

THE CONSTITUTION OF THE NORTH BETHESDA CAMERA CLUB

MAY 16, 2006

ARTICLE I – NAME

This organization is known as the North Bethesda Camera Club.

ARTICLE II – PURPOSE AND OBJECTIVES

The purpose of the Club is to bring together persons interested in acquiring and developing an appreciation of the art, craft and technology of photography. To further this purpose, the objectives of the Club are to:

1. Provide opportunities for learning, exchanging ideas and disseminating information about all aspects of photography.
2. Provide regular programs and competitions for the membership.
3. Offer constructive critiques and suggestions to members, together with assistance and encouragement to less experienced photographers.
4. Promote good fellowship.
5. Cooperate with other camera clubs and organizations interested in photography.

ARTICLE III – MEETINGS

1. Regular meetings of the Club will be held at times, dates and locations stipulated by the Board of Directors. A regular meeting may be cancelled, postponed or rescheduled as necessary by the President or his/her designee.
2. Special meetings of the Club may be called at any time by the President or Board of Directors upon reasonable advance notice.

ARTICLE IV – FISCAL YEAR AND PROGRAM YEAR

1. The fiscal year of the Club begins on July 1 and ends on June 30 of the succeeding calendar year.
2. The program year of the Club, with its annual operations and activities, ordinarily begins in September and ends in May or early June of the succeeding calendar year.

ARTICLE V - MEMBERSHIP

1. Membership in the Club is open to any person interested in photography who submits a completed membership application, pays the applicable dues and whose application is accepted by the Board of Directors or its delegated representative. If an application is not accepted for any reason other than a maximum limit on total membership as determined by the Board of Directors, the action must be confirmed by the Board. Dues paid by a person whose application is not accepted will be returned to him/her, less any amounts then owed by the person to the Club.
2. Different types of membership in the Club may be established from time to time by the Board of Directors.

3. A membership may be terminated by the Board of Directors if the dues owed by the member to the Club are in arrears for ninety days after becoming payable.
4. A membership may be suspended temporarily or terminated upon written notice by the Board of Directors when it finds that a member has caused harm to the club or its members, has violated club rules or has acted to the detriment of the stated purpose or objectives of the Club sufficiently to warrant taking this action. A person whose membership is suspended or terminated, other than for nonpayment of dues, has a right to appeal the action to the Board of Directors, in person or in writing, or both, in accord with procedures specified by the Board of Directors in its original action. If the appeal is denied, the person will be refunded a pro rata share of any dues already paid for the year, less any amounts then owed by the person to the Club.

ARTICLE VI – OFFICERS

The officers of the Club are the President, Vice President, Secretary and Treasurer. All officers are elected for a term of one fiscal year as defined in Article IV and must be members in good standing. No officer may serve more than two full consecutive terms in the same elected office.

1. The primary duties of the President are to preside at meetings of the Club and its Board of Directors; appoint committees as provided in Article IX hereof; act as Club spokesperson; generally supervise and monitor all Club activities; and fill any vacancies on the Board of Directors, subject to consent of the Board.
2. The primary duties of the Vice President are to perform the duties of the President during his/her absence or disability, and to assume the presidency in the event that the office of President becomes vacant. In the latter event, the Board of Directors will determine whether the resulting vacancy in the office of Vice President will be filled for the remainder of the year and, if so, will announce a procedure either for appointing or for nominating and electing a Vice President.
3. The primary duties of the Secretary are to preserve in the books and records of the Club true minutes of the proceedings of Board of Directors meetings; conduct correspondence of the Club to the extent not otherwise handled in normal course by other officers or designated members; and prepare ballots for election when required.
4. The primary duties of the Treasurer are to maintain custody of Club funds, discharge Club expenses and keep relevant records, including a current roster of Club membership; and prepare periodic reports of Club finances including, when requested by the President, an estimated budget and year-end financial report completed at or promptly after the close of the fiscal year.

ARTICLE VII – ELECTION OF OFFICERS

1. Election of officers for the next fiscal year is held annually during a regular meeting of the Club in the month of May. Election requires an affirmative majority vote of those present at the meeting, in person or by specific, written proxy.
2. The President appoints a nominating committee consisting of three members, at least one of whom is not a Director. By the end of April, the nominating committee prepares a single slate of officers for the next fiscal year, and obtains the agreement of each nominee to serve if elected. The nominating committee's slate is published and announced to the general membership at least two weeks in advance of the meeting at which the election of officers is to be held. During the meeting, additional nominations may be made from the floor, with the agreement of each additional nominee to serve if elected.

3. Oral balloting is used to elect the slate of officers presented by the nominating committee, unless one or more additional nominations are made from the floor. If an additional nomination is made from the floor, voting must be taken by written ballot.

ARTICLE VIII – BOARD OF DIRECTORS

1. Management of the Club is directed by a Board of Directors which meets as often as necessary to transact Club business, ordinarily once a month during the program year and once during the summer.
2. The Board of Directors consists of (a) the elected officers of the Club, (b) the appointed chairpersons of the Standing Committees and (c) at least two additional Directors named by the President, one or more of who served previously on the Board of Directors. It is recommended that the immediate past President will be routinely named a Director *ex officio* for two years and, further, the initial meeting of the Board of Directors will include both incoming and outgoing Directors to facilitate continuity.
3. All actions by the Board of Directors require an affirmative majority vote of the Directors, in person or by specific, written proxy, and constituting at least a quorum of the Board, except that actions by the Board of Directors under Article V, paragraph 4, and Article XI hereof require an affirmative two-thirds vote of the Directors, in person or by specific, written proxy, and constituting at least a quorum of the Board. A quorum of the Board of Directors is one-half of the Directors, plus one.
4. Only Directors may initiate, second or vote on motions during a Board of Directors meeting.
5. A Director who fails to attend three consecutive meetings of the Board of Directors without justification may lose his or her seat as a Director, at the discretion of the President.
6. A Club member in good standing may attend any regular meeting of the Board of Directors. As a courtesy and to assist planning, the member should inform the meeting host and/or the President of the member's plan to attend.

ARTICLE IX - COMMITTEES

1. Standing Committees are established from time to time by the Board of Directors to manage and conduct regular activities of the Club, such as competitions, programs, workshops, field trips, exhibits, membership and publicity.
2. The duties of Standing Committee chairpersons include preparing reports on relevant matters for presentation periodically to the Board of Directors, the general Club membership and/or as the President may direct. The scope of service of each Standing Committee is updated as and when necessary by the President, in consultation with the Board of Directors.
3. Special or *ad hoc* committees are established as needed by the President, in consultation with the Board of Directors, and continue to function until the service for which they were formed is completed or until they are discharged.
4. The President, on an annual basis, appoints a chairperson or chairpersons of each committee, and either appoints the other members of each committee or delegates all or part of this task.
5. The Club membership will be informed periodically of all currently active committees and their chairpersons.

ARTICLE X – FINANCES AND DUES

1. The sources of revenue for the conduct of the affairs of the Club are the membership dues, any voluntary contributions, any special assessments and any net income derived from activities approved by the Board of Directors.
2. Membership dues are determined by the Board of Directors for each fiscal year, and may be specified in different amounts applicable to the entire year or to a portion of the year, and to other factors.
3. A year-end finance report is presented to the membership in summary form shortly after the close of the fiscal year. The full report is presented in detail at the initial meeting of the incoming Board of Directors.

ARTICLE XI – AMENDMENTS

1. Any proposal by a member of the Club to amend this Constitution must be submitted in writing to the President. To be adopted, a proposed amendment must be (a) first approved by the Board of Directors and (b) thereafter ratified by the general membership of the Club.
2. The Board of Directors may not act to approve or disapprove a proposed amendment to the Constitution during the same meeting at which the amendment is proposed. However, the Board of Directors must vote on the amendment at a meeting held not later than the second regular Board meeting after the amendment was proposed.
3. Ratification by the Club membership of a Board-approved amendment to the Constitution requires a majority affirmative vote of at least a quorum of members, either in person or by specific, written proxy, or by such process of electronic voting as may be approved by the Board of Directors. A quorum of the membership is one-half of the total current roster of Club members at the time of the vote. Regardless of the type of meeting or process, the membership must be given reasonable advance notice of the proposed vote and an explanation of the amendment on which the vote is to be taken.

Original Constitution adopted August 25, 1965

Revised Constitution adopted May 28, 1975

Revised Constitution adopted March 9, 2005

Amendment adopted May 16, 2006