

Greater New Orleans Camera Club

BY-LAWS of the Greater New Orleans Camera Club

ARTICLE I - GENERAL

Section A.

Name: Greater New Orleans Camera Club, (hereinafter referred to as the “Club”).

Section B.

Purpose: To promote the art and science of photography in New Orleans and the surrounding community. To develop the skills of the Club members through hands-on experience and educational opportunities either shared by other club members or provided by resources from outside of the club.

Section C.

This organization shall be operated as a 501(c)(3) non-profit association in accordance with the applicable statutes within the state of Louisiana and in accordance with the statutes associated with the Federal Government.

ARTICLE II - MEMBERSHIP

Section A – Membership

Membership shall be open to all members in good standing without discrimination as to race, religion, color, ethnic culture, or national heritage. Membership in the Club grants the individual the right to hold office, vote in elections, and participate in Club-sponsored activities. In order to hold an office, members need to be at least 18 years of age, a member of the Club, and in good standing with the Club.

Section B – Preconditions

There shall be no precondition for membership, nor will members be required to join any national, state, or regionally affiliated organization.

Section C – Guest Privileges

All guests are qualified to join the Club. Until they choose to do so, they are considered guests. All club activities other than monthly meetings are limited to members and their spouses.

Section D – Dues

Dues will be assessed as defined in Article V, Section D, c).

Section E – Proper Conduct

Proper conduct and decorum is essential to preserve the active and cordial lifestyle created within the Club. Club members who become abusive; project an undesirable or inappropriate image; or who blatantly create turmoil, disruption, or dissention among Club members, other clubs, or the Association in general, may have their Club membership suspended and/or revoked. Suspension or removal may occur following a recommendation from the Club’s Executive Board (hereinafter referred to as the “Board”). The member(s) may also be requested to leave the meeting if any of the above-mentioned items are taking place.

Section F – Quorum

The Club reserves the right to revoke any membership by a minimum two-thirds vote of the members of the Board. Any member, upon revocation of membership, shall have the right to appeal to the Board within 30 days of revocation. The Board may reject or accept the appeal, subject to such terms and conditions the Board deems appropriate.

Section G – Honorary or Lifetime Memberships

Honorary or lifetime memberships may be awarded by the Board to persons who have made substantial contributions to the Club. Nominations may be made to the President by any member. Honorary or lifetime members will be listed on the membership roll with the designation (H) or (L) after each member's name. Honorary membership will not include the privilege of voting, holding office, membership on committees, or other privileges granted a member in good standing.

ARTICLE III – OFFICERS

Section A – Board

The Board, also referred to as Officers, shall consist of a President, Vice President, Secretary, Treasurer, and two members-at-large.

Section B – Elections

All officers shall be elected by a vote of the general membership and shall serve without compensation. As a member of the Board, the President will only vote to break a tie on items. Each remaining officer shall have one vote on the Board.

Section C – Terms of Office and Responsibilities

A term is one calendar year ending on December 31 for the President, Vice President, Treasurer, Secretary, and Members-at Large.

a) Officers shall serve for one full term, but not more than two consecutive terms in the same office, unless there is no opposition in the election. In this case, the current officer may continue in that office if unopposed.

b) Responsibilities of (elected) Officers

i. The President shall provide leadership and direction to the Club, its membership, and the Board. The President shall preside at all meetings of the Club and the Board; if the President is unavailable the Vice President or other appointee by the President shall attend in the President's absence. The President shall appoint all non-elected Chairpersons of committees. The President of the club is also the chairperson of the Board. The President shall act as the Club spokesperson and as such draft all Club correspondence to outside organizations with the exception of the GSCCC correspondence, which will be done by the GSCCC representative for the "club."

ii. Vice President

- a) Fills the role of President upon his/her absence.
- b) Is in charge of coordination of end of year banquet and awards.

iii. Secretary

- a) Records the minutes of club business transacted at both general and Board meetings. The minutes must contain, at a minimum, a record of each motion made (whether seconded or not), and the disposition of the motion.
- b) Submits a summarized copy of the monthly minutes to the Newsletter Editor for publication in the next newsletter following the meeting.

iv. Treasurer

- a) Performs the duties delineated in Article V – Financial.
 - b) Maintains the Club’s membership records
 - c) Makes quarterly financial reports to the club either in person or by having the report published in the newsletter.
 - d) Seeks information and guidance when necessary from the Board.
 - e) When requested by the Club, submits the financial records for audit.
- v. Members-at-large
- a) Represent the members and are the additional voices of the membership.

Section D – Nomination and Election Procedures

- a) Nominations will come from an open floor process during October. The nominees will have the opportunity to accept or deny the nomination either at the meeting or via email to the Secretary and President within 7 days after the nomination. The nominees shall be presented to the entire Club membership at least 30 days prior to election either via email and/or newsletter.
- b) The election of officers shall be held during November. The new officers will assume their offices at the beginning of the new calendar year which will begin January 1 unless otherwise noted.

Section E – Voting and Quorum Procedures

Quorum for membership voting is defined as having at least one-third of the members present on record when voting and quorum for the board is at least three of the board members present when voting.

- a) A quorum for membership voting at any Club voting process (except Board meetings) shall decide any issue, motion, election, or other action that is brought before the membership. Absentee votes to the Secretary will be permitted by paper ballot. The paper ballot will be obtained from the Secretary. A quorum must be present for vote to be accepted. Voting may be conducted via electronic means or paper ballot. The method of voting will be announced via newsletter, email, and/or prior club meeting. Not all members may be able to receive electronic methods.
- b) A quorum for any Board meeting shall be at least three of the voting Officers of the Board. A majority of those voting will decide any issue at a Board meeting. At any Board meeting each Board Member shall have one vote.
- c) Any item being voted on shall be presented to the entire Club membership at least 30 days prior to the vote. This information will be presented via the club newsletter and email. This message will also state at which meeting the vote will take place.

Section F – Items to be voted on by “Board” and “Membership”

- a) Board Voting – Thirty-day notice provided to club membership of proposed changes so they can contact member(s) of the board on proposed changes.
 - i. The Bylaws will be examined by the new members of the Executive Board as they are elected by term. Any revisions will be discussed by the Board members and then voted on by the Board so it can be brought before the general membership. The major points will be brought before the club in an open forum format. The membership will hold a vote and make the final decision upon the revisal or addition of any amendments to the club Bylaws.
 - ii. The Board will vote on acceptance of the Treasure’s report at the end of the year.
 - iii. Any Changes to the club competition rules.

- b) Membership Voting
 - i. Budget for the following year will be prepared by the incoming Board and the out-going Board, and will be presented to the members for approval.

- ii. Club Officer voting for the following year will be accomplished by membership voting.
- iii. Changes to the club Bylaws will be accomplished by membership voting.

Section G – Vacancies and Recall of Officers

a) If an officer cannot complete the term of office for any reason, the Board shall convene an ad hoc meeting to appoint a member to fill the vacancy. In the case of filling the office of President, the Vice President will take charge.

b) Recall of Officers will be handled by a recall petition. Grounds for recall include, but are not limited to, the following:

- i. Neglect of duties
- ii. Misuse of power
- iii. Failure to adhere to club ideals

The recall process for an officer may be initiated by any voting member stating the reason for recall and seconded by another voting member at any general meeting. A time limit of 30 days exists to have collected enough signatures on a petition and submitted to the Secretary for validation. A recall will be successful by having a signed petition of at least 51 percent of the members on record for that year.

ARTICLE IV – MEETINGS

Section A – Types and Frequencies of Meetings

a) Regular meetings of the Club will be held on the first and third Thursdays of each month unless this date falls on a holiday at which a time and place as stipulated by the President will be assigned. These meetings are open to the general membership and guests.

- i. The first Thursday meeting will include a judging competition, either judged by an outside judge(s) and/or internal judge(s) from the club membership. No club business will be held at this meeting unless approved by the Board prior to this meeting.
- ii. The third Thursday meeting will be a meeting to discuss club business and/or presentation of a program.
- iii. The first 15 minutes or last 15 minutes of any meeting can be a general introduction of upcoming club activities or other club items of interest.

b) The Club shall hold at least one Annual Meeting that shall be in the fourth quarter and shall be open to the entire membership for the purpose of approving the following and current years' treasury report and next year's budget and goals. This meeting can be included in a regular meeting if deemed necessary or an additional meeting can be scheduled.

c) Board meetings may be requested by any Board member, but will be held no less frequently than semi-annually. Meetings will be open to the general membership. These meetings will be announced via email and at meetings prior to the meeting date.

Section B – Conduct of Meetings/Parliamentary Procedure:

All meetings shall be conducted in an informal, but business-like manner. *Robert's Rules of Order* (Revised) shall govern the conduct of meetings.

Section C.

Intra Club Competition

By entering into one of the intra-club competition(s), the member is providing permission for the image (digitally projected, print, or slide) to be used for competition outside of the intra-club competition. For image(s) to be used, the image will meet the requirements of the receiving organization's criteria. If a club member does not wish their images to be used outside of intra-club competition, then that member must provide such a request in writing to the President of the Club.

Annual Competition and Awards

A special end-of-year (EOY) competition for "Color Prints/Color B&W/Nature/Photo Journalism/Creative Image of the Year," will be a juried competition and shall be held in the first quarter of the following year. This EOY competition will also include a banquet. The EOY judging will be conducted by an outside judge(s) prior to the banquet. The judges are invited to attend the banquet at the expense of the club.

This EOY competition will be coordinated by the Vice President and a committee of members in good standing that the Vice President has selected out of the members that volunteer.

The Board will decide as to what images will be accepted for EOY competition. This will be part of the rules of competition. This normally would include images that received 1st, 2nd, 3rd and Honorable Mention placements for each monthly competition. In addition to these, a monthly chairperson may submit two images in any category/classification for each month chaired if they do not already have images entered.

Certificates, trophies, or medals shall be presented at the annual banquet to those accumulating the highest totals throughout the year in each category/classification, as well as to the "Slide/Print/Creative image of the Year" winners. In addition to the items listed previously, there will also be a specific award for the overall best B&W print in honor of "Jim Bruno" and overall best color print in honor of "Tracy Clouatre."

ARTICLE V – FINANCIAL

Section A – Financial Records

Financial records will be maintained for a period of 7 years.

Section B – Dollar Limits

Expenditures will be made by a vote of the Board for items in excess of or equal to \$100. Expenditures less than \$100 for miscellaneous items may be made upon approval by the Treasurer and President. Registration fees associated with attending conferences that are associated with the Club will be refunded to a single attendee as long as the attendee has received prior approval from the Board before registering for the conference.

All checks signed will have two signatures of which one must be the Treasurer. The other signature can be either the President or Vice President.

Section C – Financial Records

Financial records will be certified on an annual basis by the Board and ratified by the membership. The results of the certification will be duly recorded in the applicable minutes of the Board meeting at which the records are presented. This audit of the financial records will be conducted as close to the end of the out-going Treasurer's term of office as practical by the out-going Treasurer. Financial records will be maintained by the Treasurer. Records shall be kept for a minimum of 7 years for auditing purposes.

Section D – Cash, Inventory Control Procedures, and Dues

a) Cash and Cash Controls

- i. The Club's calendar year shall be from January 1 through December 31.
- ii. Monies from dues, fundraisers, and donations shall be used to operate the Club and fund its activities.
- iii. A checking account at a financial institution approved by the club will be used for all cash receipts and disbursements. A credit card issued from the approved financial institution will be used for club purchases. This credit card will be issued to the Treasurer and/or President.
- iv. Only the Treasurer, President, and Vice- President shall have signatory authority on the checking account.
- v. There will be no Petty Cash Fund.
- vi. The financial records of the Club shall be maintained by the Treasurer, and a report will be submitted to the board at each Board meeting.
- vii. Expenses submitted on or before the 15th day of the last month of the calendar year must be paid by the Treasurer before the calendar year end, and will be considered a part of that calendar year's expenses. Expenses submitted after that date will be considered a part of the next calendar year's expenses.
- viii. The financial records of the Club shall be submitted by the Treasurer quarterly to the Club for review.

b) Inventory and Controls

- i. The Treasurer will maintain a record of Club Financial assets and materials in inventory, and will submit a Report of Inventory annually to the Board.

c) Dues

- i. Member dues and a budget for the following year will be prepared by the incoming Board and the out-going Board. This will be submitted to the members for approval at a monthly meeting; or at a special meeting with 30 days notice, held between the election date of officers and the start of the calendar year. If no change is made, the current year dues are maintained. These dues will be published on the Club website.
- ii. Membership dues shall be due and payable by or during the first month of each calendar year.
- iii. Dues may be pro-rated only for new members, and as specified in the annual budget.
- iv. A member shall automatically be dropped from membership in the Club if the dues have not been paid by the end of the second month of the year.
- v. If a member wishes to withdraw membership for any reason, dues will be refunded in full only if the member withdraws within the first month of membership.

d) Compensation

- i. No member of the Club will receive any compensation unless approved by the Board.
Compensation is identified as all forms of income from working, including salary or wages; deferred compensation; retirement benefits, whether in the form of a qualified or non-qualified employee plan (for example: pensions or annuities); fringe benefits (for example, personal vehicle, meals, lodging, personal and family educational benefits, low interest loans, payment of personal travel, entertainment, or other expenses, club membership, and use of personal property); and bonuses.

ARTICLE VI – AMENDMENTS

Section A.

Amendments to the bylaws may be submitted in writing to the President at any time. The text of the amendment will include the present bylaw and the proposed change. The text of the amendment change will be published in at least one issue of the newsletter, and/or sent by email to each member, after

which the President will schedule a Board discussion. The Board will discuss the proposed amendment. If accepted by the Board, the amendment will be voted on by the general membership. The results will be published at the next regularly scheduled business meeting as identified in Article IV – Meetings.

Section B.

Notice for consideration of an Amendment change must be presented to the members in writing either thru the newsletter or e-mail at least 30 days in advance of the Board discussion so the members will have the opportunity to contact the Board members.

ARTICLE VII – CONFLICT OF INTEREST POLICY

The club maintains a conflict of interest policy that is signed by the governing body that is identified as the Board.

ARTICLE VIII - DISSOLUTION

Prior to club dissolution and after all debts are satisfied, all property and assets shall be turned over to the Gulf States Camera Club Council for holding in escrow until such time that a new club is formed and approved by the board of Gulf States Camera Club Council. If it is deemed that a new club will not be formed, the dispensation of all property and assets are at the discretion of the GSCCC.

ARTICLE IX – INDEMNIFICATION

1. The Club shall indemnify (to protect against damage, loss, or injury; insure) any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Club) by reason of the fact that he or she is or was a representative of another Club, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgment, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Club, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* (I do not wish to contest) or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Club, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

2. The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Club to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Club, or is or was serving at the request of the Club as a representative of another Club, partnership, joint venture, trust, or other enterprise against expenses (including attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Club and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall be adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Club unless and only to the extent that the Court of Common Pleas of Jefferson Parish or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

3. Notwithstanding any contrary provision of the articles or these bylaws, to the extent that a representative of the Club has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either 1 or 2 above, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith.

4. Unless ordered by a court, any indemnification under 1 or 2 above shall be made by the Club only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

(a) By the Board by a majority vote of a quorum consisting of officers who were not parties to such action, suit, or proceeding, or

(b) If such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum or disinterested Board members so directs, by independent legal counsel in a written opinion.

5. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Club in advance of the final disposition of such action, suit, or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Club as authorized in the paragraphs above.

6. Each such indemnity may continue as to a person who has ceased to be a representative of the Club and may inure to the benefits of the heirs, executors, and administrators of such person.

7. The Club shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, employee, or agent of the Club or is or was serving at the request of the Club as an officer, employee, or agent of another Club, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Club would otherwise have the power to indemnify such person against such liability.

8. Each person who shall act as an authorized representative of the Club shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE X – NON-LIABILITY

1. A member of the Board of the Club shall stand in a care fiduciary relation (an individual, corporation or association holding assets for another party, often with the legal authority and duty to make decisions regarding financial matters on behalf of the other party) to the Club and shall perform his or her duties, in good faith, in a manner he or she reasonably believes to be in the best interests of the Club, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. In performing such duties, a Board member shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared by any of the following:

(A) One or more officers of the Club whom the Board member reasonably believes to be reliable and competent in the matters presented.

(B) Counsel, public accountants, or other persons as to matters that the Board member reasonably believes to be within the professional or expert competence of such person.

2. A Board member shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted or inappropriate. In discharging the duties of their respective positions, the Board and officers may, in considering the best interest of the Club, consider the effects of any action upon suppliers and customers of the Club and upon committees in which officers or other establishments of the Club are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

3. Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken as a Board member or any failure to take any action shall be presumed to be in the best interests of the Club. A Board member of the Club shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (A) The Board member has breached or failed to perform the duties of his or her office;
and
(B) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness as determined by the Board or during a vote by the general membership, either of which actions will be determined by the President.

4. The provisions of this section shall not apply to:

- (A) The responsibility or liability of a Board member pursuant to any criminal statute; or
(B) The liability of a Board member for the payment of taxes pursuant to local, state, or Federal law.

ARTICLE XI - APPROVAL

The Bylaws of the Club shall become effective after approval by the membership. These Bylaws amended the original ones adopted: January 17, 1967 then were amended: July 6, 1972.

Amendments XII

1. Name of organization was changed from Greater New Orleans Photographic Society to Greater New Orleans Camera Club on a ballot vote dated July 31, 2011 passed with 73% in favor of changing name and 27% opposed. So these by-Laws reflect this change.

CLUB PRESIDENT: **R. M. Parker** *R. M. Parker*
Name/Signature

CLUB SECRETARY: **Rose D. Parker** *Rose D. Parker*
Name/Signature

Date: **April 25, 2010, Approved by a vote on April 18th 2010**

Amendment Date: **July 31, 2011**