

Nevada County Camera Club Bylaws

Adopted November 27, 2023

ARTICLE I - NAME

The name of this organization is the Nevada County Camera Club, (the “The Club”).

ARTICLE II - OFFICES

Section 1. PRINCIPAL OFFICE OF THE CORPORATION

The Club may establish its principal office for transacting business at any place or places within Nevada County, California by resolution of the Board. The principal office and address is currently PO Box 1575, Grass Valley, CA 95945.

Section 2. CHANGE OF ADDRESS OF PRINCIPAL OFFICE

The Board of Directors shall have full power and authority to change the principal office from one location to another within Nevada County, California. The Secretary will note any change of address in the Board meeting minutes for the Board meeting in which the Board approved the change. The change of address shall be incorporated into these Bylaws when they are next updated.

ARTICLE III - PURPOSE

The Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law of the State of California. The business of the Corporation shall not be conducted for the financial profit of its members, but shall be conducted for the mutual benefit of its members. The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

The specific purpose of the Nevada County Camera Club is to promote the public enjoyment and mastery of photography through education, inspiration and good fellowship.

ARTICLE IV – MEMBERSHIP

1. Membership will coincide with the Calendar year of The Club, as defined in Article X.
2. As a condition of membership, applicants and members must complete and sign a Nevada County Camera Club Agreement and Release from Liability form and pay dues as required by The Club.
3. Dues for the year will be determined by the Executive Council.
4. Dues are owed at the beginning of the Calendar year and expire at the end of the year. Returning members not paying annual dues by the second meeting of the Calendar year will be dropped from the membership roster.
5. Dues paid on or after July 1st are 50% of the annual dues.
6. Dues for the coming year may be paid in advance beginning in December of the current year.

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7. Guests may attend two meetings before becoming a member. A guest may apply for membership at the first meeting. After attending two meetings as a guest, membership in the Club is mandatory. Application forms shall be provided by the Membership Committee.
8. Only Club members in good standing may submit images at regular Club meetings or participate in Club activities. To be considered a member in good standing, dues must be up to date.
9. The Executive Council may suspend any member, when sufficient reasons exist. The suspended member may appeal the suspension, in which case the action of the Executive Council shall be upheld or rescinded by a majority vote of the Membership. The process of the appeal will be determined by the Board of Directors, in their sole discretion.

ARTICLE V - BOARD OF DIRECTORS

Section 1. GENERAL POWERS

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws of this Corporation, the activities and affairs of this Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of, the Board of Directors (“the Board”).

Section 2. SPECIFIC POWERS

Subject to the general powers set forth in Article V, Section 1 of these Bylaws, the Board shall have the power to do the following:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation or by these Bylaws.
2. Appoint and remove, at the pleasure of the Board, all corporate officers, agents and employees; prescribe power and duties for them as are consistent with the law, the Articles of Incorporation and these Bylaws; fix their compensation; supervise their performance; and require from them security for faithful service.
3. Change the location of the principal offices or the principal business offices in Nevada County, California.
4. The Board may not borrow money or incur debts for the corporation in excess of nominal credit card purchases of equipment, supplies, and services for everyday operation of the Club.
5. Authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. The authority may be general or confined to specific instances. Unless the Board authorizes otherwise, and for matters related to the ordinary and necessary operation of the business of the corporation and as provided in Section 5214 of the California Corporations Code, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.
6. Accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

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Section 3. NUMBER OF DIRECTORS

The board will consist of five directors unless changed by an amendment to these bylaws. These directors are: (1) President, (2) Vice President, (3) Secretary, (4) Treasurer and (5) Past President. Terms of directors will coincide with the Club's Calendar year.

Section 4. ELECTION OF DIRECTORS

1. With the exception of the Past President, election of Club directors shall be held annually at the last meeting of the Calendar year. The Past President shall chair a Nominating Committee composed of interested members. If the Past President is unwilling or unable to chair the Nominating Committee, the President will appoint the Nominating Committee and its chair. The committee will prepare a slate of directors and obtain the agreement from the nominees to serve if elected. The Nominating Committee chair shall present the full slate to the membership at the last meeting of the Calendar year prior to the election. Additional nominations can be made from the floor.
2. No director can be re-elected to the same post for more than two consecutive terms.
3. If the Past President is unwilling or unable to serve on the Board of Directors or is serving in another position on the Board, a member at large shall be nominated and elected as outlined above.
4. Vacancies in the Club directors shall be filled by Presidential appointment, subject to approval by the Executive Council. Vacancy of the President's office shall be filled by advancement of the Vice President.

Section 5. DUTIES OF DIRECTORS

Duties of the President are to preside at all Club, Board of Directors, and Executive Council meetings; appoint chairs of committees; act as club spokesperson and to communicate with club members and the public; to generally supervise and keep in touch with all Club activities.

Duties of the Vice President are to assume the duties of the President in his/her/their absence; to act as a Club director on the Executive Council; to be responsible for programs for the Club's general meetings.

Duties of the Secretary are to keep records of the minutes of all Board of Directors and Executive Council meetings, business meetings and the results of voting at general Club meetings; to notify members of special meetings and events; to conduct the Club's correspondence; to prepare ballots for elections; to act as a Club director on the Executive Council.

Duties of the Treasurer are to receive funds on behalf of the club, maintain and keep custody of the Club's financial records, pay Club expenses, provide financial reports to the Executive Council and an annual report to the membership and to act as a Club director on the Executive Council.

Duties of the Past President or Member at Large are to attend Executive Council and Board meetings, to act as a Club director on the Executive Council

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Section 6. COMPENSATION

Directors shall serve without compensation. However, directors may receive reimbursement of their expenses as the Board may establish by resolution to be just and reasonable.

Section 7. LIMITED LIABILITY OF DIRECTORS

Subject to their fiduciary responsibilities and standards of conduct for directors including, but not limited to, the duty of care, the duty of loyalty, the duty of obedience and other duties imposed by law, the directors shall not be personally liable for the debts, liabilities or other obligations of the corporation. Directors shall comply at all times with the Conflict of Interest Policy in Addendum A.

ARTICLE VI - EXECUTIVE COUNCIL

An Executive Council, composed of the Board of Directors, the Advisory Committee, and the Chairs of the standing committees, shall assist the Board in strategic planning, prioritizing issues, decision making, organizational oversight and in general acting in an advisory capacity in helping the Board fulfill the Club's purpose. The Executive Council shall meet as often as necessary to transact the business of the Club.

ARTICLE VII –COMMITTEES

The following standing committees shall be established to conduct Club activities: Advisory, Membership, and Publicity. Chairs of the Membership and Publicity committees shall be appointed by the President. Special committees may be appointed by the President as required and discharged by him/her/them when they have completed their assignments.

Standing committee chairs shall periodically prepare reports of activities and progress for presentation to the Executive Council or to the membership at Club meetings.

The Advisory Committee is open to any active club member who is either a past officer or volunteers in some capacity to keep the club functioning.

ARTICLE VIII - MEETINGS

Section 1. Regular meetings of The Club shall have place, date, time, and method stipulated by the Executive Council. The date and time of Club meetings will be announced electronically on the Club's website and/or via email.

Section 2. Meetings of the Board of Directors shall coincide with Executive Council meetings and are held monthly as determined by the Executive Council. The place, date, time, and method of Executive Council meetings are decided by the Executive Council. Emailing of the Executive Council meeting date and time to each director at least 48 hours before the meeting is timely and proper notice of the next Executive Council meeting.

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Section 3. The Board of Directors may call a directors only meeting when determined necessary.

ARTICLE IX - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern The Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order The Club may adopt.

ARTICLE X - FINANCE

The annual dues shall be set by the Executive Council. The Calendar year for The Club shall be from January 1 to December 31.

ARTICLE XI - AMENDMENT OF BYLAWS

These Bylaws may be amended at any properly called regular meeting of The Club by a majority vote of the members present at the meeting. The proposed amendment or changes and the notice of the pending Bylaws vote must be transmitted by email to the membership at least two weeks in advance of the meeting.

ARTICLE XII - QUORUM

For the purpose of conducting Club business, a quorum of the membership shall consist of not less than one-third of the entire membership.

A majority of the duly elected Directors constitutes a quorum of the Board of Directors for transacting business.

A majority of the Executive Council, including a majority of the duly elected Directors, constitutes a quorum for conducting business at Executive Council meetings.

ARTICLE XIII - NON-DISCRIMINATION POLICY

The Nevada County Camera Club does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, the appointment to and termination from its Board of Directors, hiring and firing of staff or contractors, selection of volunteers, selection of vendors, and providing of services.

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ARTICLE XIII – DEDICATION OF ASSETS

The property of The Club is irrevocably dedicated to educational purposes and no part of the net income or assets of The Club shall ever inure to the benefit of any Club director, officer or member or to the benefit of any private person. Upon the dissolution or winding up of The Club, its assets remaining after payment, or provision for payment, of all debts and liabilities of The Club shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable or educational purposes and which has established its tax-exempt status under Section 501(c)(3), Internal Revenue Code.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Nevada County Camera Club, a California nonprofit public benefit corporation; that these Bylaws, consisting of six pages, are the Bylaws of this Corporation as adopted by the membership on 11/27/23, and that these Bylaws have not been amended or modified since that date.

Executed on 11/27/23 at Grass Valley, California.
Laura Greenman Secretary

Nevada County Camera Club
Addendum A
Conflict of Interest Policy

C. Investigation and Due Diligence Analysis. The Club has a duty to investigate alternatives to any proposed transaction or arrangements involving Interested Persons to determine whether the proposed action is in the best interest of the Club. If appropriate, the chairperson may appoint a disinterested person or committee to perform this investigation. After exercising due diligence, the board or committee shall determine whether the Club can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a Conflict of Interest.

D. Decision-Making Process. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a Conflict of Interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Club's best interest and whether the transaction is fair and reasonable to the Club, and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

E. Contemporaneous Reporting. The acts taken to comply with this Policy, including the disclosure of the Conflict of Interest, investigation thereafter, explanation of the decision making process, including the explanation of why the proposed action is or is not in the best interest of the Club, and the individuals voting on the proposed transaction, shall be contemporaneously recorded in writing by the Club in the minutes of the meeting, together with any comparability data or other supporting documentation.

Article V. Violations of the Conflicts of Interest Policy

If the board or committee has cause to believe that a director, officer, or member of a committee, has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and provide an opportunity to explain the alleged failure to disclose. If, after hearing the response and making such further investigation as may be warranted in the circumstances, the independent board or committee determines that he or she has in fact knowingly failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, including suspension or removal from his or her position with the Club.

Article VI. Compensation and Avoiding Excess Benefits

A. Duty to Recuse for Compensation. An Interested Person who receives compensation, directly or indirectly, from the Club for services, is precluded from voting on matters pertaining to his/her compensation or any benefits provided by the Club to the individual.

B. Review of Compensation Arrangements. All compensation arrangements between the Club and an Interested Person shall be reviewed at least every other year by the Club to assure that compensation is reasonable and is the result of arms length bargaining. Decisions regarding compensation shall be made only after the Board or an appropriate independent committee examines relevant financial information regarding compensation received by similarly situated individuals for similar services performed. A copy of such relevant comparable financial information, including a description of how the data was obtained, shall be maintained as a part of the records of board or appropriate committee making such compensation decision.

Nevada County Camera Club
Addendum A
Conflict of Interest Policy

Article I. Purpose

The purpose of this Conflict of Interest Policy is to protect the Club and its tax-exempt status when the Club is contemplating entering into a transaction or arrangement that involves certain individuals that have a special relationship with the Club, either directly or through family or business relationships. The law imposes a fiduciary duty on the Club's directors, which carries with it a broad and unbending duty of loyalty to the Club. The directors have the responsibility of administering the Club's affairs honestly and prudently, and of exercising their best care, skill, and judgment for the Club's sole benefit. As such, they shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the Club or knowledge gained there from for improper private benefit. The interests of the Club must be the first priority in each director's decisions and actions. This Policy is intended to supplement but not replace applicable laws governing conflicts of interest for nonprofits.

Article II. Definition of Interested Person and Conflict of Interest

A. Interested Person. An "Interested Person" shall include:

1. any director, officer or, member of a committee with board-delegated power;
2. a substantial contributor to the Club;
3. any family member of the individuals described above.

B. Conflict of Interest. A "Conflict of Interest" is any transaction or arrangement involving the Club, which directly or indirectly benefits an Interested Person.

Article III. Annual Statements

A. Each director, officer, or member of a committee with board-delegated power, of the Club shall annually sign a statement which affirms that such person: (1) has received a copy of this Policy; (2) has read and understands the Policy; (3) has disclosed on the annual statement all known potential Conflicts of Interest that may arise, or have arisen; and (4) agrees to comply with the Policy.

B. The Club's Board of Directors shall maintain a record of other known potential Conflicts of Interest that may arise, or have arisen with Interested Persons not otherwise disclosed under Section A of this Article.

Article IV. Procedures for Addressing Conflicts of Interest

A. Loyalty to the Club. The Club must be careful in undertaking transactions with Interested Persons to ensure that the transaction is in the best interest of the Club and that the Interested Person is not receiving an improper private benefit. This may include, but is not limited to, those transactions involving Interested Persons with decision making authority in the Club.

B. Duty to Disclose and Recuse from Discussion and Vote. Interested Persons with decision making authority in the Club have a duty to disclose the existence of a potential Conflict of Interest in any proposed transaction or arrangement under consideration by the Club. After disclosure of the interest and all material facts related thereto by the Interested Person, including any initial questioning by the independent individuals on the board or committee, the Interested Person with the Conflict of Interest shall recuse himself or herself and is not permitted to participate in any discussion or vote, on the transaction or arrangement.