

Halton Hills Camera Club

By-laws

Where it is deemed advisable and in the interest of the Club to have By-laws regulating its affairs. Now therefore be it enacted as By-law Number 1 of 1987, of the Halton Hills Camera Club as follows:

1. Members of the Club shall be Active Members, and Honorary Members
 - (a) Honorary Members shall be entitled to all privileges of the Club except as hereinafter mentioned, without payment of fees and shall be so elected at a general meeting of the Club by a two-thirds vote of the members present. No one shall be so elected an Honorary Member unless his name has been previously submitted to the Board of Directors. There shall not be at any time more than five Honorary Members.
 - (b) Active Members, persons 16 years and older, shall be entitled to all the privileges of the Club and may take part in all its activities upon payment of such additional fees as the Board may from time to time determine. Children under 16years of age are not required to pay such fees and are entitled to the same privileges as active members.
2. Application for membership is open to all photographers, amateur or professional. Membership shall not be restricted in any way in regards to applicants' profession or location.
3. All members shall be subject at all times to the Rules and Regulations as may be enacted from time to time by the Board of Directors or Members at a meeting called for that purpose.
4. Members in good standing may obtain 'Guest Privileges' which enable such members to introduce a Guest to Club meetings and activities, provided that such Guest shall not be eligible to enter Club competitions. The Board of Directors shall have the power to accept or refuse any application.
5. Any member wilfully infringing the By-Laws, rules or regulations of the Club or being guilty of conduct in or out of the Club premises detrimental to the character or interest of the Club, may be suspended from the privileges of the Club by a vote of the majority of the Board of Directors present at a meeting duly called for that purpose. Such suspended member shall have the privilege of appearing before a subsequent meeting of the Board and Members for the purpose of appealing its decision.

6. The Club shall not in any way be responsible for any goods, chattels or property of any member of the Club brought into or upon the Club's premises, (the Club's premises shall be deemed to be any property at which the Club's business shall be carried out on) at any time.
7. The use of the Club's premises and property by the members at all times be subject to rules and regulations which may be made by the Board. A member shall be responsible for loss or damage resulting from his wanton or negligent use of the Club premises or property and shall be liable to the Club for the amount of such loss or damage as ascertained and fixed by the Board of Directors after investigation.
8. The Club shall meet once a month unless that day is a public holiday in which case it shall be held on the next available date. There shall be some time of the first part of the meeting set aside for members to receive reports from the Board of Directors, hear the minutes and make decisions on issues important to the Club and Members. Workshops and club events will be separate from this meeting.
9. The Annual General Meeting of the Members of the Club shall be held at such a place in Halton Hills as the Board may determine, to receive the report of the secretary for the past year, to receive the financial report of the treasurer, and to transact all other business of the Club that may come before such meeting.
10. Special General Meetings of the Members may be called at any time by the Board of Directors, and the Directors shall on the written request of seven members stating the object of the proposed meeting, call a Special General Meeting.
11. Notice of the time and place of holding of the annual or any special general meeting of the members shall be given by email or phone call previous to such meeting and no other notice shall be necessary. Non-receipt of notice of any meeting, or any irregularity in such meeting shall not in any way invalidate the proceedings of the meeting.
12. The President of the Club shall preside as Chairperson at every general or special meeting of the Club or in his absence one of the Vice-Presidents and failing them, members present shall choose another Director, and if no Director is present, choose one of their member to be Chairperson.
13. In the event of an equality of votes at any general or special meeting of the members, the Chairperson shall have the casting vote in addition to his ordinary vote.

14. At any general or special meeting of the Club unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried shall make such resolution effective, and an entry to the effect in the minutes of the Club shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
15. If a poll is demanded the same shall be taken in such manner as the Chairperson shall direct and the result of such poll be deemed to be a resolution of the Club in general or special meeting.
16. A quorum of at least seven members shall be necessary to constitute the annual or a special general meeting of the Club. No absent member is entitled to be represented by proxy.
17. A Board of Directors who shall be members in good standing shall manage the affairs of the Club. This Executive shall be elected by the members at the Annual General Meeting of the Club and they shall hold office until the next Annual Meeting and/or until their successors are elected. They shall be the President, Vice-President, Member at large, Treasurer, Secretary and Past President. Any vacancies on the Board, however caused, may be filled by a majority vote of members at a general meeting.
18. No decisions shall be taken by a Director that will affect the Club without due consideration and discussion by the Board of Directors and a vote taken at the Board of Director's meeting.
19. The Board of Directors may meet at any time, whether called to do so by the President or any two members. Any questions arising at any meeting shall be decided by a majority vote. Any executive member may be removed from office by a two-thirds majority vote of the membership and a replacement voted in his stead for the remainder of his term at a special meeting called for this purpose.
20. Three Board members may form a quorum for the transaction of business at any meeting of the Directors.
21. The Board members may meet at any time, without notice if all the Board members be present or if those absent have signified their consent to such meeting. Meetings of the Board may also be held upon the call of the President or any two members at any time,

any notice thereof shall be sufficient if called by the Secretary to each Board member at least two clear days before the meeting is to take place.

22. No member of the Board of Directors, Auditor or their Officer for time being of the Club shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee of for joining in any receipt or act of conformity or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by the order of the Board of Directors for or on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Club shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited, or for any other loss, damage or misfortune whatever which may happen through the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own willful act or default.
23. The Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Club and are not by the By-Laws of the Club or by statute expressly directed or required to be done by the Club at general meetings of its members.
24. The Board of Directors have the power to prescribe from time to time the duties of the Officers of the Club. No member of the Board shall be remunerated for his service to the Club, but may be reimbursed for any proper expenditure incurred on the Club's behalf.
25. The President shall be the Chief Executive Officer of the Club and shall generally supervise its activities. They shall preside at meetings of the Club and of the Board and perform all other duties incidental to the office. In the absence of the President, the Vice-President shall perform their duties.
26. The Secretary shall:
Keep all books and records which by law or by the Club's By-laws are required to be kept, except books of account, and prepare necessary statements and reports relating thereto. These shall include names and post office addresses and callings of the persons who are or have been members of the Board and the dates of which such persons became and ceased to be Board members, minutes or meetings of Board meetings and general meetings of members of the Club, and such books as may be prescribed by the Board from time to time. The secretary shall be the custodian of the Seal of the Club, and shall issue all notice and call all meetings under the direction of the President or Board and shall attend all such meetings.

27. The Treasurer shall:
Keep full and accurate accounts of all financial transactions of the Club, deposit any monies and securities of the Club in the name of the Club in such depositories as may be from time to time designated by By-Laws or by the Board of Directors. Prepare all necessary statements and reports relating to the financial transactions of the Club. Send out all accounts and pay all bills contracted by the Club and approved by the Board of Directors. Make a report of the money standing to the credit of the Club at any time as so requested by the President or Board of Directors. Present at annual meeting the above mentioned statements and reports and perform such other duties as may be required of him by the Board of Directors.
28. The Board of Directors shall have the power:
To make the rules and regulations governing the use of the Club's premises and property by the members and fix the privileges of the members. To appoint from among the members and directors of the Club, committees to deal with various aspects of the Club's activities and to fix matters in question with which such committees are to deal, and the procedure to govern the activities of such committees. Wherever possible, the Chairperson of each committee shall report from time to time to the Board concerning the activities of his committee and shall submit all questions of policy arising in the work of the committee for the consideration of the Board. To enter into affiliation or other relationships with other clubs, societies or organizations having objects similar to this Club provided that such affiliation or relationship does not amount to amalgamation, and further may appoint members of the Club to represent the Club on all boards, committees and bodies and corporations in which this Club is entitled to representation. To appoint a suitable person to act as Honorary Solicitor, such Honorary Solicitor to be selected, if possible, from the active members of the Club in good standing. The Honorary Solicitor shall be entitled to attend meetings of the Board of Directors.
29. All cheques, bills, notes and acceptances shall be signed or endorsed in the name of the Club by any two of the President, Vice-President, Treasurer and Secretary. Cheques to be deposited to the credit of the Club may be endorsed by the Treasurer or any of the Directors.
30. Members of the Club shall, at the annual general meeting appoint two members of the Club, not being directors, to act as auditors of the Club for the ensuing year.
31. The directors of the Club may from time to time and at a meeting duly called for that purpose, enact, repeal, amend or re-enact any By-Law of the Club subject to the provisions of the Corporations Act in the behalf requiring the confirmation of such acts of the directors at or before the next general meeting of the members. Members may, at a general meeting called for the purpose of considering such acts of the directors, or at the annual meeting, confirm, reject, amend or otherwise deal with any By-Law passed by the directors and submitted to the meeting for confirmation, but no act done or right acquired

under any such By-Law shall be prejudicially affected by any such rejection, amendment or other dealings.

32. The purposes of the Club are:

- (a) To promote photography within Halton Hills.
- (b) To provide education through free seminars, workshops, presentations and photo shoots as well as informal discussion groups on the subject of photography.
- (c) To provide the opportunity for photographers to show their work and possibly sell it.
- (d) To provide the Town of Halton Hills and The Chamber of Commerce with photo material for their publications free of charge.

33. The Club will be operated as a non-profit organization with all funds being directed towards the purpose of promotion, education, and enjoyment of photography. If at any period there is deemed to be sufficient funds, the Club may undertake disbursements to support local community services. It will be the obligation of the Board of Directors upon direction from a majority of members.

34. In the event the Club should cease and disband, all monies belonging to the Club will be donated to local charities. The decision for disbursement will be at the discretion of the Board of Directors.

The By-laws have been reviewed, amended and approved June 1st, 2016, by AGM and the Board of Directors.

Barb Redford – AGM Chair

Barb Redford – President

Paul Skeels – Vice President

Anne Fraser – Secretary

Aneta King – Member at Large

Diane Gardisch – Treasurer

Greg Coman – Past President