

TWIN CITY CAMERA CLUB, INC.

BY-LAWS

02-28-2022

ARTICLE I - NAME AND ORGANIZATION

The name of this Club shall be TWIN CITY CAMERA CLUB, INC., and it shall be organized as a non-profit Corporation, in accordance with the requirements of the State of Michigan.

ARTICLE II - PURPOSES

The purposes of this Club shall be;

- I. To promote an interest in amateur and professional photography.
2. To promote a broader understanding of photography as a means of communication.
3. To further the exchange of knowledge and techniques of photography.
4. To conduct photographic competitions and educational meetings.
5. To support, associate, cooperate, and join with, other similar clubs, societies, etc., in promoting photography as a hobby or profession.
6. To do any and all things that are lawful and appropriate in the advancement of these purposes.
7. Maintain the building and assets of the Club.

ARTICLE III – MEMBERSHIP

Section 1. CATEGORIES OF MEMBERS

The membership of this Club shall consist of the following categories

- i. Regular member
- ii. Life Members

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Section 4. LIFE MEMBERS

Life membership is any member that has been a member for 25 years will no longer be required to pay annual membership dues.

Section 5. PRIVILEGES

a. All categories of members shall be entitled to and enjoy the privileges of the Club, except where certain privileges, rights or benefits may be restricted by action of the Board of Directors.

b. Only members of the Club may vote or hold office or chair Committees.

Section 6. MEMBERSHIP APPLICATION

Membership application procedures shall be as follows:

a. Applications for membership shall be submitted to the Board of Directors in such form as determined by the Board of Directors and accompanied by payment for the current year's dues.

b. The Board of Directors shall act promptly and approve or deny each application for membership.

Section 7. SUSPENSION FOR NON-PAYMENT OF DUES

Any member whose dues are thirty (30) days past due shall automatically be suspended and all privileges of membership shall be terminated. Any member suspended for non-payment of dues may be reinstated as of the date the dues were payable, at any time prior to the close of that membership year upon payment of the full current years dues.

Section 8. TERMINATION OF MEMBERSHIP

a. Membership in the Club may be terminated for cause. Sufficient cause for such termination of membership shall be a violation of these By-Laws or any agreement, rule or practice adopted by the Club.

ARTICLE IV - MEMBERSHIP DUES

Section 1. MEMBERSHIP DUES

Each member of the Club shall pay membership dues in September of each year. The amount of the dues will be determined by the Board of Directors, subject to approval of the Club membership.

Section 2. CHANGES IN MEMBERSHIP DUES

- a. A proposal to establish or change the Club's schedule of membership dues shall be submitted to Board of Directors by a special committee or by a request signed by five or more members in good standing.
- b. The Club Board of Directors shall authorize the Secretary to submit the proposed schedule or changes to the entire membership in writing or by publication in at least one (1) issue of the Club's official newsletter not more than thirty (30) days prior to the meeting at which the changes are to be voted upon.
- c. An affirmative vote of sixty-six and two-thirds percent ($66 \frac{2}{3}$) of the members voting by written absentee ballot and the members attending the meeting designated per Sub-paragraph (b) above shall be required to establish a schedule of dues and to adopt any changes in an existing schedule of dues.

ARTICLE V - FISCAL PROCEDURES

Section I. FISCAL AND MEMBERSHIP YEAR

- a. The fiscal or accounting year of the Club for financial reporting, and for preparation and filing of all tax returns and any similar or related forms, notices, letters, notifications, etc., as may be required on behalf of the Club by any governmental agency or political subdivision thereof, shall begin on January 1 of each year and close on the next following December 31.
- b. The membership year of the Club shall begin on September 1 of each year and close on the next following August 31.

Section 2. FUNDS AND SECURITIES

The Treasurer shall manage the funds and securities of the Club within policies established by the Board of Directors.

Section 3. CONTRACTS, AGREEMENTS, LETTERS OF INTENT, ETC.

- a. All contracts, releases, agreements, letters of intent or commitments made in the name of, or on behalf of the Club, except as provided in subparagraph (b) of this Article V, Section 3, shall be submitted to the Board of Directors for appropriate review and signature by the person or persons duly authorized by the Board of Directors.

budget for the specific expenditures, without prior written approval of the Board of Directors.

Section 4. COMPENSATION OF OFFICERS, DIRECTORS, COMMITTEE MEMBERS AND MEMBERS

- a. No officer, or director, shall receive compensation in any form whatsoever for services as a member of the Club's official governing body.
- b. Any officer, director, committee member, or member may, with approval of the Board of Directors, receive compensation for services rendered to the Club, or to any duly established committee, provided such services are required in connection with a specific assignment on behalf of the club or on behalf of a particular committee and are not directly related to the duties of the Club's official governing body.
- c. Any officer, director, committee member or member shall be reimbursed for out-of-pocket expenses, mileage, and similar expenses which may be incurred as a result of a specific assignment previously approved by the Board of Directors or authorized committee.

Section 5. USE OF CLUB FUNDS AND PROPERTY

- a. The Club shall use its funds and property only to accomplish the objectives and purposes specified in these By-Laws, and no part of the Club funds or property shall inure or be distributed to the members of the club.
- b. Individual gifts, contributions, or donations made from Club funds or property shall not exceed \$1,000.00 during any Fiscal and Accounting Year of the Club without prior approval of the Board of Directors and the Club Membership. During the annual business meeting the amount and to whom the donations were made will be reported.
- c. The Club Board of Directors shall authorize the Secretary to submit a schedule of the proposed gifts, contributions or donations in excess of \$ 1,000.00 to the entire membership in writing or by publication in at least one (I) issue of the Clubs official newsletter not more than thirty (30) days prior to the meeting at which the proposed gifts, contributions or donations are to be voted upon.
- d. An affirmative vote of the sixty-six and two-thirds per cent (66 2/3%) of the members voting by absentee ballot and the members attending the meeting, designated per Section 5(c) of this Article V, shall be required for the approval of any individual gifts, contributions or donations in excess of \$ 1,000.00.

Section 6. TAX RETURNS, REPORTS, ETC.

The Treasurer shall be responsible for the preparation and filing of all tax returns, information returns and any similar or related forms, notices, letters, notifications, etc., as may be required on behalf of the Club by any government agency or political subdivision thereof. All such tax returns, etc., shall be submitted to the Board of Directors for appropriate review and signature by duly authorized person or persons.

Section 7. FINANCIAL AND PERFORMANCE BONDS

Any officer or member who has custody of or the responsibility for the financial or other valuable property of the Club, as provided by these By-Laws or as assigned by the Board of Directors, shall, if required by the Board of Directors, provide a financial or performance bond in favor of the Club for the amount and period of time as determined by the Board of Directors. The cost of any such bond required pursuant to this Article V, Section 7, shall be paid by the Club.

ARTICLE VI - OFFICERS & DIRECTORS

Section I. CLUB OFFICERS AND DIRECTORS.

The officers of the Club shall be a President, First Vice President, Second Vice President, Secretary, Treasurer, Immediate Past President and Directors.

Section 2. NOMINATIONS

- a. The President shall appoint a Nominating Committee.
- b. The Chairperson of the Nominating Committee shall ask for nominations from the floor at the regular club meetings in September of each year and shall present a slate of candidates to the Club at the first meeting in October of each year.
- c. The Chairperson of the Nominating Committee shall determine that each nominee for the particular Club office will accept the nomination after outlining the duties and responsibilities of the office for which the nomination is made.

Section 3. ELECTION AND TERM OF OFFICE

- a. Election of Club Officers and Directors shall be held at the second regular Club meeting in October of every other year.
- b. All Club Officers and Directors shall hold office for two years beginning January 1st.
- c. All nominees for Club Officers and Directors may be elected by the vote of a simple majority of the members attending the meeting at which the election of officers is held.
- d. If there is more than one nominee for an office, the nominee receiving the highest number of votes shall be elected.

Section 4. VACANCIES

Vacancies occurring in any of the Club offices shall be filled by the Club Board of Directors.

Section 5. REMOVAL FROM OFFICE

- a. Any officer or director may be removed from office by a two-thirds vote of the entire Club membership.
- b. Notice of a meeting at which such action is to be taken shall be made in at least one (1) issue of the Club's official newsletter not more than thirty (30) days prior to the meeting and shall indicate intent to consider such removal from office.

Section 6. DUTIES OF OFFICERS & DIRECTORS

1. President

2. The President shall be the Chief Executive Officer of the Club and shall exercise general supervision and direction of the affairs of the Club subject to control of the Club Board of Directors. .

2. The President shall preside at all Club meetings and at all meetings of the Board of Directors and be

responsible for requiring the Club Board to meet regularly and function properly.

3. The President shall be an ex-officio member of all standing and special committees.

4. The President shall enforce these By-Laws.

5. The President shall appoint a Committee Chairpersons and direct such Committee activities as assigned by these By-Laws and by the Board of Directors.

6. The President shall appoint members as required to represent the Club at the meetings of any Council, society, similar club or organization which the Club is associated for the Purposes as outlined in Article II of these By-Laws.

7. The President shall appoint the Chairperson and direct the activities of the Advancement of Photography, Nominating, and Visitation Committees, and such other special committees as may be assigned by the Board of Directors.

b. First Vice President

1. The First Vice President shall act in the absence or disability of the President and shall perform such other duties as assigned by the President or the Board of Directors.

2. The First Vice President shall be responsible for directing the activities of the Program and Education Committee and the Membership and Hospitality Committee.

c. Second Vice President

1. The Second Vice President shall act in the absence or disability of the First Vice President and President and shall be responsible for directing perform such other duties as assigned by the President of the Board of Directors.

2. The Second Vice President shall be responsible for directing the activities of the Color Slide Competition, Print Competition and Exhibition Committees.

3. The Second Vice President shall be responsible for planning, arranging the rules, regulations, terms and conditions for periodic competitions between Club members, subject to the approval of the Board of Directors.

4. The Second Vice President shall be responsible for planning and arranging inter-club competitions, appropriate for further Club Purposes, as outlined in Article II of these By-Laws.

5. The Second Vice President shall be responsible for planning and arranging an annual competition, Color Slides and Prints receiving award and honor credits during the periodic Club competitions held during the preceding Club year.

e. Secretary

1. The Secretary shall be responsible for conducting the general correspondence relating to the business, other than financial, of the Club, and shall perform such other duties as assigned by these By-Laws and by the President or the Board of Directors.

2. The Secretary shall maintain complete minutes of all meetings of the Club and of the Board of Directors.

3. The Secretary shall maintain a complete roster of all members.

4. The Secretary shall be responsible for distribution of the Club's By-Laws, Rules and Regulations, Competition Rules and Procedures, and other pertinent information, including any changes in the foregoing, as may be necessary to keep all members fully informed.

5. The Secretary may appoint a member or members, as required or as deemed necessary, to assist in the performance of the official duties and responsibilities of the office.

6. The Secretary shall be responsible for issuing written meeting notices to all members as appropriate or as required by these By-Laws

7. The Secretary shall turn over all Club records, correspondence, etc., to the successor, effective January 1, or when the successor is elected and qualified.

F. Treasurer

The Treasurer shall have charge of all moneys, bank accounts and financial instruments of the Club and shall perform all the usual duties required by these By-Laws or as designated by the President or the Board of Directors.

2. The Treasurer shall maintain, in the name of the Club, bank accounts as required for the conduct of official Club business, or the business of any duly authorized committee, in banks or bank designated by the Board of Directors. All funds collected shall be deposited in such accounts and all disbursements shall be made from such accounts and charged to the proper fund.

3. The Treasurer shall make disbursements only as approved by the Board of Directors, or as approved by a simple majority of any committee duly authorized by the Board of Directors to conduct business in the name of the Club, or as otherwise required by these By-Laws. All disbursements shall be supported by vouchers approved by a member of any Committee duly authorized by the board of Directors to conduct business in the name of the Club, other than the Treasurer.

4. The Treasurer shall maintain a complete record of all receipts, disbursements and Club Property and shall submit an annual report, in writing, to the Board of Directors. Interim reports shall be submitted at regular meetings of the Board of Directors or Committees as required. Such annual and interim reports shall, on request, be made available to any member in good standing, subject to approval of the Board of Directors.

5. The Treasurer shall present, orally, an annual financial report to the membership at the annual Business Meeting of the Club.

6. The Treasurer shall invest and manage the funds and securities of the Club within policies established by the Board of Directors.

7. The Treasurer shall turn over all moneys, records, files and any other Club or Committee property to the successor, effective January 1 of each year, or when the successor is elected and qualified.

8. The Treasurer shall provide a financial or performance bond in favor of the Club, if required by the Board of Directors pursuant to Article V, Section 7, of these By-Laws.

9. The Treasurer shall prepare a budget to be submitted to the Board of Directors for approval at the regular January meeting of each new fiscal year.

g. Immediate Past President

I. The Immediate Past President shall perform such duties as assigned by these By-Laws or as may be assigned by the President or the Board of Directors.

Committees.

h. Directors

I. The Directors shall perform such duties as assigned by these By-Laws or as may be assigned by the President or Board of Directors.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. GOVERNING BOARD

a. The Club Board of Directors shall be the governing board of the Club and shall establish policy and procedures and administer all affairs and activities of the Club.

b. The Club Board of Directors shall consist of two (2) directors and all elected officers: President, First Vice President, Second Vice President, Secretary, Treasurer, and Immediate Past President.

Section 2. BOARD MEETINGS

a. Four (4) members of the Club Board shall constitute a quorum for the transaction of all business which may properly be presented to the Board for action.

b. A simple majority of those present at any Club Board Meeting, with a quorum for the transaction of business, is necessary to carry a vote.

c. The President shall serve as Chairperson of the Club Board of Directors. In the President's absence, the First Vice President shall act as Chairperson. If both are absent, the Second Vice President shall preside.

d. The Club Board of Directors shall determine the frequency of its meetings as required for the proper conduct and administration of Club business and affairs.

ARTICLE VIII – COMMITTEES

Section I. STANDING COMMITTEES

The Chairperson of each Standing Committee shall be appointed annually as directed in these By Laws. Each committee shall consist of one or more members who shall serve until the following January 1, or until successors are appointed.

The President shall be an ex-officio member of all Standing Committees.

Standing Committees shall be:

a. Advancement of Photography Committee

The Advancement of Photography Committee shall be responsible for recommending to the Club Board of Directors a program for contributions, support, and assistance to organizations, clubs, societies, and educational institutions in the promotion of photography.

b. Building Committee

The Building and Equipment Committee shall be responsible for all Club buildings, real estate, equipment and property of any type; including maintenance, custody, and use of all such property and equipment; remodeling and redecorating as may be deemed necessary, and the arranging of the proper insurance coverage for protection of the Club in the event of loss or damage for any reason.

c. Electronic and Print Competition Committee:

The Competition Committee shall be responsible for conducting the periodic electronic and print competitions at regular club meetings in coordination with Competition Chairperson and the Second Vice President.

d. Program and Educational Committee

The Program and Educational Committee shall be responsible for planning and arranging all Educational and instructional activities and programs for Club members as deemed necessary to further Club Purposes as outlined in Article II of these By-Laws.

e. Exhibition Committee

The Exhibition Committee in coordination with the Electronic and Print Competition Chairpersons, shall be responsible for planning and arranging all public exhibitions of electronic And prints, programs, and similar affairs, as may be determined necessary for the Club Purposes Outlined in Article II of these By-Laws.

f. Membership and Hospitality Committee

The Membership and Hospitality Committee shall be responsible for promoting new members; for the review and outline of Club purposes and objectives to potential members; for assisting in the preparation of membership applications for submission to the Board of Directors; and for the greeting and introduction, as appropriate, of all new members and guests at any regular or special Club meeting or function.

g. Nominating Committee

The Nominating Committee shall consist of three (3) members. This committee shall be responsible for nominating candidates for Club offices as outlined in Article VI, Section 3, of these By-Laws.

i. Public Relations Committee

The Public Relations Committee shall be responsible for all Club Publicity.

j. Refreshment Committee

The Refreshments Committee shall be responsible for all catering, refreshment and similar requirements, as deemed necessary or appropriate for all regular or special club meetings.

k. Visitation Committee

The visitation committee shall be responsible for notifying Club Officers and Members of the illness, etc., of any Member and for arranging the proper acknowledgment suitable and appropriate to the particular situation.

Section 2. OTHER COMMITTEES

Other Committees may be appointed by the President or Board of Directors to accomplish the general purposes, or special projects of the Club. Each such committee shall serve until January 1 following appointment unless it is dissolved prior to that time.

Section 3. COMMITTEE MEETINGS

Committee meetings shall be held upon notification by the Chairperson of each Committee and shall designate the time and place of the meetings.

Section 4. REMOVAL FROM COMMITTEES

The Club Board of Directors shall have the power and authority to remove any committee chairperson or member for cause.

ARTICLE IX – MEETINGS

Section 1. REGULAR MEETINGS

a. Regular meetings of the Club membership shall be held twice monthly, except for the months of July and August, at the time and place designated by the Club President or Board of Directors. Any member can hold a meeting/training session in the building anytime there is not a conflict with another prior scheduled event .

b. The second meeting in February of each fiscal year shall be designated as the Club's Annual Business Meeting.

c. The date of any regular meeting of the Club may be changed by the President or Board of Directors.

Section 2. SPECIAL MEETINGS

The Club President or two members of the Board of Directors may call a special meeting of the Board. A majority vote of the Board of Directors may call a special meeting of the Club.

Section 3. MEETING NOTICES

a. Notice of each regular Club meeting or changes in dates thereof shall be published by electronic communications

members shall be notified of each special meeting of the Club by electronic communication or verbal notice.

Section 4. VOTING

- a. Unless otherwise provided by these By-Laws, voting shall be based on a simple majority of the votes cast.
- b. Only members in good standing as provided herein, are eligible to vote.
- c. Secret balloting may be used at the discretion of the Club President.
- d. Unless otherwise specified in any Article or Section of these By-Laws, a vote by the membership, as required by these By-Laws or as required by the Board of Directors, may be requested at the appropriate time by the presiding officer at any regular meeting of the Club.

ARTICLE X - LIMITATION OF LIABILITIES

Nothing in these By-Laws shall constitute members of the Club as partners for any purpose. No member, officer, director, committee member, agent or employee of this Club shall be liable for the acts or failure to act on the part of any other member, officer, director, committee member, agent or employee of the club. Nor shall any member, officer, director, committee member, agent or employee be liable for their acts or failure to act under these By-Laws, excepting only acts or omission to act arising out of their willful misfeasance.

ARTICLE XI - PARLIAMENTARY AUTHORITY

Section 1. PARLIAMENTARY AUTHORITY

All meetings of the Club or a duly constituted committee shall be governed by the rules of order as prescribed in "Roberts Rules of Order Revised", provided such rules of order are not superseded by these By-Laws and are applicable.

Section 2. INTERPRETATION OF BY-LAWS

The Club Board of Directors shall be the authority for the interpretation of these By-Laws.

ARTICLE XII - DISSOLUTION

On dissolution of the Club, any funds or assets remaining shall be distributed to one or more regularly and qualified charitable, educational or philanthropic organizations to be selected by the Club Board of Directors and remaining membership.

ARTICLE XIII – AMENDMENTS

Section 1. PROPOSALS

- a. Amendments to these By-Laws shall be proposed in writing to the Club Board of Directors by a special By-Laws Committee, or by a request signed by five (5) or more members in good standing.
- b. The Club Board of Directors shall authorize the Secretary to submit the proposed amendments to the entire membership in writing or by electronic communication not more than thirty (30) days prior to the meeting at which the amendments are to be voted upon.