

BYLAWS

Pasadena Photochromers Camera Club

Article 1

Name

- 1.1 Name. The name of this organization is the **Pasadena Photochromers Camera Club** (hereinafter referred to as the 'Club').
- 1.2 Affiliations. The Club will maintain affiliation with the Photographic Society of America (PSA) and the Southern California Council of Camera Clubs (S4C).

Article II

Purpose and Objectives

- 2.1 Purpose. The specific purpose of the Club is to promote the enjoyment of photography by its members by providing a forum for education and the presentation of photography of its members for discussion and review, for excursions and outings giving members the opportunity to engage in photography, and such other activities that are lawful for Clubs with a similar purpose.
- 2.2 Organization. The Club operates exclusively as a social club for the pleasure and recreation of its members within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States Internal Revenue law.
- 2.3 Objective. The Club will not engage in the business of making its social and recreational facilities available to the general public. Further, the Club shall not make any solicitation of the general public to utilize Club facilities.

Article III

Membership

- 3.1 Membership eligibilty. Any person interested in photography is eligible to join the Club and become a member upon payment of annual dues and satisfaction of any other terms provided for by these Bylaws.
- 3.2 Dues. The amount and manner of any dues obligation shall be determined by the Board of Directors. A member who is current on the dues obligation shall be considered to be a member in good standing.
- 3.3 Voting. Any member in good standing shall be entitled to vote on matters submitted to the members for action or approval. Proxy voting of members shall not be permitted, and

members shall not be entitled to cumulate their vote.

- 3.4 Membership meetings. General meetings shall be scheduled on a monthly or bimonthly basis, to be determined by the Board of Directors, and published in a manner available to all members. The location and times of these general meetings is to be established by the Board of Directors.
- 3.5 Membership Business meetings. There shall be an Annual Membership Meeting each year, which shall take place within the first quarter of any year on a date scheduled by the Board of Directors.
 - 3.5.1 Notice of Business meetings. Notice of the Annual Business meeting shall be sent to the members at least 30 days before the date of the meeting. Notice may be sent by any means normally used to notify members of meetings and events, including electronic means, the Club's website, and any other channels deemed productive by the Board of Directors.
 - 3.5.2 Quorum. A quorum to conduct business at a membership business meeting shall be ten (10) members in good standing.
 - 3.5.3 Reports. At the Annual Business meeting, the following reports shall be presented to the members for approval or acceptance: Treasurer's Report, Audit Committee's Report, the Budget for the coming fiscal year, and the proposed Calendar of events for the coming fiscal year.
 - 3.5.4 Election of Officers. At the annual Business meeting, a slate of candidates prepared by the Nominating Committee (and any candidates nominated from the floor) will be presented to the members for their approval. Candidates so elected will take office immediately.
 - 3.5.5 Additional Business meetings. When necessary, the Board of Directors may schedule Special Business meetings to conduct business requiring the approval of the general membership.
 - 3.5.6 Parliamentary Authority. Robert's Rules of Order (as revised) shall constitute the parliamentary authority for all Business meetings of this Club. A member familiar with Robert's Rules shall be appointed to act as Parliamentarian at each Business meeting.
- 3.6 Rights of Members. The rights and conditions of members' participation in Club activities shall be determined by the Board of Directors.
- 3.7 Liability of Members. No member of the Club shall be personally liable for any indebtedness or liability and any creditors or other claimants may only have recourse to the Club's assets.

- 3.8 Termination of membership. Membership shall be terminated by failure to pay annual dues within the time and in the manner determined by the Board of Directors, or upon the member's death or resignation. In addition, a member may be expelled by a majority vote of the Board of Directors upon a finding that such expulsion would be in the best interests of the Club.

Article IV Board of Directors

- 4.1 Composition of the Board of Directors. The Board of Directors shall be composed of the Officers and Activity Chairs.
- 4.1.1 Officers. The Officers of the Club shall be: President, Vice President, and a Membership Outreach/Treasurer. The Chairman of the Board shall be the Immediate Past President.
- 4.1.2 Activity Chairs. The following Activity Chairs shall comprise the remainder of the Board of Directors: Communications, Outings and Field Trips, Social, Programs, Web/IT, Interclub Competitions, S4C Delegate.
- 4.1.3 Duties. The specific duties of each of the Officers and Activity Chairs shall be determined by the Board of Directors and published in a Procedure and Policy document.
- 4.2 Authority of the Board of Directors. Subject to the limitations of applicable law, the business and affairs of the Club shall be exercised by the Board of Directors. Without limiting those general powers, the Board may exercise the following specific powers:
- 4.2.1 To fill any vacancies among the Officers of the Club.
- 4.2.2 To conduct, manage and control the affairs of the Club, and to make such rules and regulations consistent with these Bylaws.
- 4.2.3 To set the location and time of the general membership meetings.
- 4.2.4 To set the amount of the annual membership dues.
- 4.2.5 To set the fiscal year for the Club.
- 4.2.6 To approve the contract for a regular meeting space for the general membership meetings. All other financial matters not included in a Budget approved by the membership, involving the borrowing of money or incurring indebtedness in the name of the Club or disposing of Club assets, shall require approval of a majority of the membership present at a Business meeting, called for that purpose, if

presented outside the Annual Business meeting.

- 4.3 Meetings of the Board of Directors. The Board shall determine the frequency and place of its meetings, provided that:
- 4.3.1 The Board shall meet at least quarterly.
 - 4.3.2 Notice of meetings of the Board shall be sent ten (10) days in advance unless all Board members agree to shorter notice.
 - 4.3.3 Notice of meetings of the Board shall be provided by electronic means, telephone, or any other method reasonably calculated to provide notice to all Board members.
 - 4.3.4 Meetings of the Board of Directors may be held remotely, on the Internet, by telephone conference, or video conference.
 - 4.3.5 A majority of members of the Board of Directors shall be necessary to conduct business. For purposes of determining a quorum, any unfilled Board seat shall not be taken into account.
 - 4.3.6 Each member of the Board shall be entitled to one (1) vote. Voting by proxy shall not be permitted.
- 4.4 Election of Officers and Activity Chairs. Officers and Activity Chairs shall be elected at the Annual Membership meeting and shall serve until the next Annual Membership meeting.
- 4.4.1 A Nominating Committee may be appointed by the Board of Directors for the purpose of finding qualified candidates to serve as members of the Board of Directors and Officers. A slate of candidates nominated by the Board of Directors, or by the Nominating Committee if such a Committee has been created by the Board, shall be presented to the membership at least thirty (30) days in advance of the Annual Business meeting.
 - 4.4.2 No member of the Board of Directors shall serve in the same capacity for more than six (6) consecutive one-year terms.
 - 4.4.3 The Board of Directors may replace any Officer or Activity Chair if that position becomes vacant due to resignation or failure to remain a member in good standing.
 - 4.4.4 If the Board determines that an Officer or Activity Chair is incapacitated due to extended illness, or is not actively assisting the Club for more than four (4) months, the Board may replace that Officer or Activity Chair.

- 4.2.5 Any Officer or Activity Chair filling a position as a replacement pursuant to 4.2.4 shall serve until the next Annual Membership meeting.
- 4.5 Liability of Officers and Activity Chairs. No Officer or Activity Chair shall be personally liable for any indebtedness or other liability of the Club, and any creditors or other claimants may only have recourse to the Club's assets.
- 4.6 Budget. The Board of Directors will prepare a budget for the next fiscal year, to be presented at the Annual Business meeting.
- 4.7 Audit. The President shall select a committee of three (3) members in good standing (not on the Board of Directors) to audit the Treasurer's records annually. The audit is to be conducted in time for a report during the Annual Business meeting.

Article V Dissolution

5. Dissolution. Upon dissolution of the Club, the Board of Directors shall, after making provision for payment of all liabilities of the Club, dispose of all its assets exclusively for the purpose(s) of the Club, or to such other organization or organizations exempt under Section 501(c)(7) of the Internal Revenue Code of 1986 as it may be amended from time to time, as the Board of Directors shall determine.

Article VI Amendments to the Bylaws

- 6.1 Amendments. Amendments to the bylaws may be proposed by the Board of Directors or by petition of no less than five (5) members in good standing. Amendments proposed by membership petition must be received by the Board of Directors at least sixty (60) days prior to a scheduled Annual or Special business meeting.
- 6.2 Vote. Bylaws may be amended by a two-thirds vote of the membership at any Annual or Special Business meeting, provided that the members have been advised of any proposed amendments at least thirty (30) days prior to such meeting.
- 6.3 Effective date. All amendments to Bylaws shall become effective immediately upon passage, unless otherwise specified.

Article VII Transition Rules and First Board of Directors

- 7.1 Adoption of these Bylaws: These By-laws shall be adopted in accordance with procedures established by the preceding By-Laws for amendment of those By-laws, which provide that those by-laws could be amended by a two-thirds vote of the members

present at any regular meeting, provided that the amendment has been submitted in writing at the previous meeting with the endorsement of a majority of the Board of Directors or by five members.

- 7.2 First Board of Directors: In lieu of the procedures for electing Officers and Activity Chairs of the Board specified in paragraph 4.4 of these By-laws, a vote of the members approving these By-laws shall also elect the following Officers and Activity Chairs, all of whom shall serve until the next Annual Meeting:

President – Ken Hornbrook; Vice President – Bob Bush; Membership Outreach/Treasurer – John Houseman; Communications – Alice Way; Outings and Field Trips – Jerry Forrest; Social – Jolana Pineda; Programs – Bill Wight; Web/IT – Ted Schultz, Interclub Competitions – Nancy Speaker; S4C Delegate – Paul Speaker