

THE ORLANDO CAMERA CLUB BY-LAWS

ARTICLE I: NAME, MEETING LOCATION, PURPOSE AND MISSION

Section 1. NAME: The name of the Organization shall be the Orlando Camera Club, Inc. (hereinafter the OCC). The OCC is established and registered by the State of Florida as a not-for-profit organization and has been granted status as a Section 501 (c) (7) entity under the IRS Code 26 U.S.C. § 501.

Section 2. MEETING LOCATION: The principal meeting location shall be at 99 East Marks Street, Orlando, Florida 32803.

Section 3. PURPOSE: The purpose of the OCC is to provide a forum for photographers to meet, exchange ideas and broaden their photographic skills through educational programs.

Section 4. MISSION: The mission of the OCC is to provide a network of resources for photographers of all skill levels to increase their skills in the art of photography.

ARTICLE II: MEMBERSHIP AND MEETINGS

Section 1: DEFINITION: The OCC membership is open to the general public.

Section 2: MEMBERSHIP/DUES: The amount of annual dues shall be determined each year in April by a majority vote of the Board. Membership dues may be for an individual or for a family membership (hereinafter member/membership). Membership year begins September 1st, and ends August 31st. OCC annual dues are collected beginning May 1st and are good through the following year to August 31st. Dues become delinquent on September 30th. Delinquent members shall become inactive.

Section 3: ATTENDANCE AT MEETINGS: Guests are allowed to attend two (2) general membership meetings before being required to pay the OCC membership dues. Guests who have not paid the membership dues or members who are not current with their dues shall not be allowed to attend the OCC general meetings or enjoy any other privileges of membership until his/her dues are current.

Section 4: TERMINATION: Membership in the OCC shall be terminated for failure to pay annual dues. Membership may also be terminated by a majority vote of the Board for failure to uphold the purpose and mission of the OCC or failure to conduct oneself in a manner appropriate as an OCC member.

1. An active member is one who has paid his/her annual dues, either as an individual or family member.

2. An active member who is not able to vote at any general meeting in person may vote by written proxy. There shall be no cumulative voting.

Section 5: LIABILITY OF MEMBERS: No member shall be personally liable for any OCC debts, liabilities, or obligations.

Section 6: PERSONAL PROPERTY: No member shall have any right, title, or interest in any property or asset of the OCC.

Section 7: GENERAL AND COMPETITION MEETINGS:

A. GENERAL MEETINGS: General meetings of the membership shall occur twice a month according to the schedule posted on the web site.

B. COMPETITION MEETINGS: Competition meetings shall occur once a month unless changed by a majority vote of the Board.

1. COMPETITION GUIDELINES: The OCC competitions shall be digital only and shall be governed by the digital competition guidelines approved by the Board.
2. COMPETITION JUDGING: The goal of judging images is to provide educational critique and guidance to the OCC membership. The guidelines to be used by the judges shall be determined by the Board.

C. QUORUM AND VOTING: Each active member shall be entitled to cast one (1) vote on any pending matter. Each active family membership shall be entitled to cast one (1) vote on any pending matter. At a general meeting a quorum is defined as the number of attending active members. A majority shall consist of fifty (50) percent plus one (1). A majority vote of the active members present shall constitute an act of the general membership.

ARTICLE III: COMMITTEES/COMMITTEE CHAIRS

SECTION 1: COMMITTEES:

There shall be committees whose activities shall be to support the purpose and mission of the OCC.

SECTION 2: COMMITTEE CHAIR RESPONSIBILITIES TO THE BOARD

1. Committee chair shall report to the Board.
2. The committee chair positions are nonvoting.
3. Committees shall include competition chair, FCCC chair, field trip chair, hospitality chair, judges chair, librarian chair, membership chair, mentoring chair, program chair, special events chair, sponsorship chair, store chair and web master.
4. A committee chair may also be a Board member.

5. The Board may add or remove chair positions as needed by a majority vote of the Board.

SECTION 3: COMMITTEE CHAIRS:

The chair of each committee shall be appointed by the President and approved by the Board.

A. COMPETITION CHAIR

The competition chair shall be responsible for overseeing the judging process and for coordinating the awards to be presented to the members. The competition chair is responsible for keeping records of the awards, member participation and scoring.

B. FCCC CHAIR

The FCCC chair shall coordinate OCC's participation in FCCC's competitions and events.

C. FIELD TRIPS CHAIR

The field trips chair shall be responsible for scheduling field trips for the general membership throughout the year and for coordinating posting the field trips with the web master on the OCC web site. The field trip chair shall be responsible for handling all aspects of any approved OCC field trip.

D. HOSPITALITY CHAIR

The hospitality chair shall be responsible for providing refreshments at each general membership meeting.

E. JUDGES CHAIR

The judges' chair shall be responsible for securing judges for the competitions night. Judges chair shall be responsible for ensuring that the OCC judging guidelines are followed and that the judging process is done in a fair and timely manner. Judges chair should make available to the secretary all the judges names and addresses.

F. LIBRARIAN CHAIR

The librarian shall be responsible for all library materials. The librarian shall maintain current records regarding the lending and return of all OCC books and photography materials and shall be responsible for collecting any fines imposed for delinquent materials. Any fines collected shall be given to the Treasurer.

G. PROGRAM CHAIR

The program chair shall be responsible for securing the speakers or coordinating special events for each educational meeting.

H. MEMBERSHIP CHAIR

The membership chair shall be responsible for keeping a current roster of active members and shall be responsible for removing delinquent members privileges

from the OCC. The membership chair shall perform any other duties as may be assigned by the President or the Board.

I. MENTORING CHAIR

The mentoring chair shall be responsible for developing OCC membership relationships with experienced photographers for educational purposes in all aspects of photography.

J. SPECIAL EVENTS CHAIR

The special events chair shall contact, organize and develop all special photography programs for the benefit of the OCC.

K. SPONSORSHIP CHAIR

The sponsorship chair shall be responsible for developing, marketing and promoting sponsors for the benefit of the OCC. The sponsorship chair shall maintain contact with current OCC sponsors and keep the OCC members aware of sponsor benefits.

L. STORE CHAIR

The store chair shall be responsible for organizing the sale and purchase of all OCC merchandize. All proceeds shall be given to the Treasurer.

M. WEB MASTER

The web master shall be responsible for developing, maintaining and updating the OCC web site. The web master shall be responsible for posting all Board approved announcements and information on the OCC website. Any changes made to the OCC website must be approved by the President or his/her designee and when necessary by a majority vote of the Board. The OCC web site is:

www.orlandocameraclub.com

ARTICLE IV: THE OCC BOARD

Section 1. MEMBERS: The OCC Board (hereinafter the Board) shall be composed of no less than six (6) officers, three (3) past presidents and four (4) directors for a total of thirteen (13) voting members. Each past president shall remain on the Board for three (3) consecutive years following their presidential year.

Section 2. GENERAL POWERS: The Board shall manage the business and affairs of the OCC.

Section 3: GUIDELINES FOR BOARD MEMBERS: Board members must be in good standing in the community and show a genuine interest in promoting the purpose and mission of the OCC. Board members must actively participate in developing resources to achieve the objectives of the OCC. The Board shall represent the membership on all OCC matters.

Section 4. REGULAR AND SPECIAL MEETINGS: A regular meeting of the Board shall occur once every month. A special meeting may be called at the request of the president or by a majority of the Board. Notice of the monthly Board meeting or any special meeting shall be in writing, by e-mail or by fax with a minimum of two (2) days advance notice to the Board members. Notice of Board meetings shall be given to the general membership through the OCC web site. Active members may attend Board meetings but may not vote.

Section 5. ATTENDANCE AT BOARD MEETINGS: The OCC Board members are expected to attend all Board meetings. Committee chairs may attend all Board meetings. The following committee chairs are expected to attend all Board meetings: membership, competition, judging, field trips, program, and mentoring.

Section 6. QUORUM AND VOTING: At all meetings of the Board, each Board member shall be entitled to cast one (1) vote on any pending matter. A majority of the Board shall constitute a quorum. A majority shall consist of fifty (50) percent plus one (1). At a meeting where a quorum is present, a majority vote of the attending Board members and proxies shall constitute an act of the Board. There shall be no cumulative voting.

Section 7. SPECIAL ACTION BY WRITTEN CONSENT: Any action that may be taken at a meeting of the Board may be taken without a meeting if a consent setting forth the action to be taken shall be approved in writing or by e-mail by at least two thirds (2/3rds) majority of the Board members and confirmed in writing or by e-mail by the Secretary.

Section 8. RESIGNATION: Board members may resign with written notice to the Board.

Section 9. REMOVAL: Any Board member may be removed from the Board for three (3) unexcused absences within a twelve (12) month period or for failure to perform their duties. A majority vote of the Board is required for removal. Before a Board member may be removed and the position declared vacant and filled as prescribed herein, such Board member shall be advised in writing at least ten (10) days prior to the Board meeting where the vote for removal is taken.

Section 10. VACANCIES: Any vacancies on the Board shall be filled for the unexpired portion of the term, except for the position of Vice President. The President shall make recommendations to fill any vacancy. Any recommendation shall be approved by a majority vote of the Board.

Section 11. COMPENSATION: Board members shall serve without compensation.

Section 12. LIABILITY: Board members shall not be personally liable for money damages to any person for any statement, vote, decision, or failure to take any action, regarding organizational management or policy of the OCC or for any debts, liabilities, or other obligations of the OCC unless:

- (a) The Board member failed to perform his/her duties and that failure was a violation of the law;
- (b) and/or the act was committed to obtain an improper personal benefit or was in disregard of human rights, safety or property.

Section 13. CONFLICT OF INTEREST: Board members are required to disclose any known or potential financial interest in any transaction or relationship in which the OCC engages in prior to authorization or approval of such transaction or relationship. Failure to disclose a known or potential financial interest may make such transaction or relationship voidable at the discretion of the Board.

Section 14. CONSTRUING THE BY-LAWS: With respect to the interpretation of these By-Laws a majority decision of the Board shall control.

Section 15. COMMUNICATION: Communication between the Board members and the general membership shall be by announcement at the general meetings, in writing, by fax, by e-mail or through the OCC official web site.

Section 16. AMENDMENTS: Amendments to these By-Laws require a majority vote of the Board.

Section 17. RULES OF ORDER: The Board may follow Robert's Rules of Order.

ARTICLE V: DUTIES OF THE BOARD

Section 1. DEFINITION: The Board shall consist of the following; six (6) officers, directors and past presidents: President, Vice President/President-Elect, Vice President, Secretary, Treasurer, Parliamentarian, four (4) Directors and three (3) Past Presidents.

Section 2. TERMS: Officers shall serve one (1) year terms except for the Treasurer and the Parliamentarian who shall serve for a minimum of two (2) years but not longer than four (4) consecutive years. The OCC members must vote to continue the Treasurer's term every two (2) years based on the recommendations of the Board. Directors shall serve three (3) year terms, with the exception of the Director at Large who shall serve a one (1) year term. Past Presidents shall serve for a consecutive term of three (3) years.

Section 3: DUTIES: Officers and directors shall have the following duties:

- A. PRESIDENT: The President shall be the chief executive officer of the OCC, and shall have authority over the general and active management of the business affairs of the OCC subject to the direction of the Board. The President shall preside over all OCC and Board meetings and shall perform all duties as prescribed by the Board. The President shall oversee all committee chairs and insure that all positions are filled. The President shall execute all written obligations authorized by the Board. Any checks over \$500.00 shall be

approved by a majority of the Board. The President and Treasurer shall be authorized to sign all checks and both must sign checks over \$1,000.00.

- B. VICE PRESIDENT/PRESIDENT-ELECT: The President-Elect shall prepare to perform the role of President. The President-Elect shall be President the following year. In the absence or inability of the President to perform his/her duties, the President-Elect shall perform the duties of the President and shall assume all of the powers of the President. The President-Elect shall be responsible for all the Treasurer's duties should the Treasurer be unable to perform his/her duties. In the event the President and President-Elect are unable to perform the duties as President, then the Vice President shall perform the duties and shall assume all the powers of the President for the remaining term. The President-Elect shall perform any other duties that may be assigned by the President.
- C. VICE PRESIDENT: The Vice President shall be responsible for communications with the public and private sectors unless otherwise agreed upon by the Board. The Vice President shall assume the responsibility of President-Elect the following year.
- D. SECRETARY: The Secretary shall be responsible for the maintenance of all the OCC records, except the financial records. The Secretary shall record and maintain the minutes of the Board meetings and if necessary, the minutes of any general meetings. The Secretary shall be responsible for all written correspondence. All prior records shall be turned over to the incoming secretary following elections of officers and directors.
- E. TREASURER: The Treasurer shall be responsible for all OCC financial matters. The Treasurer shall collect all membership dues and maintain current records regarding membership financial status. The Treasurer shall report delinquent members to the membership chair. The Treasurer shall issue financial statements for the OCC's operations at each Board meeting. The Treasurer shall prepare an annual financial report at the close of the OCC's fiscal year. The Treasurer shall be responsible for complying with all State and Federal regulations and requirements in accordance with the law. Copies of all financial reports shall be made available to the Board and the members.
- F. PARLIAMENTARIAN: The Parliamentarian shall be responsible for advising the Board on proper procedure and ensure that OCC business is conducted in accordance with the By-Laws, policies and procedures.
- G. DIRECTORS: The Directors shall provide the Board with leadership, experience and community connection that further the purpose and mission of the OCC. Directors are recommended by the President, approved by a majority of the Board and are elected by a majority of the general membership.

H. **DIRECTOR AT LARGE:** The Director at Large represents the general membership and is elected by a majority vote of the membership annually.

ARTICLE VI: ELECTION OF THE BOARD

- A. The Board shall serve as the nominating committee. A majority vote of the Board is required for the nomination of any position as an officer or director.
- B. The following slate of officers shall be nominated by the Board; Vice President, Secretary, Treasurer (at the end of their term), Parliamentarian (at the end of their term) and Director at Large (annually). The President shall make recommendations to the Board as to the remaining Director positions for any expired terms.
- C. The slate of officers and directors shall be nominated by the Board at the August Board meeting.
- D. The slate of officers and directors shall be posted on the web site and announced at the second meeting in August. At this time, the membership may consider other nominations to be made at the election meeting.
- E. Elections shall take place at the first OCC membership meeting in September by ballot voting. Nominations shall be taken from the general membership at the election meeting.
- F. The Secretary shall count the ballots and report to the membership the election results at the close of the meeting.
- G. Installation shall occur at the annual meeting in September.

ARTICLE VII: FINANCE

- A. Any funds required to meet OCC expenses shall be raised through but not limited to the following:
 - 1. Annual membership dues,
 - 2. OCC sponsors approved by the executive Board,
 - 3. Advertising on the OCC web site,
 - 4. Special events,
 - 5. Committee revenues.
- B. Fees charged for any approved OCC event shall be determined and approved by a majority vote of the OCC Board.
- C. The OCC fiscal year shall begin September 1st and end August 31st of the following year.

ARTICLE VIII: DISSOLUTION OF THE OCC

Upon dissolution of the OCC, the Board shall determine the distribution of any assets.

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