until the next election.
- b. In the case of vacancy in the office of President it will be standard procedure for the Vice President to assume this office unless that person chooses not to.

- iv. **Removal of Officers:** Officers may be removed for malfeasance or other violation of their duties by a majority vote of the statutory members of the Executive Board. The statutory members of the Executive Board may encourage the President to resign if they have lost confidence in the President's ability to lead the Club for the remainder of their term.

## **Article IV**

### **Executive Board**

#### **Section 1. Executive Board**

- i. **Function:** The Executive Board is available to advise the President on all matters.
- ii. **Composition:** The Executive Board comprises an Elected Board and a Volunteer Board. The Elected Board comprises the Officers and the immediate Past President, if willing to serve. The Volunteer Board comprises a variable number of volunteer club members. Volunteer Board members participate at the pleasure of the Elected Board.
- iii. **Term of Office:** The terms of members of the Volunteer Board are co-incident with the terms of the Elected Board.
- iv. **Chairperson:** The President is the Chair of the Board, ex officio.

- v. **Board Meetings:** The Executive Board shall meet as needed, by request of the President. The Executive Board, being an advisory body, will operate on a consensus basis. The President may consult with a subset of the Board if they feel that subset can best provide advice on a particular subject.

## **Article V Committees**

### **Section 1. Committees:**

- i. Committees to help conduct Club business may be established or dissolved by the President.
- ii. Committee members must be members in good standing.
- iii. Committee chairpersons shall be prepared to report to the Executive Board on the Committee's work as requested by the President.

## **Article VI Meetings and Activities**

### **Section 1. Meetings:**

- i. **Meeting Schedule:** The Club generally meets on the second and fourth Mondays of the month, from September to May, except in December. This schedule may be modified on an ad hoc basis to accommodate special circumstances. Permanent changes to this schedule may be made without amending these by-laws.
- ii. **Attendance:** Club meetings will be open to the public in keeping with our not-for-profit goal of promoting the enjoyment of and proficiency in all aspects of photography. Nevertheless, it is the Club's *expectation* that regular meeting attendees will join the club. On occasion, the Club may sponsor and/or run joint meetings with other camera clubs. Operational aspects of these joint meetings are negotiated among the co-sponsoring clubs.
- iii. **Meeting fees:** It is a Club goal to avoid meeting fees. However, the Club reserves the right to charge an attendance fee for any meetings if deemed necessary to maintain the Club financially, wherein the attendance fee may be different for members and non-members. There may be special activities organized and hosted by the club, as described in Section 2. Below, that carry separate fees.
- iv. **Meeting Types:** The Club aims to have a variety of meeting types during the program year. Examples of possible meeting types include:
  - a. Speakers – Club speakers are usually professional photographers, highly experienced non-professional photographers, or employees of photography related businesses. The speakers are selected to inspire, inform, and educate the membership about some aspect of photography,

including hardware and software developments; speakers may not use this opportunity merely as a sales opportunity. Speakers are paid an honorarium, to be negotiated prior to booking.

- b. Competitions – The Club runs several competitions during the program year, typically using digital images although print competitions are possible. Rules for the competition are announced with each call for images. Outside judges are generally but not mandatorily hired to evaluate, score, and critique the submitted images. Judges are paid an honorarium, to be negotiated prior to booking. See also Section 2.ii.a.
- c. Technology demonstrations – Technology demonstrations are hands-on presentations intended to enlighten members on what new hardware or software is available.
- d. Member digital mini-shows – Several times each year the Club provides an opportunity for any member to provide a brief “mini-show” of their recent or ongoing photography. Mini-shows are limited in time (say 5 minutes) and/or the number of images presented to allow many members to participate.
- e. Member digital shows – Occasionally, selected members are invited to present a photography show of a body of their work in a longer and more organized form than mini-shows. Selection of these members is at the discretion of the Officers, based on a knowledge of the member’s work.

## **Section 2. Activities:**

i. **Activities Schedule:** The Club may, from time to time, sponsor an activity that is not well suited to its regular meeting format. Generally, activities will be limited to Club members, either exclusively or on a priority basis.

### **ii. Activity types**

Historically, Club activities have included:

- a. Digital & Print Competitions – Competitions comprise evaluation of member submissions by an impartial judge, preferably an individual not associated with the Club. The images are usually solicited in one or more categories and are judged on artistic and technical merit, and compliance with the category. Competitions are limited to active members.
- b. Physical Shows/Exhibits – The Club generally mounts 2 or 3 physical print shows in or near Newton. All members shall have equal opportunity to present at least one image in these shows; the Club, at its discretion, may curate the shows, with the proviso that no member will show more than one image unless every submitting member has at least one image selected. Images for oversubscribed shows will be determined by random lot. Physical shows/exhibits are limited to active members.
- c. Field Trips – from time to time the club may sponsor/co-sponsor field trips. Field trips are outings led/organized by one or more club members. Club sponsorship comprises only providing publicity, administrative and/or organizational support, and incidental *de minimus* costs. Club field trips must be open to all members equally. If the field trip has costs (such as venue entrance fees, transportation, meals, etc.), these costs must be paid by the participants on a pro-rata basis. Participation in size-limited trips will be determined by lot if oversubscribed, except for the

organizers/leaders of the trip. Club sponsored Field trips may be opened to members of other camera clubs after a period exclusivity if deemed in the best interest of Club members.

- d. Workshops – from time to time the club may sponsor workshops. Workshops are generally instructional activities focused on some particular aspect of photography; workshops are led by one or more individuals with expertise in the subject. Often the leader is not a club member. Club sponsorship comprises only providing publicity, administrative/organizational support, and incidental *de minimus* costs. Club workshops must be open to all members equally. If the workshop has costs (such as attendance fees), these costs must be paid by the participants individually, although the club may facilitate collecting and consolidating these fees. Participation in size-limited trips will be determined by lot if oversubscribed; if not oversubscribed, participation may be opened to other local non-profit camera clubs.

## **Article VII**

### **Non-profit Status, Liability and Dissolution**

**Section 1. Non-Profit Status:** NCC is a nonprofit corporation, and no funds or assets of NCC shall inure to the benefit of, or be distributable to the Directors, Officers or other private persons, except that NCC may pay reasonable, market-rate compensation to members for goods or services rendered as part of their normal businesses and in furtherance of NCC's purposes.

**Section 2. Liability:** The Club may maintain appropriate liability and property insurance for the Club and its Executive Board.

#### **Section 3. Dissolution**

- i. Dissolution of NCC, whether voluntary or involuntary, shall be conducted in accordance with regulations pertaining to corporations with the nonprofit status of NCC at the time of dissolution. The Officers of the corporation shall act as administrators of dissolution.
- ii. Voluntary dissolution will require approval of the Executive Board and one-half of the then members voting.
- iii. The Club will be voluntarily dissolved by default if a full slate of Officers cannot be identified within a reasonable period after the expiration of then current Officers' terms of office.
- iv. As permitted by regulations, Club liquid assets will be distributed by the return of the current year dues to the active members, to the extent allowed by the available funds. Any remaining funds and any non-liquid assets will be distributed in a manner consistent with the club's stated purpose above, which may include other not-for-profit photography clubs or organizations.

**Article VIII**  
**Bylaw Changes**

**Section 1. Bylaw Changes:** Bylaw changes require acceptance by a majority of members voting. At least two weeks in advance of the vote, the clerk will notify the entire membership of the proposed changes in writing and post proposed changes on the NCC website. Notification shall contain the proposed changes. The vote on bylaw changes may be carried out in-person, by postal mail, or by digital means, as deemed appropriate by the Officers.