

WHITEHORSE PHOTOGRAPHY CLUB

Constitution

1. The name of the society shall be the Whitehorse Photography Club.
2. The business operations of the Club shall be carried on in the City of Whitehorse.
3. The primary aim of the Club shall be to:
 - a) promote the art of photography on a non-profit basis.
 - b) organize programs, competitions and exhibitions and provide an opportunity for members to participate.
 - c) facilitate the development of the art form through the offering of leadership clinics, workshops and/or seminars.
4. The operations of the Club shall be carried on without purpose of gain for its members and any profits or accretions to the organization shall be used in promoting its objectives.

WHITEHORSE PHOTOGRAPHY CLUB

BYLAWS

1. Membership

- a) The membership of the Club shall be of two types - "Active Members" and "Honorary Members".
- b) Active members shall mean any individual who has paid their annual membership fee.
- c) The membership may, by majority vote, bestow, on a yearly basis, honorary membership, at no fee, to an individual.
- d) The membership fee shall be determined at the Annual General Meeting and is payable within thirty (30) days of the Annual General Meeting. New members will become Active Members upon payment of the annual membership fee.
- e) Membership in the Club shall be for a period of one (1) year terminating at the next Annual General Meeting.

2. Membership Privileges

- a) To attend and participate in discussion at Regular, Special and Annual General Meeting(s).
- b) To exercise their vote in accordance with Section 10 of this Bylaw.
- c) To participate and share in Club activities.
- d) Members may participate in as many Club functions as they choose, but must abide by the rules and regulations as established by the committee in charge of each function.
- e) To be nominated for and hold a position on the executive and/or committee.

3. Obligations of Members

To participate fully in the activities of the Club, to the best of ones' ability and in the best interests of the Club.

4. Termination of Membership

An individual shall cease to be a member of the Club if:

- a) The member resigns.
- b) The member is suspended or expelled by the Executive.
- c) The member refuses to pay the annual membership fee.

5. Expulsion of Members

If a member conducts himself/herself in a manner contrary to the Club Bylaws or in a manner detrimental to the Club, the President, or in his absence, the Vice President I, may enforce an immediate suspension of that members' privileges pending an investigation. The Vice President I shall submit a report to the executive within twenty (20) days of the suspension. The Executive shall meet within ten (10) days of receiving the report to recommend:

- a) The suspension be lifted; or
- b) The suspension be continued for a given period of time; or
- c) The membership of the individual be revoked with no refund.

Any member may apply the following year to renew his/her membership.

6. Annual General Meeting

- a) The first annual general meeting shall be held within two (2) months from the date of formation.
- b) Thereafter, the Annual General Meeting shall be held in the month of October on a date and at a time to be determined by the Executive, unless otherwise determined by the Executive.
- c) Notice of the Annual General Meeting shall be advertised through the local media fourteen (14) days prior to the event.
- d) A quorum for the Annual General Meeting shall consist of twenty (20) percent of the Active Members. Each member shall have one vote, as specified in Section 10, and voting shall be done by a show of hands. There shall be no proxy votes.
- e) The Treasurer shall present an audited Financial Statement at the Annual General Meeting. Within one (1) month of the presentation of this statement, an audited financial statement shall be filed with the Registrar of Societies, if incorporated.

7. Fiscal Year

The fiscal year of the Club shall end on the thirtieth (30) day of September of each calendar year.

8. Meetings

- a) Regular Meetings shall be held monthly at a date, time and location determined at the Annual General Meeting in October of each year.

- b) Special Meetings of the Club shall be held at the call of the President, the Executive, or any six (6) members. The six (6) members shall present a signed request to one of the Executive Members outlining the reasons for the Special Meeting. The Executive shall call a Special Meeting within five (5) days of receiving such a request, and the Special Meeting shall be held within ten (10) days of being called, or at the next Regular Meeting if sooner.
- c) Executive Committee Meetings will be held on a regular basis, or as deemed necessary, and attendance shall consist of the eight (8) officials as specified in Section 11.

9. Quorum

- a) At any meeting - Annual, Regular or Special - the number constituting a quorum shall be twenty (20) percent of the active members, including the Executive. In the case of where a quorum cannot be achieved within thirty (30) minutes of the scheduled start time, business activities shall be tabled to the next Regular Meeting. If at the next Regular meeting, a quorum is not present within thirty (30) minutes of the scheduled start time, the members present shall constitute a quorum.
- b) The number of executive constituting a quorum for Executive Meetings shall be four (4). In the event a quorum is not present, the meeting shall be adjourned for one day or until such time as is required to gather members required to form a quorum.

10. Voting

- a) Only members in good standing shall be eligible to vote.
- b) Active members shall have one vote on any question.
- c) Honorary members shall have no voting privileges.
- d) A majority of votes of the members present shall be required to pass any issue.
- e) Any voting member may request that his/her dissension or absence from voting be specifically recorded.
- f) Voting shall be done by a show of hands, with the exception of the election of officers, where voting shall be done by secret ballot.
- g) There shall be no proxy voting.

11. Appointment of the Executive

- a) Election of Officers shall take place at the Annual General Meeting, by nomination from the floor.
- b) Any individual who can't attend the Annual General Meeting and is willing to run shall signify his/her willingness, in writing, prior to the meeting.
- c) Only members in good standing shall be eligible to be nominated.
- d) The term of office for each position shall be one (1) year.
- e) The Executive shall consist of eight (8) officers, seven (7) of whom are elected at the Annual General Meeting.

President

Vice President I

Vice President II

Secretary

Treasurer

Director (two)

Past President (ex-officio)

They shall hold office until their successors are elected or until a written letter of resignation is submitted.

- f) Any executive member who is absent from three (3) consecutive meetings, including Regular, Special or Executive, without due cause, shall cease to hold office and their positions considered vacant and dealt with according to the provisions in Section 11(g).
- g) Vacancies on the Executive shall be filled for the remainder of the terms of office by the Executive from the active members of the Club, or by the members of the Club at a Special Meeting called for such a purpose, providing a quorum of the Executive remains in office. Otherwise such a vacancy shall be filled at the next Annual General Meeting at which the Executive for the ensuing year are elected.
- h) The Executive shall, from time to time, appoint special committees to carry out the functions of the Club.

12. Duties of the Executive

a) President

- i) Shall, when present, preside at all meetings of the Club and its members.

- ii) Shall be charged with the general management and supervision of the affairs of the Club and acts as the official spokesperson.
 - iii) Together with the Secretary, or other officer appointed by the Executive Committee for this purpose, shall sign all bylaws, resolutions, documents, contracts and other papers requiring signatures on behalf of the Club.
 - iv) The President shall be an ex-officio member of all committees and shall have no voting power except where it is required to break a tie.
- b) Vice President I
- i) Shall, during the absence or inability of the President, exercise the powers of and perform the duties of such.
 - ii) During the absence or inability of any member of the Executive, shall perform the duties of such position.
 - iii) Shall be responsible for the preparation and maintenance of the membership list.
 - iv) Shall be responsible for public relations, including, but not limited to, the preparation and distribution of all press releases to the media and all advertising for the Club.
 - (v) Shall perform other duties as may, from time to time, be assigned by the Executive.
- c) Vice President II
- i) Shall be responsible for the planning and organization of educational programs, special events and leadership clinics and workshops.
 - ii) Shall present a plan of activities and budget to the Executive for prior approval.
 - iii) Shall perform other duties as may, from time to time, be assigned by the Executive.
- d) Secretary
- i) Shall attend all meetings, executive, regular, special and annual general, and record all facts and minutes of the proceedings in a book kept specifically for this purpose.
 - ii) Shall keep and maintain documents and official records (except financial) of the Club.

- i) Under the direction of the President, shall prepare meeting agendas, conduct all correspondence, and shall distribute required notices to the membership.
 - ii) Together with the President, or other officer appointed for this purpose, shall sign all bylaws, resolutions, contracts, documents and other papers requiring signatures on behalf of the Club.
 - iii) Shall perform other duties, as may from time to time, be assigned by the Executive.
- e) Treasurer
- i) Shall keep a full and accurate book of accounts in which all receipts and disbursements of the Club are recorded.
 - ii) Shall receive all monies due the Club and deposit the same in a bank account designated by the Executive.
 - iii) Shall dispense the funds of the Club as directed. Disbursement shall be made by cheque, countersigned by the President, or in his/her absence, the Vice President I, and shall require proper vouchers.
 - iv) Shall present a written report of the transactions of the Club at Regular Meetings, at the Annual General Meeting, or whenever required.
 - v) In consultation with the Executive, shall prepare applications for financial assistance programs.
 - vi) Shall perform other duties, as may from time to time be assigned by the Executive.
- f) Director (3) *Note - Revised from (2) to (3) at AGM of 5 November 2013.*
- i) Assist other members of the Executive in the performance of their responsibilities.
 - ii) Perform duties of a nominating committee for elections.
 - iii) Shall perform other duties, as may from time to time be assigned by the Executive.
- g) Past President
- i) Provides continuity and advise based on past experience.
 - ii) Shall perform other duties, as may from time to time be assigned by the Executive.

13. Variation of the Duties of Officers

From time to time, the Executive may vary, add to, or limit the powers and duties of any Officer.

14. Remuneration of Officers

- a) No member of the Executive shall receive remuneration for services rendered in the performance of their duties for the Club.
- b) No member of the Executive shall enter into any business arrangement with the Club in which they are interested directly or indirectly, unless the Officer has declared such an interest to the extent, in the manner and at the time required by the Club or by law and has refrained from voting in respect of the contract or arrangement.

15. Removal of Officers

Any member of the Executive shall be removed from office by an extraordinary resolution passed at a Special Meeting convened specifically for this purpose. The Officer involved shall be notified, in writing, fourteen (14) days prior to the meeting being held.

16. Use of a Seal

The Club shall operate without the use of a seal.

17. Inventory

An annual inventory shall be taken of all goods and assets of the Club and shall be stored at a location determined by the Executive.

18. Employment

The Executive may, from time to time, authorize the employment of agents or other such persons, as they deem necessary, to carry out the objectives of the Club, and such individuals or agents shall perform such duties as prescribed by the Executive subject to the conditions of Section 19.

19. Exercise of Borrowing Power

- a) The Executive shall not charge or pledge any or all the financial assets of the Club without prior approval of the membership.
- b) The Executive shall not authorize the borrowing of any sum of money in excess of one hundred dollars (\$100.00), on the credit of, or on behalf of the Club, without prior approval of the membership.

- c) Approval shall be obtained by a majority vote of the members on a special resolution presented at an Annual General Meeting or Special Meeting convened for this purpose.

20. Audit

- a) The Executive shall in each year appoint an auditor of the Club who shall be the auditor of the Club until such time as he/she is replaced or his/her appointment is otherwise terminated. The auditor shall prepare financial statements in accordance with Section 30 of the Societies Act. These financial statements shall be laid before the Annual General Meeting of the members of the Club and shall, within thirty (30) days after such meeting, be filed in duplicate with the Registrar of Societies (if incorporated). The financial statements filed with the Registrar of Societies shall be signed by the auditor.
- b) Should the Club desire to do so, the appointment of an auditor may be dispensed with and the Executive may, in the alternative, appoint an accountant of the Club. The appointment of an accountant must be specially authorized at the beginning of each financial year by the members of the Club passing the following extraordinary resolution:

“Pursuant to subsection 30(3) of the Societies Act, the members waive the appointment of an auditor for one fiscal year, being fiscal year ending (month, year).

- c) The extraordinary resolution dispensing with the appointment of an auditor for the Club shall be forthwith filed, in duplicate, with the Registrar of Societies, if incorporated.
- d) In the event that an accountant is appointed in lieu of an auditor, the financial statements prepared by the accountant shall be signed by the Executive members of the Club and filed with the Registrar of Societies within 30 (30) days after the Annual General Meeting at which the financial statements are presented to the members.
- e) In the event that the audit is performed by club members, there shall be at least two members involved.

21. Annual Budget

An Annual Budget of the Club will be prepared by the Executive following the Annual General Meeting and shall be presented to the membership for approval at the first Regular Meeting.

22. Minute Books and Records

- a) The Secretary shall be the custodian of all non-financial records, papers, correspondence and other documents belonging to the Club.
- b) The Secretary shall be responsible for the recording, typing and issuing of the minutes of meetings and shall maintain the Minute Book of the Club.
- c) The Treasurer shall be the custodian of all financial records, papers and documents pertaining to the financial transactions of the Club.

23. Availability of Books and Records

Books and records shall be available for review by any member at the Annual General Meeting or at a date, time and place mutually agreed upon by the Secretary or Treasurer.

24. Indemnity of the Club

The Executive of the Club shall ensure that adequate insurance coverage is maintained by the Club for participants and property, if required.

25. Dissolution

- a) Dissolution of the Club shall be by an extraordinary resolution requiring a two-thirds majority vote of the membership at a Special Meeting, in accordance with the Societies Act in force in Yukon Territory.
- b) Upon dissolution, any assets of the Club shall, after all debts have been paid, be donated to a Yukon Society with similar objectives.

26. Amendments

- a) Alterations to the constitution or bylaws shall be done by an extraordinary resolution passed by a two-thirds majority of the members present at a Special Meeting called specifically for this purpose, the Annual General Meeting, or at a Regular Meeting.
- b) Notice of the resolution shall be provided to the members a minimum of fourteen (14) days prior to the meeting at which it will be presented. Members proposing amendments shall submit the proposal to the Executive thirty (30) days prior to the Regular Meeting or Annual General Meeting.
- c) All changes shall be made in accordance with the Societies Act of Yukon Territory. A copy of the amendment and the extraordinary resolution shall be filed with the Registrar of Societies, if incorporated.

27. Other

- a) At all times, the Club shall be governed in accordance with the provisions of the Societies Act and any and all amendments thereto.
- b) The adopted rules of conduct at any Club Meeting, Regular, Special or Annual General, shall be *Robert's Rules of Order*.

Dated at Whitehorse, Yukon Territory, this _____ day of _____, 20____.

_____, President.

(_____)