

# THE ETOBICOKE CAMERA CLUB CONSTITUTION

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## Section 1. OBJECTIVES

To establish and maintain an organization which will assist any persons of the Community to enhance their skills and enjoyment of the Art and Science of photography.

To promote fellowship within the organization through social, educational and entertainment activities.

To initiate and/or support photographic activities aimed at enhancing the quality of community life.

## Section 2. ORGANIZATION NAME

The organization is named THE ETOBICOKE CAMERA CLUB (designated as “THE CLUB” herein).

## Section 3. ORGANIZATION MANAGEMENT

(A) 1. THE CLUB is governed by a BOARD OF DIRECTORS (designated as “THE BOARD” herein) consisting of sixteen (16) members (“Directors”), appointed as follows:

- Five (5) Statutory Directors: President (& Board Chair); Vice-President; Past President; Secretary; Treasurer;
- Nine (9) Committee Chairs: Programs; Image Evaluation (Competitions); Membership; Website; Newsletter (Viewfinder); Outings; Social/Fellowship; Publicity; Equipment;
- Two (2) CLUB Representative positions: The Canadian Association for Photographic Art (CAPA); the Greater Toronto Council of Camera Clubs (GTCCC);

each Board member having one (1) vote. Whereas from time to time a Board Member may fulfill responsibility for more than one Board position, such member may only exercise a single vote.

2. THE BOARD may appoint two (2) or more Honorary Board Members to act as advisors. These Honorary Board Members may attend Board meetings but do not have voting privileges.

3. The Board Chair, in consultation with the Committee Chairs and CLUB Representatives, may designate interested CLUB members as Committee members, to provide assistance in performing Committee functions. Committee Chairs and Club Representatives may, at their discretion, invite one or more of their Committee members to attend regular meetings of THE BOARD.

In their absence from a regular Board meeting, any Committee Chair or CLUB Representative may appoint one of their Committee members to attend and report to THE BOARD. In such circumstances, any Committee Chair and CLUB representative may also delegate his/her voting right to another committee member, designated as proxy in writing, with respect to specific matters included in the Agenda provided to Board members before the meeting.

(B) The election of THE BOARD is conducted each year at the GENERAL BUSINESS MEETING held in April.

A Nominating Committee chaired by the immediate Past President and assisted by the President, the Vice-President and another Past President (or other long-serving Club member) must compile a slate of all nominees for all current Director positions. This slate shall be presented to the membership at the GENERAL BUSINESS MEETING.

Two weeks prior to the GENERAL BUSINESS MEETING (GBM), the Secretary shall advise the membership, by email and by announcement at a Regular Meeting, on the Nominating Committee's proposed slate of Directors (including their positions), and that nominations from the floor will be accepted at the GBM, provided that all such nominations are confirmed in writing by the nominee.

At the GENERAL BUSINESS MEETING the Past President shall present the slate and ask whether there are further nominations from the floor. There being no nominations from the floor, the President shall call for an open vote of the membership present. Approval of 60% of the members present and voting is required to confirm the election. There being one or more nominations from the floor for any one Board position, a secret vote shall be taken by the membership present to determine who will fill that position. The President will then introduce THE BOARD OF DIRECTORS for the following season, to become effective during the final Board meeting of the season in May.

In the event that a Director position needs to be filled prior to the completion of his/her term, the Nominating Committee will propose to THE BOARD a replacement candidate for the remainder of the term. Once approved, the President will inform the membership of the Board's decision at the next Regular Meeting of THE CLUB.

## **Section 4. ORGANIZATION MEETINGS**

(A) THE CLUB year is July 1 until June 30.

(B) THE CLUB will meet Monday evenings, a minimum of one night per month, September through May, at a local facility.

## **Section 5. ORGANIZATION MEMBERSHIP**

(A) Membership is open to all persons regardless of age, colour, nationality, national origin, ancestry, citizenship, disability, religion, sex or sexual orientation. Application for membership by minors (under age 18) must be co-signed by the applicant's parent or guardian.

(B) At the discretion of 66% of THE BOARD by vote taken at a regular or special meeting of THE BOARD, the right of membership will be withdrawn when:

- a member has presented images made by another person as their own for purposes of competitions, or
- a member's conduct is deemed to be inappropriate and detrimental to THE CLUB.

(C) At the discretion of THE BOARD, the total number of members may be limited when meeting facilities cannot adequately accommodate increasing numbers of members.

(D) Membership fees will be set by THE BOARD prior to the beginning of the current season. If the fees must be changed during the season, the change must be approved by the general membership at a Regular Meeting following two (2) weeks' notice of the vote and the reason for same.

(E) THE BOARD may bestow HONORARY MEMBERSHIP to individuals whom the Directors wish to recognize for their contribution to THE CLUB. Nominations should be made to the President who would confirm approval with THE BOARD.

(F) DOROTHY LYNCH MEMORIAL AWARD. Each year THE BOARD will form a Committee of three Past Presidents (or the immediate Past President and two longer-term Statutory Directors of the current Board) to ascertain whether a member qualifies as a recipient of this Award for the current year. The Award will only be presented when a member has clearly demonstrated those unique qualities that made Dorothy Lynch so special. These qualities should reflect Dorothy's tireless efforts to maximize the humanistic aspects which make CLUB membership truly enjoyable for all.

## **Section 6. FORMAT OF MEETINGS**

(A) Regular Meetings shall consist of presentations, competitions, seminars, and/or image critiques.

(B) Outings shall take place several times per year.

(C) GENERAL BUSINESS MEETING is part of a Regular Meeting and shall be held in April to elect THE BOARD for the following year.

(D) Board Meetings shall be held a minimum of four (4) times per year in August, November, February and May.

- The President (or in his/her absence, the Past President or Vice President) shall chair the meetings. THE CLUB business is conducted at these meetings,

- The quorum at any time shall be eight (8) Directors,

- Should any vote result in a tie, the Board Chair will be the tie breaker,

- Each Director will report on their area of responsibility and will respond to any action item(s) from the minutes of the previous meeting,

- The final meeting of the season in May shall include incoming and outgoing Directors to facilitate the transfer of responsibilities to the new Board.

(E) THE ANNUAL BANQUET MEETING is a celebratory event held in May. The agenda shall include Image-of-the-Year salon results, presentation of CLUB awards and trophies, The Dorothy Lynch Memorial Award, when given, and transfer of the gavel from the outgoing to the incoming President.

(F) SPECIAL INTEREST GROUPS ("SIG") pertaining to various aspects of photography and imaging may be formed by interested CLUB members, and may meet and operate on a periodic basis as desired by group participants. With the approval of THE BOARD, such SIG

representatives may access THE CLUB's means of communication (Regular Meetings, Newsletter, Website and email system) to contact and inform their members.

## **Section 7. OTHER ASSOCIATIONS**

THE CLUB shall maintain membership in The Greater Toronto Council of Camera Clubs (GTCCC), Arts Etobicoke, The Canadian Association for Photographic Art (CAPA), and any other Association(s) THE BOARD recognises as beneficial.

## **Section 8. HISTORICAL RESOURCE**

THE CLUB Secretary shall maintain an archive of historical records, which will include paper and electronic copy of: the CONSTITUTION; the current membership at the conclusion of THE CLUB season; current job descriptions for BOARD OF DIRECTORS positions; minutes of all meetings of THE BOARD, the ANNUAL BUSINESS MEETING and any special meetings; the Program for the current year; and the HONOUR ROLL as maintained by the Vice-President.

As necessary, THE CLUB will identify a member who will be the custodian of donated images and/or multi-image shows of former members.

## **Section 9. INTRA-CLUB COMPETITIONS**

For the purposes of competitions, THE CLUB shall have the following three levels of competence:

1. INTERMEDIATE
2. ADVANCED
3. SUPERSET

The Image Evaluation Chair shall maintain THE CLUB's Rules of Competition. Both the rules and type of competitions may change from year to year to maintain reasonable balance and interest. All revisions shall be approved by THE BOARD, and shall be so done at the first Board meeting of the new season.

The Rules of Competition shall identify:

- the specifics for each competition, the marking of entries, and details of any special competitions,
- the criteria for advancement from one competence level to the next,
- the regular and annual competition awards to be made at the ANNUAL BANQUET,
- a list of the trophies and honours for which the regular and annual competition awards apply,
- how the designation of new members to the appropriate level for competitions will be determined.

## **Section 10. FINANCES AND AUDIT OF THE CLUB**

(A) THE CLUB's bank accounts shall be maintained by the Treasurer to ensure safe storage and appropriate disbursement of THE CLUB's funds in accordance with directives from THE BOARD. The Signing Officers of THE CLUB's bank accounts shall be the Treasurer, the President, the Past-President and the Secretary; cheques must be signed by any two (2) of these Signing Officers.

(B) Routine budgeted expenses incurred by any member of THE BOARD, Committee or CLUB

Representative on behalf of THE CLUB, up to a maximum amount established annually by THE BOARD, shall be reimbursed by the Treasurer upon presentation of receipts, provided that sufficient funds are available with respect to the relevant expense category. Expenditures in excess of this maximum amount must receive prior approval from THE BOARD.

(C) At the first Board meeting of the new season in August, the Treasurer shall provide for review and approval by THE BOARD: (1) a Year-End Financial Statement for the season immediately ended, and (2) a Budget for the coming season. The Treasurer will also provide Interim Financial Reports at all other Board meetings.

(D) THE BOARD shall annually appoint a member with accounting experience to act as Auditor of THE CLUB. The Auditor shall annually review the financial records of THE CLUB and make a report of the financial status of THE CLUB to THE BOARD at the first Board meeting of the new season.

(E) Any member may request a special audit of THE CLUB, provided the request, its justification and its cost are presented to the general membership by email two (2) weeks prior to a Regular Meeting and approved by 60% of the members present and voting at that meeting.

## **Section 11. AMENDMENTS TO THE CONSTITUTION**

The CONSTITUTION may be amended in the following ways:

1. by direct proposal instituted by any Board Director who deems an amendment is necessary,
2. by a member of THE CLUB who wishes to propose an amendment. Such proposed amendment shall be submitted in writing to THE BOARD who shall consider the proposal.

All amendments to the CONSTITUTION shall be approved by THE BOARD prior to approval by the membership.

The proposed amendment may be presented for approval by the membership at a Regular Meeting, provided that the membership has received full notice in writing of the proposed changes at least 14 days prior to the date of the meeting at which the proposed amendment is to be considered.

If the proposed amendment receives the approval of 60% of the members present and voting, it shall come into effect immediately unless an alternate effective date is included in the amendment.

## **Section 12. DISSOLUTION OF THE CLUB**

The decision to dissolve THE CLUB shall originate from THE BOARD. The general membership will be advised by email two (2) weeks prior to a Regular Meeting or GENERAL BUSINESS MEETING in April. The notification will include:

1. the reason(s) for dissolution,
2. a methodology to dispose of THE CLUB's assets and monies.

The recipient of these assets and monies will be selected by THE BOARD.

Ratification of dissolution will require 75% approval by the attendees at the meeting and written declarations provided to the President from those members unable to attend.

Adopted at GENERAL MEETING November 16, 1959

Amended October 03, 1960

Amended January 17, 1966

Adopted at GENERAL MEETING April 04, 1966

Amended February 26, 2003

Adopted at GENERAL BUSINESS MEETING April 07, 2003

Amended February 16, 2005

Adopted at GENERAL BUSINESS MEETING April 18, 2005

Amended February 11, 2009

Adopted at GENERAL BUSINESS MEETING April 20, 2009

Amended February 10, 2010

Adopted at GENERAL BUSINESS MEETING April 26, 2010