

**Mississauga Camera
Club
By-Laws**

As Approved at the October 17, 2019 AGM

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Duties of Members of the Board of Directors & Team Leaders

1.0 By-laws and Articles of Incorporation

- 1.1 The club is incorporated as a not-for-profit corporation within the jurisdiction of Corporations Canada and will undertake to maintain this status in good standing, adhering to the Articles of Incorporation as of the effective date July 1, 2019. The club is not designated as a 'charity' per the Income Tax Act.
- 1.2 The members of the Club may from time to time enact By-Laws, to establish or amend procedures related to the stated objectives of the Club, to its organization and operation.
- 1.3 Amendments to the By-Laws or Articles of Incorporation, as filed with Corporations Canada, may be submitted, in writing, to the Board of Directors by any member of the Club at least two weeks before they are to be considered by the membership. Motions for Amendments must then be presented to the membership at a regular Club meeting. If seconded, the motion shall be tabled for voting at a General Meeting called by the Board as soon as possible. An amendment requires the approval of 51% of the Club members in attendance at the scheduled meeting or represented by formal proxy declarations.
- 1.4 Amendments to the By-laws or Articles of Incorporation may also be initiated by the Board of Directors and will follow the process outlined in 1.3.

2.0 Board of Directors (Executive)

- 2.1 The affairs of the Club shall be managed by a voluntary Board of Directors (the Board) comprised of seven Directors including the recording Secretary. Under some circumstances, to accommodate Director succession and the ability to understand the role completely, a Director's position may be temporarily occupied by two Co-Directors.
- 2.2 The positions of President and Vice President will be filled by two of the Directors, at least one of which will be a resident of the City of Mississauga.
- 2.3 One Director will hold the position of Chief Financial Officer and Administrative Officer responsible for the accounting, treasury, and asset control functions within the Club, as well as meeting space reservations.
- 2.4 In deciding the affairs of the Club each Director's position on the Board will have one vote.
- 2.5 In the case of the appointment of two Co-Directors to one portfolio, each is to be approved by the membership. Only one appointed Co-Director may vote at an Executive meeting, should both be present. Otherwise Co-Directors will retain equal Executive ranking and privileges. The incoming Co-Director is expected to seek the position's nomination in the subsequent year.

2.6 The Board of Directors shall be elected from the nominated candidates by the members of the Club at a General Meeting of the Club, with approval of 51% of the Club members in attendance at the meeting or as represented by formal proxy declarations. Individual Directors will serve for a one to three-year term as decided by the Board and announced to the membership prior to the vote. One-year extensions may be granted by the membership to support management and program continuity.

2.7 The Mississauga Camera Club Directors are not entitled to any form of remuneration.

3.0 Membership

3.1 Applicants

Anyone may apply; however, the Club's intention is to qualify as a recognized Community Group by the City of Mississauga and adheres to the membership rules set by the Community Group Registry Program, including the applicable laws of the Ontario Human Rights Code as well as the City's policies re Respectful Workplace, Workplace Violence and Accessibility,

3.2 Fees

Fees for membership shall be decided annually by the Board of Directors and are due on a date set by the Board.

3.3 Honorary

Lifetime Honorary Memberships may be bestowed by the Board on individuals who have made an outstanding contribution to the Club.

3.4 Withdrawal

Membership may be withdrawn by the Board, after due notice has been given, for activities deemed prejudicial to the Club or other members.

3.5 Conflict Resolution

Any problems, misunderstandings or frustrations that give rise to personal conflicts and/or difficulties within the membership, that cannot be resolved by those directly involved, may be brought to the Board for resolution by those individuals so affected. All such complaints must be made in good faith in a timely manner to the Club President. The Board will take whatever action is necessary in an attempt to reconcile differences to everyone's satisfaction. Failing that the Board reserves the right to impose appropriate disciplinary action for any conduct it considers to be disruptive or inappropriate. Throughout this conflict resolution process, The Board will strive to maintain confidentiality and the privacy of those involved.

4.0 Meetings

4.1 Regular

Regular Club Meetings are held on the first and third Thursday of each month, from September until the end of May of the following year. Starting and ending dates for each season will be decided by the Board of Directors. Other meetings, open to the entire membership, may also be held with Board approval to enrich the Club's program.

4.2 General

There shall be an Annual General Meeting (AGM) of the Club held on or as close as practical, to the first September meeting of the Club each year to elect the Board of Directors. A quorum of 40% of the Club membership is required to conduct the business of the AGM.

Notice of the AGM will be given to the Club's membership, and to the City of Mississauga, a minimum of 21 days prior to meeting date. The full AGM report will be posted on the Club's website within 90 days of the meeting.

4.3 Board of Directors (Executive)

Meetings of the Board of Directors shall be held as required. However, there shall be at least four meetings per year. The Director serving as President or three Directors may call meetings by instructing the Secretary to give notice as is reasonable. The quorum for doing Club business shall be 50% plus one of the Board of Directors.

4.4 Additional business meetings

Additional meetings of the Club for conducting business may be held at the discretion of the Board of Directors in keeping with the stated objectives of the Club. The quorum for doing business at these meetings shall be 40% of the Club membership.

4.5 Other

Other meetings (for example, Workshops, Clinics, Outings, Special Interest group meetings, Information meetings and Judging meetings) may be organized by Team and Activity Leaders and will normally be held at times other than the regular Club Meetings.

5.0 Competitions

5.1 The Club shall sponsor Club Competitions from time to time. The Club encourages all members to compete in these Club Competitions to improve their skills and their enjoyment of photography.

The rules and guidelines for competitions are contained in the current Club Competition Handbook(s) and Competition Teams' updates.

6.0 Fiduciary Practices and Standards

6.1 The Club's Fiscal Year shall end on June 30 of each year.

6.2 Club disbursements require the signatures of two designated Directors or one designated Director and the Club Treasurer.

6.3 The Chief Financial Officer (CFO) and Treasurer will represent two separate roles. The Treasurer will maintain the accounts and financial records of the Club's funds in accordance with generally accepted Canadian business and accounting practices. Financial statements will be prepared periodically as required by the Board, and at the Club's fiscal year end (June 30.) The CFO will review and second the financial statements as prepared by the Treasurer.

6.4 Annual operating and cash flow budgets will be prepared by the CFO and Board at large, and be approved by membership at the AGM, along with the prior year's financial statements. Both will be posted in the member's area of the Club's website.

7.0 Policies

7.1 From time-to-time the Board of Directors may elect, on its own authority, to develop and enact policies that clarify and provide documented guidance to members regarding the club's position on matters of importance to the membership. Such policies must fall fully within the framework and intent of the club's existing By-laws. Policy suggestions may be made by the membership to the Board at any time.

8.0 Privacy

8.1 It is the Club's policy to protect the confidentiality of a member's personal information.

8.2 In order to communicate the details of meetings, schedules, program changes and other Club information, all members are encouraged to provide an email address which the Board of Directors and Team and Activity Leaders can use for this purpose.

APPENDIX #1 to the By-laws – Election of the Board of Directors

1.0 At least two months preceding the election, the Board of Directors shall appoint a person who is not a member of the Board to form a committee to obtain nominations for positions on the next Board of Directors. This person will be presented to the Club membership at the next regular meeting.

The members at large will also be invited to submit nominations for the Board of Directors.

2.0 All nominees must give notice to the Board of their intent to stand for Director position and they must consent to their nomination prior to the election. Approaches by the nominating committee do not prevent further nominations by the Club members from the floor at the time of the election. In this case, if nominees are absent, the written consent of the candidate to stand for election to an office must be provided to the nominating committee.

3.0 Each nominee will be approved in writing by 4 Directors or Director nominees who have stated that they can work together with the nominee for the good of the Club. Nominations from the floor will require in advance the signatures of 6 members at large and 2 Directors.

4.0 The chairperson of the nominating committee, or an appointee, shall present the committee's nominated candidates to the members at the election. The chairperson shall then call for any further nominations from the floor.

5.0 The election of the Board of Directors shall be open, and the vote shall be taken by a show of hands and of proxies of the paid-up Club members. The Chair of the nominating committee may appoint scrutinizers to aid in counting the vote, but such scrutinizers may not be candidates for office.

6.0 Incumbency of one position shall not render anyone ineligible for nomination and election to another position.

APPENDIX #2 to the By-laws – Duties of the Board of Directors and Team Leaders

1.0 Duties of the Board of Directors

The principal responsibility of the Board of Directors is to establish, reaffirm and communicate the overall direction of the Club. The Directors will be expected to use all reasonable input to this process, including the suggestions from Team and Activity Leaders and the membership as a whole.

The Board of Directors will implement programs or alter programs to ensure that the planned strategy is followed, and will assign volunteer leaders to manage such programs.

The Board of Directors has the overall responsibility for deciding all major Team and Club Activity leadership assignments and for ensuring that leadership development and backup is maintained throughout the Club.

All Team and Club Activity plans and overall budgets of the Club are to be developed and approved annually by the Board of Directors and the membership. Any anticipated variances to the budget will be brought to the Board for approval, prior to commitment.

The individual members of the Board of Directors will each carry a responsibility to support the activities carried on in a group of the Club's teams. Normally the Leader of a Team or Club Activity will have all possible freedom to organize and carryout the mandated responsibilities of that team or activity, within the broad policies set for the Club by the Board of Directors.

The Board of Directors has the responsibility to ensure that all reasonable measures are being followed to ensure that members are being treated respectfully and fairly, that Club assets of all kinds are well managed, and that the Club's financial and legal obligations are being met.

2.0 Duties of the Team and Activity Leaders Appointed by the Board of Directors

The Leaders of the Club's Teams and Activities are expected to deliver the programs, competitions, activities and services specified in an agreement between the Board of Directors and each of their teams. Each agreement will be reviewed by the Board of Directors each year, and the necessary discussion will be held with each leader to ensure that the agreement is understood and is considered achievable by the leader. If no agreement is obtained then the document will have to be modified, tasks moved to another team, or a new leader will have to be installed.

Should the Board of Directors assign a fee for membership of specific groups or events, it will be the responsibility of the Leaders of such groups or events to collect the assigned fee and deliver the proceeds to the Club Treasurer. Accounting that all the fees due from Members has been received in full is also the responsibility of the Leaders.

Each specific set of "deliverables" in such a document will be prefaced by a requirement to meet Club policies, to prepare and obtain approval of a budget specific to that team's activities, to communicate the team's activities to the membership, and to maintain team strength and skills. These documents are to be available to the Club membership.

The Leaders of all Teams and Club Activities are expected to have enough authority and resources to find ways to achieve the responsibilities of their teams without the need for detailed assistance or guidance from the Directors, but are also expected to keep a

designated Director informed of possible future situations that will need to be considered in the Club's plans and communications.

The term of office for Team and Activity Leaders will be two years except in unusual situations approved by the Board of Directors.

[Note: The term "Team Leader" is intended to signify a level of responsibility in the Club for a discrete set of programs or services. It will usually be supported by team members but in some cases having an actual team is not a requirement for the title.]
