

Colorado Council Of Camera Clubs, Inc. Bylaws

ARTICLE I, Name and Headquarters location

The name of this organization shall be the Colorado Council of Camera Clubs, Inc., hereinafter referred to as the Council. Its executive offices shall be in the metropolitan Denver, Colorado area.

ARTICLE II, Objectives

The objects of the Council shall be:

1. To assist Member-clubs in achieving closer relationships with one another.
2. To foster and encourage a greater appreciation of, and interest in, photography.
3. Said corporation is organized exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section

501(c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

4. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its member, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 11 hereof. No substantial part of the activities of the corporation shall be carried on for propaganda, or otherwise attempting, to influence, intervene in, (including the publishing or distribution of statements), any political campaign on behalf of any candidates for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on; (a) by a corporation exempt from Federal Income Tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or; (b) by a corporation, contribution to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE III, Membership.

Section 1. Classes and Voting Privileges.

Any Camera Club or photographic organization shall be eligible to Regular, Sustaining or Associate Membership.

A. Regular members shall be Camera Clubs only. Each club shall be entitled to two (2) representatives to the Council. Each member club shall have two (2) votes in the affairs of the Council which shall be cast individually by the member club's representatives. Either representative may select a proxy to vote in place of that representative if the representative is unable to attend a meeting. The proxy shall be a member in good standing of the representative's club and shall notify the Council Recording Secretary of the proxy's status prior to the start of the meeting.

B. Commercial Photographic organizations shall be sustaining members, but they shall have no representatives to the Council, and no vote.

C. Associate members shall be camera clubs which do not compete in Council competitions. Each one shall be entitled to one (1) representative providing one (1) vote in the affairs of the Council but shall not vote on matters relating to competitions. The representative may select a proxy to vote in his/her place if the representative is unable to attend a meeting. The proxy shall be a member in good standing of the representative's club and shall notify the Council Recording Secretary of the proxy's status prior to the start of the meeting.

D. No individual may be the representative or alternate from more than one (1) club at the same time.

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E. Changes in club representatives must be submitted, in writing, to the Recording Secretary prior to the Council meeting at which the change is to be effective.

Section 2. Application and Admission to Membership

A. Regular Membership. Admission may be granted by the Board of Directors upon consideration of application submitted in letter form signed by the President and Secretary of the club applying for membership and accompanied by a list of the club's members in good standing with their addresses. Membership may be granted and the club shall be notified of the amount of dues and payment dates.

B. Sustaining Membership may be granted by the Board of Directors upon written application and payment of specified dues.

C. Associate Membership shall be granted as in 'A' above.

Section 3. Termination of Membership

A. A Member-club whose dues are in arrears on March 31 will not be allowed to compete. If still in arrears on July 1, that club shall be suspended from membership, and the Treasurer shall notify the Member-club in writing of the suspension.

B. A suspended Member-club which fails to remit dues within sixty (60) days of issuance of suspension notice SHALL BE DROPPED FROM MEMBERSHIP and the Member-club shall be notified in writing.

ARTICLE IV, Finance

Section 1. The fiscal year shall be April 1 to March 31, inclusive.

Section 2. Dues. Dues shall be due and payable March 1 of each year and delinquent March 31.

A. Regular Members. Annual dues shall be based on the membership of the Member-club as recorded on March 1 of each year. Regular Member-clubs, \$1.50 per **individual club member**, in good standing, per year.

B. Sustaining Members. Dues for Sustaining Members are payable April 1, and shall be determined by the Board of Directors.

C. Associate Members. Dues shall be determined by the Board of Directors but not more than one-half (1/2) those for Regular Members .

Section 3. Funds

A. General Operating Fund Income for the General Operating Fund shall consist of monies received from annual dues, income from events sponsored by the Council (subject to the requirements of the Special Projects Fund below), interest accrued on Certificates of Deposit (CD's), and other sources approved by the Board of Directors. Any funds not required in the short term shall be placed in CD's of appropriate maturity.

B. Special Projects Fund.

It shall be maintained from proceeds of the special projects sponsored by the Colorado Council of Camera Clubs. Monies involved with the Fund shall be received by the Treasurer of the council, and be disbursed only upon proper authorization. The Fund shall be deposited in interest-bearing accounts with due regard to interest rates and compounding dates to best serve the Council and the Fund and may be commingled with other funds so long as the Treasurer records the amount in the Special Projects Fund. The Fund shall be administered by the Special Projects Steering Committee, acting with the approval of the Board of Directors. At such time as the Monies in the Fund at the completion of a special project shall have attained an amount of \$2,000.00 any amount in excess shall be transferred to the Council General Operating Fund.

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C. Annual expenditures

Finances for the Council shall be managed by the Board of Directors utilizing information from prior annual income and expenditure statements with appropriate adjustments for inflation, non-recurring expenses, and special projects.

Section 4. Awards.

Awards may be made for competition, outstanding service in advancement of photography, and technical development as follows:

1. With the approval of the Board of Directors, awards may be made to Member-clubs in recognition of their standing as a result of ~~monthly Council competitions or competition at the Year-end Competition.~~
2. With the approval of the Board of Directors, award, may be made to individuals who belong to Member-clubs in recognition of the excellence of entries submitted for competition at the Year-end Competition
3. At the option of the President, awards may be presented to individual members of Member-clubs. Such an award shall be designated the "President's Award". The recipients shall be selected by the President.

A. Recipients shall be chosen for outstanding service in:

1. Recognition for promotion and advancement of photography in the Council area.
2. Recognition for the use and/or development of a technique or style for the benefit and enjoyment of those interested in photography.
3. Recognition of service to Council

B. If the President desires it, the Year-end Chairman shall appoint a committee of at least three (3), and no more than five (5), of the most recent recipients of the award. The committee shall submit nominees, but no more than three (3) in each category, for the President's consideration in selecting the recipients of the award.

ARTICLE V, Board of Directors

Section 1. Composition

There shall be a Board of Directors of at least six (6), but not more than twelve (12), who shall be elected from the membership of the Member-clubs in good standing, each of whom shall serve for a term of two (2) years from the close of the Annual Meeting at which their election is announced. One half (1/2) shall be elected each year, and no director shall serve for more than 4 consecutive years

A If there are less than twelve (12) Member-clubs in Council, there shall be *no more than* nine (9) directors.

B. If there are twelve (12) or more Member-clubs in Council, there shall be *no more than* twelve (12) directors.

Section 2. Duties and Powers. The Board of Directors shall have authority to transact routine business of the Council. It shall also guide the Council's activities, and supervise the committees .

Section 3. Removal or Recall

A. A member of the Board of Directors may be removed from office by a two thirds (2/3) vote of Member-representatives

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B. Recall action may be initiated only by motion of 50% of members or by action approved by two-thirds (2/3) of the Board of Directors. One (1) month's written notice to recall shall be given Member-clubs of a recall action.

ARTICLE VI, Officers. and Duties

Section 1. Elective Officers

A. The elective officers of the Council shall be a President, a President-elect, a Vice President, a Recording Secretary, a Corresponding Secretary (both secretarial positions may be held by the same person), and a Treasurer, all of whom shall be elected by and from the Board of Directors. The term of office of each officer, except the President, shall be one (1) year from the date of election or until his/her successor has assumed office. Officers may be re-elected to their office. One (1) year after his/her election as President elect, he/she shall automatically succeed to the office of President, in which office he/she shall serve until his/her successor assumes office.

B. Appointive Officers. The appointive officers of the Council shall be such as the Board of Directors deems advisable, and such appointive officers need not be members of the Board of Directors. They shall be appointed by the President with approval of the Board of Directors to serve for a term determined by the Board. (See Standing Rule #4).

Section 2. Duties of Officers

A. President. The President or his/her designated representative shall be the official representative of the Council at all levels of the Council's activities. He or She shall preside at all meetings of the Council and of the Board of Directors; shall appoint the appointive officers and the chairman of all committees and be ex-officio member of the same except the Nominating Committee, and shall perform such other duties as usually pertain to the office or shall be delegated to him/her by these by-laws. He/she shall submit an annual report of his/her activities to the Year-end and such other reports to the Council and the Board of Directors, at such times as seem advisable.

B. President-elect. The President-elect shall, by active aid to the President, become acquainted with the affairs and personnel of the Council so that duties may be efficiently assumed upon succession to the office of President. In the absence or inability of the President to perform his/her duties, the President-elect shall assume those duties temporarily and shall serve as liaison between the Board and the Colorado Council Year-end Steering Committee.

C. Vice President. In the inability of the President and President-elect to perform his/her duties, the Vice President shall assume those duties temporarily, in particular, presiding at meetings of the Council and of the Board of Directors

D. Recording Secretary. The Recording Secretary shall maintain a full and accurate record of the proceedings of the Council and of the Board of Directors. The Recording Secretary shall maintain an up-to-date roster of the representatives and alternates by club; compile and present to the President at the final meeting of the year a report of the Council's activities as recorded by him/her; transmit to his/her duly selected successor all records and materials; notify all committee members of their appointment to such committee's, and perform such other duties as usually pertain to said office, or as may be delegated by the Board of Directors.

E. Corresponding Secretary. The Corresponding Secretary shall be responsible for the official correspondence of the Council and of the Board of Directors; shall assume the duties of the Recording Secretary in his/her absence or inability to perform same, and shall perform such other duties as usually pertain to the office or as may be delegated by the Board of Directors.

F. Treasurer. The Treasurer shall be responsible for the receipt of all Monies of the Council, and disbursement of the same in the manner determined by the Board of Directors and established in the Standing Rules #3. The Treasurer shall maintain accurate records of all the financial affairs and shall present a written report of the Council's financial status at each meeting of the Board of directors,

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and at such other meetings as the Board may direct, and an annual report at the final meeting of the fiscal year for audit by a committee appointed by the President. Said audit shall be presented at the first meeting of the succeeding year. The Treasurer shall transmit all funds, records and materials to the duly elected successor when that person assumes office.

G. Each of the other elected directors shall be responsible for one of the duties in Standing Rule #4, or as assigned by the President.

ARTICLE VII, Meetings and Quorum

Section 1. Council Meetings:

A. Regular meetings of the Council shall be held in February, May, August and November; at such time and place as shall be determined by the Board of Directors.

B April shall be the Annual Meeting and shall be for presentation of annual reports and announcement of Directors elected.

C. Special meetings may be called by the President, the Board of Directors, or on written request of one-third (1/3) of the Member-clubs.

D. One representative of each of two thirds (2/3) of the clubs present in person or by proxy shall constitute a quorum.

Section 2. Board of Directors Meeting

A. The Board of Directors shall hold a minimum of four (4) regular meetings per year at such times and places as the Board shall determine.

B. Special meetings may be called by the President or by written request of five (5) Directors.

C. One-half (1/2) plus one (1) of the authorized Directors shall constitute a quorum. Section 3 Year-end Competition

Section 3. Year-end Competition

There shall be a Year-end competition, preferably in the spring of each year, for the purpose of viewing and judging the best photographs that were entered into monthly competitions of the member clubs during the previous calendar year.

ARTICLE VIII, Nominations, Elections, and Vacancies

Section 1. Nomination of Directors

A. Nominating Committee. It shall be the duty of the Nominating Committee to present at least three (3) nominees for Directors to serve for the ensuing two (2) year term prior to the February meeting. Any Board Member wishing to serve a successive term shall so notify the Chairman of the Nominating Committee. Each nominee shall be included on the ballot.

B. At the February meeting of the Council, additional nominations may be made from the floor, provided consent of the nominee has been obtained in advance. Such nominations shall be included on the ballot. If there are fewer nominations than the maximum number of directors allowed, the President may move that the slate be approved as submitted. Such motion shall require approval by two-thirds of the representatives present in person or by proxy.

Section 2. Election of Directors

Election shall be by ballot, and balloting shall be as follows:

1. Each representative of a Member-club shall have one (1) vote, and shall vote on the ballot provided by the Council only.

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2. The Council election ballot shall list the names of candidates alphabetically and there shall be additional space provided for a write-in vote, if desired. In the event of a write-in vote, it shall be accompanied by the candidate's written and previously dated consent to serve in elected.

3. Every representative entitled to vote shall be provided a ballot with-in two (2) weeks after the February Council meeting. Included with the ballot shall be instructions for marking it and date and destination (Secretary) as to its return for tabulation. Ballots received by the Secretary postmarked later than one (1) week prior to the Annual Meeting shall not be counted.

4. All ballots shall be tabulated by the Recording Secretary and a report of the results given to the President. A copy of the tabulation shall accompany the notice to the President, and the ballots shall be enclosed in an envelope, sealed and retained until the Annual meeting (April) and the President has announced the Directors who were elected, after which the ballots shall be destroyed. Plurality shall elect, and depending on the number of Directors to be elected, the President shall declare the nominees having the highest number of votes elected and they shall be so notified.

Section 3. Election of Officers

At the meeting of the Board of Directors following the Annual Meeting but not later than April 30, all the elective officers except the President shall be elected by and from the Directors. The President, having been elected by the preceding Board of Directors as President-elect, shall assume office as President at the April meeting with the other elected officers. Majority shall elect, and each officer shall serve for a term of one (1) year or until their successor has assumed office unless reelected to their office.. With the exception of the President and the President-elect, and subject to their tenure as Director, each officer may serve successive terms in any office.

Section 4. Vacancies

Board of Directors. A vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors at the earliest opportunity, and the Director so chosen shall serve until the succeeding election for that vacancy. Such a term of service shall not be considered a full term and that Director may be elected to an immediately successive full term.

Article IX, Committees

Section 1. Standing Committees

A. There shall be the following Standing Committees, each of which shall consist of at least three (3) members:

- (1) Audit and Budget Committee
- (2) The Special Projects Steering Committee
- (3) Public Relation, Printing and Publicity Committee (Newsletter Editor)
- (4) Council Properties Committee
- (5) ~~Quarterly~~ Competition Committee

B. The composition or duties of each Committee shall be as its name implies or as outlined in the Standing Rules (#6).

C. At the request of the President or the Board of Directors, the Chairman of a Standing Committee who is not an elected Director may attend meetings of the Board of Directors with voice but without vote.

Section 2. Special Committees

From time to time as the necessity arises, Special Committees may be created. During the period of its activity, the Chairman, if they are not an elected Director, may request permission to attend meet-

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ings of the Board of Directors. The President or the Board may also request their presence at Board Meetings. They shall attend with voice but without vote. When the necessity for which the Committee was created has ceased, the Committee shall automatically cease to exist.

ARTICLE X, Amendments

Section 1.

These By-laws may be amended by a two-thirds (2/3) vote of the representatives of the Member clubs in good standing at any regular meeting of the Council provided that notice of such amendment has been given at the previous regular meeting or in writing to every Member-club at least one (1) month prior to the meeting at which it is to be voted upon. Notice will be put on the website or may be delivered by electronic mail.

Section 2.

Amendments to these By-laws may be initiated by written petition of one-tenth (1/10) of the Member-clubs or by a three-fourth (3/4) vote of the Board of Directors.

ARTICLE XI, Use of Funds and Distribution on Dissolution

Section 1.

Said corporation is organized exclusively for educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

Section 2.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 11 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on; (a) by a corporation exempt from Federal Income Tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or; (b) by a corporation, contributions to which are deductible under section 170(c) (2) or the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 3. Upon the dissolution of the corporation, the members of the Executive Committee shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the members of the Executive Committee shall determine. any of such assets not so disposed of shall be disposed of by the Probate Court of the City and County of Denver, State of Colorado, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII, Parliamentary Authority

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The most recently revised parliamentary writings of General Henry M. Robert shall govern the Council in all instances not covered in these by-laws or the Standing Rules.

Amended March 7, 1986

Amended September 5, 1986

Amended June 5, 1987

Amended February 5, 1988

Amended August 15, 1988

Amended December 4, 1997

Amended October 1, 1998

Amended November 4, 1999

Amended November 3, 2005

Amended November 29, 2007

Amended January 1, 2009