

Approved by Board October 18, 2011

**BYLAWS OF THE
PALO ALTO CAMERA CLUB**

Founded in 1935

ARTICLE I
NAME, PURPOSE, DISCLAIMER

Section 1.01. Name

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

Section 1.02. Purpose

The Club is a tax-exempt social and recreational hobby club organized under the laws of the State of California. Its objectives are to

- provide an association for the mutual enjoyment of photography
- enable and encourage members to improve their photographic knowledge, practice, and skill
- enable and encourage members to make mutual contributions to the field of photography

“Photography” is defined as capturing images on photosensitive surfaces by the action of light or other radiant energy, manipulating captured images, and producing representations of captured images.

Section 1.03. Personal Liability

It is hereby stipulated that a person who participates in a Club-sponsored event or competition does so of his or her own accord and at his or her own risk. The Club and the members of its Board of Directors (Board) (See Article VIII) assume no responsibility for the personal safety of those who participate or for the safety of any equipment or photographs of those who participate.

Participation by a person in any Club-sponsored event or competition is acknowledgement by that person that he or she, individually, assumes all risks involved and will not hold the Palo Alto Camera Club or its Directors responsible.

ARTICLE II
MEMBERSHIP

Section 2.01 Regular Membership

Any person active or interested in the practice of photography may become a Regular Member of the Club by paying the applicable dues.

Section 2.02 Privileges of a Regular Member

A Regular Member is eligible to

- attend and participate in any Club meeting (Membership or Board), program, or event
- vote in any Club Membership election
- hold any Club office or position
- access any Club record or document
- send and receive any Club communication

Additional privileges for a Regular Member are specified in a separate document, which may be prescribed and amended by an Act of the Board. A Regular Member is a Full Member.

Section 2.03 Obligations of a Regular Member

A Regular Member is obligated to 1) pay applicable Club dues in a timely manner, 2) read, understand, and follow the Bylaws, and 3) behave in a civil manner at Club events and towards other Club members.

Section 2.04 Honorary Life Membership

A member of the Club who has made an outstanding service contribution to the Club over a long period of time is eligible to become an Honorary Life Member. Any Full Member may propose Honorary Life

Membership for any other member to the Board. A member will become an Honorary Life Member only when approved by an Act of the Board. An Honorary Life Member has the same privileges and obligations as a Regular Member, except that he or she is not obligated to pay dues. An Honorary Life Member is a Full Member.

Section 2.05 Emeritus Membership

A person who has been a Full Member for a minimum of fifteen years may choose to become an Emeritus Member. An Emeritus Member is an inactive member who rarely attends Club meetings and events but who wishes to retain an unofficial association with the Club. A person will become an Emeritus Member only when approved by an Act of the Board. An Emeritus Member has no membership privileges except access to members-only Club web pages, and is not required to pay Club dues. An Emeritus Member is not a Full Member.

Section 2.06 Revocation of Membership

A Club member may have his or her membership revoked for improper behavior only by a two-thirds vote of all of the Directors.

Section 2.07 Privileges of a Non-Member

A non-member may only

- attend and observe at a monthly Club competition, critique, or program
- attend a Club program or event that is open to non-members

Section 2.08 Definition of a Full Member

A Full Member is a member of the Club who has all of the basic organizational privileges such as voting, serving, and nominating. Only Regular Members and Honorary Life Members are Full Members.

ARTICLE III DUES

Section 3.01 Annual Dues

The annual dues period will be for a calendar year. The Board shall set annual dues for membership in the Club and shall announce them to the Membership at least thirty days before the first day of the next calendar year. Dues may be set differently for different types of members.

Section 3.02 Payment of Dues

A member's annual dues will be payable to the Club on or before January 1 of each calendar year. If a member does not fully pay his or her dues by January 31, then his or her membership will automatically lapse on January 31. An applicant's annual dues will be payable on the date his or her membership application is received by the Board. An applicant becomes a Regular Member when his or her annual dues are fully paid. A member's dues are not refundable.

ARTICLE IV MEETINGS OF THE MEMBERSHIP

Section 4.01 Regular Membership Meetings

The Board shall set and announce the times and places for regular Club meetings.

Section 4.02 Special Business Meetings

Special Business Meetings of the Club may be called at any time by a Co-President, a written request of five or more Full Members, or an Act of the Board. After receiving a Special Business Meeting request

from members, a Co-President shall schedule a Special Business Meeting to take place within three weeks. The Membership will be given official notice of a Special Business Meeting at least five days in advance of the meeting in an "Announcement of Special Meeting," which includes 1) the time when the meeting will occur, 2) the place where the meeting will occur, and 3) a description of the official business to be transacted at the meeting. If the official business of the meeting will include amending the Bylaws, then more than one month notice will be given and the "Announcement of Special Meeting" will include a general explanation of the Bylaws amendments. (See Section 10.01.)

Section 4.03 Annual Business Meeting

The Annual Business Meeting (Annual Meeting) of the Club will be held near the end of the calendar year at a time and place set by an Act of the Board. The Membership will be given official notice of the meeting at least one month in advance of the meeting in an "Announcement of Annual Meeting," which includes 1) the time when the meeting will occur, 2) the place where the meeting will occur, and 3) a description of the official business to be transacted at the meeting.

ARTICLE V OFFICERS

Section 5.01 Number of Officers and Qualifications

The Officers of the Club will be two Co-Presidents, a Secretary, and a Treasurer. Each Officer must be a Full Member.

Section 5.02 Nomination, Election, and Installation of Officers

A Co-President shall designate a Nominating Committee consisting of three or more Full Members at least two months prior to the Annual Meeting. The Nominating Committee shall solicit candidates for Officers from the Membership. The Nominating Committee shall prepare a Slate of candidates for office. The Slate may include more than one nominee for an office. All candidates must be Full Members. The Nominating Committee shall make every effort to ensure that a member will not hold two offices. A Co-President finishing the first year of his or her term will automatically continue as Co-President and serve the second year of his or her term. If both Co-President offices will be vacant, one Co-President will be elected for a one-year term and one Co-President will be elected for a two-year term. The Slate will be included in the "Announcement of Annual Meeting." (See Section 4.03.)

Officers will be elected by a majority vote of all of the Full Members present at the Annual Meeting. Additional candidates may be nominated at the Annual Meeting by a Full Member. If there is more than one nominee for an office, voting will be conducted by secret ballot for that office. If an office is still open after three votes, a new Slate of candidates will be prepared for that office and a new election will be held at a Special Business Meeting as soon as possible. The existing Officer for an open office will continue to serve until a new Officer is elected.

The new Officers will be installed at the Annual Meeting by a current Co-President or by a Full Member designated by a Co-President. An Officer will begin his or her term on the first day of the new calendar year.

Section 5.03 Co-Presidents

The Co-Presidents are the chief executive officers of the Club and will have general supervision over the business of the Club and its Officers, subject to the control of the Board. A Co-President shall preside at all meetings of the Membership and the Board. If a Co-President is unable to preside at a meeting of the Membership, a Co-President shall appoint a Full Member to preside. If a Co-President is unable to preside at a meeting of the Board, a Co-President shall appoint a Director to preside. A Co-President may, in the name of the Club, sign and execute contracts or other instruments that have been duly

authorized by an Act of the Board. The Co-Presidents shall be co-signers on all Club bank and investment accounts.

In advance of the first Board meeting of the new calendar year, a Co-President whose term will be active in the new calendar year shall appoint a Chairperson (Chair) for each Program Committee (See Section 7.02) and shall prescribe the duties of the Chairpersons and Officers whose duties are not otherwise defined.

Co-Presidents share the role of executive officer. They shall share the duties and responsibilities of the executive officer as agreed upon between them.

Section 5.04 Secretary

The Secretary is the custodian of all current and historical official documents of the Club (not including financial documents), including paper and electronic copies of the current Bylaws and the minutes of all Board meetings, Executive Committee meetings, and Membership business meetings. All official documents will be made available in a timely manner to any Club member upon written request.

In addition, the Secretary shall

- maintain a current Membership roster for distribution to the Board and the Membership as needed
- record the minutes of all Board meetings, Executive Committee meetings, and Membership business meetings and submit them to a Co-President within one week for review and timely distribution to the Board

Section 5.05 Treasurer

The Treasurer is in charge of controlling, auditing, and arranging the financial affairs of the Club. The Treasurer shall keep the Club's financial records, receive and arrange for the safekeeping of the Club's funds, and pay out the Club's funds only in such manner as defined in the Bylaws or as authorized by an Act of the Board. On or before the thirtieth day of each Fiscal Year, the Treasurer shall produce an annual budget for consideration by the Board. In addition, the Treasurer shall produce in a timely manner a quarterly financial report detailing income and expenditures to date for review by the Board. The Treasurer will be a co-signer on all Club bank and investment accounts.

Section 5.06 Other Duties of Officers

All Officers will serve on the Board and on the Executive Committee. The detailed duties of individual Officers are specified in separate job descriptions, which may be prescribed and amended by an Act of the Board.

Section 5.07 Term of Office

Each Co-President agrees to serve for a two-year term and for one additional year as Past Co-President. The terms of the Co-Presidents will overlap, with one serving the first year of his or her term while the other is serving the second year of his or her term. The Secretary and Treasurer agree to serve for one-year terms.

Section 5.08 Removal of Officers

An officer may be removed only by a two-thirds vote of all of the Directors.

Section 5.09 Filling Vacancies

If any office becomes vacant, it will be filled by a Full Member appointed by a Co-President, but for no longer than the remainder of the calendar year.

ARTICLE VI PAST CO-PRESIDENT

Section 6.01 Description and Role

The Past Co-President is an experienced advisor to the Board and a repository of Club practice and knowledge. This role will automatically be filled by the Co-President whose final term has most recently completed. The Past Co-President will start serving on the first day of the new calendar year. The Past Co-President must be a Full Member. The Past Co-President shall provide guidance to the Board and will be available to undertake any special tasks requested by the Board.

Section 6.02 Other Duties of the Past Co-President

The Past Co-President will serve on the Board. The detailed duties of the Past Co-President are specified in a separate job description, which may be prescribed and amended by an Act of the Board.

Section 6.03 Term of Service

The Past Co-President agrees to serve for a one-year term.

Section 6.04 Removal of Past Co-President

A Past Co-President may be removed only by a two-thirds vote of all of the Directors.

Section 6.05 Filling Vacancy

If the Past Co-President becomes unavailable or is no longer a Full Member, the role of Past Co-President will be filled by a Full Member appointed by a Co-President, but for no longer than the remainder of the calendar year. This member must have previously served as President or Co-President. If no such member can be found, the position will remain vacant.

ARTICLE VII PROGRAM COMMITTEES

Section 7.01 Program Committees

There is a group of standing Program Committees. Each Program Committee manages a significant, ongoing Club function or activity. The Program Committees are guided by the Board and report to the Board.

Section 7.02 Chairpersons

Each Program Committee is led by a Chairperson (Chair). A Co-President appoints the Chairperson of each Program Committee. (See Section 5.03.) A Chairperson must be a Full Member. A Chairperson may appoint one or more Full Members to his or her Program Committee to assist in the performance of his or her Program Committee duties. The Chairperson may organize his or her Program Committee as he or she sees fit. The Chairperson shall keep the Board informed of the status and undertakings of his or her Program Committee.

Section 7.03 The Program Committees

The Program Committees and the general duties of their Chairpersons are as follows.

- **Community/Facility Liaison**
 - Ensure continuity and coordination between the Club and the City of Palo Alto for issues such as the rental and use of City facilities, insurance, and co-sponsorship of the Club and Club activities
 - Provide oversight for the Club's community projects and activities
 - Provide a point of contact between the Club and the City of Palo Alto and other outside groups
- **Critique**

- Organize and run all Club critiques
- Help update critique rules, categories, and procedures
- Catalogue and maintain the critique equipment and software
- **Digital Competition**
 - Organize and run all Club digital competitions
 - Record digital competition results and submit them in a timely manner to the Website Chairperson
 - Help update digital competition rules, categories, and procedures
 - Catalogue and maintain the digital competition equipment and software
- **Field Trip**
 - Plan, organize, and publicize periodic photographic field trips for the benefit and enjoyment of the Membership
 - Periodically survey the Membership to ensure that scheduled outings have broad appeal to the Membership
- **Hospitality**
 - Ensure that refreshments are provided at each Membership meeting and for special gatherings
- **Judge Selection**
 - Obtain qualified judges for all Club competitions
 - Obtain qualified critique leads for all Club critiques
 - Ensure that judges and critique leads are greeted and introduced
 - Ensure that judges and critique leads are paid with Club funds according to the fees set by the Board
 - Ensure that judges and critique leads are observed and evaluated, including feedback from the Membership
 - Maintain a list showing who judged at each competition and a list showing who lead critiques at each critique
 - Maintain a current list of qualified judges and a current list of qualified critique leads
 - Look for new qualified judges and new qualified critique leads
- **Membership/Mentoring**
 - Send standardized welcome and orientation messages to new members
 - Answer new member questions and concerns
 - Make and distribute name tags for new members
 - Maintain and manage the Mentoring Program
- **Print Competition**
 - Organize and run all Club print competitions
 - Record print competition results and submit them in a timely manner to the Website Chairperson
 - Help update print competition rules, categories, and procedures
 - Catalogue and maintain the print competition equipment
- **Special Interest Groups (SIG)**
 - Oversee the creation and operation of relevant SIGs
 - Periodically survey the Membership to ensure that existing SIGs have broad appeal to the Membership
- **Special Programs and Events**
 - Plan, organize, and publicize periodic presentations, workshops, and other photographic programs of interest to the Membership

- Plan, organize, and publicize Club social events and fundraisers such as the holiday party, the annual competition awards ceremony, and the auction
- Periodically survey the Membership to ensure that scheduled programs have broad appeal to the Membership
- **Website**
 - Maintain the Club's website in a timely manner
 - Ensure that the website is attractively presented and easy to navigate
 - Ensure that the website contains a comprehensive and appropriate collection of information to support the purposes of the Club as directed by the Board
 - Periodically survey the Membership to ensure that the website meets the needs of the Membership.

Section 7.04 Other Duties of Chairpersons

All Chairpersons will serve on the Board. The detailed duties of individual Chairpersons are specified in separate job descriptions, which may be prescribed and amended by an Act of the Board.

Section 7.05 Term of Service

Each Chairperson agrees to serve for a one-year term.

Section 7.06 Removal of Chairpersons

A Chairperson may be removed in only two ways. First, a Chairperson may be removed by a two-thirds vote of all of the Directors. Second, a Chairperson may be removed at any time by a Co-President.

Section 7.07 Filling Vacancies

If any Program Committee Chair becomes vacant, it will be filled by a Full Member appointed by a Co-President, but for no longer than the remainder of the calendar year.

ARTICLE VIII BOARD OF DIRECTORS

Section 8.01 Number of Directors and Qualifications

The Board of Directors (Board) will be composed of the Officers, the Past Co-President, and the Chairpersons of the standing Program Committees. All Directors must be Full Members.

Section 8.02 General Duties of the Board

The Board will be the governing body of the Club and will 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 the Bylaws. The Board, through the Co-Presidents, shall keep the Membership informed of the Club's financial status, business affairs, and other undertakings, and shall welcome opinions from the Membership.

Section 8.03 Meetings of the Board

The Board shall set the time and place of regular Board meetings. Notice of a regular meeting will be announced to the Membership at least one week before the meeting, the agenda of a regular meeting will be announced to the Membership at least three days before the meeting, and all members are welcome to attend. A Board meeting is a Club business meeting.

Section 8.04 Quorum and Manner of Action

A quorum exists at a Board meeting, when the following two conditions are simultaneously met.

- A majority of the Directors who are either Officers or the Past Co-President is present
- A majority of the Directors who are Program Committee Chairpersons is present

When a quorum exists at a Board meeting, every action and every decision agreed to by a majority vote of the Directors present will be regarded as an Act of the Board. Each Director is counted only once during a vote regardless of the number of positions held by that Director.

A Board action or decision must be made at a Board meeting.

Section 8.05 Executive Committee

The Executive Committee of the Board is the administrative body of the Board. The members of the Executive Committee are the Officers of the Club. The Executive Committee is responsible for making major decisions that require action between regularly scheduled Board meetings. The Executive Committee 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 that are agreed to by a majority vote of all of the Executive Committee members will have the same authority as and be regarded as an Act of the Board. Each Officer is counted only once during a vote regardless of the number of offices held by that Officer. An Executive Committee meeting is a Club business meeting.

Section 8.06 Financial Duties of Directors

The Board shall operate the Club in a fiscally responsible manner. On or before the fifteenth 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 as otherwise authorized by an Act of the Board.

ARTICLE IX MISCELLANEOUS PROVISIONS

Section 9.01 Fiscal Year

The Fiscal Year of the Club may be any appropriate period of twelve months selected by the Board. Unless otherwise specified, it will be July 1 to June 30.

Section 9.02 Inspection of Books

The Bylaws, the financial records, and the minutes of meetings of the Membership, the Board, and the Executive Committee will be open to inspection in a timely manner by any Club member upon written request to the Board.

Section 9.03 Appeals

Any member of the Club who is dissatisfied with the operation of the Club can make an appeal in writing to the Board. The Board shall make a decision about and respond to the appeal within one week after the next Board meeting. The Board's decision regarding the resolution of such an appeal will be final.

ARTICLE X AMENDMENTS TO BYLAWS

Section 10.01 Amendments

After proposed amendments are approved by an Act of the Board, the Bylaws may be amended by a vote at a Special Business Meeting or at the Annual Business Meeting as provided for in Sections 4.02 and 4.03. The Membership will be officially notified that such a meeting will occur at least one month in advance, and the notice will include a general explanation of the proposed amendments. An amendment will pass if it is agreed to by a two-thirds vote of all of the Full Members present.

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Date approved: Nov 16, 2005  
2010 revisions approved Dec 1, 2010  
2011 revision approved by Board Oct 18, 2011