# Mississauga Camera Club Inc.

# By – Laws

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## 1. Purpose

The purpose of the club is to educate and encourage interest and enjoyment in the creation of photographic images through the association of its members.

## 2. Articles of Incorporation

a. The Club was incorporated on July 1, 2019 as a not-for-profit corporation within the jurisdiction of Corporations Canada.

b. The Club will undertake to maintain this status in good standing, adhering to the Articles of Incorporation.

c. The Club is not designated as a “charity” per the Income Tax Act.

## 3. Amendments

a. Members of the club may, from time to time, enact By-Laws to establish or amend procedures related to the stated purpose of the Club or to its organization and operation.

b. 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 2 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 and, if seconded, the motion shall be tabled for voting at the next Club meeting. An amendment requires the approval of 51% of the Club members in attendance at the meeting or represented by formal proxy declarations.

c. 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 3.b above.

d. The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions.

## 4. Board of Directors / Executive Officers

a. The affairs of the Club shall be managed by a voluntary Board of Directors (the Board) comprised of between 5 and 12 Directors.

b. Members of the Board will all hold Executive Officer positions. The Executive Officer positions are President, Vice-President, Recording Secretary, Chief Financial Officer, Director of Programs, Director of Membership, Director of Communications, Director of Competitions.

c. 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.

d. A Board member may hold more than one Executive Officer position.

e. Under some circumstances, to accommodate Director succession and the ability to understand the role, a Director's Executive Officer position may be temporarily occupied by two Co-Directors. Only one Co-Director may vote at a Director's meeting, should both be present. Otherwise, Co-Directors will retain equal Executive ranking and privileges.

f. In deciding the affairs of the Club, each Director's position on the Board will have one vote. However, if a Director should hold more than one Executive Officer position, that Director is entitled to only one vote.

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

## 5. Election of Executive Officers / Board of Directors

a. At least four 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 Executive Officer positions on the next Board of Directors. This person will be presented to the Club membership at the next regular meeting.

b. Any Director or Co-Director who is planning to step down at the end of the current year must advise the Board and the Chair of the Nominating Committee of this intention no later than the end of April.

c. Any member who wishes to stand for election to an Executive Officer position must give notice to the Nominating Committee prior to the election.

d. Members will also be invited to submit nominations for Executive Officer positions to the Nominating Committee as long as the person being nominated has agreed to his/her nomination. Members are limited to 1 nomination for each position.

e. The term of office for Executive Officer positions will usually be 2 to 3 years.

f. The chairperson of the nominating committee, or an appointee, shall present the committee's nominated candidates to the members at a meeting preceding the AGM.

g. At the AGM, the chairperson shall call for any further nominations from the floor. The Executive Officers shall then be elected from the nominated candidates by the members of the Club with approval of 51% of the Club members in attendance at the meeting or as represented by formal proxy declarations.

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

i. In the event that there is no nominee for an Executive Officer position, the elected members to the board will appoint one of the sitting directors to the position.

j. In the event that an Executive Officer position becomes vacant during the year, the Board will appoint a replacement member to fill the position until the next AGM.

## 6. Duties of the Board of Directors

a. 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/Activity Leaders and the membership as a whole.

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

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

d. All Team/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.

e. 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/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.

f. 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.

## 7. Duties of the Team/Activity Leaders

a. The Leaders of the Club's Teams and Activities are expected to deliver the programs, competitions, activities and services agreed upon between them and the Board of Directors.

b. Should there be a fee for participation in a specific event, it will be the responsibility of the Leaders of the event to arrange for the fee to be paid and to coordinate with the Treasurer to ensure that all fees have been received and deposited.

c. The Leaders of all Teams and Club Activities are expected to have enough authority and resources to find ways to achieve the objectives 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.

d. The term of office for Team and Activity Leaders will usually be two years.

e. 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.

## 8. Membership

a. Anyone may apply; however, the Club's intention is to qualify as a recognized Community Group by the City of Mississauga and adhere to the membership rules set by the Community Group Registry Program. Accordingly, membership of applicants who are not residents of the City of Mississauga may be delayed if the required ratio of Mississauga residents to total membership dictates this.

b. It is the Club's intention to adhere to the applicable laws of the Ontario Human Rights Code as well as the City's policies regarding Respectful Workplace, Workplace Violence and Accessibility.

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

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

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

f. 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.

## 9. Meetings

a. Regular Club Meetings are usually held on the first and third Thursday of each month, from September until early June of the following year. Starting and ending dates for each season will be decided by the Board of Directors.

b. There shall be an Annual General Meeting (AGM) of the Club held as close as practical to the first September meeting of the Club each year to elect the Executive Officers and approve the financial reports for the previous year and the budget for the coming year. A quorum of 40% of the Club membership is required to conduct the business of the AGM.

c. 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.

d. 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 Recording Secretary to give notice as is reasonable. The quorum for doing Club business shall be 50% plus one of the Board of Directors.

e. 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.

f. Additional general 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.

## 10. Competitions

a. 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.

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

## 11. Fiduciary Practices and Standards

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

b. Club disbursements may be made by any one of the Treasurer, the Chief Financial Officer, or another Director who, at the time of the disbursement, is a signing officer on the Club's bank accounts. The Treasurer and Chief Financial Officer have on line access to the Club's bank accounts so either of them can initiate an EFT or Interac e-transfer disbursement. The other signing officer can only initiate a disbursement by cheque.

c. The Treasurer and Chief Financial Officer will advise each other when either of them has initiated a disbursement by EFT or Interac e-transfer.

d. The Treasurer will reconcile the bank accounts each month and the Chief Financial Officer will review banking details each month.

e. Funds received as endowments to the Club will be kept in GICs and the interest earned will be used to satisfy the terms of the endowment.

f. Excess funds may be put into short term GICs at the discretion of the Treasurer and Chief Financial Officer.

g. The Treasurer will maintain the accounts and financial records of the Club in accordance with generally accepted Canadian business and accounting practices.

h. Financial statements will be prepared periodically as required by the Board, and at the Club's fiscal year end.

i. An annual operating budget will be prepared by the Chief Financial Officer, with input from Board members and Team/Activity Leaders.

j. The year end financial statements and the budget will be presented to the membership for approval at the AGM. Both will be posted in the member's area of the Club's website.

k. The Board of Directors will appoint a member, who is not a Director, to review the Club's financial records at least annually and to report to the board on his/her findings.

l. Information returns required by Corporations Canada, Canada Revenue Agency and The City of Mississauga will be filed as and when required.

## 12. Policies

a. 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 polices 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.

## 13. Privacy

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

b. 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/Activity Leaders can use for this purpose.