

**BYLAWS**  
**The Olympia Camera Club**  
**Olympia, Washington**

**ARTICLE I - NAME AND PURPOSE AND ADDRESS**

The purposes are:

- Section 1. The name of this organization shall be the Olympia Camera Club (hereinafter called "OCC").
- Section 2. ~~The purposes are To~~ provide education and a forum in which to exchange ideas and suggestions for improving the art and photographic techniques of members.
- ~~Section 3.~~ Section 3. To provide public salon exhibits, color slide shows, and other opportunities to display members' work, and:
- ~~Section 4.~~ Section 4. To provide competitions, photographic opportunities and take organized Club field trips and to engage in any other photographic activities enterprises that the Club selects.
- Section 5. The mailing address of the Olympia Camera Club shall be as approved by the Board of Directors.

**ARTICLE II - MEMBERSHIP**

- Section 1. Membership is open to anyone interested in photography of any kind. shall be available to all persons interested in photography.
- Section 2. Classes of Members The corporation shall initially have three classes of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.
- Section 3. "OCC Member". Individuals who desire membership shall pay the required dues for the term of membership at the time of applying for membership or renewal of membership. Upon acceptance, they shall enjoy the rights, privileges and responsibilities including the right to receive a copy of the Articles of Incorporation, Bylaws, and the Membership Roster, participate in OCC-provide competitions and activities, and the right to vote and serve in appointive and elected offices as provided in these Bylaws.
- Section 4. "Life Member". Free, life membership may be awarded by the Board of Directors to OCC members in recognition of exemplary service to OCC. Life Members shall enjoy the rights, privileges and responsibilities including the right to receive a copy of the Articles of Incorporation, Bylaws, and the Membership Roster, participate in OCC competitions and activities, and the right to vote and serve in appointive and elected offices as provided in these Bylaws.
- Section 5. "Honorary Member". A membership for the balance of the current membership year may be awarded by the Board to an individual who is not an OCC Member or Life Member, in recognition of contributions to OCC. They shall enjoy the rights, privileges and responsibilities including the right to receive a copy of the Articles of Incorporation, Bylaws, and the Membership Roster, participate in OCC competitions and activities, and the right to vote and serve in appointive and elected offices as provided in these Bylaws.
- Section 6. "OCC Member" dues are payable at the time of joining and for renewal annually thereafter.

## Draft of amended Bylaws approved by the Board of Directors for discussion as of 5-7-2019

- Section 7. Termination of membership shall relieve that member of all rights, interest and custody of the property, assets and privileges of this Club. Membership may be terminated through:
  - (a) Voluntary resignation (there shall be no refund of dues), or
  - (b) Removal from the roll for nonpayment of dues, or
  - (c) Dismissal for cause as determined by the Board of Directors, in which case dues for the year in which dismissal occurs shall be refunded on a prorated basis. Such dismissal requires a two-thirds vote of the Board directors present at the board meeting at which the action is proposed.

### **ARTICLE III - MEETINGS OF THE MEMBERSHIP**

- Section 1. Regular general membership meetings shall be held at a date, time and place set by the Board and may be designated for the transaction of business as required. Notice of the regular general membership meetings shall be provided by posting on the OCC website or other method at least ten days prior to the next succeeding regular meeting.
- Section 2. Seminars and other meetings of general and varied interest may be held at a date, time and place determined by the Board.
- Section 3. The annual meeting of OCC is conducted for the purpose of the election of directors and officers to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held each year during June with the date, time and place to be designated by the Board.
- Section 4. Proxies shall not be recognized.
- Section 5. Members shall be notified of the annual meeting and of all special business meetings for members, at their last electronic or postal address of record, not less than ten nor more than fifty days before the meeting, by notice stating the place, date and time of the meeting and, in the case of a special meeting, the purposes for which the meeting is called.
- Section 6. For the annual meeting and special business meetings for members, a quorum is constituted by members present who total one-tenth of the votes entitled to be cast.

~~Section 1. Regular meetings shall be held at a time and place determined by the executive committee, September through June.~~

### **ARTICLE IV – MEETINGS OF THE BOARD**

- Section 1. Regular meetings of the Board may be held at a place, date, and time, as set by the Board.
- Section 2. Board meetings by telephone. Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- Section 3. Action by Board without a meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written

consent shall be inserted in the minutes book as if it were the minutes of a Board meeting.

- ~~Other meetings may~~ Section 4. Special business meetings of OCC may be called by the Board on its own initiative, and must be called upon receipt of the written request of ten percent of the membership. ~~accommodate other diverse, relevant interests of the Club.~~

~~Section 2. All Club activities are open to all members, including field trips and committee meetings.~~

- Section 5. For regular and special Board business meetings, one-third of the number of directors shall constitute a quorum. The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board. At any meeting at which a quorum is present, any business may be transacted, and the Board may exercise all of its powers.

- Section 36. Parliamentary procedures for business meetings of the Club shall be those of Robert's Rules of Order, 1989 (or more recent) edition.

#### **ARTICLE IV - OFFICERS**

- Section 1. Officers shall consist of President, Vice President, Secretary, and Treasurer, and Immediate Past President (IPP).
- Section 2. Election. A nominating committee appointed by the President shall annually prepare a slate of officers candidates for the elected offices of President, Vice President, Secretary and Treasurer. Candidates shall be current members with dues paid, chosen from a list of paid up members to be elected by the members at the June Meeting. Nominations may also be made from the floor at the annual business meeting.
- Section 3. Terms of office. The elected Officers shall be elected annually to serve one-year terms. All elected officers are eligible for re-election. The current President shall become the Immediate Past President upon completion of the elections.
- Section 4. Vacancies. A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board. Vacancies shall be filled by election by the members present at the first regular meeting after an office becomes vacant. If the presidency becomes vacant, the Vice-President automatically assumes the Presidency and a new Vice-President is elected. the vice-president position vacancy is filled per this section.
- Section 5. Removal of officers. (1) From time to time, circumstances may require consideration of removal of an individual from elected office if that individual's conduct is contrary to the best interest of OCC or disruptive to conduct of OCC business. (2) Any time removal from elected office is considered, the director will be notified personally by the President, Vice President, or designee(s) of the membership. (3) The individual will be given an opportunity to meet to resolve issues and to reconcile the matter of concern. (4) If reconciliation is not achieved, officers elected by the membership may be removed from office by a two-thirds vote of the members present at a special membership meeting at which a quorum is present.

#### **ARTICLE V - POWERS AND DUTIES OF OFFICERS**

Officers' duties are those customarily associated with these respective offices.

## Draft of amended Bylaws approved by the Board of Directors for discussion as of 5-7-2019

- Section 1. The President shall preside in all meetings and shall appoint all committees.
- Section 2. The Vice-President shall ~~preside in the absence of the President or his/her inability to serve, and shall chair the Program Committee~~ set the program for the regular general membership meetings. The Vice President shall act in the absence or disability of the President and perform the recognized functions of the President's office in the absence of the President or upon the request of the President. In the event the President is unable to complete the term of office, the Vice President shall become the President. The Board shall appoint a member to fill the remainder of the term of the Vice President.
- Section 3. The Secretary shall keep a complete record of all Board meetings and ~~activities~~ OCC annual meeting of the Club and shall have such other duties as are common to such office.
- Section 4. The Treasurer shall have charge of all receipts and disbursements of the club and shall make monthly reports thereof.

### **ARTICLE VII - ~~EXECUTIVE COMMITTEE~~ BOARD OF DIRECTORS**

- ~~Section 1. There shall be an Executive Committee~~ There shall be a Board of Directors who shall have the responsibility for carrying out the business of OCC, consisting of the membership of the Board shall consist of the four OCC officers, of all elective officers, the IPP and Committee Chairpersons and other position appointees.
- ~~Section 2. The Executive Committee shall meet monthly, take care of incidental affairs of the Club, brainstorm, report to the Club membership, and refer major decisions to them.~~
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### **ARTICLE VIII COMMITTEES AND OTHER APPOINTIVE POSITIONS**

- Section 1. The purpose, composition and functions of committees and other appointive positions shall be created, revised and discontinued by the Board.
- Section 2. Unless otherwise expressly provided herein, the President shall appoint to serve through June 30 of the following year, the chairpersons of committees and those appointive positions with responsibilities for ongoing functions, including but not limited to Webmaster and Newsletter Editor.
- Section 3. Appointed Members at Board meetings. Committee chairpersons and appointed members who are assigned responsibilities for ongoing functions shall attend Board meetings, are included in the numbers required for quorum and have voting authority.
- ~~Section 3. The Executive Committee should see that the Club and chair of each committee maintain an Operations Manual for his/her position so that it will become a record of "institutional memory" of inestimable value to future officers and committee chairs.~~

### **ARTICLE VII-IX - DUES**

Annual membership dues to meet the Club's expenditures shall be set by the ~~Executive Committee~~ Board of Directors and approved by the membership. ~~and approved by the membership.~~

### **ARTICLE VIII-X- DISSOLUTION**

Upon dissolution of the Club ~~OCC~~, the ~~Executive Committee~~ shall distribute any remaining funds and other assets to the Olympia YMCA.

any remaining assets shall be distributed to one or more educational, charitable, scientific or philanthropic organizations, as determined by the majority of the remaining interested members.

#### **ARTICLE IX- ~~XI~~— AMENDMENTS**

These ~~by~~By-laws may be amended by a two-thirds majority vote at any regular meeting, special meeting or Annual Meeting of the Club members provided that the proposed amendment be approved by the ~~Executive Committee~~Board of Directors, communicated to the membership, and ~~read-reviewed~~ at a regular meeting not more than five weeks in advance of the meeting at which the proposed amendment is to be voted on. If adopted, the bylaws as amended will be effective- immediately. ~~at the next regular meeting of the membership.~~

#### **ARTICLE XII - INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Board may authorize indemnification of any agent of OCC (including Director, Officer, individual Member or other agent) for expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with carrying out that agent's duties as long as duties were performed in good faith and in a manner he or she reasonably believed to be in the best interests of OCC and if she or he did not have reason to believe his or her conduct was unlawful.

#### **~~ARTICLE X -- WEBSITE~~**

- ~~• Section 1. The website shall be named to reflect the name of the organization, within the guidelines of domain naming conventions, and maintained by an appointed webmaster or website committee, which will be overseen by the Executive Committee.~~
- ~~• Section 2. Web site content will be limited to the activities and information of the Olympia Camera Club and must be approved by the Executive Committee. No third party vendors are allowed to link to or link from the Olympia Camera Club website, unless approved by the Executive Committee.~~
- ~~• Section 3. Information collected from the website is for "internal use only" and will not be given to any third party vendor or entity.~~
- ~~• Section 4. The associated cost for the website and domain name registration shall become a fixed cost for Club's annual expenditures.~~