



TORONTO CAMERA CLUB BY-LAWS

**Adopted by the Board of Directors:
January 14, 2025**

**Prepared by:
By-Law and Policy Review Committee**

Committee Chair

James Douglas, Secretary

Committee Members

David Hillock, Membership Chair

Victor Peters, Vice President

William (Bill) Reith, Past Secretary

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Adopted by the Board of Directors on January 14, 2025.
Confirmed as at an **Annual/Special** Meeting on XXX, 202X.

WHEREAS it is deemed advisable and in the interests of The Toronto Camera Club to pass a new series of By-Laws regulating its affairs and to repeal all existing By-Laws and amendments thereto:

NOW THEREFORE IT IS ENACTED as follows:

Part 1: Definitions

- 1.01 The Club Year shall be the period from July 1st in any year to June 30th of the next year, inclusive. The Club Year can also be referred to as a Club Season or Season.
- 1.02 The Fiscal Year corresponds to the Club Year.
- 1.03 All references to days shall mean calendar days.
- 1.04 All references to Annual and Special Meetings shall mean meetings of the Members, unless otherwise stated.

Part 2: Rules of Order and Parliamentary Authority

- 2.01 The rules contained in the current edition of Robert's Rules of Order Newly Revised in Brief shall be used as a guide to govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Club may adopt.
- 2.02 The Club operates under the authority of Ontario's Not-for-Profit Corporations Act, and that statute takes precedence over these By-Laws in the event of a conflict.

Part 3: Members

- 3.01 Membership in the Club shall consist of such individuals 18 years or older, who apply for Membership, pay the prescribed fees, and are accepted for Membership by the Club. Members include Honorary Members, Life Members, and Gold Members. All Members are entitled to all the privileges of the Club and may take part in all its activities
- 3.02 Honorary Members shall be so elected in recognition of meritorious service at an Annual or Special Meeting by a two-thirds ($\frac{2}{3}$) vote. No one shall be so elected an Honorary Member unless their name has been previously submitted to the Board of Directors and their approval obtained.
- 3.03 Life Members shall be those, including Honorary Members, who have maintained their Membership for a continuous period of thirty (30) Club Years.
- 3.04 Gold Members shall be those who have maintained their Membership for a continuous period of fifty (50) Club Years.
- 3.05 Honorary, Life, and Gold Members shall not be obliged to pay Membership fees but shall be required to confirm their Membership annually.
- 3.06 All Members shall be subject to such rules, regulations, and practices as may be in force from time to time.
- 3.07 Membership fees and charges for events shall be determined by the Board of Directors from time to time.

- 3.08 Only Members shall be allowed to enter Club competitions or participate in Club activities. Non-Members are not entitled to use Club equipment or facilities except as authorized in advance and in writing by the Board of Directors.
- 3.09 Memberships must be renewed annually. Members who have not renewed their Membership by payment of the prescribed fees before October 1 of each year shall cease to be Members as at that date.
- 3.10 Members may obtain Guest Privileges by payment of a fee determined by the Board of Directors. Such fee shall be waived for Honorary, Life, and Gold Members. This privilege shall allow the Member to invite a guest to any Club meeting or activity for which a specific fee is not being charged. (For example, Guest Privileges do not include guest attendance at the Talk Photography Lecture Series, as this is a paid event for Non-Members.) The Board of Directors may from time to time determine which activities are eligible for guest attendance and the frequency with which guests may attend meetings.
- 3.11 Any Member willfully infringing the By-Laws, regulations or practices of the Club or being guilty of conduct in or out of the Club premises detrimental to the character or interests of the Club may have their Membership terminated by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors.
- 3.12 The Club shall not be liable for any belongings, goods, or property of any Member left on or brought onto Club premises. If property belonging to a Member or former Member remains unclaimed after thirty (30) days following a written notice requesting its removal, the Club may sell the property. Proceeds from the sale belong to the Club.
- 3.13 The Club premises may not be used for any Member's commercial gain except with the prior written approval of the Board of Directors.
- 3.14 The use of the Club's facilities, including all equipment, by the Members shall always be subject to such rules, regulations and practices in force from time to time. Each Member shall be responsible for loss or damage resulting from their wanton or negligent use of the Club's premises or property and shall be liable to the Club for such loss or damage as ascertained and fixed by the Board of Directors.
- 3.15 Club equipment may only be removed from the Club premises with the prior written approval of the Board of Directors, on a case-specific or per season basis, as determined by the Board, and then only to be used for Club purposes.
- 3.16 The Club shall communicate with Members, including providing notices, by regular mail or electronic means.

Part 4: Annual and Special Meetings

- 4.01 The Annual Meeting shall be held in April or May of each year at the Club premises or at such other place as the Board of Directors may determine. Alternatively, or in combination with the above, the Club may meet via electronic means. The purposes of the meeting shall be to receive a stewardship report from the President on behalf of the Board of Directors, to elect Directors for the ensuing Club Year and to transact all such other business as may properly come before the meeting.

- 4.02 The financial statements of the Club in respect of its Fiscal Year shall be presented to the Members by the Treasurer at a Special Meeting in September or October each year. Statements shall be available to each Member in advance of the meeting.
- 4.03 Special Meetings may be called at any time by the Board of Directors. The Board of Directors shall, upon the written request of the fewer of twenty- five (25) Members or ten percent (10%) of the current Membership, call a Special Meeting. The request shall state the purpose of the proposed meeting.
- 4.04 The President of the Club shall preside as Chair at every Annual or Special Meeting, or in their absence, one of the Vice-Presidents, and failing them, Members present shall choose another Director, and if no Director is present, or if all the Directors present decline to accept the Chair, then Members present shall choose one of their number to be Chair. In such a case, where a non-Director is the Chair, the business of the meeting shall be limited to the purpose of the meeting.
- 4.05 Notice of the date, time and place of the holding of any Annual or Special Meeting shall be given at least ten (10) days prior to such meeting to each Member of the Club, and no other notice shall be necessary. Non-receipt of notice of any meeting shall not in itself invalidate the business of the meeting.
- 4.06 In the event of an equality of votes at any Annual or Special Meeting, the Chair shall have the deciding vote.
- 4.07 At any Annual or Special Meeting, unless a ballot is requested, the Chair's declaration that a resolution has been carried by a show of hands shall render the resolution effective. An entry to that effect in the meeting minutes shall serve as sufficient evidence of that fact.
- 4.08 If a ballot is requested the same shall be taken in such manner as the Chair shall direct and the result of such ballot shall be deemed to be a resolution of the Members in an Annual or Special Meeting.
- 4.09 A least fifteen percent (15%) of the Membership, as of thirty (30) days before the meeting shall be necessary to constitute a quorum at an Annual or Special Meeting. No absent Member is entitled to be represented by proxy.

Part 5: Board of Directors

- 5.01 The affairs of the Club shall be managed by a Board of twelve (12) Directors, all of whom shall be Members for at least two (2) full Club Years. The Board of Directors may exercise all such powers and do all such acts and things as may be exercised or carried out by the Club except those activities prescribed by the By-Laws to be carried out by others or any activities prohibited by statute. Directors must act in the best interest of the club, demonstrating loyalty, honesty and good faith.
- 5.02 The immediate Past President shall, if they are willing to serve, automatically become a Director for the Club Year immediately following their term as President. In such case only eleven (11) Directors need be elected at the Annual Meeting. Each Club Year the President shall, by March 30 declare in writing to the Nominating Committee Chair whether they are willing to become a Director for the following Club Year.

- 5.03 The Board of Directors shall be elected each Club Year by the Members at the Annual Meeting and shall hold office until their successors are elected or appointed. Election of the Board of Directors is to be by ballot, unless they are elected by acclamation. Members of the Board of Directors shall be eligible for re-election, if otherwise qualified, except as specified in paragraph 5.04 below.
- 5.04 No Member shall be a Director for a period of more than five (5) consecutive Club Years, except the immediate Past President may serve a sixth (6th) Club Year in that capacity as a Director. However, any Director, including Officers, who no longer serves on the Board of Directors for any reason shall only be eligible for election as a Director after an absence from the Board of Directors of two (2) or more full Club Years, no matter how long a term they have served on the Board of Directors. No two (2) Members from the same household shall serve on the Board of Directors at the same time.
- 5.05 As long as at least seven (7) Directors remain in office, vacancies on the Board of Directors – however caused, except as noted in paragraph 5.10 – may be filled by a majority vote of such Directors. A person appointed by such Directors to fill a vacancy on the Board of Directors shall hold office for the balance of the term of the vacating Director. If at any time less than seven Directors remain in office, a Special Meeting of Members must be called to elect new Directors to fill the vacancies on the Board of Directors. Such meeting shall be called within thirty (30) days of the date on which fewer than seven (7) Directors no longer remain in office.
- 5.06 A majority of the Directors in office shall form a quorum for the transaction of business at any meeting of the Board of Directors.
- 5.07 The Directors shall meet monthly at the Club's premises and/or via electronic means at a time and date determined by the President. The Directors may meet at any time if all the Directors are notified and if a quorum of the Board of Directors have signified their consent to attend such meeting. Meetings of the Board of Directors may also be held upon the call of the President or any two Directors at any time if all Directors are notified at least seven (7) days before the meeting is to take place.
- 5.08 With the permission of the President, Members may attend meetings of the Board of Directors but are allowed to speak or participate only at the invitation of the President. Members may, at least seven (7) days prior to a meeting of the Board of Directors, request permission from the President to make a presentation to the Board of Directors. The President may also signify those discussions related to certain agenda items at Board meetings be held in camera, with attendance restricted to Board Members.
- 5.09 Motions proposed and seconded at any meeting of the Board of Directors, shall be decided by a majority vote and, in the case of a tie, the President shall have the deciding vote. Any Director may request voting by ballot on any business requiring a vote at a meeting of the Board of Directors.
- 5.10 A Director may be removed from office at any time by a majority vote at a Special Meeting called for that purpose. At the same meeting, another qualified Member may be elected by a majority vote to serve for the remainder of the removed Director's term. If no replacement is elected during the Special Meeting, the Board of Directors may fill the vacancy in accordance with paragraph 5.05.

- 5.11 The Club hereby consents that each and every Director or Officer of the Club shall be deemed to have assumed office on the express understanding, agreement, and condition that every such Director or Officer, their heirs, executors, and administrators of their estate respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Club from and against all costs, charges, and expenses whatsoever which such Director or Officer sustains or incurs in and about any action, suit, or proceedings brought, commenced, or presented against them for or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted to be done by them in or about the execution of the duties of their office, and also from and against all other costs, charges, and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by their own willful neglect, default, or criminal intent.
- 5.12 The Club hereby agrees that each Director and Officer is considered to have accepted their position with the understanding that they, along with their heirs, executors, and estate administrators, shall be indemnified and held harmless by the Club's funds. This indemnity covers all costs, charges, and expenses incurred in relation to any action, suit, or proceeding brought against them due to any act, decision, or omission made while performing their official duties. This protection also extends to all related expenses, except those arising from the individual's own willful neglect, default, or criminal intent.
- 5.13 No Director or Officer of the Club shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act of conformity or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by the order of the Board of Directors for or on behalf of the Club or for the insufficiency or deficiency of any Security in or upon which any of the moneys of or belonging to the Club shall be placed out or invested at arm's length or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or for any other loss, damage or misfortune whatever which may happen through the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their own willful act or default.
- 5.14 In matters of urgency, the President or any Director may canvass the Board of Directors and may act on the decision of a majority of those contacted. In such instances, an attempt must be made to contact all Directors, and a quorum must be contacted. The decision so reached should be ratified by motion at the next Board meeting.
- 5.15 Where major changes of Club policy or expenditures or divestitures, which can be expected to cumulatively exceed fifteen thousand dollars (\$15,000) for one item or a related group of items are contemplated, the matter must be referred to the Members for resolution by a majority vote.
- 5.16 The Board of Directors shall:
- 5.16.01 Make rules and regulations governing the use of the Club's premises and property by the Members and define the benefits of Membership.

- 5.16.02 Annually appoint committees to manage various aspects of the Club's activities and resolve matters in question concerning such activities. The Board of Directors is also to establish procedures to govern the activities of such committees. The Chairs of such committees shall report at least annually and more often if requested by the Board of Directors concerning the activities of their committee and shall submit all questions of policy arising in the work of the committee for the consideration of the Board of Directors.
- 5.16.03 Annually appoint a standing committee to be known as the Executive Committee consisting of the President, and the Vice-Presidents, to direct the Club's operations, if necessary, between meetings of the Board of Directors. The committee shall report fully on its activities to the Board of Directors.
- 5.16.04 When deemed appropriate, enter into affiliation or other relationships with other clubs, societies, or organizations having objectives like this Club, provided that such affiliation or relationship does not amount to amalgamation, and may further appoint Members to represent the Club on all boards, committees, bodies, and corporations in which this Club is entitled to representation.

Part 6: Officers and Committees

- 6.01 The Officers of the Club shall be the Chair (sometimes referred to in these By-Laws as the President), Past President, one or more Vice-Presidents, the Secretary, the Treasurer and such other Officers as the Board of Directors may from time to time determine. One person may hold more than one office. The President and Vice-President(s) shall be Directors of the Club and shall be elected to those offices by the Directors at their first meeting. The President or any Officer may be subsequently changed by a majority of Directors. The Director automatically appointed in paragraph 5.02 may, if eligible under paragraph 5.04, be elected to a second term as President, and if not so elected becomes Past President.
- 6.02 No Director may serve as President for more than two (2) consecutive Club Years within their maximum term as a Director. After having left office, no Member may be elected to that position unless two (2) Club Years have passed since their last term as President expired. See paragraph 5.04.
- 6.03 The Board of Directors shall have the power to prescribe from time to time the duties of the Officers of the Club. No Officer or Director shall be remunerated for their services to the Club in their capacity as a Director or Officer of the Club but may be reimbursed for any proper approved expenditure incurred on the Club's behalf.
- 6.04 Officers who are not Directors have no voting rights at the meetings of the Board of Directors.

- 6.05 The President shall be the Chief Executive Officer of the Club and shall generally supervise its activities. They shall preside at meetings of the Members, and of the Board of Directors. In the absence of the President, the First or Second Vice-President shall perform their duties. If neither the President nor a Vice-President is available, the Board of Directors shall appoint a Director to perform the duties of the President until either the President or a Vice-President is available.
- 6.06 The Secretary shall:
- 6.06.01 Keep all books and records which by law or by the Club's By-Laws are required to be kept, except books of account.
 - 6.06.02 Maintain all necessary statements and reports relating thereto. These shall include a minute book containing a copy of the Letters Patent and any Supplementary Letters Patent issued to the Club and the contact addresses and phone numbers of the persons who are or have been Directors of the Club and the dates on which such persons became and ceased to become Directors, and minutes of meetings of the Directors.
 - 6.06.03 Retain a record of Members, and such other records as may be prescribed by the Directors from time to time.
 - 6.06.04 Issue notices and call meetings under the direction of the President or Board.
 - 6.06.05 Attend all such meetings.
 - 6.06.06 Keep minutes of all such meetings and Board meetings.
 - 6.06.07 In the absence of the Secretary, the President may appoint an Acting Secretary from among the Members.
- 6.07 The Treasurer shall:
- 6.07.01 Keep full and accurate accounts of all financial transactions of the Club.
 - 6.07.02 Deposit all moneys and securities of the Club in the name of the Club in such depositories as may be from time to time designated by By-Laws or by the Board of Directors.
 - 6.07.03 Prepare all necessary statements and reports relating to the financial transactions of the Club.
 - 6.07.04 Pay all the bills for normal Club expenses. Obtain Board approval for payment of invoices for unusual items or expenditures of more than one thousand dollars (\$1,000.00). This limit may be altered by approval of the Board of Directors.
 - 6.07.05 Make a report of the money standing to the credit of the Club at any time as so requested by the President, Board of Directors or Finance Committee.
 - 6.07.06 Present and review the financial statements in respect of the year ended June 30, to the Members at a Special Meeting in September or October.
 - 6.07.07 Notify the Board of any newly acquired funds or bequests before they are invested.

- 6.07.08 Perform such other duties as may be required of them by the Board of Directors but may delegate such duties with the approval of the Board.
- 6.07.09 Invest funds more than the Club's day to day requirements in revenue producing instruments, always bearing in mind the conservative aspects of such investments which are necessary to protect the Club's assets from potential losses. Investments are therefore limited to those mainly consisting of interest-bearing instruments with a sovereign guarantee of the issuer who must have a credit rating of single A or better, as assigned by one of the major credit rating agencies, unless otherwise specified by a specific gift to the Club, or by the Board of Directors.
- 6.07.10 Limit term deposits made at a Canadian Chartered Bank to the amount guaranteed by the Canadian Deposit Insurance Corporation.
- 6.07.11 Have a close liaison with the Board of Directors so they have an up-to-date knowledge of funds available for investment, and to ensure that adequate funds are always available to cover Club expenditures.

Part 7: Past Presidents' Council

- 7.01 There shall be a body known as the Past Presidents' Council which shall consist of all Past Presidents of the Club who are Members, and currently not Directors. The most recent Past President shall act as Chair of the Council. If the most recent Past President is unable or unwilling to act, the other Past Presidents shall elect a Chair. In the event of an equality of votes at any meeting of the Past President's Council, the Chair shall have the deciding vote.
- 7.02 The Council shall be convened by the Council Chair if requested by the Board of Directors in which they state their reasons for such a request.
- 7.03 The Council Chair shall call the Past Presidents' Council into session within thirty (30) days of receiving the request referred to in paragraph 7.02, by sending each Member of the Council a notice of meeting, accompanied by a synopsis of items being referred to it for consideration.
- 7.04 Meetings of the Council shall be held at the Club's premises and/or via electronic means. A majority of Council Members shall constitute a quorum.
- 7.05 The Council shall act as an advisory body to the Board of Directors in all matters referred to it.

Part 8: Banking and Execution of Documents

- 8.01 All cheques, bills, notes and acceptances shall be signed or endorsed in the name of the Club by the President, or a Vice-President, and one of the Treasurer, Secretary, or Assistant Treasurer.

- 8.02 All other instruments may be signed by the President or by such other Officers, Directors or persons, agents or attorney as the Board of Directors from time to time may appoint to perform such duties.
- 8.03 Any Member in possession of any of the Club's cash, cheques, or valuables of any kind is required to deliver such items without undue delay to the Club's Treasurer or Assistant Treasurer.

Part 9: Club Dissolution, Wind-up or Amalgamation

- 9.01 Approval for any proposed dissolution or wind-up of the Club or proposed amalgamation with any other club or photographic organization must be by a majority vote at a Special Meeting called for this purpose. Such meeting shall be called after the proposal has been approved by the Board of Directors.
- 9.02 Upon dissolution of the Club, any assets remaining after the payment and satisfaction of all debts and liabilities shall be distributed based on a proposal approved at the Special Meeting as outlined in paragraph 9.01. Such distribution shall be to the benefit of the amateur photographic community in the Southern Ontario area – unless otherwise specified by a specific gift to the Club – and not for the personal benefit of any Member.

Part 10: By-Law Amendments

- 10.01 The By-law and Policy Review Committee shall recommend any necessary amendments, considering proposals submitted by Members. These recommendations shall be reviewed by the Board of Directors, with any changes requiring approval by a two-thirds ($\frac{2}{3}$) vote.
- 10.02 Recommendations pertaining to the By-Laws shall be presented to the Members for discussion at an Annual or Special Meeting called for this purpose. A ten (10) day written notice of the proposed By-Law amendments shall be provided to the Members. Any amendment to the By-Laws requires approval by a majority vote.