

# BYLAWS OF RC PHOTO CLUB, A NOT-FOR-PROFIT CORPORATION

## ARTICLE I ORGANIZATION

The name of the Organization shall be RC Photo Club. The Organization may at its pleasure by a vote of the membership body change its name.

## ARTICLE II MISSION STATEMENT

This Organization operates to provide a venue for photographers of all levels to enjoy and share their passion for photography within a not-for-profit organization, and to donate time and photographic talents to other non-profit organizations.

## ARTICLE III PURPOSES

This Organization will plan photography outings that members will attend and at which members will take photographs; will provide a means for members to share their photographs with other members of the Organization; will provide presentations and workshops for members to teach them various aspects of the photographic process; will provide opportunities for members to share their photographic talents with the membership; and will offer our members' time and talents as amateur photographers as a charitable donation to non-profit organizations and to the community. This Organization exclusively operates for educational and charitable purposes.

## ARTICLE IV MEMBERSHIP

Membership in this Organization shall be open to all who are interested in taking photographs, using film or digital cameras; those who may also use video cameras or cameras taking moving pictures; those who want to join a group of other photographers with similar interests; those who have cameras available to bring to all photo outings; those who want to attend photo outings and share their photographs with other members of the Organization at the meetings and/or on the internet, on the Organization website, and/or on other websites, and/or in the form of printed photographs. Members will be asked to donate their time and photographic talents for charitable activities.

## ARTICLE V MEETINGS

**Section 1. Annual Meetings.** The Annual Meeting of this Organization shall be held on the first meeting of November each and every year except if such day be a day when most Board Members are unable to meet; then and in that event, the Board Members of the Organization shall fix the day, but it shall not be more than six weeks from the date fixed by these Bylaws.

The Secretary shall cause to be mailed or emailed to every member in good standing at his address or email address as it appears in the membership database in this Organization a notice telling the time and place of such Annual Meeting and send each member a membership feedback survey.

At the Annual Meeting, the President shall summarize the activities of the Organization for the past year. Such summary shall include a report of the work of the Officers of the Board of Directors and the Committees during the past year.

The Treasurer shall present his/her report at the Annual Meeting.

**Section 2. Regular Meetings.** Regular Meetings of this Organization shall be held twice a month, on the first and third Thursday of each month. At his/her discretion, the President may cancel a meeting.

**Section 3. Special Meetings.** Special Meetings of this Organization may be called by the President when he deems it for the best interest of the Organization. Notices of such meeting shall be mailed or emailed to all members at their addresses or email addresses as they appear in the membership roll book at least five (5) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting, and by whom it was called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

**Section 4. Board of Directors Meetings.** The Board of Directors Meetings shall be held at least quarterly and will be scheduled by the President for the purpose of planning, preparing and discussing matters critical to the effective functioning of the Organization. The Secretary will notify all members of the Board of Directors by email at least five (5) days before the scheduled date of such meeting.

A quorum at all Board of Directors Meetings shall consist of a simple majority.

Board of Directors may remove any Director for failure to attend two (2) Board of Directors Meetings or three (3) Regular Membership Meetings in a given calendar year. Exceptions may only be approved by the President.

All members of the Organization shall be welcomed at meetings of the Board of Directors. Members other than Directors shall have no vote, but their opinions should be requested or volunteered on matters in which they are or have been involved. A time should be set aside at the end of the meeting for non-Board members to discuss or bring up matters not previously discussed.

## **ARTICLE VI VOTING**

At all meetings, all votes shall be by voice or by the raising of hands. At any Regular or Special Meeting, if a majority so requires, any question may be voted upon by voice. At the conclusion of such voting, the Secretary shall note the results of the voting in his/her Minutes.

## **ARTICLE VII BOARD OF DIRECTORS**

**Section 1. General.** The business of this Organization shall be governed by a Board of Directors, which shall have the powers of establishing certain policies, procedures, and practices for the Organization as set forth in these Bylaws, and for proposing and ratifying amendments to these Bylaws. Individual members (17 years of age and above) of the Organization, in good standing, shall have the right to hold any office.

At the time of the resignation of each of the current Officers of the Board of Directors, that Officer's vacancy will be filled by appointment by the President until the 1<sup>st</sup> of the year following the resignation; and upon which an election, by general membership by a simple majority vote, will be held before that January 1<sup>st</sup> date.

**Section 2. Composition.** The current Officers of the Board of Directors of the Organization shall be as follows:

President/Executive Director: Anthony Feliciano

Vice President: John Alexander

Secretary: Yvette Weilacker

Assistant Secretary: Yvonne Hicks

Treasurer: Denise Kochis

Member Services Officer: Frank Coffman

Official Photographer: Brian Strader

Member-at-Large: Lisa Royce

Member-at-Large: Annette Vela

The Board of Directors shall consist of nine (9) members: President, Vice President, Secretary, Assistant Secretary, Treasurer, Member Services Officer, Official Photographer, and two (2) Members-at-Large. These Officers together with the Immediate Past President shall constitute the Board of Directors.

**Section 3. Duties.** The roles of each Officer of the Board of Directors shall be as follows:

The President/Executive Director of the Organization shall direct and execute all decisions of or programs adopted by the Board of Directors, and shall act as the chief executive officer of the Organization.

He/she shall preside at all Regular membership meetings.

He/she shall by virtue of his office be Chairman of the Board of Directors.

He/she shall be present at each Annual Meeting of the Organization.

He/she shall appoint committees, temporary or permanent.

He/she shall see all books, reports, and certificates required by law are properly kept or filed.

He/she shall be one of the officers who may sign the checks or drafts of the Organization.

He/she shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President shall assume all of the duties of the President in his/her absence.

He/she may, in the event of the President's absence or disability, be designated to perform all duties of the President and, when so acting, the Vice-President shall have all the powers of the President and be subject to all the restrictions placed upon the President.

He/she shall perform such other duties as may be assigned to him/her by the Board of Directors or the President.

The Secretary shall keep minutes and records of the Organization in appropriate books.

It shall be his/her duty to file any certificate required by any statute, federal, or state.

He/she shall give and serve all notices to members of this Organization.

He/she shall be the official custodian of the records and seal of this Organization.

He/she shall keep a current list of members and their pertinent information.

He/she may be one of the officers required to sign the checks and drafts of the Organization.

He/she shall present to the membership at any meeting any communication addressed to her as Secretary of the organization.

He/she shall attend to all correspondence of the Organization and shall exercise all duties incident to the office of Secretary.

He/she shall have other responsibilities as the Board of Directors may prescribe.

The Assistant Secretary shall assist the Secretary in coordinating club events, which includes researching the details of each club activity, keeping a calendar of events, and reporting to the Secretary.

He/she shall in the absence of the Secretary or in the event of his/her death, inability or refusal to act, perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary.

He/she shall perform such other duties as may be assigned by the Secretary or the President.

The Treasurer shall have the care and custody of all monies belonging to the Organization and shall be solely responsible for such monies or securities of the Organization.

He/she shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$100,000.00 and the balance of the funds of the Organization shall be deposited in a savings bank except that all Officers may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state.

He/she must be one of the Officers who shall sign checks or drafts of the Organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

He/she shall render at Board of Directors Meetings a written account of the finances of the Organization, and such report shall be physically affixed to the minutes of the Officers of such meeting.

He/she shall exercise all duties incident to the office of Treasurer.

The Member Services Officer shall produce membership identification badges.

He/she shall maintain a current photo membership list for the Board of Directors.

He/she shall provide the Board of Directors with membership updates.

He/she shall acquire member recognition plaques, trophies, and certificates, as well as supplies for portrait volunteer activities as needed.

The Official Photographer shall take photographs during meetings and special events.

He/she shall assist the Member Services Officer in his/her duties.

Members-at-Large shall help with the setup before Regular and Special Meetings. They shall meet and greet members and visitors at Regular and Special Meetings, and direct them to check in. They shall clear the refreshments table immediately after the intermission. They shall process and set up photographs submitted by the membership in photo contests and displays as needed. They shall perform such other duties as may be assigned by the President.

**Section 4. Terms of Office.** Once elected, an Officer's term of office shall be for two (2) years and will begin on the January 1<sup>st</sup> following their election; and they shall be formally installed at the first Regular Meeting in the January following the election. All officers can be re-elected to the same post.

Upon the close of each administration, all Organization properties, papers, and keys in the possession of members of the retiring administration shall be surrendered to the incoming President or newly-elected Officers.

**Section 5. Vacancies.** If the office of President shall, for any reason, become vacant, the Vice President shall assume the duties of President.

If any office other than that of the President shall become vacant, it shall be filled by appointment of the President with the approval of the Board, but for a term no longer than the remainder of the fiscal year, at which time the office shall be filled by election procedures as outlined in these Bylaws.

**Section 6. Remuneration.** No officer shall for reason of his or her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a Director or Officer for receiving any compensation from the Organization for duties other than as a Director or Officer.

**Section 7. Conduct in Office.** All Officers and Board Members of the Organization shall conduct themselves, and direct the affairs of their office, in a manner consistent with the policies and procedures established in these Bylaws and shall perform the duties specified therein.

**Section 8. Termination of Board Members.** Final authority for the suspension and expulsion of Board Members of the Organization and for recall of Directors or Officers shall rest with the Board of Directors. Any Director or Officer may be removed from office by a simple majority vote of the Board of Directors present at a duly-called meeting, subject to the rights of the person sought to be removed, and present a defense, either in person or by an attorney of his/her choosing. After hearing all evidence presented, the Board of Directors shall make its decision, which shall be final. The person sought to be removed will be informed of the decision of the Board of Directors promptly after the decision is made, by the President or Vice President, as appropriate.

**Section 9. Board Reinstatement.** The Board of Directors shall have the right, upon reconsidering evidence or upon receipt of additional information, to reinstate any Board Member, Officer, or Director suspended or expelled from the Organization. A simple majority vote of the Board of Directors shall be necessary for such reinstatement. The President shall notify the individual of the Board of Directors' decision for reinstatement.

**Section 10. Conflict of Interest.** Any financial involvement in any Organization activity by any Officer, Board Member, or member of any committee with board-delegated powers, shall be in conformance with the Organization's Conflict of Interest Policy as stated in Article XVI of these Bylaws.

**Section 11. Limitation of Liability of Directors/Officers.** A member of the Board of Directors of the Organization shall have no liability to the Organization or its members for monetary damages for conduct as a Director or Officer resulting from the exercise of judgment or discretion in connection with his or her duties, as long as there is no willful or wanton conduct with the intention of causing harm, or shows indifference to, or conscious disregard for the safety of others or their property, or involves a knowing violation of law, or for any transaction from which the Director or Officer will personally receive a financial gain, to which the Director or Officer is not legally entitled, and the Directors/Officer shall receive the maximum protection afforded by law.

## **ARTICLE VIII SALARIES**

The Officers of the Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the Organization.

## **ARTICLE IX BANK ACCOUNTS**

The fiscal year is the calendar year. Organization funds shall be kept in one or more bank accounts recommended by the Treasurer and approved by the Board of Directors.

## **ARTICLE X DISSOLUTION**

If and when this organization ceases to be and is disbanded, the money left in the bank account shall be donated to another non-profit organization or charity.

## **ARTICLE XI DUES**

**Section 1. Annual Dues.** Each member of the Organization shall pay dues on an annual basis. The annual dues of this Organization shall be determined by the Board of Directors. For new members, a membership application must accompany the payment of dues, and these dues shall be paid on the date of their membership and on the anniversary of their original membership date. The membership dues are non-refundable if either the member or the Organization terminates membership for any reason.

**Section 2. Termination of Membership.** The Board of Directors of the Organization reserves the right, via a simple majority vote at an announced Board of Directors Meeting, to terminate any member for due cause. Due cause is defined as disruptive and/or inappropriate behavior that negatively impacts the purpose of the Organization.

Membership in the Organization shall terminate for non-payment of dues if not paid in full thirty (30) days after payment is due.

## **ARTICLE XII COMMITTEES**

The Chairpersons of all Committees of this Organization shall be appointed by the President, with the advice and consent of the Board of Directors.

All committee chairpersons and members serve at the pleasure of the President, and their appointed terms shall terminate with the President's term of office. Exceptions may be made for a committee where a short carry-over of a maximum of sixty (60) days will make for a smoother transition from one administration to the next.

Special Committees, with approval of the Board of Directors, may be appointed by the President as required. The assignments of Special Committees shall be made on an ad hoc basis for specific time frames.

## **ARTICLE XIII NOMINATION AND ELECTION OF OFFICERS**

A Nominating Committee, consisting of two (2) or more members of the Organization, shall be appointed each year by the President at the Board of Directors Meeting held at their first meeting in the third quarter. No member of this committee shall be an Officer of the Board of Directors, nor may they be nominated.

The Nominating Committee shall prepare a slate of candidates for office. It shall inform the Board of Directors of the nominees and shall report to the Organization at the first Regular Member Meeting in October. Nominations from the floor may be presented at this meeting by any member in good standing after the Nominating Committee's report is made. All candidates shall have given their consent to serve in the office for which they are nominated and shall require a "second."

The election of any Officers to the Board of Directors shall take place at the Annual Meeting of the Organization by voice vote. The term of office shall begin on the January 1<sup>st</sup> following the election. A written ballot shall be taken in the case of more than one nominee for the same office. Officers shall be elected by a majority vote of the members in good standing attending this Annual Meeting. The candidates receiving the highest number of votes for each office shall be declared elected. After tabulation of the votes by a representative of the Nominating Committee, the President shall announce the results.

In case of only one candidate per position, a motion of acclamation may be made and a vote taken by a show of hands instead of a ballot vote.

#### **ARTICLE XIV   DISCLAIMER**

For the effective operation of the Organization, in conducting all activities:

1. Each person participating in any Organization-sponsored event or competition does so of his/her own accord and at his/her own risk. The Organization and its elected officers and appointed chairs assume no responsibility for the personal safety of the participants or the safety of any equipment or photographs of those who do participate.
2. Participation is acknowledgement by those participating that they, individually, assume all risks involved and will not hold the Organization, its elected officers or appointed chairs responsible.

#### **ARTICLE XIV   ACTIVITIES OF THE CORPORATION**

No part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

#### **ARTICLE XVI   CONFLICT OF INTEREST**

**Section 1. Purpose.** The purpose of the conflict of interest policy is to protect this tax-exempt Organization's (RC Photo Club) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal governing conflict of interest applicable to non-profit and charitable purposes.

##### **Section 2. Definitions.**

###### **1. Interested Person**

Any Director, principal Officer, or member of a committee with governing board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

###### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Section 3. Procedures.**

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of the committees with governing board-delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such a belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 4. Records of Proceedings.** The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 5. Compensation.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Section 6. Annual Statements.** Each Director, principal Officer, and member of a committee with governing board-delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Section 7. Periodic Reviews.** To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Section 8. Use of Outside Experts.** When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE XVII AMENDMENT OF BYLAWS**

The Bylaws and amendments thereto shall constitute the basic rules and regulations of the Organization.

The Board of Directors may at any time propose amendments to these Bylaws by a simple majority vote at any duly-called meeting of the Board of Directors; and proposed amendments may be initiated by a petition signed by ten percent (10%) of the members. All proposed amendments to the Bylaws must be announced to the membership in advance at either a Regular or Special Meeting or in an email announcement, and shall be presented for approval to the members; and members not present may cast a vote by email following the procedures and time limitations as determined by the Board of Directors. These Bylaws may be altered, amended, repealed or added to by an affirmative vote not less than fifty (50) percent of the members.

The Board of Directors may at any time make an emergency amendment to these Bylaws without the simple majority vote of the members in order to comply with any mandated changes to any Federal, State, or Local laws. In the event of any emergency amendment to these Bylaws, the changes shall be announced with a full explanation as to why a change was necessary to the general membership at the next Regular Meeting.

These Bylaws and all amendments thereto shall be published on the Organization website or shall be furnished upon written request to the Board of Directors.

These Bylaws, from and after the date of their adoption, shall be the Bylaws of the Organization. Any and all Bylaws adopted prior to such date are hereby repealed.

Approved by the Membership:

\_\_\_\_\_

Date

President/Executive Director:

\_\_\_\_\_

Anthony Feliciano

\_\_\_\_\_

Date

Secretary:

\_\_\_\_\_

Yvette Weilacker

\_\_\_\_\_

Date

**BYLAWS OF RC PHOTO CLUB, A NOT-FOR-PROFIT CORPORATION**

**AMENDMENT 1**

Article and Title: Article X DISSOLUTION

Currently Reads As: "If and when this organization ceases to be and is disbanded, the money left in the bank account shall be donated to another non-profit organization or charity."

Proposed Amendment: Delete "donated to another non-profit organization or charity," and replace it with "disbursed according to the California Corporations Code."

Rationale: To conform to the provisions of the Restated Articles of Incorporation per the Secretary of State of California.

This emergency amendment to the Bylaws was approved by a majority vote of The Board of Directors.

President/Executive Director:

\_\_\_\_\_  
Anthony Feliciano

\_\_\_\_\_  
Date

Secretary:

\_\_\_\_\_  
Yvette Weilacker

\_\_\_\_\_  
Date

**BYLAWS OF RC PHOTO CLUB, A NOT-FOR-PROFIT CORPORATION**

**AMENDMENT 2A**

Article and Title: **Article VII BOARD OF DIRECTORS**

**Section 1** Currently Reads As: "General. The business of this Organization shall be governed by a Board of Directors, which shall have the powers of establishing certain policies, procedures, and practices for the Organization as set forth in these Bylaws, and for proposing and ratifying amendments to these Bylaws. Individual members (17 years of age and above) of the Organization, in good standing, shall have the right to hold any office.

At the time of the resignation of each of the current Officers of the Board of Directors, that Officer's vacancy will be filled by appointment by the President until the 1<sup>st</sup> of the year following the resignation; and upon which an election, by general membership by a simple majority vote, will be held before that January 1<sup>st</sup> date."

Proposed Amendment: The second paragraph should read as follows: "At the time of the resignation of any of the current Officers of the Board of Directors, that Officer's vacancy will be filled by appointment of the President until the end of that fiscal year or until the end of the next fiscal year if that vacancy occurs after the first Regular Member Meeting when nominations have already been announced. Vacancies will be filled by the election procedures as outlined in these Bylaws."

Article and Title: **Article VII BOARD OF DIRECTORS**

**Section 5** Currently Reads As: "Vacancies. If the office of President shall, for any reason, become vacant, the Vice President shall assume the duties of President.

If any office other than that of the President shall become vacant, it shall be filled by appointment of the President with the approval of the Board, but for a term no longer than the remainder of the fiscal year, at which time the office shall be filled by election procedures as outlined in these Bylaws."

Proposed Amendment: The second paragraph should read as follows: "If any office other than that of the President shall become vacant, it shall be filled by appointment of the President with the approval of the Board, but for a term no longer than the remainder of the fiscal year, at which time the office shall be filled by election procedures as outlined in these Bylaws. However, if a vacancy occurs after the first Regular Member Meeting in October when nominations are announced, the term will continue until the end of the next fiscal year."

Rationale: This amendment outlines the procedure in case an officer resigns after nominations have been announced for an election.

This emergency amendment to the Bylaws was approved by a majority vote of The Board of Directors.

President/Executive Director:

\_\_\_\_\_  
Anthony Feliciano

\_\_\_\_\_  
Date

Secretary:

\_\_\_\_\_  
Yvette Weilacker

\_\_\_\_\_  
Date

**BYLAWS OF RC PHOTO CLUB, A NOT-FOR-PROFIT CORPORATION**

**AMENDMENT 2B**

Article and Title: **Article XIII NOMINATION AND ELECTION OF OFFICERS**

Currently Reads As: "A Nominating Committee, consisting of two (2) or more members of the Organization, shall be appointed each year by the President at the Board of Directors Meeting held at their first meeting in the third quarter. No member of this committee shall be an Officer of the Board of Directors, nor may they be nominated.

The Nominating Committee shall prepare a slate of candidates for office. It shall inform the Board of Directors of the nominees and shall report to the Organization at the first Regular Member Meeting in October. Nominations from the floor may be presented at this meeting by any member in good standing after the Nominating Committee's report is made. All candidates shall have given their consent to serve in the office for which they are nominated and shall require a 'second.'

The election of any Officers to the Board of Directors shall take place at the Annual Meeting of the Organization by voice vote. The term of office shall begin on the January 1<sup>st</sup> following the election. A written ballot shall be taken in the case of more than one nominee for the same office. Officers shall be elected by a majority vote of the members in good standing attending this Annual Meeting. The candidates receiving the highest number of votes for each office shall be declared elected. After tabulation of the votes by a representative of the Nominating Committee, the President shall announce the results.

In case of only one candidate per position, a motion of acclamation may be made and a vote taken by a show of hands instead of a ballot vote."

Proposed Amendment: In the second paragraph, replace "first" with "second" to read as follows: "It shall inform the Board of Directors of the nominees and shall report to the Organization at the second Regular Member Meeting in October."

Rationale: It has become the general procedure of the Board to meet on the 2<sup>nd</sup> Thursday of the first month of each quarter. The change accommodates the Board's meeting schedule.

This emergency amendment to the Bylaws was approved by a majority vote of The Board of Directors.

President/Executive Director:

\_\_\_\_\_  
Anthony Feliciano

\_\_\_\_\_  
Date

Secretary:

\_\_\_\_\_  
Yvette Weilacker

\_\_\_\_\_  
Date