

SOUTHWESTERN MICHIGAN COUNCIL OF CAMERA CLUBS, INC.

BY-LAWS

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SOUTHWESTERN MICHIGAN COUNCIL OF CAMERA CLUBS, INC.

BY-LAWS

Article I – Name

The name of this organization shall be
“The Southwestern Michigan Council of Camera Clubs.”

Article II – Purpose

The purpose of this organization shall be as set forth
in the Articles of Incorporation.

Article III – Membership

- Section 1 Any camera club or individual may apply for membership.
- Section 2 The application for membership must be approved by a majority vote of the Executive Committee or the Board of Directors.
- Section 3 Upon approval of the membership application, and the payment of dues, the club or individual making application shall be considered a member of the council.
- Section 4 Membership may be terminated at any time under the following circumstances.
- a. Desire by the individual member or member club.
 - b. By action of the Council Board of Directors.
 - c. A three-fourths majority vote of the Board of Directors shall be necessary to terminate membership of an individual member or member club by action of the Board of Directors.
 - d. Such action by the Board of Directors shall be taken only when at least four members of the Board prefer charges.
 - e. Failure of the individual member or member club to pay dues for one year shall be considered grounds for automatically terminating membership in the Council.
- Section 5 Grounds for termination of membership in the Council, by action of the Council Board of Directors, shall be failure of the club or member to comply with the Articles of Incorporation and By-Laws of the Council.

Article IV – Officers

- Section 1 The officers of this organization shall be:
- a. President
 - b. 1st Vice President - General Chairperson of Events
 - c. Vice President - Education
 - d. Vice President – Competition
 - e. Secretary
 - f. Treasurer
 - g. Past President
- Section 2 All officers shall be elected by vote of the Board of Directors, at the first Meeting of the board in each odd numbered year.
- Section 3 In the event a vacancy occurs in the office of President, the 1st Vice-president shall assume the duties of the President and serve as acting President until the election of officers.

- Section 4 In the event a vacancy occurs in any other elective office, the office shall be filled by a vote of the Board of Directors at the next regular meeting, or at a special meeting called for that purpose.
- Section 5 Officers shall be elected for a term of two years.
- Section 6 Anyone elected to office, as provided for in Section 4, shall be considered an outgoing officer at the next election meeting, regardless of how much of the un-expired term he or she has served.
- Section 7 Any elected officer may be recalled from the position that he or she holds by a majority vote of the SWMCCC Board of Directors. The balance of that term shall be completed as directed in Section 3 and 4.

Article V – Executive Committee

- Section 1 The Executive Committee shall consist of the elected officers and Past President
- Section 2 The Executive Committee shall conduct the affairs of the Council in accordance with the Articles of Incorporation and By-Laws.
- Section 3 The Executive Committee shall also serve as Finance Committee and shall have the authority to supervise disbursement of funds, within the limits permitted by the Board of Directors.

Article VI – Delegates and Alternates

- Section 1 Each member club shall elect, or appoint, one delegate and one alternate to represent the club in Council affairs and shall send the name and address of each in writing to the Secretary of the Council.
- Section 2 No club or officer shall be permitted more than one vote on any motion at a meeting of the Council. An Officer may not represent their club as its delegate. Each club has one vote per its delegate. Each officer has a vote per its office.
- Section 3 The past president of SWMCCC shall be considered the delegate representing individual members who belong to SWMCCC, but not an affiliated camera club.

Article VII – Board of Directors

- Section 1 The Board of Directors shall at all times be the supreme governing body of the Council.
- Section 2 The following shall make up the Board of Directors
 - a. Members of the Executive Committee.
 - b. The delegates, or their alternates, elected or appointed by the member clubs.
- Section 3 The total number of directors on the board will be determined by adding the elected officers who will have one vote per their office and the clubs that have paid their dues in full. Clubs will have one vote per their membership with that vote cast by a delegate or alternate. An officer MAY NOT cast a vote for their club. I.e. If there are 7 elected officers and 7 clubs that have dues paid, the board of directors will have 14 voting members.

Article VIII – Meetings

- Section 1 The Board of Directors shall hold a minimum of two regular meetings a year (generally one in the Spring and one in the Fall or as directed by the Executive Committee or Board of Directors). The president shall set the date of the Board of Directors meeting and its place, in a central location.

- Section 2 The Executive Committee shall meet at the call of the President, with no specified number of meetings stipulated.
- Section 3 The President may call a special meeting of the Board of Directors with the consent of any four members of the Board.
- Section 4 The President must call for a special meeting of the Board of Directors at the request of any five members of the Board.
- Section 5 The call for a special meeting must state the purpose of the meeting, and no business shall be transacted except that specified in the call.
- Section 6 A five-weeks notice in writing of all regular meetings of the Board of Directors shall be given to all members of the Board.

Article IX – Suspensions and Amendments

- Section 1 Articles of Incorporation and By-Laws may be adopted, amended, repealed or suspended at any regular or special meeting of the Board of Directors, by a two thirds majority vote.

Article X – Quorum

- Section 1 A simple majority of eligible voting members shall constitute a quorum for any meeting of the Board of Directors.
- Section 2 In the event a quorum is not made at a meeting of the Board of Directors, a quorum of the executive committee will constitute a quorum of the Board of Directors meeting with a simple majority vote of all eligible voting members present at the meeting approving said quorum.
- Section 3 A simple majority of members shall constitute a quorum for a meeting of the Executive Committee.
- Section 4 A simple majority shall constitute a quorum for a meeting of any other Committee.

Article XI – Dues and Fees

- Section 1 The amount of dues and fees payable by the member clubs and individual member of the Council shall be determined by action of the Board of Directors.
- Section 2 Payment of dues shall be on or before January 31 of each year.
- Section 3 Payment of dues by the member clubs and individual member shall entitle the club or individual member to enter Events and Council competition in all classifications for member only fees.
- Section 4 The schedule of dues payable by member clubs and individual member shall be proposed by the Executive Committee and approved by the Board of Directors.

Article XII – Financing of Council Events

- Section 1 The Council Treasurer or a designated representative shall be the registrar for all Events and shall receive all revenues.
- Section 2 The Council Treasurer shall pay all bills that have been approved by the Executive Board as part of the Event Budget approval process. Last minute or unforeseen bills not so approved may be

approved in advance by the Council Treasurer or the Vice-President of Events. Expenses incurred without proper approval, shall be the responsibility of the Club or person incurring the expense. Host Club(s) shall not withhold any revenues for the purpose of paying bills, without the approval of the Council Treasurer.

- Section 3 The Local Event Chairperson shall present to the Executive Committee for approval a preliminary budget before the Event. The Council Treasurer will be available for assistance and guidance. The basis for budget revenues (the estimated number of registrants and banquet reservations) must have the approval of the Council Treasurer.
- Section 4 A more firm Event Budget shall be presented to the Executive Committee for approval at their meeting one (1) month prior to the Event. Every attempt should be made to include all anticipated expenses, including those for speakers and presenters. The final registration and banquet reservation fees to be charged for the Event will be approved at this meeting.
- Section 5 The Council Treasurer shall pay all reasonable and appropriate deposits for facilities, catering and any other necessary advance payments, when presented with adequate supporting documentation or bills.
- Section 6 The Council Treasurer shall compile and issue the financial statements for the Events and the Judging.

Article XIII – Duties of the Officers

- Section 1 Duties of the President
- a. The President shall preside at all meetings of the Board of Directors and the Executive Committee.
 - b. The President shall open and close all general meetings of the Council.
 - c. The President shall conduct all meetings according to Parliamentary Law.
 - d. Prior to each Event, the President shall call a meeting of the Executive Committee and establish a budget for that Event.
 - e. The President shall have general supervision of the affairs of the Council and shall be directly responsible to the Board of Directors.
 - f. The President shall have the authority to appoint any other committee deemed necessary to successfully carry out the affairs of the Council.
 1. Webmaster
 2. Other Committees.
 - g. The President shall be an ex-officio member of all committees.
 - h. The President shall be authorized to sign checks in the absence of the Treasurer.
- Section 2 Duties of the 1st Vice President Events:
- a. In the absence of the President, or at the request of the President when both are present, the 1st Vice President shall perform the duties of the President.
 - b. The 1st Vice President shall assist the President in the handling of the affairs of the Council in any way the President shall request.
 - c. The 1st Vice President shall assist in coordination of SWMCCC sponsored events.
- Section 3 Duties of Vice President - Education:
- a. To have the responsibility for coordinating all educational activities, including judging seminars for competitions, as directed by the Board of Directors.
 - b. To serve as President in the absence of the President and 1st Vice President.
 - c. To appoint a Summer Weekend of Photography Committee Chairperson
- Section 4 Duties of the Vice President - Competition:
- a. To over see all aspects of SWMCCC competitions.
 - b. Work as the Competition Coordinator.
 - c. Serve as chair of the Competition Committee
 - d. Help the Clubs sponsoring any competition.

- Section 5 Duties of the Secretary:
- a. Keep an accurate record of all meetings of the Board of Directors and the Executive Committee.
 - b. Carry on appropriate correspondence of the Council.
 - c. Notify Board members of special meetings and the purpose thereof.
 - d. Keep the roster current with phone and address changes with the help of club delegates.
 - e. Secure all rooms for Board meetings and others as needed.
 - f. To arrange for the printing of By-Laws and/or Event Standards to conform with approved changes.
 - g. Perform such other duties as the office may require.

- Section 6 Duties of the Treasurer:
- a. Receive all Council monies.
 - b. Pay all bills that have been approved by the Executive Committee or the Board of Directors.
 - c. Keep an accurate record of all receipts and disbursements.
 - d. Make a report on the financial standing of the Council, and of receipts and disbursements, at the regular meetings of the Board of Directors.
 - e. The Council Treasurer shall notify the General Chairperson, the Competition Coordinator, and Secretary at the first board meeting of the new year of any Club(s) that have failed to pay their dues.
 - f. Prepare and submit a proposed budget for budgetary Executive Committee meetings.
 - g. Unless otherwise provided for, the Treasurer shall serve as the Corporate Resident Agent.
 - h. Advise Liability Insurance Company regarding dates, times and places of functions thirty days prior to being held.

- Section 7 Duties of the Past President:
- a. Help the President with the workings and continuity of the organization.
 - b. Be on the Executive Committee.
 - c. Represent the interests of individual SWMCCC members who are not affiliated with any SWMCCC member camera clubs

Article XIV – Duties of the Committees and Appointed Positions

- Section 1 Duties of the Executive Committee
- a. Keep the affairs of the Council running smoothly and correctly.
 - b. Assist the President on all matters pertaining to the Council.
 - c. Arrange for an audit of Council financial records upon the election of a new treasurer

- Section 2 Duties of the Webmaster:
- a. To set up and maintain the SWMCCC Web Site as directed by the President and the Board of Directors.
 - b. Attend executive board and board of director meetings and report on web activity of the organization

- Section 3 Duties of the Summer Weekend of Photography Chairperson.
- a. To work with the Vice-President of Education on the Summer Weekend of Photography

- Section 4 All Committees:
- a. Shall be represented at the Board of Directors meetings by the committee chairperson or designated committee member and shall render a report of the Committees affairs unless such a report is dispensed with.

Article XV – Duties of the Delegates and Alternates

- Section 1 The Delegates shall keep their clubs informed on affairs of the Council.

- Section 2 Each Delegate shall serve as a member of the Board of Directors.

- Section 3 The Alternate may serve in place of the Delegate as provided for in other sections of this article in the By-Laws.
- Section 4 The Delegate and/or Alternate shall attend all meetings of the Board of Directors. The Delegate and Alternate may both attend the meetings of the Board, but only the Delegate, if present, shall have the right to vote and make or second motions.
- Section 5 It shall be the duty of the Delegate, or Alternate, to speak and vote according to the wishes of the member club being represented.
- Section 6 If neither the registered Delegate nor Alternate can attend a meeting of the Board of Directors, the member club may appoint another alternate to represent the club.

Article XVI – Nominations and Elections

- Section 1 The election of Council officers shall be held at the first meeting of the Board of Directors in each odd numbered year generally to be held between January and April.
- Section 2 Nominations may be made from the floor if consent has been secured from the proposed nominee.
- Section 3 The Nominee for any office must be a member in good standing of a member club of the Council.
- Section 4 Voting shall be on each office in the following order:
 - a. President
 - b. 1st Vice President - General Chairperson of Events
 - c. Vice-President - Education
 - d. Vice – President -Competition
 - e. Secretary
 - f. Treasurer
- Section 5 Voting on all six officers, as a group and not individually, may be done only in the event there is only one candidate nominated for each office.
- Section 6 Voting shall be by secret ballot if there is more than one nominee for an office.
- Section 7 A simple majority of those voting shall elect.
- Section 8 Officers elected at the elections meeting of the Board shall take office at the close of the meeting in which they were elected.

Excerpts from Articles of Incorporation (Non-Profit) filed with the Michigan Corporation and Securities Commission on January 15, 1963.

The purpose or purposes for which the corporation is formed are as follows:

To make available and disseminate among its members and others, information on all phases of photography.

To provide regular programs at meetings and to sponsor competitive meets among makers of photographic images in the formats of the competition committee’s choosing

To sponsor lectures, demonstrations, schools and exhibitions in order to promote improvements in photography among its members and others.

To generally have and exercise all the power granted, authorized, or allowed by the laws of the State of Michigan, to corporations similarly organized.

Amendments