



# Regina Photo Club

# Bylaws

“Become Better Acquainted with the Art of Photography”

Amendment date: May 18<sup>th</sup>, 2010.

# **BYLAWS OF**

# **REGINA PHOTO CLUB**

  

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## 1. DEFINITIONS

In these and all other bylaws of the corporation, unless the context otherwise requires or specifies:

- a. "Act" means The Non-Profit Corporations Act, 1995, as amended or replaced from time to time, and in the case of such amendment, any references in the bylaws of the corporation shall be read as referring to the amended provisions;
- b. "the corporation" means Regina Photo Club;
- c. "the executives of the club" means the directors and officers of the corporation;
- d. "204544" is the entity number for the corporation with Saskatchewan Justice, Corporations Branch;
- e. "Non-Profit Corporation" and "Saskatchewan Membership Corporation" is the entity type and sub-type respectively, meaning the main benefit for the corporation is for the members, a group with a common interest;
- f. "November 9, 1978" is the incorporation date of the corporation;
- g. "SAPC" means SaskAmateur Photo Competition, an entity registered under the corporation, entity number "101057013";
- h. The headings used in the bylaws are inserted for reference only and are not to be considered in constructing the terms thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms;
- i. All terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act;
- j. "member" means a regular member or a student member;
- k. "Become Better Acquainted with the Art of Photography" is the official slogan of the corporation;
- l. [www.reginaphotoclub.com](http://www.reginaphotoclub.com) is the official website of the corporation.

## 2. OBJECTIVES

The Objectives of the corporation are:

- a. To promote the art of photography;
- b. To improve the members' photographic skills by the sharing of ideas and experiences;  
and
- c. To provide a forum for the discussion and distribution of information on matters of interest to members.

### **3. FISCAL YEAR**

The fiscal year of the corporation shall commence on the 1st day of August and end on the 31st day of July in each year.

### **4. MEMBERSHIP**

- a. The membership of the corporation shall consist of regular members and student members.
  - i. A regular member is entitled to all privileges of membership including the right to vote at meetings of members.
  - ii. A student member is entitled to all privileges of membership except the right to vote at meetings of members and the right to be elected as director.
- b. Any person who is eligible for admission to membership may, upon payment of the prescribed fee, be admitted as a member by resolution of the directors.
  - i. Any person who is at least 18 years of age is eligible for admission to membership as a regular member. A family discount may be applicable for two or more people at the same address.
  - ii. Any person who is under the age of 18 is eligible for admission to membership as a student member.
  - iii. Any person who is at least 60 years of age is eligible for admission to membership as a regular member, with the senior discount rate.
- c. Membership fees are not refundable.
- d. Membership fees will be reviewed by the Executive at the beginning of each year once the Regina Photo Club budget has been finalized and approved by the President, Vice-President and Treasurer. The membership fees will be set as part of the Program for that year.
- e. Term of membership shall run from 1st day of August to the 31st day of July, or any portion thereof.
- f. The directors may award Life Membership from time to time.

Life members are:

Arnold Foster; Lynn McCaslin; Shirley Gerlock; Walter Thiel, Larry Easton

### **5. MEETINGS OF MEMBERS**

- a. An annual general meeting of members shall be held on or before the first regular club meeting in June of each year at the regular time and place.
- b. Regular photo club meeting of members shall be first and third Tuesday of each month from September to June, starting at 7:30 pm, aiming to end no later than 10:00 pm.
- c. At least ten (10) photography sessions per program year shall be offered.

- d. At the annual general meeting or regular meeting:
  - i. Each regular member is entitled to one vote per question;
  - ii. Regular members shall vote by a ballot in the case of election of directors; and
  - iii. Regular members shall vote by a show of hands in other cases except where a ballot is demanded by a member.
- e. Twenty regular members personally present at the opening of a meeting shall constitute a quorum.
- f. As the corporation is a family rated club, members shall be informed in advance at a prior club meeting and/or by e-mail of any images of nudity or violence before shown.

## 6. DIRECTORS

- a. The directors shall manage the activities and affairs of the corporation.
- b. The directors of the corporation shall consist of :
  - i. Group A – (even year of election)
    - a. President
    - b. Vice-President
    - c. Past President
  - ii. Group B – (odd year of election)
    - a. Treasurer
    - b. Secretary
    - c. Editor, f-16 Newsletter
  - iii. Group C – (every year of election)
    - a. Two (2) Members-at-Large
- c. Directors shall be elected at the annual general meeting. The positions in Group A will be elected in the even years, the positions in Group B will be elected in the odd years and the positions in Group C will be elected every year.
- d. Directors hold office until the conclusion of the meeting at which their successors are elected.
- e. Term of office of a director in Group A and Group B shall be two (2) years and in Group C shall be one (1) year.
- f. The regular members may, by ordinary resolution at a meeting called for that purpose, remove any director(s) from office.
- g. The quorum at an executive meeting shall be a majority of the directors.
- h. There shall be at a minimum five (5) executive meetings each year, at a date, time and place to be agreed upon at the previous executive meeting.
- i. Where there is a vacancy on the board of directors and;
  - i. Where there is a quorum of directors, the remaining directors;

- a. May exercise all the powers of the directors; or
- b. May fill the vacancy until the next annual meeting;
- ii. Where there is not a quorum of directors, the remaining directors shall call a general meeting for the purpose of electing regular members to fill any vacancies.
- j. Duties of the directors shall be as follows:
  - i. President
    - a. Acts as Chair for all general, executive and club meetings;
    - b. Has joint signing authority;
    - c. Determines the date of the executive meetings;
    - d. Participates and votes in executive meetings;
    - e. Participates in the development of the annual program;
    - f. Participates in the inclusion of material for the newsletter;
    - g. Is a member of all committees under the corporation;
    - h. Applies for grants and fund raising for the corporation;
    - i. Approves all advertising and promotion of the corporation;
    - j. Reviews bylaws of the corporation and recommends revisions and amendments to the directors;
    - k. Participates in the greetings of members and visitors at club meetings, to ensure a welcoming environment;
    - l. Any other related duties.
  - ii. Vice President
    - a. Takes over presidential responsibilities in the event that the President is unable to fulfill same;
    - b. Has joint signing authority;
    - c. Participates and votes in executive meetings;
    - d. Participates in the development of the annual program;
    - e. Participates in the greetings of members and visitors at club meetings, to ensure a welcoming environment;
    - f. Any other related duties.
  - iii. Past President
    - a. Organizes, receives nominations and executes annual elections in accordance with the corporation's bylaws.
  - iv. Treasurer
    - a. Shall keep and maintain all corporation financial records;
    - b. Shall receive all monies paid to the corporation and shall be responsible for deposit of same in the corporation's bank account and for appropriate authorized disbursements;

- c. Shall provide a concise budget after the establishment of the Club Program to be reviewed by the President and Vice-President, which would be used to establish the cost of Membership Fees for the oncoming year;
  - d. Has joint signing authority;
  - e. Participates and votes in executive meetings;
  - f. Shall prepare financial statements for submission to the directors and members as per the bylaws;
  - g. Shall present a full and detailed account of receipts and disbursements to the directors whenever requested;
  - h. Shall keep and maintain a list of the corporate assets;
  - i. Shall issue membership cards upon full payment of fees;
  - j. Shall purchase the annual club awards;
  - k. Participates in the greetings of members and visitors at club meetings, to ensure a welcoming environment;
  - l. Any other related duties.
- v. Secretary
- a. Takes minutes at annual, general and executive meetings;
  - b. Participates and votes in executive meetings;
  - c. Ensures minutes are available to members and distributed to all directors and a copy is placed in the archives;
  - d. Ensures the archives are maintained with the club records;
  - e. Works with the Library Officer to ensure it is maintained;
  - f. Corresponds as required and issues greeting cards to members;
  - g. Coordinates volunteers to help prepare refreshments at club meetings, i.e.: coffee and tea, and supplies;
  - h. Participates in the greetings of members and visitors at club meetings, to ensure a welcoming environment;
  - i. Any other related duties.
- vi. Editor, f-16 Newsletter
- a. Writes, plans, produces and distributes a minimum of four (4) club newsletters each program year;
  - b. Participates and votes in executive meetings;
  - c. Ensures a positive club representative is at the Canadian Association of Photographic Arts (CAPA) and the Prairie Region of Photographic Arts (PRPA) events and a timely report of the event is given at executive meetings;
  - d. Participates in the greetings of members and visitors at club meetings, to ensure a welcoming environment;
  - e. Any other related duties.
- vii. Members-at-Large
- a. Participates and votes in executive meetings;

- b. Coordinate members' interaction;
- c. Participates in the greetings of members and visitors at club meetings, to ensure a welcoming environment;
- d. Coordinates, plans, organizes and implements field trips;
- e. Coordinates the annual public display of members' photos;
- f. Any other related duties.

## **7. SUB-COMMITTEES OF VOLUNTEERS**

- a. Any current person(s) occupying a volunteer position will be asked if they wish to continue in that capacity;
- b. An attempt to fill vacant volunteer positions will be made at the AGM and beginning of the program year, and if unsuccessful, duties will be either "contracted" or area of responsibility dropped from the program;
- c. Responsible for the operation and execution of Regina Photo Club related activities;
- d. All volunteer and sub-committees must submit recorded minutes of meetings and decisions to the executive;
- e. Will have access to all existing resources with the RPC – i.e. archives, financial records that pertain to the group/sub-committee's responsibility, history, documentation, etc.;
- f. Will not attend executive meetings;
- g. Not have voting privileges at the executive/director level;
- h. May be called upon to attend executive meetings for consultation purposes related to the volunteer duties;
- i. The RPC Executive/Directors have the power to override any decisions or actions of the volunteers or sub-committees that place the Regina Photo Club in any financial or reputational jeopardy;
- j. Volunteer/sub-committees and duties are as follows:
  - i. SaskAmateur Committee Chairperson and associated volunteers
    - a. Responsible for planning, fundraising, execution of the annual SaskAmateur Photo competition;
  - ii. Internal Photo Competitions
    - a. Responsible for each Internal Club Photo competitions, rules, judging, reporting of results, providing merit point information to the Manager of Merit Points, care and handling of entries;
  - iii. Library Officer
    - a. Management and tracking of the RPC library assets;
  - iv. Manager of Merit Points
    - a. Tracking and reporting of earned merit points;
  - v. Webmaster
    - a. Responsible for the updating and maintenance of the Regina Photo Club website [www.reginaphotoclub.com](http://www.reginaphotoclub.com), including Member Galleries.

- b. Ensures there is zero-tolerance of nudity and violence in the Member's Gallery;
- vi. Archivist
  - a. Manages records and historical information about the Regina Photo Club and related activities;
- vii. PRPA representative
  - a. Member representative to the Prairie Region of Photographic Arts;
- viii. CAPA representative
  - a. Member representative to the Canadian Association of Photographic Arts;
- ix. *Any additional volunteer duties and positions*
  - a. *Additional duties and positions may be added by the executive as deemed necessary.*

## **8. REMUNERATION**

- a. No member of the corporation shall receive any remuneration for services unless approved by the regular membership, except for workshops;
- b. Fees may be charged for workshops. The corporation shall collect the fees and an instructor's honorarium shall be paid.
- c. Reimbursement of expenses to carry out business on behalf of the corporation shall be paid;
- d. Greeting cards will be the only item given to members for sickness, bereavement or celebration type of events unless approved by the directors.

## **9. FINANCIAL DISCLOSURE**

- a. The directors shall place before the members at every meeting:
  - i. Financial statements up to the last month prior to the annual general meeting; and
  - ii. Any further information respecting the financial affairs of the corporation.
- b. The directors shall approve the financial statements and shall evidence their approval by the signature of one or more directors;
- c. No financial statements or members lists shall be released or circulated unless it has been approved by the directors;
- d. The books, accounts and records of the Treasurer shall be audited once a year by a qualified individual, or by two members of the corporation;
- e. The corporation shall make available to the club members the year-end financial statements and the report of the auditor, if there is an auditor's report. The financial statements will be sent to the Saskatchewan Justice, Corporations Branch by September 20th of each year;

## **10. AMENDMENTS TO BYLAWS**

- a. The directors may, by resolution, make, amend, or repeal any bylaw that regulate the activities and affairs of the corporation;
- b. The directors shall submit a bylaw, or an amendment or repeal of a bylaw to the next meeting of regular members and the member may, by ordinary resolution, confirm, reject or amend the bylaw, amendment or repeal;
- c. A bylaw, or any amendment or repeal of a bylaw is effective from the day of the resolution of directors until confirmed, confirmed as amended, or rejected by the regular members;
- d. If a bylaw, or any amendment or repeal of a bylaw is rejected by the regular members or is not submitted to the next meeting of members, the bylaw, amendment or repeal thereof, ceases to be effective and no subsequent bylaw, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed or confirmed as amended by the regular members;

## **11. LIQUIDATION AND DISSOLUTION**

The remaining property of the corporation shall, in the course of liquidation and dissolution, be donated to one or more recognized non-profit organizations in Canada as may be decided by the members at a general meeting.