

# **WASATCH CAMERA CLUB BYLAWS**

## **ARTICLE I. NAME OF CORPORATION**

The name of the corporation is Wasatch Camera Club.

## **ARTICLE II. CORPORATE PURPOSE**

### **Section 1. Nonprofit Purpose**

The general purposes and objectives for which the nonprofit corporation is organized are:

- a. To engage in any lawful act for which a nonprofit corporation may be organized under Utah law; and
- b. To operate as a social and recreational club for the pleasure and recreation of its members and other non-profitable purposes within the meaning of §501 (c) (3) of the Internal Revenue Code of 1986, as amended. The specific and primary purpose for which the corporation is formed is for the enjoyment, mastery, and furtherance of photography through cooperation, effort, education, and good fellowship.

### **Section 2. Specific Purpose**

The specific objectives and purpose of this corporation shall be:

- a. to offer training and education for the advancement in the knowledge and practice of photography;
- b. to provide opportunities for association and enjoyment of photography;
- c. to contribute to cultural expression through photography and photographic media; and
- d. to sponsor, host and/or participate in events and activities that promote the art and craft of photography.

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Eligibility for Membership**

Membership is open to individuals who have an interest in photography. Any individual may become a member by paying annual dues and signing a release of liability. Members who have not paid annual dues timely will lose all privileges of membership. Members may be suspended or expelled by a decision of the Board of Directors, for good and sufficient reason, which may

include but is not limited to behavior that is a detriment to other members' participation and enjoyment.

### **Section 2. Annual Dues**

The amount of individual annual dues will be determined annually by the Board of Directors. Dues collected from members will be used for expenses incurred by the club in furtherance of the club purpose.

### **Section 3. Rights of Members**

Each member is entitled to be notified of activities, attend and participate in activities, workshops, trips, and meetings, enter competitions, and cast one vote for a slate of Officers.

### **Section 4. Resignation and Termination**

Any member may resign by notifying the Secretary in writing.

## **ARTICLE IV. MEETINGS OF MEMBERS**

### **Section 1. Annual Meeting**

An annual meeting of the membership shall take place in the month of August, at a time and location designated by the Board of Directors. At the annual meeting, the members shall elect directors and officers, if terms are expiring, receive reports on the activities of the association, and provide input for the direction of the club's activities for the coming year.

### **Section 2. Special Meetings**

Special meetings may be called by a simple majority of the Board of Directors.

### **Section 3. Notice of Meetings**

Notice of each meeting shall be made available on the club's website, and through email, not less than two weeks prior to the scheduled meeting.

### **Section 4. Quorum**

A quorum for a meeting of the members shall consist of all members present, in person, at a meeting.

### **Section 5. Voting**

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation, and shall serve without compensation. All members of the Board of Directors must be paid members.

### **Section 2. Number, Tenure, Requirements, and Qualifications**

The Board of Directors shall be comprised of its officers, which include the Chairperson, the Secretary, and the Treasurer, and no less than three (3) nor more than seven (7) at-large members.

The at-large members of the Board of Directors shall be elected by a majority vote of the Board of Directors, and shall, upon election, immediately enter upon the performance of their duties and continue in office until their successors shall be duly elected and qualified.

All members of the Board of Directors shall serve a term of four (4) years and may be re-elected to an unlimited number of terms.

### **Section 3. Resignation of a Member of Board of Directors**

A member of the board of directors may resign at any time by giving written notice to the Chairperson and Secretary. Such resignation must be formally accepted by both the Chairperson and the Secretary, and will be effective on the date of receipt or at any later time specified in the notice.

### **Section 4. Regular and Annual Meetings**

At least four (4) meetings of the Board of Directors shall occur during each calendar year, at a location designated by the Board of Directors. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

### **Section 5. Special Meetings**

Special meetings of the Board of Directors may be convened at the request of the any member of the Board of Directors. The request must be approved by a majority vote of the directors.

### **Section 6. Quorum**

The presence in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be

the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

### **Section 7. Proxy**

Directors may not vote by proxy or under any other power of attorney.

### **Section 8. Action Without a Meeting**

The Board of Directors may take any lawful corporate action without a meeting through the unanimous written approval by all directors then in office. The written approvals must contain a statement of the resolution being approved and must be delivered to the Secretary, either in hard copy or email. Corporate actions taken by the Board of Directors under this Section will be effective when all the directors have approved the resolution, unless the resolution contains a different date.

### **Section 9. Forfeiture**

Any member of the Board of Directors who fails to fulfill any of his or her duties as required, as determined by the Officers, shall forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy.

### **Section 10. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. The new member shall finish out the remainder of the term left by the vacancy.

### **Section 11. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

### **Section 12. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

### **Section 13. Parliamentary Procedure**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order The Club may adopt.

## **ARTICLE VI. OFFICERS**

The officers of this Board shall be the Chairperson, Secretary and Treasurer. All officers must have the status of active members of the Club.

### **Section 1. Chairperson**

The Chairperson shall preside at all meetings of the membership. The Chairperson shall have the following duties:

- a. He/She shall preside at all business meetings of the board of directors.
- b. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- c. He/She shall submit a report of the operations of the program for the year to the members at the annual meeting, and from time to time, shall report to the Board all matters that may affect the club.
- d. He/She shall be Ex-officio member of all committees and shall have the power and duties usually vested in the office of the Chairperson.

### **Section 3. Secretary**

The Secretary shall attend all meetings of the Executive Committee, and all meetings of members. The Secretary shall have the following duties:

- a. He/She shall record all votes and minutes of all proceedings in a transcript to be kept for that purpose.
- b. He/she shall cause to be published notices of all business meetings to the membership.
- c. He/she shall execute the duties of the Chairperson when the Chairperson is not available.

### **Section 4. Treasurer**

The Treasurer shall have the following duties:

- a. He/She shall submit to the Board of Directors a quarterly approval of all expenditures of funds.

- b. He/She shall present to the Board of Directors a complete and accurate quarterly report of the finances.
- c. He/She shall have the right of inspection of the funds resting with the club.
- d. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- e. He/she shall execute the duties of the Chairperson when the Chairperson is not available.

### **Section 5. Nomination and Election of Officers**

Before the annual meeting in August, a Nominations Committee shall be appointed for the nomination of officers. The Nominating Committee shall call for nominations at least one month prior to the expiration of the term of current officers. At the annual meeting in the year of term expiration, the Nominating Committee shall submit a slate of nominated officers, one nomination per office, which will be voted on in its entirety at the annual meeting. The election shall be held at the annual meeting of the membership. Those officers elected shall serve a term of four (4) years, commencing at the conclusion of the annual meeting, and may be re-elected to an unlimited number of terms.

### **Section 6. Vacancies**

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Any vacancy occurring between terms will be voted on by the Board of Directors only. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

## **ARTICLE VII. COMMITTEES**

### **Section 1. Executive Committee**

The three officers shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full board.

### **Section 2. Committee Formation**

The board may create ad hoc committees as needed, such as Workshops Committee, Field Trips Committee, Overnight Field Trips Committee, Exhibits Committee, Competitions Committee,

and Special Events Committee, etc. The board Chairperson shall appoint all committee chairs. The appointment must be confirmed by a simple majority vote of the board.

## **ARTICLE X. INDEMNIFICATION**

### **Section 1. General**

To the full extent authorized under the laws of the State of Utah, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

### **Section 2. Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **Section 3. Insurance**

The corporation shall purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE XI. CONTRACTS, CHECKS, AND RELATED MATTERS**

### **Section 1. Contracts**

All contracts and other agreements of the corporation shall be approved by resolution, and executed on behalf of the corporation by the Treasurer. The board may grant authority to enter into contracts or agreements to other Officers of the corporation by resolution.

### **Section 2. Deposits and Expenditures**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in a bank or other depository as the board or designated committee may select. All expenditures of the corporation must be ratified by board action on a quarterly basis. Expenditures of an amount greater than \$1,000 must be approved in advance by action of the board.

## **ARTICLE XII. BOOKS AND RECORDS**

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors and meetings of the membership.

## **ARTICLE XIII. AMENDMENTS**

### **Section 1. Articles of Incorporation**


The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

### **Section 2. Bylaws**

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

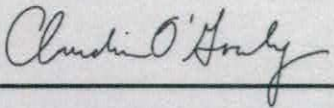


**Adopted and approved:**

  
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**Jeff Clay, Chairman**

18-Dec-2020

  
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**Claudia O'Grady, Secretary**

December 16, 2020

  
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**John Nellist, Treasurer**

18th Dec 2020