

Grande Prairie Photography Club

Bylaws

I. Name

1. The name of the organization shall be "Grande Prairie Photography Club".

II. Membership

1. The only requirement for membership is an interest in photography.
2. Payment of an annual membership fee is required for members to be in good standing.
3. Members have the right to attend Club meetings and participate in Club activities.
4. Members are responsible for behaving in accordance with the Bylaws of the society.
5. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated.
6. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.
7. Any member upon a majority vote of all members of the society in good standing may be expelled from membership for any cause which the society may deem reasonable.

III. Board of Directors

1. The Board of Directors (the "Board") shall serve without pay and consist of a minimum of four (4) and a maximum of ten (10) members.
2. Any member in good standing is eligible to serve on the Board.
3. The Board shall, subject to these bylaws, have full control and management of the affairs of the organization.
4. Regular meetings of the Board will be held as often as may be required, but at least once every three months. Meetings will be called by the President.
5. Special meetings of the Board may be called by any two Board members as long as they request the meeting through the President and provide information on the topic of the special meeting.
6. Regular meetings of the Board will be called with at least seven (7) days notice by email; or, in the case of a special meeting, with at least three (3) days notice of the topic and meeting time/day by email and phone.
7. Any four (4) members of the Board will be a quorum.
8. Agendas for regular Board meetings will be provided at least five (5) days in advance.

9. Vacancies on the Board shall be filled by a vote of the majority of the remaining members of the Board for the balance of the year.
10. Any member of the Board, upon a majority vote of all members in good standing, may be removed from office for any cause which the Board deems to be in the best interest of club operations. For example: conduct unbecoming, poor attendance and nonfulfillment of responsibilities.

III. Officers

1. The officers of the Board shall consist of a President, Vice President, Secretary, Treasurer and up to six (6) Directors at Large nominated and elected by the General Membership at the Annual General Meeting (AGM).
2. Elected officers will serve a term of one year. No payment will be made to elected officers for the work done on behalf of the Club.
3. The **President** shall preside at all Board meetings, appoint committee members, and perform other duties as associated with the office.
4. The **Vice-President** shall assume the duties of the President in case of the President's absence.
5. The **Secretary** shall be responsible for the recording the minutes of the Board, keep hard copies of all approved minutes in the Club minute book, and provide electronic copies the of minutes for the Club website and in the Club's computer. The Secretary shall manage all correspondence for the organization, including the filing of the Annual Return.
6. The **Treasurer** shall keep record of the organization's budget and prepare financial reports as needed, including annual financial statements that will be filed with the Annual Return. The Treasurer will receive all monies paid to the organization and be responsible for the deposit of same into the organization's bank account
7. **Directors at Large** duties will be determined annually and will include areas like Membership, Communication, Field Trips, Programming, Special Events, and Social Coordinator or any other portfolio that the Board deems necessary.

IV. Committees

1. The Board may appoint standing and ad hoc committees as needed.
2. Committees will report to the Board.

V. Meetings

1. General meetings shall be held on the third (3rd) Monday of each month unless there is a conflict with a statutory holiday. When this occurs, the Board will determine the meeting date for that month and communicate it to the membership.

2. Special general meetings may be held at any time when called for by the President or a majority of Board members.
3. Agendas for general meetings and special general meetings shall be provided at least five (5) days in advance through email and/or the Club website.
4. The Annual General Meeting (AGM) for the organization shall be held on or before February 28 of each year.
5. The AGM will include the following items of business:
 - a) Minutes of the previous AGM
 - b) Annual Reports of the Directors or other reports.
 - c) Annual Financial Report
 - d) Election of Board Members
 - e) Special Resolutions (ie, changes to bylaws)
6. Notice of the AGM shall be provided to all members in good standing by email at least fifteen (15) days in advance.

VI. Voting

1. For meetings of the Board, four (4) Board members constitutes a quorum.
2. For meetings of the Board, passage of a motion requires a simple majority (one more than half the Board members present). Voting shall be by voice.
3. A quorum for General Meetings shall be at least one third (1/3) of all members in good standing.
4. For General Meetings, passage of a motion requires a simple majority (one more than half the members present). Voting shall be by show of hands.
5. In absence of a quorum for either Board or General meetings, no formal action shall be taken except to adjourn the meeting to a subsequent date.
6. For the Election of Officers at the AGM, a quorum of all members in good standing is required and voting shall be by show of hands.

VII. Conflict of Interest

1. Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on the item.

VIII. Fiscal Policies

1. The fiscal year of the Grande Prairie Photography Club shall be January 1 – December 31.

2. The organization's bank account will require two (2) signatures for all cheques. The President, Vice-President, Treasurer and Secretary will have signing authority on organization cheques.
3. The annual financial statements will be prepared by the Treasurer and audited by two members of the Board and/or an auditor by March 31 of each year. Once audited, the annual financial statements will be filed with the Annual Return by the Secretary.
4. The books and records of the organization may be inspected by any member of the organization at the AGM or at anytime upon giving reasonable notice and arranging a time satisfactory to the Treasurer.
5. No officer, director or member of the association shall receive remuneration for his/her services to the Club.

IX. Amendments

1. These by-laws may be rescinded, altered or added to by a "Special Resolution" at a General meeting of the membership. Proposed changes to the by-laws will be provided to all members in good standing at least one week prior to said meeting and will be posted on the organization's website for review.

X. Miscellaneous

1. The organization will file a duplicate of every Special Resolution within one (1) month after the resolution is passed.
2. The borrowing powers of the organization may be exercised by Special Resolution of the members.
3. The Board will insure the organization's assets are protected against damage and loss, and if it is determined that a considerable risk is involved in the operations of the organization, the Board members themselves are adequately protected against liability resulting from legal action, suit or proceedings related to the organization's activities.