

# **Cascade Camera Club Bylaws**

## **Article 1: Organization**

### **Section 1: Name**

This organization shall be known as the Cascade Camera Club (the “Club”).

### **Section 2: Organization**

The Club will be incorporated as a Non-Profit Corporation in the State of Oregon.

### **Section 3: Mission**

The Club shall be organized and operated exclusively for social, charitable, and educational purposes that (1) promote interest in photography, (2) promote knowledge of photography, and (3) improve photographic skills of members.

## **Article 2: Membership**

### **Section 1: Membership**

Membership shall be granted to anyone at least 18 years of age who applies for membership status, pays annual dues, and supports the Club’s mission.

### **Section 2: Membership Classes**

There shall be three classes of memberships as follows:

- a) Individual – one member
- b) Couple – two members who reside at the same address
- c) Student – one member who at the time the dues are paid is enrolled as a full-time (12 or more credit hours) student in an educational program that leads to a diploma, degree, certificate, or other recognized educational credential. (Revised by Board April 2011)

Memberships are neither transferable nor assignable.

### **Section 3: Dues**

Annual dues for each class of membership shall be specified by the Board. Dues changes shall take effect at the start of the next calendar year after Board approval.

Annual dues are payable at or before the first meeting of each year. For new members, dues are payable upon joining the club. The Board may establish a formula for pro-rating dues for members joining mid-year.

Only members whose dues payments are current may participate in activities designated by the

board as “members only”.

#### **Section 4: Voting Rights**

Each member is entitled to one vote on any proposal put to the general membership.

#### **Section 5: Termination**

Memberships will be automatically terminated when dues payments are two months late.

A membership may be terminated if the Board determines that a member’s conduct is detrimental to the Club. The member shall be given 15 days written notice of the action and reasons for the action. If the member appeals in writing during the 15 day period then the Board shall review the response and vote again to either confirm or rescind the action. The Board’s decision shall be final.

### **Article 3: Meetings**

#### **Section 1: Monthly Meetings**

Meetings may be held one or more times per month and may include both Club members and the public in activities and presentations that serve the mission of the Club.

#### **Section 2: Annual Meeting**

The Annual Meeting of the general membership for the purposes of electing Officers and transacting other Club business shall occur at the regularly scheduled December meeting.

#### **Section 3: Notification**

Notice of all meetings (Monthly and Annual) of the general membership shall be included in the Club's newsletter circulated prior to the date of the meeting.

#### **Section 5: Quorum and Voting**

Members present at an Annual or Monthly meeting constitute a quorum. A majority vote is required to take action on any proposal put to the general membership by the Board, unless otherwise specified in these Bylaws.

### **Article 4: Officers**

#### **Section 1: Offices**

The offices of this organization shall be a President, Vice President, Secretary and Treasurer (the “Officers”).

## **Section 2: Duties**

- a. The **President** shall be the principal executive officer of the Club and shall supervise the business and affairs of the Club subject to the approval of the Board. The President shall preside at all meetings of the Board, and shall provide guidance and assistance to the other Officers.
- b. The **Vice President** will assume the duties of the President in the event that the President is unable to fulfill the office. The Vice President will be responsible for executing special projects at the direction of the President and the Board.
- c. The **Secretary** shall record the proceedings of all meetings of the Board and the general membership and shall be responsible for giving notice to all meetings. The Secretary shall prepare and maintain all documents required of the Club under State and Federal law.
- d. The **Treasurer** shall be responsible for all the funds owned by the Club. The Treasurer shall keep full and accurate accounts of all receipts and disbursements in accordance with established accounting procedures.

## **Section 3: Election**

The Officers shall be elected by majority vote of members attending the Annual Meeting. The election procedure shall be approved by the Board and shall ensure that each member in attendance has an equal vote. The Board shall present a proposed slate of officers for the election and notice of the slate shall be given to members at least 30 days prior to Annual Meeting. Members may nominate themselves or any other current Club members. Election results shall be reported in the Club's newsletter.

Failure of the Board to follow the foregoing notice requirement shall not invalidate the election of any officer who was elected by a majority vote of the members at the Annual Meeting.  
(Revised by Board Sep 2011)

## **Section 4: Term**

All Officers shall serve for a term of one (1) year starting January 1<sup>st</sup> after the Annual Meeting. Officers are limited to two (2) consecutive terms in a particular office.

## **Section 5: Removal**

An Officer may be removed by a two thirds (2/3) vote of the Board or by a two thirds (2/3) vote of the general membership at a Monthly Meeting. Reasons for removal include resignation, consistently missing Board meetings, and conduct deemed detrimental to the club. A proposal to remove an Officer may be made by any Board member or by written petition containing signatures from at least 25% of current Club members.



## **Section 6: Vacancy**

In the case of a vacancy for any reason, the Board shall appoint a member to fill the vacancy for the unexpired term. The Board shall hold a confirmatory election at a regular meeting no more than one month following the appointment. At that election, in addition to the appointee, members shall have an opportunity to nominate others to fill the remaining term.

## **Article 5: Committees**

### **Section 1: Committees**

There shall exist committees to facilitate the operations of the Club and assist the Officers in the performance of their duties. Standing committees shall include the following:

- a) Program Committee
- b) Membership and Publicity Committee
- c) Other committees as designated by the Board

Ad hoc committees may also be established and dissolved by the Board as required to address short-term issues.

### **Section 2: Chairpersons**

Each standing and ad hoc committee shall have either a single chairperson or two co-chairpersons (the "Chairpersons") appointed by the President and approved by the Board. Chairpersons are responsible for selecting committee members, developing policies and procedures related to their committee's purpose, and keeping the Board informed about committee activities, issues, and plans.

Chairpersons shall operate and perform their duties subject to the approval of the Board and can be removed by majority vote of the Board. The slate of chairpersons shall also be presented to the membership in mid-November when the slate of officers is presented, and then be affirmed by vote of the membership at the December annual meeting.

## **Article 6: Board of Directors**

### **Section 1: Composition and Responsibilities**

The Board of Directors (the "Board") shall be the governing body of the Club and shall consist of the Officers and Chairpersons. The Board shall have the responsibility to establish policies and objectives on behalf of the membership.

**Section 2: Meetings** The Board shall meet at least six (6) times per year at a time and place designated by the President. Notice of each meeting shall be delivered in person or by mail or by email no less than five (5) days in advance. Minutes will be made available to members upon request.



### **Section 3: Quorum**

Five (5) members of the Board shall constitute a quorum for the transaction of business at any Board meeting. A majority vote of the Board at a meeting where a quorum is present shall be considered an act of the Board.

## **Article 7: Contracts & Bank Accounts**

### **Section 1: Contracts**

The Board may authorize any Officer to negotiate any contract or execute any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances. Such authority is mandatory before entering into any contract or executing any instrument in the excess of one hundred dollars (\$100).

### **Section 2: Checks**

All checks, drafts, or orders for payment of money issued in the name of the Club shall be signed by one of the Club's Officers.

## **Article 8: Amendments**

These Bylaws may be amended or repealed subject to the laws of the State of Oregon by a two thirds (2/3) majority vote of the Board. Any amendment or repeal may be proposed either by the President, by three (3) or more members of the Board, or by written petition signed by 25% of current Club members. Proposals must be addressed at a Board meeting within 90 days.

## **Article 9: Dissolution**

In the event of the dissolution of the Club, all assets remaining after payment of all just debts, costs and expenses shall be distributed to a similar organization that has qualified under section 501 of the Internal Revenue Code. None of the assets shall be distributed to any member of the Club.

(By-laws last revised September, 2012)