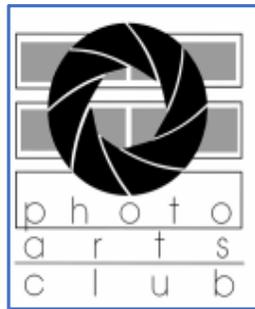


*Photo Arts Club of Toledo*

*Constitution & Bylaws*

*2020*



*Associate member of  
Toledo Botanical Garden*

*Our goal and purpose is to  
promote the art and science of photography.*

# Constitution

## **Article I: Name**

The name of this organization shall be: Photo Arts Club of Toledo (PACT).

## **Article II: Location**

PACT is located at 5403 Elmer Dr, Toledo, OH 43615 within the Toledo Botanical Garden.

## **Article III: Objectives**

The purpose of PACT is to promote the art and science of photography, to its members and the public by providing opportunities for education, competition and critiques.

## **Article IV: Membership**

Membership in PACT shall be open to any person who is interested in photography and will abide by the PACT "Constitution and Bylaws." Only members whose dues are current shall be considered as voting members, allowed use of the facility and afforded any and all other club privileges. No person shall be denied membership based on race, color, religion, sexual orientation, gender, national origin, age or handicap.

## **Article V: The Board (Officers and Board Members)**

The affairs of PACT shall be managed by the elected Board (Officers and Board Members) who shall execute all business that does not require action by the general membership. The Board shall consist of nine (9) members: the President, Vice President, Secretary, Treasurer, four members at large elected by the general membership and the immediate past President. A fifth board member may be elected if the President is elected to more than one consecutive term.

## **Article VI: Duties of the Officers**

It is the responsibility of the Board to fulfill the objectives of the club in a fiscally responsible manner. The individual responsibilities of the officers are:

- **President:** The President shall preside at the general and board meetings. Reporting to the President will be the other officers, board members and committee chairpersons. The President will be authorized to sign checks and will be authorized to designate one additional board member the same authority.
- **Vice President:** The Vice President shall perform the duties of the President in his/her absence. At least annually, and at the retirement of the Treasurer, the Vice President will

form a three (3) member committee to audit the procedures and results of the Treasurer. The audit committee report will be submitted to the Board for acceptance.

- **Secretary:** The Secretary shall keep a full and accurate account of PACT activities by recording the minutes of the Board meetings and any other meetings of the general membership where business is conducted. Minutes, and the Secretary's notebook content, shall be available on request, shall be maintained for at least two years and can only be destroyed with the Board's approval. Additionally, the Secretary will assist other Board members and committee chairs with communications to the general membership
- **Treasurer:** The Treasurer shall act as custodian of all monies and property of the club. He/she will be responsible for all deposits and withdrawals through checking and/or interest-bearing accounts. As the primary signatory of all checks, he/she will ensure that bills are approved and paid. The Treasurer will keep a detailed report of receipts and disbursements and make a report to the Board at least quarterly. The Treasurer will ensure an annual audit of Club equipment will be performed. The bank account will be maintained in the name of The Photo Arts Club of Toledo. The financial records shall be available for inspection by the board upon request. The Treasurer will receive all new member and renewal monies and will maintain the official club roster. The Treasurer will communicate this information monthly with the Membership Chair for renewal information and the Secretary for membership communications.
- **Membership Chair:** . The Membership Chair is responsible for communication with members concerning the renewal and termination process.

### **Article VII: Liability**

No volunteer, officer, board member, committee chairperson or member shall be personally liable to the PACT or its members for any monetary damages for breach of fiduciary duties; except that this provision shall not eliminate or limit the liability of the officers, board members, committee chairpersons or members for any of the following reasons: a breach of the person's duty of loyalty to PACT, acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law, an act from which the person derived an improper benefit or an act or omission that is grossly negligent. No volunteer, officer, board member, committee chairperson, member or guest shall be personally liable to a member or guest as a result of accidental injury or loss of property while attending a meeting or other PACT event.

### **Article VIII: Meetings**

Regular meetings shall be held at least once a month and will be announced in the PACT newsletter (The Viewpoint) and website (photoartscluboftoledo.com). The first meeting of April will be designated as the "annual meeting" at which time the newly elected Board shall assume office. Special meetings, with the specific purpose of the meeting identified, may be called by the President, Board or at the written request of twenty (20) percent of the membership.

Notification of special meeting shall be given to all members at least one (1) week in advance of the meeting date. A quorum for any regular or special meeting of the club shall not be less than fifteen (15) percent of the club members in good standing, including at least a majority of the Board. Board meetings will be held monthly and are open to the membership. Board meetings may be cancelled or rescheduled at the discretion of the President. The members of the Board are expected to attend all scheduled Board meetings.

### **Article IX: Elections**

The elections of Officers and Board members shall be held during the first meeting of the month of March. The nominated members receiving the most votes for each office shall become elected. In the event of a tie vote between two or more candidates for an office, the election shall be decided immediately with a second vote. In the event of a second tie, the elected will be determined by an elimination coin toss. The elected shall serve for a term of one (1) year, commencing in April.

### **Article X: Nominations**

The nominating committee will be created during the January Board meeting. The committee shall consist of three (3) voting members appointed by the President and approved by the Board. All nominees shall be a member in good standing and consent to their participation before their names are included on the ballots. The nominating committee shall also serve as the election committee and conduct the election in an orderly and honest manner.

### **Article XI: Amendments**

Any member in good standing can propose an amendment to the Constitution. Proposed amendments are communicated to the Board in order that they can be presented to the membership. After members have had at least thirty (30) days to review the proposed amendment(s), a vote will be held at the next regular meeting. The amendment will be approved if two-thirds of the eligible voting members in attendance vote for it.

### **Article XII: Bylaws**

PACT shall adopt such bylaws from time to time as may be necessary. No bylaws may conflict with the Constitution. The bylaws for the transaction of business may be adopted, revoked or amended by two-third vote of a quorum as defined in Article VIII.

# Bylaws

## **Article I: Membership**

Any person interested in photography may become a member of PACT upon payment of the annual dues and agreeing to abide by the PACT Constitution and Bylaws. The Board may establish certain minimal expectations for membership. It is expected that the members shall learn to judge and be a judge, help set up for, and host gallery exhibitions and competitions, participate in club outings and educational opportunities, and volunteer for club office. Any member, whose dues are in arrears for more than two (2) months and who has been notified at least twice, shall be dropped from the roster of members. Only those persons whose dues are current may use PACT facilities. Any member who knowingly abuses the facilities or equipment or violates the PACT Constitution and/or Bylaws, may, after review by the Board, have their membership revoked. No dues will be refunded for any reason, unless approved by the Board. The Board members, by two thirds vote, shall have the power to deny membership privileges to any member or officer for conduct judged not in the interest of the Club.

## **Article II: Dues**

The annual dues shall be payable on or before the anniversary of membership in order to maintain PACT privileges. Dues will be reviewed by the Board at least annually. Any changes shall be approved by a majority vote at a general meeting, provided the membership was notified at least 30 days prior to the meeting. Current dues will be published in the current membership brochure.

## **Article III: PACT Property**

Control and management of PACT property shall be vested in the Board and managed according to the laws of the State of Ohio. The Board shall not buy, sell or make alterations to PACT property or in any way obligate PACT if such transaction exceeds the sum of \$500.00, unless empowered to do so by majority vote of the membership. Only members in good standing are permitted to use the facilities and equipment. The facilities shall not be used for commercial purposes, nude photography or any illegal acts. The Board shall have final approval on the appropriate use of the clubhouse and property. Access to the facilities shall be controlled by a locking mechanism that may be changed at the discretion of the Board, at unannounced intervals. Access will be made available to members in good standing upon request. Members will abide by the "Rules of Use" for the studio and studio equipment, as defined by the group leader and approved by the Board. Rules will be posted in the facility. Members who have been dismissed or have withdrawn shall have no claim whatsoever to the property or use of it, nor shall they be entitled to restitution of any contributions they may have made. In the event that PACT is dissolved, all property on loan shall be returned to the donor and all unclaimed or PACT owned

property will be sold. All funds remaining after the payment of outstanding obligations will be donated to an organization(s) as determined by the Board.

#### **Article IV: Committee Functions**

Committees (i.e. – annual contest, IYP, monthly contest, activities, web/social media) shall be formed as needed to perform functions of purpose and provide programs of general and specified interests for the members.

#### **Article V: Expenditures**

Expenditures less than \$50.00 require prior approval of a Board member. Expenditures of \$50.00 to \$249.99 must have prior approval of the President. Expenditures of \$250.00 to \$500.00 must have prior approval of the Board. Any expenditure of over \$1000.00 must be pre-approved by a majority vote of the membership at a general meeting.

#### **Article VI: Bylaw Reviews**

The Bylaws will be reviewed every two (2) years.

#### **Article VII: Bylaw Changes**

Any changes to the PACT Bylaws require a majority vote of the membership at a general meeting.

#### **Article VIII: Availability of the Constitution and Bylaws**

The most recently revised Constitution and Bylaws will be available to the membership at the time changes are voted upon or upon request from any member in good standing. The documents will also be available on the PACT website.

#### **Article IX: Monthly Contests and Activities**

The monthly contest committee shall make proposed recommendations and guidelines to the Board. The Board has final approval of the monthly contest rules. The Board shall be charged with enforcement of the monthly contest rules. The rules established for the monthly contest will also govern all Club sanctioned groups and activities.

This revised Constitution and Bylaws is approved by a majority of voting members present, as required for adoption and witnessed by the following:

President:           /s/     Michele Kipplen  
Vice-President:     /s/     John Dillon  
Treasurer:         /s/     Michele Ross  
Secretary:          /s/     Chris Boesel  
Witnesses:          /s/     Dale Bockbrader  
                          /s/     Laurie Dietrich  
                          /s/     Jerry Lohman  
                          /s/     Charlie Mather

Date:                             June 1, 2020

Photo Arts Club of Toledo  
Toledo Botanical Garden  
5403 Elmer Drive  
Toledo, Ohio 43615