

AMENDED AND RESTATED BY-LAWS OF THE SAN DIEGO PHOTO CLUB

ARTICLE 1- NAME

The name of the organization, formerly the PHOTO SECTION of the San Diego Chapter of the Sierra Club, shall be the San Diego Photo Club (hereinafter “PHOTO CLUB” or “CLUB”), which exists as a section of the San Diego Chapter of the Sierra Club (“SIERRA CLUB”).

ARTICLE 2- PURPOSE

The purpose of PHOTO CLUB shall be to promote all forms of photographic art endeavor and appreciation for the benefit of those interested in photography in San Diego County and members of the SIERRA CLUB.

ARTICLE 3- MEMBERSHIP

Membership in the PHOTO CLUB shall be open to any interested resident of San Diego County and members of the SIERRA CLUB. Participation in CLUB activities shall be open to the public unless specifically otherwise determined by the Board of Directors. SIERRA CLUB membership shall be required of all members of the San Diego Photo Club Board of Directors.

ARTICLE 4- MEMBERSHIP DUES

PHOTO CLUB members (“MEMBERS”) shall pay annual membership dues as set from time to time by the Board of Directors. Dues shall be payable annually, by the last day in January. Additional special fees may be imposed as necessary as determined by the Board of Directors. New members who join the PHOTO CLUB in other than the first month of the year may pay one-time pro-rated membership dues for the first year if so determined by the Board of Directors.

ARTICLE 5- MEMBERSHIP MEETINGS

General membership meetings shall be held at least eleven (11) times per year, on the Third Thursday of the month or as otherwise scheduled by the Board of Directors. Membership meetings shall be held for the purposes of photographic instruction and review, or to provide workshops, photo presentations or displays, contests, or for any other reason that advances the purposes of the CLUB. All MEMBERS may participate in outings and other activities as determined by the Board of Directors.

ARTICLE 6- BOARD OF DIRECTORS

Section A- The PHOTO CLUB shall be governed by a Board of Directors (“BOARD” or “BOD”). The BOARD shall have the authority to approve all policies, procedures, operations, activities, finances, and an annual budget.

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Section B- The BOD shall consist of seven positions as follows: President, Vice President, Treasurer, Secretary, and three Directors. The President shall establish the agenda for meetings of the BOARD, call each meeting to order and chair each Board Meeting. The President and Board members shall each have one vote on items considered by the BOARD. The Officers of the Photo Club comprise the steering committee of the organization. All BOARD members as a group are responsible for the governance of the Photo Club.

Section C- The term of office for each Board member shall be one year, beginning at the January meeting of each year, immediately subsequent to the election of the BOD by a majority vote of MEMBERS present at the meeting.

Section D- In order to propose and nominate new Board members, the President shall select a Nominating Committee consisting of two current Board members and one PHOTO CLUB MEMBER. The Nominating Committee shall propose at least one nominee for each BOD position.

Section E- All nominees for Board of Directors positions shall be active members in good standing of the PHOTO CLUB.

Section F- Additional nominations may be made from the floor by MEMBERS at the January PHOTO CLUB meeting. Persons who are nominated by and accept the floor nomination by MEMBERS shall run against the nominees proposed by the Nominating Committee.

Section G- An election of the BOARD shall be held each year at the November membership meeting. Nominees for each position receiving the most votes by the MEMBERS present shall be elected. The election shall be conducted by hand count.

Section H- All Board members shall make every reasonable attempt to attend Board meetings and participate in the conduct of club business. Absence from two consecutive BOD meetings without reasonable excuse shall result in forfeiture of the Board position.

Section I- Should a vacancy of a BOARD position occur during the year, the Board member shall be replaced by the President with a majority vote of the full number of remaining Board members affirming the appointment. The appointed person shall serve the remaining term of the vacancy.

ARTICLE 7- BOARD MEETINGS AND DUTIES OF THE BOARD OF DIRECTORS

Section A- Board Meetings shall be held at least twice per year, and as often as necessary as determined by the President. At least one meeting will be conducted during the fall, at which time the budget for the coming year shall be considered and approved.

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Section B- A quorum, for the purposes of taking action on agenda items shall exist if more than 50% of the Board members are present at the meeting.

Section C- The PRESIDENT shall preside over BOD meetings and perform the duties as noted in ARTICLE 4, Sections B and D. The President shall be responsible for implementing or delegating PHOTO CLUB business, and representing the PHOTO CLUB to the public and at Sierra Club San Diego Members meetings as necessary and beneficial to the PHOTO CLUB. In addition, the President may appoint Ad Hoc, standing or special committees to serve in an advisory role to the President and BOD, and/or to work on special projects or events as determined by the President.

Section D- The VICE PRESIDENT shall assist the PRESIDENT as necessary, and serve as Acting President in the event of the PRESIDENT'S absence.

Section E- The TREASURER shall prepare an annual budget, receive, disburse (as necessary), and maintain custody of all funds, make deposits to and maintain bank accounts, keep proper accounting records, and prepare financial reports as noted in ARTICLE 8.

Section F- The SECRETARY shall publish a prior notice of all Board Meetings, prepare Board agendas under the direction of the PRESIDENT, and prepare Board Meeting Minutes for approval by the BOARD. Board minutes shall be brief and need only include agenda topics and action taken. Meeting minutes shall be published on the PHOTO CLUB website once approved by the BOD at its subsequent meeting. The SECRETARY shall also keep and maintain the CLUB membership list.

Section G- All other Board Members shall attend Board meetings and vote on action items as required at such meetings. In addition, other Board members shall perform such other duties and responsibilities for the benefit of the PHOTO CLUB as requested by the President.

ARTICLE 8- FINANCIAL RECORDS

Section A- All financial transactions and reports, including but not limited to the annual budget, income received, expenditures disbursed, bank deposits, reserve funds, investments etc. shall be carried out, maintained and recorded utilizing a system of checks and balances and following Generally Accepted Accounting Principles (GAAP) as established by the Financial Accounting Standards Board.

Section B- At the end of the first three quarters of the Fiscal Year (January 1 to December 31) and at Fiscal Year End, the Treasurer shall prepare and distribute to the Board of Directors a Balance Sheet, Profit and Loss Statement, and Bank Account and Investment Report.

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ARTICLE 9- OUTINGS

Outings shall be conducted in accordance with the By-Laws of the San Diego Chapter of the Sierra Club. All CLUB Outings Leaders shall be qualified SIERRA CLUB Outings Leaders.

ARTICLE 10- CHANGES OR AMENDMENTS TO BY-LAWS

These By-Laws may be changed or amended by both an affirmative vote of a majority of the BOARD, and a majority of the MEMBERS present at a membership meeting at which the amendment(s) to the By-Laws is/are proposed.

ARTICLE 11- CONFLICT OF BY-LAWS

In the event of any conflict between these Bylaws and those of the Sierra Club San Diego Chapter, the Bylaws of the SIERRA CLUB shall take precedence.

ARTICLE 12- SEVERABILITY

If any part of these By-Laws are deemed to be illegal or otherwise unenforceable, all other terms and conditions of these By-Laws shall remain in full force and effect.

Approved by the Board of Directors on Saturday, November 18, 2017

Approved by the San Diego Photo Club Membership on Thursday, January 18, 2018

SIGNATURE ON FILE
Tracy Schultze, President

Date

SIGNATURE ON FILE
Gina Smith, Secretary

Date

Revised and Restated January, 2018