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Form 3

Society Act, BC.

Victoria Camera Club Bylaws

1. Membership

a. Membership shall be open to any person interested in photography upon application and payment of dues, and subject to approval by the Board of Directors at their next meeting, such approval not to be unreasonably withheld.
b. Membership shall be:
   i. As an individual
   ii. As a full time student member
   iii. Family (2 or more related members residing at the same address).
   iv. "Life members" may be designated by the Board of Directors for exceptional service to the Club.
c. Membership may be refused, suspended, terminated or reinstated by the Board of Directors as provided in the bylaws.
d. Membership dues shall be reviewed annually by the Board of Directors. Any changes require approval at the next Annual General Meeting or at a Special General Meeting called for that purpose.
e. Membership in the Society becomes effective on the date of receipt of membership dues, subject to the conditions outlined in bylaw 1a. Dues for membership renewal shall be due and payable on the anniversary of this date.
f. Wherever the term "member" is used in these bylaws it shall mean a person who has paid current dues and whose membership has not been suspended or terminated.

2. Membership Suspension/Renewal

a. The Board of Directors may investigate any complaint or circumstance coming to its attention regarding the conduct of a member.
b. The member shall be requested to present his/her case to the Board of Directors
c. After due consideration and investigation, the Board of Directors may suspend or terminate a member for due cause at any time by resolution of the Board
d. The member may appeal to the membership at large at a meeting called according to clause 7 d. of the bylaws. A 75% majority of the members voting shall be required to reinstate the member. The vote shall be by secret ballot.
e. Due cause shall be any act or action which may bring the good name of the Club into question, or which is contrary to the constitution or bylaws then in effect.

3. Directors

a. The elected Directors of the Club shall be president, two vice-presidents, secretary, treasurer and two directors at large as provided in the bylaws. The terms of office for Directors of the Club shall be two years. For continuity at the first election, three Directors of the Club shall be elected for a two year term and up to four members shall be elected for a one year term. Thereafter at each annual general meeting such number of new Directors shall be elected to the board for a two year term to replace those retiring. The retiring Directors are eligible for re-election at the end of his or her term on the board if no other candidate comes forward before or at the AGM.

b. The term of office of Directors shall commence at a Directors meeting held within 30 days of the AGM and shall end at the Directors meeting held within 30 days of the next following AGM. At this meeting the Directors shall review a handover report that shall include a reviewed financial statement from the fiscal year end to the date of the meeting.
c. Elections for Directors shall be held, vacancies filled, Directors appointed, and Directors removed from office as directed in the bylaws.

4. Duties of Directors

a. Duties
   i. **President:** the President of the Club shall preside at all business meetings of the Club and through the Board of Directors, shall organise all activities of the Club for the best interest of the members.
   ii. **Vice-Presidents:** the Vice-Presidents shall assist the President in managing the work of the Directors. A Vice-President must carry out the duties of the President in his/her absence.
   iii. **Secretary**: the Secretary shall: maintain and have custody of all Club records (except financial and membership) and record all official correspondence of the Club, record notices of all meetings to members and Directors, and keep minutes of all business meetings whether held in person, by telephone or e-mail.
   iv. **Treasurer:** the Treasurer shall maintain all financial records of the Club, collect and administer the Club funds and provide all required financial reports to the members and Directors.
   v. Directors at Large: The Directors at Large shall carry out the duties as defined in the Executive Manual and as deemed necessary by the President.

b. The Board of Directors shall entrust to its members such additional duties as from time to time are deemed necessary.
c. The Directors shall further establish their duties and those of other volunteers in the Executive Manual.
d. The Directors may delegate certain duties as defined in the Executive Manual.

5. Election of Directors

a. Election of Directors:
   i. The Board of Directors shall appoint a nominating committee from the general membership of the Club
   ii. All nominations shall be received by the nominating committee not less than 21 days prior to the election, in writing, with signatures of the proposer, seconder and the person proposed.
   iii. In the event that there is no nomination for any position for which there is a vacancy 21 days prior to the election, then nominations for such positions may be accepted from the floor subject to the same signatures as in clause 5 a ii. No other nominations may be made from the floor.
   iv. The list of candidates shall be published as a notice of election according to clause 7 d below.
   v. The list of nominated candidates shall be read, including any candidates nominated under clause 5 a iii, and the members present at the Annual General Meeting, or Special General Meeting, shall vote by secret ballot on the list of candidates when the position is contested. The candidate for each office with the greatest number of votes shall be elected.
b. Removal of Directors:

i. A Director may only be removed for due cause on the recommendation of the Board of Directors and approval by the membership at a meeting called under clause 7 d of the bylaws. Such Director may explain his/her position to the membership. Voting shall be by secret ballot, a 75% majority of members present shall be required to confirm removal.
ii. Due cause shall be an act of dishonesty or bad faith, an act that is not in the best interests of the Club, or the failure to exercise due care, diligence and skill of a reasonably prudent person in exercising his/her powers as a Director as determined by the Board of Directors.

c. Vacancies in the Board of Directors shall be filled:
   i. By election at a Special General Meeting held within 60 days of the vacancy occurring. The nominating procedure in clause 5 a. shall be used.
   ii. If the Annual General Meeting is due within 90 days of the vacancy, the remaining Directors may appoint a member to finish the term, or appoint an Acting President at any time if the President resigns. Appointments shall only be for the current term.

6. Committees

a. The Board of Directors may appoint a committee, or member, to report to it on a specific topic. The chair of such committee shall report to a Director of the Club. If a single member, they shall report to a Director
b. The Board of Directors is the sole arbiter of Club business and is not bound by reports of any committee or subcommittee, except that a resolution of a general business meeting shall be binding on the Board of Directors.

7. Meetings

Business meetings

a. The Board of Directors shall meet from time to time to conduct the business of the Club. Directors may attend or participate in person or by telephone or other acceptable means
b. The Annual General Meeting shall be held prior to May 31st of each year. The Directors shall present an annual report on the Club's activities and the Treasurer's report which shall include the reviewed financial statements.
c. All business of the Club shall be conducted in accordance with "Robert's Rules of Order" when not in conflict with the constitution and bylaws of the Club.
d. When it is necessary for the membership to discuss any business of the Club they shall be notified of the time, place and purpose of the meeting by postal mail or e-mail no less than 15 calendar days prior to the meeting. Notice shall be deemed to be received 3 business days after mailing a postal letter, properly addressed and stamped, to the last recorded address for the member, or one day after sending an e-mail to the last recorded e-mail address of the member, each as shown in the Club's records. The notice shall describe the purpose of the resolution(s) in sufficient detail that members can understand the intention of the resolutions.
e. Members may, by petition signed by not less than 10% of the membership, submit a request for any issue to be put before the membership. The Directors shall meet within 30 days to discuss the issue and give notice of a Special General Meeting to the members within 30 days of their meeting. The notice shall be given as stated in clause 7 d.
f. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
g. Unless otherwise specified in the Constitution and By-laws, a quorum at any business meeting shall be:
   i. For a Board of Directors meeting, 50% of the Directors
   ii. For a General business meeting, not less than 15% of the membership including at least two Directors.

h. Any vote of the members or Board of Directors required by the by-laws may be conducted either electronically or in person:
    i. Electronic balloting shall be conducted in such a manner that:
        a. The votes are kept secret by the receiver until the meeting votes are counted
        b. Votes shall be verified by confirming the document is sent from the member's e-mail address as recorded by the membership secretary
        c. The names of all members voting are recorded separately from their votes
        d. Members voting electronically may not alter or withdraw their vote once cast and cannot vote in person on the same resolution
        e. The receiver of the electronic votes shall present the list of those voting electronically to the president at the meeting
        f. The electronic votes shall be added to the votes of those present after the latter have been tallied
    ii. Voting in person shall be by a show of hands or secret ballot as provided for in the by-laws
    iii. There shall be no proxy voting
    iv. Each member of the age of majority (individual, family and Life Member) shall have a single vote in all matters.

i. In any vote, unless otherwise specified herein, a simple majority shall be sufficient. In the event of a tie vote, the chair shall cast the deciding vote.

j. The place and time of all meetings shall be determined by the Board of Directors except as otherwise provided in the by-laws.

k. If at any general or special business meeting, a new resolution is proposed, or an amendment to a resolution in the notice of meeting is proposed that substantially alters the meaning, intent, or application of a proposed resolution, then:
    i. if more than 50% of the membership of the Society vote to accept or reject the resolution or amendment, the motion shall be passed or rejected as the case may be
    ii. Otherwise, the chair of the meeting shall adjourn discussion and voting on that resolution or amendment to a new date and/or place so that all members can be notified as provided in clause 7d. Such notice shall include all proposed amendments and/or new resolutions and any explanatory material.

    At the subsequent meeting the members present shall vote on the original proposed resolution(s), any proposed amendment(s), or new resolutions set out in the notice. Subsequent amendments not altering the intent of the proposed or intended resolutions may be made at that meeting without further notice, but no new business or resolutions shall be placed before the membership unless they have been included in the notice of meeting.

Other meetings

The Board of Directors shall from time to time organise a program of meetings for the benefit of the members.

8. Financial

a. The fiscal year shall run from January 1st to December 31st following.
b. Payment authority for any cheque, electronic transfer or other form of payment shall be any two Directors as determined by the Directors.
c. Directors or members shall receive no remuneration for their work, but shall be reimbursed for expenses approved by the Board of Directors that are incurred when engaged in Club business.
d. The Board of Directors shall not enter into any borrowing arrangements unless approved by a Special Resolution of the members

e. When authorized by the directors, funds may be invested from time to time in interest bearing securities issued by a Canadian Bank or Credit Union

9. Amendments to the Constitution or Bylaws

a. The Board of Directors or any group of not less than 10% of the membership may submit a notice of change in the Constitution or Bylaws to the secretary at any time.
b. The Board of Directors, shall meet within 30 days and shall set a date for discussion of the motion, by the members, such a date to be within 30 days of the Directors meeting.
c. The secretary shall publish a notice of the meeting and the proposed amendment in accordance with clause 7 d. above.
d. The amendment to the Constitution or Bylaws shall be effective, when approved by 75% of the members voting at the meeting, provided that this 75% representing greater than 30% of all members of the Club, and upon acceptance by the Registrar of Societies.
e. In the event that the proposed amendment to the Constitution or By-laws fails because the number of members approving it is less than 30% of the membership, then the Secretary shall send, in accordance with clause 7d above, a notice of a second meeting to all members to be held within 30 days of the first meeting, to reconsider and vote on the motion. If the proposed amendment is approved by 75% of the members then present it shall be deemed to be approved by the membership and shall be submitted to the Registrar of Societies.

10. Financial review

The financial records of the Club shall be reviewed annually.

a. The reviewer(s) for the current financial year shall be appointed by the members at the Annual General Meeting held during that year.
b. A reviewer may be appointed at any other time at a Special General Meeting.
c. Reviewers shall not be members of the Board of Directors.

11. Winding-up

Should the members vote by special resolution to wind-up the society, the assets, after payment of all debts, shall be distributed equally amongst the then currently paid-up members.

12. Club Assets and Intellectual Property

a. All documents (electronic, digital or physical), records, minutes, correspondence, other papers, or assets (including computers, projectors, photographic equipment, software and all like or related assets) kept by a Director, a committee member, or a member in connection with the management or operation of the Club shall be deemed to be property of the Club and shall be turned over to the President or other designated person when that person ceases to perform the task to which the documents or assets relate.
b. All images or text material submitted to the club for competitions, workshops, publication in Close-Up, publication on the Club's web site, or any other purpose shall remain the property of the maker who shall retain all rights except that:
    i. By submitting such material the maker gives the Club the right to:
        1. Use or publish such material for club purposes. With the exception of the Close-Up cover icon, the material is not to be used on social media without the express written permission of the maker for each item.

2. Provide to others for similar purposes provided that the additional permission of the maker is obtained.

ii. Such rights are limited to the stated uses and exclude sale or distribution by others.

iii. The maker may revoke these provisions at any time by giving notice to the club in writing.

Revision April 15, 2021 – At the AGM of the Victoria Camera Club, Bylaw 3 a. was amended to initiate a two year commitment for executive positions with half the positions rotating on alternate years to ensure continuity on the board commencing in April 2021.