

CONSTITUTION

of the

FOCUS PHOTO CLUB

of Southwest Ohio

Ratified on: 10/14/2021

ARTICLE I: NAME

The name of the organization shall be **THE FOCUS PHOTO CLUB of Southwest Ohio.**

ARTICLE II: PURPOSE

THE FOCUS PHOTO CLUB of Southwest Ohio (also referred to as “The Club”) will benefit its members by providing an environment that fosters an appreciation of the art of photography via education and social interactions while fostering the practical application of members’ photographic skills through learning and competition, promoting high standards in ethics and workmanship.

ARTICLE III: MEMBERSHIP

Section 1: A person may qualify for membership provided:

- a. He/she has an active interest in photography.
- b. He/she expresses an interest in joining the club.
- c. He/she pays the club’s membership dues.
- d. He/she follows the policies and ideals of the club.

Section 2: Membership shall be open to any person over the age of eighteen years (16 years old with a general liability waiver signed by a parent or legal guardian) without regard to race, creed, sex, or national origin, who expresses an interest in photography and the photographic arts.

Section 3: Candidates for membership shall attend at least one meeting as a guest of the club and shall pay membership dues at least one week before being accepted into competition.

Section 4: Any member may be suspended when sufficient reason exists as determined by the Board. Such transgressions as lewd or inappropriate behavior, misrepresentation of the club and/or its membership, creating disruption among membership, creating a nuisance during a meeting, violation of club policies and regulation, violation of competition rules, or any other transgression as deemed by the Board to be a violation of the privileges of membership.

ARTICLE IV: ORGANIZATION

Section 1: Structure - This organization is organized and operated exclusively as a social and recreation club for the pleasure and recreation of its members and other nonprofit purposes within the scope and rules of section 501(c)(7) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law. The social and recreational facilities of this organization shall not be made available to the general public.

The organization consists of the General Membership and is administered and managed by an Executive Board (also referred to as “the Board”), consisting of Officers, Committee Chairpersons, and designated Board Members at-large.

Club operating funds shall be obtained mainly through member dues and will fund club activities consistent with Article II with no intention to earn a profit.

ARTICLE V: EXECUTIVE BOARD

Section 1: Makeup of the Board - An Executive Board as described in Article IV manages the operations of the club. The primary responsibilities of the board members are described below. Further duties and responsibilities are contained in the Bylaws.

a. Officers

The following positions are Officers of the club who are responsible for overall management. Officers have additional responsibilities as outlined in the club Bylaws.

- i. **President** - Preside over all club and Board meetings and act as spokesperson for the club.
- ii. **Administrative Vice President** - Perform the duties of Club President in his/her absence. Serve as liaison for all committees to the Board
- iii. **Secretary** – Keep an accurate record of the business transacted during all club, Board and special meetings including names of club members in attendance. Assure Board meetings adhere to the basic principles of Roberts Rules of Order.
- iv. **Treasurer** – Keep an accurate record of income and expenditures. Responsible to handle all financial transactions and reporting requirements including any periodic filings required by the IRS or by the the State of Ohio.

b. Standing Committee Board members:

The organization has standing committees listed below that are each headed by a chairperson who is a member of the Board. Each chairperson (also referred to a Committee Chairpersons) has organizational responsibilities listed below as well as additional responsibilities outlined in the club Bylaws. The Board may add or remove the makeup of the Committees. Chairpersons of committees not listed below are not automatically added to the Board which may only be done by amending this document.

- i. **Competition**–Responsible to coordinate and administer the overall competition program and for the interpretation of competition rules. Coordinate and administer the Printed Competitions.
- ii. **Digital**– Coordinate and administer the Digital (projected) Competitions.
- iii. **Historian** – Accumulate and archive information and materials which are of value to the club.
- iv. **Hospitality**– Responsible for an Annual Recognition Event, and monthly refreshments at club meetings.
- v. **Liaison**– Provide a single point of contact between the management of the club’s meeting facility including management of the rental agreement.
- vi. **Membership / Public Relations** - Prepare the club newsletter, news releases and other club publicity. Communicate via email to all club members as necessary.
- vii. **Program**– Arrange and coordinate programs for monthly club meetings.
- viii. **Webmaster** – Maintain the club Website.

c. At large Board members: Members at large may have responsibilities as outline in the club’s Bylaws.

Section 2: Elections and Appointments of Board Members

a. General

- i. Officers and Committee Chairpersons shall be elected by a majority vote of the active membership attending a Club Meeting held once per year in May.
- ii. Board members shall serve for one year beginning in July through the following June, excepting the President who shall serve a term of two consecutive years.
- iii. The previous past President of the club is a Board Member at Large for 2 years following the election of a successor.
- iv. A Board Member vacancy which happens during the year shall be filled by an appointment made by vote of the Board.

b. Board Member Eligibility

To be eligible to run for a Board position in the club a candidate must:

- i. Be an active member in good standing.
- ii. Have been an active member for six months, except for the President, Vice Presidents, and Treasurer which require membership for at least one year.

c. Nominations of Board Members Any active member who meets eligibility standards may volunteer to be placed on the ballot or be nominated by another member. Other nominations may be placed on the ballot by the Board with permission of the individual member. No nominations shall be made from the floor during the May meeting. All nominations from the floor shall be made during or prior to the April meeting.

d. Conflicts of Interest Board members may be affiliated with other associations as long as all the rules and regulations of The Club are met with no apparent conflict of interest.

e. Responsibilities of Board Members

Additional duties and responsibilities of Board members are described in the Bylaws.

f. Meetings Board meetings shall be held once each month.

g. Voting Rights Each Board member shall have one vote and the Club President shall vote only to make or break a tie. Only Board members in attendance shall vote in Board meetings.

Section 3: Terms - Any officer may hold a post for as long as the club membership votes for that officer to be re-elected.

Section 4: Attendance requirements - Each Board Member (or their designated proxy) will be required to maintain either in person or remote attendance of 75% at all monthly Board meetings and display high moral and ethical standards in accordance with the precepts of the club throughout his/her term of office.

Section 5: Assistance to Board Members - All Board members, except the President and Treasurer, may select an assistant (proxy) to aid them with their duties. Assistants must be approved by Board majority. Assistants are not voting Board members.

Section 6: Vacated Positions - Any vacated or open Board position shall be filled by appointment of the Board within two months. If, however, no member will accept the appointment, the duties of that office will be distributed among the other Board members until such a time as the office can be filled or the next election, whichever comes first.

Section 7: Termination - If these requirements are not met, he/she may be asked to resign by a majority vote of the Board in order to maintain the integrity of the club. A request for resignation shall be made in written form. If upon written notification of a request to resign, a Board member refuses to comply, the Board Members may vote by a simple majority to strip that individual of her/his position.

ARTICLE VI: VOTING

- Section 1:** Each club member in good standing shall be entitled to one vote on issues presented by the Board to the club at large for action by vote.
- Section 2:** Only club members in attendance at a meeting where votes are taken shall vote on issues.
- Section 3:** The Administrative Vice President shall be in charge of a panel of three members who are not on the ballot to collect and count votes for the election of new club officers.
- Section 4:** In case of a tie in officer elections, the current Board will vote by secret ballot to break the tie.
- Section 5:** Board members shall each have one vote in all voting procedures.
- Section 6:** If a Board member holds more than one position, they are still entitled to one vote.
- Section 7:** Only Board members in attendance at a Board meeting shall vote in Board meetings.

ARTICLE VII: MEETINGS

- Section 1: Club Meetings** - Club meetings shall take place monthly as described in the Bylaws. Each regular club meeting shall be conducted by the President and should normally include but is not limited to the following:
- a. Speaker/Program(s) - Speakers and programs should be geared towards promoting the art of photography as well as educating members on the utilization of tools and methods to improve their skills or any other topic related to photography.
 - b. Competition – as outlined in the Bylaws
 - c. Competition awards - as outlined in the Bylaws
- Section 2: Board Meetings**
- a. The Board shall meet no less than once a month to decide policy and activities of the club.
 - b. To conduct business, a Board meeting requires a quorum defined as 66% of the board members.
 - c. All Board members must be informed of a Board meeting at least three (3) days prior to the meeting for actions taken at that meeting to be valid.
 - d. Any active member of the club may attend a Board meeting and participate in discussion, but only the Board members shall have voting rights.
 - e. All Board meetings shall be governed by Roberts Rules or Order. If Roberts Rules of Order conflicts with any statements or provisions in this constitution or its bylaws, those statements shall supersede Roberts.
- Section 3: Special Meetings** - With the approval of three of the Board members, the Club President shall be empowered to call a special meeting of the Board when the need arises.
- a. Any Board member may approach the Club President to request a special meeting of the Board.
 - b. The President, supported by at least three Board members may designate a meeting as closed to non-Board members if the topics to be discussed relate to individual members, or to club matters that address sensitive subjects.
- Section 4: Cancellation of meeting** - The Club President shall be empowered to cancel a regular monthly club meeting due to inclement weather or other reasonable cause with the approval of three of the Board members,
- Section 5: Passing resolutions** - Policies and actions may be taken by those Board members present at the Board meeting no matter the number and passed by a simple majority of those voting members present subject to the quorum requirement stated in Article VII Section 2 b.

Section 6: Challenges - Any action of the Board may be challenged in writing by an active member. If such a challenge occurs, the Board must review and revote on it.

ARTICLE VIII: LIMITATIONS

- Section 1:** No substantial part of the activities of the club shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the club shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
- Section 2:** The organization shall be primarily self-funded by dues and membership fees.
- Section 3:** Notwithstanding any other provision of these articles, the club shall not carry on any other activities not permitted to be carried on by a club exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
- Section 4:** No part of the net income or net assets of the club shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons. However, the Club is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax-exempt purposes.
- Section 5:** Upon the dissolution or winding up of the club, all of the business, properties, assets and income of the club remaining after payment, or provision for payment, of all debts and liabilities of this club, shall be distributed to a nonprofit fund, association, or club which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Club, as may be determined by the Board of this club in its sole discretion, and which has established its tax exempt status under 501(c)(7) of the Internal Revenue Code of 1986, as amended.

ARTICLE IX: RATIFICATION AND AMENDMENTS

- Section 1:** This Constitution and the associated Bylaws shall be ratified and implemented upon its adoption by a majority vote of the general membership present at a meeting called for such purpose. The full text shall be made available to the general membership at least 2 weeks prior to such meeting.
- Section 2:** Process for amending the Constitution and or Bylaws:
- a. Proposed amendment(s) may be presented in writing to the Board by any club member.
 - b. To be accepted for consideration by the general membership, the proposed amendment(s) must be approved by a majority of the Board,
 - c. A Board approved amendment shall be presented to the general membership for discussion at an annual business meeting (ABM) normally held in May. The President may schedule a special business session to be held during a regular club meeting if needed to address and approve amendments that should not be deferred until the May meeting.
 - d. The wording of any proposed amendments shall be distributed to the general membership at least 2 weeks prior to being voted on.
 - e. If not discussed at the club meeting prior to the ABM (or Special Business Session), the members may submit questions/changes they have to the Board in writing or in person at the Board meeting prior to the Board's consideration.
 - f. The amendment(s) shall be voted on at the following membership meeting and is considered approved if it receives greater than 50% of the votes of members attending the meeting and will take effect immediately (or as decided by the Board).