

Sidney Camera Club

Constitution

The name of the Organization is *Sidney Camera Club*.

The Object of the Sidney Camera Club is to support opportunities for photographers of all skill levels to meet, learn, exchange ideas, and share their photographic work.

The Sidney Camera Club was registered as a society under the authority of The *Societies Act* of British Columbia in February 2026.

Prior to this Constitution the Club was an informal organization of enthusiastic photographers founded in 1992 under the name *Sidney Shutterbugs Camera Club*.

This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to a designated non-profit organization determined in the Club's Bylaws.

Amendments

BYLAWS

Part 1 — Definitions and Interpretation

Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time,

“**AGM**” means the annual general meeting of the Club,

“**Bylaws**” means these Bylaws as altered from time to time,

“**Club**” means the *Sidney Camera Club*.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 — Members

2.1 Any person interested in photography may apply to become a member of the Club.

2.2 A person who applies for membership in the Club becomes a member on the Board's acceptance of the application and payment of the requisite fee.

2.3 Every member must uphold the Constitution of the Club and comply with these Bylaws.

2.4 The amount of the annual membership fee will be determined by the Board each year before the start of the Club year.

2.5 A member is not in good standing if the member fails to pay the member's annual membership fee and the member is not in good standing for so long as the fee remains unpaid. A member who is not in good standing may not vote at any Club meetings and not consent to a resolution.

2.6 A person's membership in the Club is terminated if the person is not in good standing for thirty (30) days, or if the Board votes unanimously on a motion to terminate.

Part 3 — The Board of Directors

3.1 The Club must have no fewer than three (3) and no more than eighteen (18) Directors constituting the Club Board.

3.2 At each AGM, the voting members must elect or appoint the Board for a term of one (1) year commencing at the end of the AGM.

3.3 The Board may, at any time, appoint a member as a Director to fill a vacancy.

3.4 Board Directors include the Executive members, described below in Part 4, and Directors-at-Large who are elected or appointed to positions on the Board.

3.5 Directors-at-Large fill positions to perform specific on-going tasks in the Club operations in order to meet the Club objectives. These may include: Program, Membership, Location Shoot, Social, Communications, Website, Competitions, Community Liaison, Photo Displays, and others at the discretion of the Board up to the maximum allowed.

Part 4 — Executive Positions

4.1 Executive Directors must be elected at the AGM, or subsequently appointed by the Board (except the past-president) to the following Executive positions:

- (a) president,
- (b) vice-president,
- (c) secretary,
- (d) treasurer,
- (e) past president.

4.2 A Director, other than the president, may hold more than one position.

4.3 The **president** is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties. The president is the spokesperson for the Club unless assigned to other Directors on a case-by-case basis.

4.4 The **vice-president** is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act. The vice-president shall perform other duties endorsed by the president and the Board.

4.5 The **secretary** is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of AGM and Special meetings,
- (b) taking minutes of AGM, Special, and Board meetings,
- (c) keeping the records of the Club in accordance with the Act,

- (d) conducting the correspondence of the Board,
- (e) monitoring Club e-mail account(s) and directing e-mail to the appropriate person(s),
- (f) filing the annual report of the Club and making any other filings with the registrar under the Act.

4.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

4.7 The **treasurer** is responsible for doing, or making the necessary arrangements for, the following:

- (a) manage the banking functions of the Club,
- (b) receive and deposit monies collected from the members or other sources,
- (c) keep accounting records of the Club's financial transactions,
- (d) prepare the Club's financial statements and provide a financial report to the members on a periodic basis.
- (e) file the Club's financial report according to the Act and taxes, if necessary.

4.8 A president becomes **past president** on the election of a new president and serves for one (1) year. The past president provides advice to the Board and performs any tasks agreed to by the president and past president.

Part 5 — Board Meetings

5.1 A Board meeting may be called by the president or by any two (2) other Directors.

5.2 In order to conduct the business of the Club, the Board shall meet normally once each month, except for inactive periods, for example, Christmas or summer months.

5.3 A Quorum requires five (5) directors be in attendance, with two (2) members of the executive and three (3) members of the Directors-at-large.

5.4 At least five (5) days' notice of a Board meeting must be given unless all the Directors agree to a shorter notice period.

5.5 The accidental omission to give notice of a Board meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

5.6 The Board may regulate their meetings and proceedings in accordance with Article 6.7.

Part 6 — Meetings

6.1 The following individual is entitled to preside as the chair of Club meetings:

- (a) the president,
- (b) the vice-president, if the president is unable to preside as the chair, or
- (c) the individual appointed by the Board to preside as the chair in exceptional circumstances.
- (d) one of the other Directors in attendance at the meeting, if both the president and vice-president are unable to preside as the chair.

6.2 Program Club Meetings

6.2.1 Program Club meetings shall normally be held twice a month in September through May except for December.

6.2.2 Program Club meetings shall be scheduled by the Board annually at times and locations considered convenient to a majority of members.

6.2.3 The agenda of Program Club meetings may include: guest speakers, travelogues, camera and software presentations/workshops, activity (photography) nights, expert judging of submitted images, competitions, theme shoots, members presentations and sharing images for discussion, and any other items that promote the objects of the Club.

6.2.4 Program Club meetings may conduct any pressing business of the Club requiring action.

6.3 Annual General Meeting (AGM)

6.3.1 An AGM must be held in the month of June at the time and place the Board determines.

6.3.2 At an AGM, the following business is ordinary business:

- (a) consideration of any financial statements of the Club presented to the meeting,
- (b) consideration of the reports, if any, of the Directors,
- (c) election or appointment of Directors,
- (d) business arising out of a report of the Directors not requiring the passing of a special resolution.

6.3.3 The order of business at an AGM is as follows:

- (a) elect an individual to chair the meeting, if necessary,
- (b) determine that there is a quorum,
- (c) approve the agenda,

- (d) approve the minutes from the last AGM and any subsequent Special meeting,
- (e) deal with unfinished business from the last AGM meeting,
- (f) receive Board reports: President's Report, Treasurer's Report including consideration of the financial statements of the Club for the previous financial year,
- (g) receive any other Directors' reports of activities and decisions since the previous AGM,
- (h) receive the Board's Nomination Report, and accept nominations from the floor for members in attendance,
- (i) elect or appoint Directors from the slate proposed,
- (j) deal with new business on the agenda,
- (k) discuss other relevant matters which may by motion be referred to the Board of Directors for consideration.
- (l) adjourn the meeting.

6.4 Special Meeting

6.4.1 The president, or three (3) directors, or five (5) members may call a Special meeting.

6.4.2 Notice of a Special Meeting shall be given at least seven (7) days prior to the meeting. Notice must state the nature of any business to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

6.4.3 Any change to these Bylaws requires a Special Meeting.

6.4.4 If there is no individual entitled under these Bylaws who is able to preside as the chair of a Special Meeting within fifteen (15) minutes from the time set for holding the meeting, the voting members who are in attendance must elect an individual in attendance to preside as the chair.

6.4.5 Special meetings require a two-thirds 2/3 majority in order to pass a resolution.

6.4.6 The order of business at a Special Meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary,
- (b) determine that there is a quorum,
- (c) approve the agenda,
- (d) present, discuss, and vote on the special resolution,
- (e) adjournment.

6.5 Quorum

6.5.1 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at an AGM or Special meeting unless a quorum of voting members is in attendance.

6.5.2 The quorum for the transaction of business at an AGM and for a Special meeting is twelve (12) voting members or twenty-five (25%) percent of the voting members, whichever is greater.

6.5.3 If, within thirty (30) minutes from the time set for holding an AGM or Special Meeting, a quorum of voting members is not in attendance,

- (a) in the case of a Special meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and, if applicable, place, and if, at the continuation of the adjourned meeting, a quorum is not in attendance within thirty (30) minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are in attendance constitute a quorum for that meeting.

6.5.4 If, at any time during an AGM or Special Meeting, there ceases to be a quorum of voting members in attendance, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

6.5.5 The chair of an AGM or Special Meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and, if applicable, from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

6.6 Methods of Voting

6.6.1 A matter is decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution. An ordinary resolution requires a simple majority to pass.

6.6.2 At a Club meeting, voting on a resolution is normally by a show of hands, or an oral vote, or another method that adequately discloses the intention of the voting members. However, voting must be by a secret ballot if:

- (a) before or after such a vote, three (3) or more voting members request a secret ballot, or
- (b) a secret ballot is directed by the chair of the meeting.

6.6.3 Voting by proxy is not permitted.

6.6.4 The chair of a meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

6.7 All Meetings shall abide by the current *Roberts Rules of Order* as amended from time to time.

Part 7 — Financial

7.1 The financial year shall run from September 1st to August 31st.

7.2 No remuneration to a Director, for being a Director, is permitted by the Club. However, the Club may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Club in another capacity.

7.3 A contract or other record to be signed by the Club must be signed on behalf of the Club

- (a) by the president, together with one other executive member, preferably the treasurer,
- (b) if the president is unable to provide a signature, by the vice-president together with one other elected executive member,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other elected executive members, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on its authority.

7.4 In the event of dissolution or cessation of the Club, any and all assets of the Club will be gifted to the an organization, as determined by the Board, that is registered as a not-for-profit under the Act, whose objects align with those of the Club.

Part 8 — Amendments to the BYLAWS

8.1 Bylaws may be adopted, revoked, or amended at a Special meeting of the Club called with due notice to change the Bylaws.

8.2 Notice for this Special meeting must include the proposed changes to the Bylaws.

8.3 Resolutions addressed at a special meeting to amend the Bylaws require two-thirds (2/3) of majority affirmative vote of the voting members attending the meeting.
