

Approved by general membership: 11-16-05

**BY-LAWS OF
PALO ALTO CAMERA CLUB**

Founded in 1935

**Co-sponsored by the City of Palo Alto
Division of Arts & Science**

BY-LAWS OF THE PALO ALTO CAMERA CLUB

ARTICLE I

NAME, PURPOSE, DISCLAIMER

Section 1.01. Name

The name of this Club shall be the Palo Alto Camera Club (or PACC).

Section 1.02. Purpose

The Club is a non-profit association organized under the laws of the State of California to meet the following objectives:

- 1) provide an association for the mutual enjoyment of photography.
- 2) encourage the advancement of members in the knowledge, practice and skill of photography.
- 3) make mutual contributions to the field of photography.

“Photography” is defined as any image captured on a photo-sensitive surface and/or produced by any technology available today. (As amended June 6, 2001)

Section 1.03. Disclaimer

For the effective operation of the Club, in the conducting of all activities:

“Whereas photography is a hobby for the Palo Alto Camera Club participants, and planned activities add to the enjoyment of the hobby, it is hereby stipulated that each person participating in any Club-sponsored event or competition does so of his own accord and at his own risk. The Club and its elected officers and appointed chairman assume no responsibility for the personal safety or the safety of any equipment or photographs of those who do participate.

Participation is acknowledgement by those participating that they, individually, assume all risks involved and will not hold the Palo Alto Camera Club or its elected officers or appointed chairmen responsible. (As amended January 1, 1987)

BY-LAWS OF THE PALO ALTO CAMERA CLUB

ARTICLE II MEMBERSHIP

Section 2.01 General Membership

Any person active or interested in the practice of photography may apply for Membership in the club and shall become a member by paying the applicable dues and fees. (As amended June 6, 2001)

Section 2.02 Honorary Life Membership

A member of the Club who has made an outstanding service contribution over a long period of time is eligible for consideration for an Honorary Life Membership. Any members of the Club may propose any other member for consideration by the Board of Directors. An Honorary Life Membership is awarded only when approved by majority vote of the Board. Honorary Life Members shall have the same privileges and obligations as regular members, except that they shall not be obligated to pay dues. (As amended June 6, 2001)

Section 2.03 Emeritus Membership

A person who has been a dues-paying member for a minimum of 15 years may become a Member Emeritus upon approval of the Board. A Member Emeritus is an inactive member, one who attends Club meetings and events very occasionally but wishes to retain an unofficial association with the Club. A Member Emeritus is not obligated to pay dues and has no defined Membership privileges or obligations. (As amended November 26, 2002)

Section 2.04 Corresponding Membership

A regular member who leaves the area and intends to return may continue to receive all benefits of Membership by paying half of the regular annual dues. (Added Nov 16, 2005)

ARTICLE III DUES AND FEES

Section 3.01 Annual Dues

The annual dues for regular members shall be set by the Board of Directors and announced to the Membership at least 30 days before the first day of the club's next fiscal year. (As amended Nov 16, 2005)

Section 3.02 Payment of Dues

All annual dues shall be payable to the Club in advance on or before January 1 of each calendar year, or for new members on the date the Membership application is received by the Board. For new members joining after January 1, annual dues shall be payable as follows:

- 1) for members joining between January 1 and June 30, 100% of annual dues;
- 2) for members joining between July 1 and December 31, 50% of annual dues.

Only those members whose dues are paid in full shall be eligible to enter images in Club competitions, except that all previous year/renewing members whose dues are not yet paid shall be eligible until January 31. If any member does not make full payment of dues within sixty (60) days after it becomes payable, then that Membership shall lapse. (As amended June 6, 2001)

ARTICLE IV MEETINGS OF MEMBERSHIP

Section 4.01 Regular Membership Meetings

Regular meetings of the Club shall be held at such times and in such places as decided by the Board of Directors.

Section 4.02 Special Business Meetings

BY-LAWS OF THE PALO ALTO CAMERA CLUB

Special Business Meetings may be called at any time by the President or by written request of not less than five members or by vote of the Board of Directors.

Section 4.03 Annual Business Meeting

The Annual Business Meeting (Annual Meeting) of the Club shall be held near the end of the calendar year at a place designated by the Board of Directors. All members shall be given official notice at least one month in advance of the meeting by the issuance of an "Announcement of Annual Meeting," which includes 1) the time and place; 2) the official business to be transacted.

ARTICLE V OFFICERS

Section 5.01 Number of Officers and Qualifications

The Officers of this Club shall be President, Co-President or Vice President, Secretary, and Treasurer. All officers must be members of the Club. (As amended November 26, 2002)

Section 5.02 Nomination, Election, and Installation of Officers

(a) The President shall designate a Nominating Committee at least two months prior to the Annual Meeting, consisting of three or more Club members. The Nominating Committee shall prepare a slate of candidates for office. The Slate shall be included in the "Announcement of Annual Meeting". (See Article VI section 4.03)

(b) Officers shall be elected by majority vote of the members attending the Annual Meeting. If there is more than one nominee for any office, voting shall be conducted by ballot.

(c) The new Officers shall be installed at the Annual Meeting, by the current President or a member designated by the President.

Section 5.03 President

The President shall be the chief executive officer of the Club and shall have general supervision over the business of the Club and its officers, subject to the control of the Board of Directors. He or she shall preside at all meetings of the Membership and the Board of Directors. In the name of the Club, the President may sign and execute contracts or other instruments duly authorized by the Board of Directors. The President shall be a co-signer on all Club bank and investment accounts. In advance of the first Board of Directors meeting of the New Club Year, the President shall appoint a Chairperson (Chair) for each Program Committee (see Article 6, Section 6.06) and shall prescribe the duties of committee chairs or officers of the Club whose duties are not otherwise defined. (As amended June 6, 2001)

The Club may, upon the recommendation of the Nominating Committee, elect two co-Presidents in lieu of one President and one Vice-President. Whenever two co-Presidents share the presidency, those co-Presidents shall share the duties and responsibilities of the President as agreed upon between them and there shall be no Vice-President. (As amended November 26, 2002)

Section 5.04 Vice-President

The President may, in the event of his or her absence or disability, designate the Vice-President to perform all duties of the President and, when so acting, the Vice-President shall have all the powers of, and be subject to all the restrictions upon, the President. (As amended June 6, 2001)

Whenever two co-Presidents share the office of the President, the Club shall have no Vice President. (As amended November 26, 2002)

BY-LAWS OF THE PALO ALTO CAMERA CLUB

Section 5.05 Secretary

The Secretary shall be the custodian of current and historical official documents of the Club including a copy of the current by-laws and the minutes of all business meetings. All official documents shall be made available to any club member upon request. (As amended Nov 16, 2005)

In addition, s/he shall:

- maintain a current Membership roster for distribution to the board and Membership as needed
- record the minutes of all meetings of the Board of Directors and Membership, and submit them to the President as soon as possible for review and distribution to the Board

Section 5.06 Treasurer

The Treasurer shall control, audit, and arrange the financial affairs of the Club. He or she shall keep its financial records, shall receive and arrange for the safekeeping of its funds, and shall pay out its funds only in such manner as defined in these bylaws or duly authorized by the Board of Directors. On or before the 30th day of each fiscal year, the Treasurer shall produce an annual budget for action by the Board of Directors. In addition, he or she shall produce for Board review a quarterly financial report detailing income and expenditures to date. The Treasurer shall be a co-signer on all Club bank and investment accounts. (As amended June 6, 2001)

At the discretion of the President, the positions of Secretary and Treasurer may be held by the same person when appropriate. (As amended Nov 16, 2005)

Section 5.07 Other Duties of Officers

All officers shall serve on the Board of Directors and on the its Executive Committee. (As amended June 6, 2001)

ARTICLE VI BOARD OF DIRECTORS

Section 6.01 Number of Directors and Qualifications

The Board of Directors (Board) shall be composed of the elected officers of the Club, the immediate Past President, and the appointed chairs of the Committees. All members of the Board must be current Club members. (As amended June 6, 2001 and Nov 16, 2005.)

Section 6.02 General Duties of the Board of Directors

The Board shall be the governing body of the Club, and shall be responsible for the overall guidance of its operations, the prescription of rules and regulations governing its operations, and the transaction of its official business, subject to the provisions of these bylaws. The Board, through the President, shall keep the Membership informed of the Club's financial status, business affairs, and other undertakings, and shall welcome expressions of opinion by the Membership. (As amended June 6, 2001)

Section 6.03 Meetings of the Board of Directors

The Board by resolution may fix the time and place of regular Board meetings. Notice of regular meetings shall be given to the general Membership and all Club members are welcome to attend. (As amended June 6, 2001)

Section 6.04 Quorum and Manner of Action

At all meetings of the Board, the presence of two-thirds of current officers (including the Past President) and two-thirds of the current chairs of program committees shall constitute a quorum. When a quorum is present at a meeting, every action taken or decision made by a majority of the Directors present shall be regarded as an act of the Board. (As amended June 6, 2001)

BY-LAWS OF THE PALO ALTO CAMERA CLUB

Section 6.05 Executive Committee

The Executive Committee of the Board is the administrative body of the Board. Members of the Executive Committee include the four Officers of the Club: both co-Presidents or the President and Vice President), Secretary, and Treasurer. The Executive Committee is responsible for making major decisions that require action between regularly scheduled Board meetings and may also schedule an executive session, either prior to a regular Board meeting or as a separate meeting, for the transaction of special or unusual business. Between Board meetings and in executive session, the actions and decisions of the Executive Committee agreed to by majority vote of all Executive Committee members shall have the same authority as actions and decisions of the Board. (As amended Nov. 26, 2002)

Section 6.06 Committees

The President appoints the Chairperson (Chair) of each of the Committees (see Article 5, Section 5.03). All committee chairs serve on the Board. Each Chair may appoint members to his or her committee as necessary to assist the Chair in the performance of committee duties. The general duties of the chairs of current Program Committees are as follows:

Competition Chairs (Print, Slide and Digital) shall:

- Obtain and set up the necessary equipment for the evening, provide entry forms, facilitate the evening discussion
- Keep records of competition results and submit results as soon as possible to the Website Chair (Webmaster)
- For the PACC and MPPA Annual Competition, each chair shall perform the following duties:
 - See that entries are collected and organized in time for the judging
 - Assist with the presentation of entries before the judge (end of January), and record the results (no. of entries and makers in each category, list of winners)
 - Prepare a list of winners for announcement at the Awards evening in February, and for posting on the website
 - See that entries are returned to the members at or soon after the Awards evening
- Work with the co-Presidents to update competition rules and categories for the upcoming year, as set by the *Board*, at the Annual Meeting

(As amended Nov 16, 2005.)

(a) Field Trip Chair shall

- Plan, organize, and publicize periodic field trips for the benefit and enjoyment of members
- Survey the Membership periodically to ensure that scheduled outings have broad appeal.

(b) Hospitality Chair shall:

- See that refreshments are provided at each Membership meeting and for special gatherings

(As amended Nov 16, 2005.)

(c) Judges Selection Chair shall:

- Obtain a qualified judge for each intra-club competition, including the Annual Competition and MPPA competitions that are the Club's responsibility
 - Maintain a current list of qualified judges, and keep a record of the scheduling
 - Greet each judge upon arrival and introduce him or her before each competition
- Pay to each judge (except those at MPPA competitions) the applicable service fee, as set by the Board. (As amended Nov 16, 2005.)

BY-LAWS OF THE PALO ALTO CAMERA CLUB

(d) MPPA (Mid-Peninsula Photographic Alliance) Chair shall:

- Represent the interests of the Club to the MPPA
- Attend all MPPA competitions and board meetings
- Inform the Club of MPPA activities and actions
- Select the monthly prints and/or slides for MPPA competitions, according to existing guidelines
- Maintain a list of all entries and winning images

(e) Special Programs Chair shall:

- Plan, organize, and publicize periodic presentations, workshops, and other photographic programs of interest to members
- Survey the Membership periodically to ensure that scheduled programs have broad appeal.

(f) Website Chair shall

- Maintain the Club's website as a source of wide-ranging information for members and prospective members, including: calendar of events, a list of winners of current monthly and annual competitions, official club documents including competition rules and category definitions, membership application and renewal forms, bylaws and other documents as decided upon by the Board, and news and links to other sites of interest to photographers.
- See that the site is easy to navigate and that content is kept current.

The number of committees and/or duties of the various Chairs may be modified by action of the Board as required. (As amended June 6, 2001)

Section 6.07 Financial Duties of Directors

The Board shall see that the Club is operated in a fiscally responsible manner. On or before the 15th day of each fiscal year, each Director shall submit to the Treasurer a written statement of proposed expenditures for that year. Directors may expend Club funds in the performance of their duties only as stipulated in the Board-approved annual budget or otherwise specifically authorized by the Board. (As amended June 6, 2001)

Section 6.08 Other Duties of Directors

Detailed duties of individual Directors are contained in separate job descriptions, which may be prescribed and amended from time to time by the Board. (As amended June 6, 2001)

Section 6.09 Term of Office

Elected officers and appointed chairmen agree to serve for one-year terms. For positions shared by two persons this shall be two years (with overlapping terms).

(As amended Nov 16, 2005.)

Section 6.10 Vacancies

- (a)** If the office of President shall, for any reason, become temporarily vacant, the duties of the President shall be assumed by either the Vice President or the co-President, depending on which position is in effect at that time.
- (b)** If any office other than that of the President shall become vacant, it shall be filled by appointment of the President, but for no longer than the remainder of the calendar year.

BY-LAWS OF THE PALO ALTO CAMERA CLUB

**ARTICLE VII
MISCELLANEOUS PROVISIONS**

Section 7.01 Fiscal Year

The Fiscal Year of the Club may be any appropriate period of 12 months selected by the Board; otherwise, it shall be *July 1 – June 30*. (As amended June 6, 2001)

Section 7.02 Inspection of Books

The bylaws, financial records, and minutes of meetings of the members and the Board shall be open to inspection by any individual Club member upon written request to the Board. (As amended June 6, 2001)

Section 7.03 Appeals

Any member of the Club who may find cause for dissatisfaction with its operation must appeal in writing to the Board, whose decision regarding the resolution of such appeal shall be final.

**ARTICLE VIII
AMENDMENTS TO BYLAWS**

Article VII Amendments

After approval by a majority of the board, these bylaws may be amended at a Special Business Meeting or the Annual Business meeting as provided for in Article IV, Sections 4.02 and 4.03. All members shall be given official notice of such meeting at least one month in advance and notice shall include an explanation in general terms of the proposed amendment(s). An affirmative vote of two-thirds of the members present is necessary for passage of an amendment.

(As amended Nov 16, 2005.)

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Date approved: Nov 16, 2005