
*Constitution of the
Peterborough Photographic Society*

Revised March, 2011

Constitution of The Peterborough Photographic Society

The by-laws as set out in this document represent the Constitution of the Peterborough Photographic Society and are as follows:

1. **Name:** The organization shall be known as the Peterborough Photographic Society (PPS) and herein may be referred to as the *Society, the Club, or PPS*.
2. **Wording:** In this by-law and all other by-laws of the Society, words importing the singular number only shall include the plural and vice-versa; words importing the masculine gender shall include the feminine and neuter genders.
3. **Aims of the Society:** The aims of the Society shall be to encourage and develop the skills and increase the expertise of the members in photography and provide fellowship and support for people with similar interests.
4. **Regularly Scheduled Meetings:** Club meetings will be held on the dates, times and location set out in Appendix A. These meetings are for the purpose of promoting the arts and science of photography. Regular business of the Society may be conducted at such meetings provided that due notice of the nature of such business has been given to the members in a manner consistent with the procedures set out below.
5. **Annual General Meeting:** This meeting will be included as part of the Regularly Scheduled Meeting in May and will be for the purpose of hearing and receiving the reports and statements of the Executive Committee as required by the by-laws of the Society to be read or laid before the members of the Society at an Annual Meeting, the election of the Executive Committee, and for the transaction of such other business as may properly be brought before the meeting.
6. **Special Meetings:** The President or Vice-President shall have the power at any time to call a special meeting of the Society to be held at such time and place within the County of Peterborough, Ontario as may be designated by the Executive Committee or the persons calling the meeting.
7. **Notice of Meetings:** The Secretary shall give notice of the time and place of each Special Meeting of the Society not less than ten days before the day on which the meeting is to be held to each member entitled to vote thereat. The Notice shall be delivered by ordinary post to the last known address of the member, by email to the last known email address of the member, or in person to the member. No other public notice or advertisement shall be required. All notices of Special Meetings shall specify all elections to be held, and any business to be transacted thereat.
8. **Persons Entitled to be Present at Special Meetings:** All persons who are at the proper time entered in the books of the Society as members in good standing and who are entitled to vote at meetings of the Society shall be entitled to be present. Others may be present at the invitation of the President or with the consent of the meeting but shall not be entitled to vote.

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9. **Quorum:** The quorum for the transaction of business at any meeting of the Society shall be at least one fourth of the members entitled to vote thereat. The President, or in the absence of the President, the Vice-President, will chair all meetings of the Society. If neither of these is present within 15 minutes after the time appointed for the holding of the meeting, the members present shall choose a chairperson from their number and he/she shall act as chair for that meeting.
10. **Right to Vote:** At each meeting of the Society every Senior member who is at the proper time entered in the books of the Society as a member in good standing, shall be entitled to one vote on any question. No voting by proxy shall be allowed.
11. **Scrutineers, Votes to Govern, Show of Hands, Polls:** At all meetings of the members, the Chair may appoint one or more scrutineers. At each meeting of the members every question shall be decided by a majority of the votes cast on the question. All questions shall be decided by a show of hands unless a poll thereon be required by the Chair or be demanded by any member present in person and entitled to vote. After a show of hands has been taken upon any question the Chair or any member entitled to vote may demand a poll thereon. Whenever a vote by show of hands or by poll has been taken upon a question the Chair shall declare that the vote has been carried or not carried, and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the question, and shall be the decision of the Society upon the question.
12. **Casting a Vote:** In the case of an equality of votes at any meeting of the members either upon a show of hands or upon a poll, the Chairperson of the meeting shall be entitled to a second or deciding vote.
13. **Members' Requisitions and Requisitioned Meetings:** Any 5 members in good standing and entitled to vote at the meeting proposed to be held may request the Executive Committee to call a special meeting of the Society for any purpose concerned with the affairs of the Society that is not inconsistent with the by-law or any laws that may govern the Society.
14. **Requesting Members:** Those members requesting a meeting shall state the general nature of the business to be presented to the meeting and such requisition shall be signed by those members and deposited with the Secretary. It may consist of several documents, each having to do with a single matter of business to be considered by the meeting, and each signed by the requesting members.
 - a) Upon deposit of the requisition, the Executive Committee shall call forthwith a meeting of the Society for the transaction of the business stated in the requisition(s).
 - b) If the Executive Committee does not, within 31 days from the date of the deposit of the requisition(s), call and hold such meeting, the members requesting the meeting may call and hold such meeting which shall be held within 60 days from the date of the deposit of the requisition(s).

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- c) A meeting called pursuant to this clause shall be called as nearly as possible in the same manner as Special Meetings of the Society are called under the by-law and it shall not be incumbent upon the members calling the meeting to ensure that all members in good standing and entitled to vote at the meeting receive notice of meeting, providing the requesting members can show that they have made every effort consistent with their status as members in good standing but not being Executive Members. Notwithstanding, a quorum of 25% shall be present at the meeting.
15. **Adjournment of Special or Requisitioned Meetings:** The Chair may, with the consent of any meeting, adjourn the meeting. If the business of the meeting is not completed, the Chair must reconvene the meeting within 45 days. Notice of the reconvened meeting shall be given in the usual manner.
16. **Executive Committee:** The Society shall be managed by the Executive Committee who shall have full power and authority to manage and control the affairs and business of the Society and the appointment of an auditor. Notwithstanding vacancies, the remaining Executive Members may exercise all the powers of the Executive Committee so long as a Quorum of the Executive Committee remains in office.
17. **Numbers and Quorum:** The Executive Committee shall consist of a President, a Vice-President, a Secretary, a Treasurer, a Past President and the Directors as defined in Appendix A. At least 60 % of the Executive Members shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.
18. **Votes to Govern:** The majority vote of the Executive Committee shall carry any resolution. The Chairperson shall have no vote. In the event of a tie vote, it shall be the duty of the Chair to declare the motion or resolution lost.
19. **Notice of Executive Meetings:** Reasonable notice of Executive meetings shall be given to each Executive Member personally, and in default of personal notice, notice shall be given by mail addressed to each Director at his/her last known address, or by email at his/her last known email address at least 3 days before the meeting; however, if a certain day or date in each month is affixed by the Executive Committee for holding regular meetings, no notice need be given.
20. **Term of Office:** The president is expected to serve for two consecutive terms. The other Executive Members shall hold office from the date of the meeting at which they were elected or appointed until the next annual meeting or until their successors are elected or appointed. Except for the President, all Executive Members will be considered to have resigned at the next annual meeting but if nominated may stand for election for the next term. At the end of his/her second term, the President will be considered to have resigned. The person holding the office of Vice President on the previous Executive Committee becomes the new President. In the event that the office of Vice President was vacant, the current President, if so nominated, may stand for election for the next two terms. So long as a quorum of the Executive Committee remains in office, any vacancies from time to time occurring in the Executive Committee may be filled by such Executive Members as remain in office. A

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person appointed to fill a vacancy in the Executive Committee shall hold office for the balance of the unexpired term of the vacating Executive Member.

21. **Removal from Office:** Any member of the Executive Committee may at any time be removed from office, with cause, by a resolution passed at a Special Meeting of the Society members called for that purpose. A vacancy so caused may be filled at such meeting from persons nominated at such meeting, and the person so elected shall hold office, subject to the terms of this clause, for the remainder of the term of office of the person so removed.
22. **Resignation:** The resignation of an Executive member shall become effective upon the acceptance thereof by the Executive Committee or at the expiration of 5 days after notice in writing or email thereof signed by such resigning Executive Member shall have been sent to the president.
23. **Disqualification:** At any general meeting of the members, the meeting may by resolution declare that any member shall cease to be a member of the Executive Committee and the office be vacated if the Executive Member is concerned in, or participates in the profits of any contract with the Society, provided that no Executive Member shall vacate his/her office by reason of being a shareholder or member of any corporation, which has entered into any contract with ordinary work for the Society, but the Executive Member shall not vote in respect of any such contract or work.
24. **Irregularity:** No act or proceeding of any Executive Member shall be deemed invalid or ineffective by reason of subsequently learning of any irregularity in regard to such act or proceeding.
25. **Order of Business:** The Order of Business at meetings of the Executive Committee shall be as follows: (a) reading of the minutes of the last meeting of the Executive Committee and confirming same; (b) unfinished business; (c) receiving reports; (d) new business. This order of business may be altered at any meeting by a majority of the Executive Members present.
26. **Nominations and Elections:** In the first 2 weeks of March, the Executive Committee shall appoint 2 members in good standing to form a nominating committee for the purpose of preparing a slate of candidates for election at the next Annual General Meeting, and shall announce the names of the members of that committee. Candidates will be chosen from the membership of the Society to fill all positions on the Executive Committee excluding that of President. The proposed slate of candidates will be presented for a vote at the Annual Meeting. At that time additional nominations may be received from the floor at the meeting, except that a member so nominated shall be present in person at the meeting.
27. **Officers:** The Officers of the Society shall consist of the President, Vice-President, Secretary and Treasurer, who shall be elected as described in article 20, Term of Office, to hold office until the next annual meeting of the Society or until their successors shall have been elected or appointed.

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The responsibilities of these officers are as follows:

President: The President shall be the chief executive officer of the Society and shall preside at all meetings of the Society. It shall be his/her duty to enforce the By-Law and other rules and regulations.

Vice-President: The Vice-President shall perform the President's duties during the President's absence and shall assist that office in the discharge of his/her duties.

Secretary: It shall be the duty of the Secretary to prepare and distribute the agenda of meetings and to issue all notices of such meetings, keep all records, including the minutes of all meetings as may be required by the By-Law and make all requisite entries therein. The Secretary may appoint assistant secretaries with the approval of the Executive Committee.

Treasurer: It shall be the duty of the Treasurer to receive all revenues of the Society, to prepare estimates of revenue and expenditures from year to year, to prepare a complete statement of the Society's finances and submit the same to the Executive Committee prior to the annual meeting. The Treasurer shall keep a full and accurate account of the receipts and disbursements of the Society and books belonging to the Society and shall have the care and custody of all the funds and securities of the Society, and shall deposit the same in the name of the Society in such bank or other depository as the Executive Committee may direct.

28. **Signing Officers:** Three Executive Members shall be designated to sign cheques, drafts, notes, and orders for the payment of money unless otherwise provided by the Executive Committee.
29. **Prospective Member:** A prospective member may attend 2 regular monthly meetings after which he/she shall be expected to pay the membership fees.
30. **Members:** The Executive Committee may elect members who shall have the privileges conferred by the by-laws and regulations of the Society. There shall be the following classes of members of the Society: Honorary members, Senior members, Associate members and Student members.
- (a) **Honorary Members:** The Executive Committee may from time to time, and on the written recommendation of 3 Senior members in good standing, appoint Honorary members. The names of the recommended Honorary members shall be published in the next edition of the Society's newsletter, "The Viewfinder". Written objections shall be forwarded to the Secretary within 4 weeks from the date of distribution of the newsletter. An Honorary member shall not be eligible to vote or hold office in the Society, and shall be exempt from the payment of annual dues and fees, but shall be entitled to the privileges of the Society for a time that shall be at the discretion of the Executive Committee.
- (b) **Senior Members:** Senior members shall mean members 18 or more years of age, and not being a full-time student at a school, college or university, who shall have all the privileges of the Society and shall be eligible to hold any office and sit on the Executive Committee.

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(c) **Associate Members:** The Executive Committee, upon application, may appoint as Associate members, persons who are executive members of any other recognized photographic club. An Associate member shall be entitled to the privileges of the Society but shall not be eligible to vote or hold any office in the Society. The senior membership fee shall be applied to such memberships.

(d) **Student Members:** Full time students at a school, college or university may be admitted to membership in the Society, but such members shall not be eligible to vote or hold any office in the Society. The Executive Committee shall set a fee for student membership and advise the Membership Director of such fee.

31. **Term of Membership:** Membership in the Society shall be from the 1st day of September to the 31st day of August, both dates being inclusive.
32. **Annual Fees:** The annual fees of the Society shall be fixed by the Executive Committee and are payable at the time of application, or when presented.
33. **Arrears of Annual Fees:** A member whose fees are in arrears for more than 2 months from the time of presentation, shall, upon due notice, cease to be a member and the member's name shall be dropped from the membership list.
34. **Refund of Fees:** On resignation or expulsion, a member shall have no claim for the refund of any part of his/her fees for the current year.
35. **Amendments and Additions:** Amendments and/or additions to this Constitution shall only be made at a general meeting duly called for the purpose, or at an annual general meeting provided that written notice of such motion(s) has been forwarded to the Secretary at least 15 days before the meeting in question.
36. **Members Bound by By-Laws:** All members shall, by accepting membership, be deemed to have notice of and agree to be bound by all the rules and regulations duly made thereto or hereafter by the Society and its Executive Committee.
37. **Coming into Force:** This Constitution shall come into force on the day on which it is confirmed at a meeting designated for such confirmation. A majority of 50% plus one of the members attending the meeting and who are entitled to vote is required for confirmation.

Ratified and confirmed by the members of the Peterborough Photographic Society at a Special General Meeting, duly called for the purpose at:

Location: _____

President: _____ Date: _____

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Appendix A

This appendix is part of the Constitution, but may be amended as required without the ratification of the general membership. It sets out the practices of the Society that may vary from time to time. The maintenance of this appendix is the responsibility of the Executive Committee.

1. Regularly Scheduled Meetings: Regularly Scheduled Meetings will be held on the first Tuesday of the month from September through to June of the following year. Notice of location and times of the meetings will be promulgated through the Society's newsletter, The Viewfinder.
2. Executive Committee Meetings: Meetings of the Executive Committee will be held on the Wednesday immediately following the Regularly Schedule Meetings. Locations and times of these meetings will be scheduled prior to the September meeting.
3. The Executive Committee: The Executive Committee shall be composed of the officers, the Past President, and the Directors as described below:
 - a) Officers: viz. President, Vice President, Secretary, and Treasurer.
 - b) Past President: The Past President shall be the most recently retired President in good standing, and he/she shall be entitled to sit on the Executive Committee as the Past President.
 - c) Membership Director: The Membership Director shall receive all applications for membership and submit them at each meeting of the Executive Committee for approval. The Director shall furnish to prospective members details of the facilities and activities of the Society. The Director shall maintain a list of members in every category with their mailing addresses, and upon request provide, to the best of his/her ability, an up-to-date list to the Secretary, the President, and the Viewfinder Editor. All membership lists shall be the property of the Society and shall be strictly confidential and, under no circumstances whatsoever, be published, distributed or sold. In addition, the Director maintains name tags, records the personal information of new members and collects information from guests attending the meetings.
 - d) Program Director: The Programs Director shall be responsible for the agenda of activities at the Regularly Scheduled Meetings. The Program Director decides upon the program content for the meetings with input from the rest of the Executive Committee. Tasks include contacting and scheduling guest speakers, planning and arranging club presentations, assisting guest speakers at the meetings, and describing meeting plans in the Viewfinder.
 - e) Viewfinder Editor: The Viewfinder Editor accumulates materials submitted by others and presents it in the newsletter along with editorial comments as required by the Executive Committee. The Editor maintains distribution records for the newsletter and distributes the Viewfinder to members and meeting guests.

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f) Projectionist: The Projectionist is responsible for:

- managing the use of the projector during meetings, which includes the projection of PPS images, and assisting guest speakers in using the PPS projector.
- establishing the procedures to be used in naming and collecting member images to be presented during club meetings
- collecting images to be shown
- maintaining the PPS laptop computer

g) Outings Director: The Outings director is responsible for planning and conducting outings for PPS. Tasks include:

- Research locations for the PPS monthly outings
- Make arrangements with the location if necessary for conducting an outing eg. Group rates and allowing use of photo equipment
- Provide signup sheets at the General Meeting and take suggestions for future trips (a planned minimum of 10 people are required for a scheduled outing to take place)
- Provide details for upcoming outings in the Newsletter (Viewfinder), at the General and Executive meetings
- Prepare a brief summary after the outing for inclusion in the Viewfinder
- Must attend Executive Meetings

h) Member at Large: The Member at Large acts as a voice on the Executive Committee for issues brought forward by club members and assists at meetings by helping the guest speaker, setting up of equipment, greeting visitors at the door, locking doors if required after meetings start, and helps with planning, setting up and staffing of projects.

i) Webmaster: The Webmaster does not create the information presented on the website, but is responsible for the maintenance of the PPS Website, which includes:

- If not already available, developing the website to meet the basic requirements of the club.
- Enhancing the website from time to time.
- Collecting input for inclusion in the site.
- Taking steps as necessary to ensure the website reflects favorably on PPS.
- Providing guidelines to those submitting input. These include image sizing, format, and type of acceptable images; font, style, and formatting for text submissions.
- Arranging submitted input so that it appears in a consistent manner.

Executive Candidates: When considering a candidate for a position on the Executive Committee it is recommended, but not mandatory, that the candidate has been a member of the Society for 11 months prior to the date of the election.