

THE OHIO VALLEY CAMERA CLUB
(Organized March 1959) (Revised June 16, 2011)

CONSTITUTION

Article I – Name and Organization

1. This non-profit, voluntary association shall be known as the Ohio Valley Camera Club (hereinafter referred to as “Club”).
2. Said voluntary association is organized exclusively for social, charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding future federal tax code. Upon the dissolution of the association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article II – Purpose

The purpose of the Club shall be to associate for the mutual enjoyment of photography and to encourage the advancement and education of members and non-members in the knowledge and practice of the science and art of photography.

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Article III – Membership

Any person, 18 years of age or older, active or interested in the practice of photography may make application for membership in this Club as provided in the By-Laws.

Article IV – Officers

1. The officers of this Club shall be a President, a Vice-President, a Secretary, and a Treasurer, whose duties shall be those customarily pertaining to their respective offices.
2. The executive body of the Club for the general guidance of its operations and the transaction of official business shall be an Executive Board, consisting of the four (4) officers and three (3) at-large members elected from the membership of the Club.

Article V – Vacancies

1. If the President is temporarily absent or the office of President becomes vacant for any reason, the duties shall be assumed by the Vice-president.
2. If any office other than the President shall become vacant, it shall be filled by appointment by the President, subject to approval of the Executive Board, for no longer than the remainder of the term.

Article VI – Meetings

1. Regular meetings of the Ohio Valley Camera Club shall be held at least once per month
2. The annual meeting shall be in November of each year at which time Officers and three at-large members, in good standings, are elected.
3. Special meetings, other than those listed in Article VI, may be called by a majority of Club officers. A one (1) week notice of said meeting must be given to all members.
4. The Executive Board shall meet at least quarterly.
5. Committee meetings may be held as needed with recommendations made to the Executive Board for approval.

Article VII – Amendments

This Constitution and Bylaws may be amended at any meeting of the Club upon affirmative vote of sixty percent (60%) of the membership, provided (a) notice of intentions to amend the Constitution and (b) notice of the nature and purpose of proposed

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amendments shall have been given to members at least two (2) weeks in advance. Ballots may be cast in person or may be submitted by proxy vote. Proxy vote must either be submitted in the form of a signed letter or by email that has been verified by telephone by the Club secretary.

Article VIII – Quorum

1. A quorum of the membership at any regular meeting shall consist of those present and voting, for purposes other than amendments of the Constitution and By-Laws.
2. A quorum of the Executive Board at any meeting for the transaction of official business shall consist of not less than four of the Board's membership.

Article IX – Fiscal Year

The fiscal year of the Club shall be from January 1 to December 31 of a calendar year.

Article X – Approval of Original Constitution and By-Laws

This Constitution and By-Laws shall be regarded as officially adopted upon their approval by a vote of not less than one-half of the membership.

Article XI – Dissolution

Dissolution of this Club, when such action is taken by the Executive Board, shall be carried out in accordance with the provisions contained in Article I, Section 2 of this constitution.

Approved March 1959
Amended September 13, 2007
February 19, 2009
June 16, 2011

Michael Adkins, President

Angie Albright, Secretary

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BY-LAWS

1. Nomination, Election and Installation of Officers

- a. The officers shall be elected by majority vote by a written ballot, at the Annual meeting in November of each year. Three at-large members shall be elected to the Executive Committee to serve for a period of two years.
- b. Candidates for office and at-large members shall be selected by a Nominating Committee appointed by the President at least sixty days prior to the November meeting.
- c. The Nominating Committee shall consist of at least two members of the Club who are neither officers nor candidates for office. At large members of the Executive Committee are eligible to be on the Nominating Committee.
- d. The Nominating Committee shall provide at least one candidate for each vacancy. Any member may nominate a candidate for any office or at-large member from the floor at the Annual meeting in November. The name of the candidate shall be placed on the ballot, provided the person named does not decline the nomination.
- e. The Nominating committee shall report its selections of candidates to the Club at the second October meeting.
- f. The Secretary shall prepare and provide printed ballots showing the names of all nominees for each office.
- g. An Election Committee of three shall be appointed from the membership of the Club by the President. No member of the Election Committee shall be an officer of the Club or a candidate for office.
- h. Results of the balloting shall be announced by the Chairman of the Election Committee as soon as tabulation is completed and not later than the close of the Annual meeting in November.
- i. The duly elected officers and the at-large members of the Executive Board shall be officially installed and take office at the beginning of business of the first meeting in January.

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2. Duties of Officers

- a. The President shall: preside at all meetings of the Club and the Executive Board; appoint the Chairpersons of all standing committees; function as ex-officio member of all committees; officially represent the Club at meetings of other organizations; make a report at the Annual Meeting of the progress of the Club under his administration, with recommendations for the coming year; carry on the duties of his office in such a way as to promote the effective operation of the Club.
- b. The Vice-President shall: perform the duties of the President during the absence of the President or during a vacancy in that office; be a member of the Executive Board; perform such other duties as the Executive Board shall direct.
- c. The Secretary shall: be a member of the Executive Board; keep the minutes of meetings of the Club and of the Executive Board; keep and be custodian of the records of the Club; conduct the Club's correspondence; in cooperation with the Treasurer provide members with official membership cards; perform other duties as the Executive Board shall direct.
- d. The Treasurer shall: be a member of the Executive Board; act as custodian of all Club funds; render bills for dues and, in cooperation with the Secretary, provide members with official membership cards; discharge Club expenses as directed by the President; keep an account of all receipts and expenditures; make a monthly report to the Club of the condition of the treasury; perform such other duties as the Executive Board may direct.

3. Committees

- a. The three at-large members of the Executive Committee shall serve as the chairs of the three Standing Committees.

Membership and Publicity Committee
Exhibition and Contest Committee
Program and Activities Committee

4. Duties and Functions of Boards and Committees

- a. It shall be the duty and function of the Executive Board to carry on the routine business of the Club and to guide the activities of the Club in such a way as to relieve members of such responsibilities and, insofar as possible, to eliminate the need for transacting business at meetings other than those specified for that purpose. The Executive Board provides guidance and suggestions to the Officers in regards to policies, programs, and procedures.

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- b. The Executive Board, through the President, shall keep the membership informed of the Club's business, affairs, and other undertakings, and shall welcome expressions of opinions by the membership. The Executive Board shall meet at least quarterly or at the call of the President or at the request of any four members of the Executive Board.
- c. The Membership and Publicity Committee shall promote the membership growth of the Club, shall welcome guests at meetings, shall act upon applications for membership, shall direct the preparation and distribution of all publicity and take such action as necessary to gain and maintain public awareness of the organization as instructed by the Executive Board, and shall perform such related duties as may be necessary.
- d. The Exhibition and Contest Committee shall conduct such print, slide, and other contests within the Club as the Executive Board may direct, shall encourage and facilitate the participation of Club members in Photographic exhibitions, and shall direct all Club exhibitions.
- e. The Program and Activities Committee shall, with the approval of the Executive Board, develop such programs for meetings and other activities as to satisfy the needs and education of Club members.
- f. Each standing committee may, with the approval of the Executive Board, establish such sub-committees as may be necessary to carry on related activities.

5. Membership

- a. The membership of the Club shall be open to those interested in photography who are 18 years of age or older.
- b. Official membership application blanks shall be provided by the Membership and Publicity Committee or obtained from the Club website.
- c. Applications for membership shall be accompanied by proper remittance and be received and acted upon by the Membership Committee or Club Officer.
- d. No member may resign or be removed from the membership roll unless and until any Club property in his or her possession is returned.
- e. Any member whose dues are in arrears for a period of sixty days shall be removed from the membership roll.
- f. Any member whose membership has been suspended for any cause may make application for new membership as provided in these By-Laws.

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- g. Termination of Club membership shall be governed by the following:
 - i) Club membership will be terminated for nonpayment of dues as specified in paragraph 5(e) of these By-Laws.
 - ii) Club membership will be terminated by a two-thirds vote of members of the Executive Board if the behavior of a Club member is boisterous, obnoxious or embarrassing to the Club. Any complaint about the behavior of a Club member must be submitted by the complaining member in writing to the Executive Board for action.
 - iii) The action of the Executive Board in terminating any membership hereunder shall be final.
 - iv) Termination of membership shall operate to relieve all right, interest, or title of any member to property, assets, and privileges of the Club.

6. Dues

Dues shall be \$20.00 per year for adults. Dues will cover the period from January 1 to December 31. The period for pro-rated dues will be from July 1 to December. Prorated dues for members joining after July 1 shall be \$10.00 for adults. After members are accepted into the Club, dues will not be refunded.

- a. At the direction of the Executive Board, Club members may be assessed an equal amount of any financial deficit that may occur, but in no event shall the amount of such assessment exceed \$5.00 per member in any one year. Donations of money, equipment, supplies, and services will be accepted.
- b. Only persons whose dues have been paid may participate in the election of officers or other Club business.
- c. Charter members of the Club have been granted lifetime memberships and are exempt from payment of annual dues.

7. Terms of Office

- a. Officers of the Club shall hold office for one year and may succeed their self.
- b. At-large members of the Executive Board shall hold office for two (2) years and may succeed their self.

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- c. Other positions appointed by the President shall expire with the term of the appointing President.

8. Appeals

Any member of the Club who may find cause for dissatisfaction with its operations may appear before the Executive Board or submit their position in writing for review and action at the next regular board meeting. The Executive Board's decision shall be final.

9. Removal of Officers and at-large members

An officer or at-large member may be removed at any Club meeting upon affirmative vote of sixty percent (60%) of the membership, provided (a) notice of intentions to remove is given to the membership at least two (2) weeks in advance. Ballots may be cast in person or may be submitted by proxy vote. Proxy vote must either be submitted in the form of a signed letter or by email that has been verified by telephone by the Club secretary.

10. Affiliation With Other Organizations

This Club may become affiliated with any other organization active in the field of photography upon majority vote of the membership.

11. Definitions

- a. The term "member" as used in the Constitution and By-Laws of this Club is defined as a member in good standing.
- b. The term "charter member" is defined as a member who first joined the Club prior to May 1, 1959.
- c. The term "officer" is defined as a member elected to office.
- d. The term "chairperson" is defined as a member appointed by the President as chairperson of a standing or special committee.

12. Rules and Order of Business

The rules contained in *Robert's Rules of Order, Newly Revised* shall govern the proceedings of all general and special meetings of the organization and the Executive Board, and its constituent parts, except as otherwise provided in these By-Laws.

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13. Amendments

Refer to the Constitution Article VII for amendment details.

Approved March 1959

Amended March 23, 2006

Amended February 19, 2009

Amended June 16, 2011

Michael Adkins, President

Angie Albright, Secretary