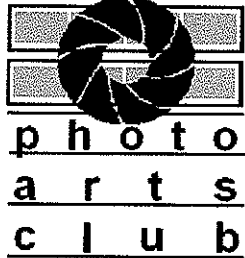


**Photo Arts Club  
of Toledo**

**Constitution & Bylaws  
Revised April 1, 2009**

[www.photoartscluboftoledo.com](http://www.photoartscluboftoledo.com)



**Associate member of  
Toledo Botanical Garden**

**Our goal and purpose is to  
provide educational opportunities  
to members and the public.**

# **Constitution**

## **Article I- Name**

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

## **Article II- Headquarters**

The headquarters of the organization is to be located at the Toledo Botanical Gardens in Toledo, Ohio

## **Article III-Objectives**

The purpose of the club is to educate, promote, and support photographic art to its members and the public. As an associate organization of the Toledo Botanical Garden, we assist in furthering their goals according to club capabilities.

## **Article IV-Membership**

Membership in this club shall be open to any person who is interested in photography, and will abide by it's Constitution and Bylaws. Only members whose dues are current shall be considered as voting members or allowed use of the club facilities. No person shall be denied membership with regard to race, color, religion, sex, national origin, age or handicapping conditions.

## **Article V-Board: Officers and Board Members**

The affairs of the club shall be managed by elected Officers and Board members, who shall execute all business that does not require action by the general membership. This Board shall consist of nine members, the President, Vice President, Secretary, Treasurer and four members 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**

All officers are elected in order to fulfill the purpose of the club in a fiscally, responsible manner.

### **President:**

Shall preside at general and Board meetings of the club. Reporting to the President will be the other Club Officers and Board Members and committee chairmen. The President will be approved to also sign checks.

Vice President:

Shall perform the President's duties in his/her absence. At least annually, and at the retirement of the Treasurer, will form a three-member committee to audit the procedures and results of the Treasurer. The audit committee report shall be submitted to the Board.

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 a 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 and at the Annual meeting.

Secretary:

Shall keep a full and accurate account of the club's activities by recording the minutes of the Board meeting and any meeting of the general membership where club business is conducted. Minutes shall be made available on request and a current file maintained for at least two years.

Article VII: Liability

No volunteer officer, board member, chairman, or member shall be personally liable to the organization or its members for any monetary damages for breach of the fiduciary duties; except that this provision shall not eliminate or limit the liability of officers, Board members, chairman, or member for any of the following reasons; a breach of the persons duty of loyalty to the organization or its members, 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 personal benefit, or an act or omission that is grossly negligent. No volunteer officer, board member, chairman or member or guest shall be liable to a member or guest as a result of accidental injury or loss of property while attending a meeting, workshop, field trip outing, picnic, etc.

Article VIII: Meetings

Regular meetings shall be held twice monthly and to be announced in the members newsletter. The first meeting in April shall be designated as the annual meeting and at which time the board for the incoming year shall assume office. Special meetings may be called by the president or the board and shall be called at the written request of twenty percent of the members and shall specify the purpose for which it is to be held. Notification shall be given to all members at least one week in advance of the

date of the special meeting. A quorum for any regular or special meeting of the club shall be not less than fifteen percent of the club members in good standing, including at least a majority of the board. A Board meeting shall be held at least once a month, officers and board member are expected to attend. Board meetings are open to general membership.

Article IX: Elections:

The election for officers and other members of the board shall be held during the first meeting of the month of March. The elected shall serve for a period of one year. The nominated members receiving the highest number of votes for each office shall become elected. In the event of a tie vote between two candidates for an office, the election shall be decided immediately with a second vote between the tied contestants. If such a vote results in another tie, a coin toss will determine the winner.

Article X: Nominations:

The nominating committee shall consist of three voting members. The committee shall be appointed by the president, with the approval of the other officers and board members at the second meeting in January. The nominating committee shall consider nominations for all officers and member positions of the board. All proposed nominees shall be asked as to their willingness to serve, and their consent obtained before their names are placed on the ballot. The nominating committee shall also serve as the election committee, and conduct the election in an orderly manner.

Article XI: Fiscal Year:

The fiscal year of the club shall run from April 1 to March 31

Article XII: Amendments:

Amendments to this Constitution may be made at any regular meeting by a two-third vote of the eligible voting members who are present, provided that such amendments have been presented to each voting member at least thirty days prior to the meeting at which final action is to be taken.

Article XIII: By Laws:

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

## **By Laws**

### **Article I-Membership**

Any person who is interested in photography may become a member of this club upon payment of the club dues and agreeing to abide by it's Constitution and Bylaws. The Board may establish certain minimum expectations for membership. Any member whose dues are in arrears for more than two months shall be dropped from the roster of members; two reminders will have been sent before this action is taken. Only those persons whose dues are current may use the Club facilities. Any member who knowingly abuses the facilities of the clubhouse, or violates the Constitution or Bylaws may be removed as a member after a review by the Board. No dues will be refunded for any reason, unless approved by the board.

### **Article II-Dues:**

The annual dues of the Club members shall be payable before the date of expiration in order to maintain Club member privileges. Dues shall be reviewed by the board annually as necessary and any changes shall be approved by a majority vote at a general meeting; this shall be published in the newsletter to all current members to arrive before that general meeting date. Current dues shall be published in the current membership brochure.

### **Article III-Club Property:**

Control and management of the Club property shall be vested in the Board who shall manage the property according to the laws of the State of Ohio. The Board shall not buy, sell or make alterations to the club property or in any way obligate the club if such transaction exceeds the sum of \$400.00, unless especially empowered to do so by a resolution of the membership. Only Photo Arts Club members shall be permitted to use the facilities of the clubhouse. The clubhouse shall not be used by individual members for their own commercial proposes. There shall be no use of the club facilities for nude photography or illegal acts. Access to facilities is controlled by combination lock, those combination is changed at unannounced intervals as agreed to by the Board, and must be obtained by making reservation in the designated manner noted in the member newsletter. Club members will abide by the "Rules or Use of Studio and it's Equipment, as set down by the group leader with approval of the Board. Rules shall be posted in the clubhouse. Members who have been dismissed or 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. Should the club cease to exist, all property on loan shall be returned to the donor. All other equipment, property, et cetera, not claimed shall be sold and

all funds remaining after payment of its obligations shall be donated to an organization as determined by the board of the Photo Arts Club of Toledo.

Article IV- Committee Function:

Committees shall be formed as needed to perform functions of purpose and provide programs of general and specified interests for its members.

Article V-

Expenditures up to \$50.00 require approval by a board member. Expenditures of \$50.00 to \$250.00 must have prior approval of the club president.

Expenditures between \$250.00 and \$400.00 must have prior approval by the board. Any additional or one time expenditure over \$400.00 must have prior approval by the membership.

Article VI-Reviewed By Laws

The By-Laws will be thoroughly reviewed biannually every two (2) years.

Article VII Voting on Changes

Changes deemed necessary will be by vote of the membership of PACT.  
Section D.

Article VIII Availability of Constitution & By Laws

The most recently revised Constitution & By-Laws will be available to the general membership when changes are voted upon, or upon request from any member in good standing by email or hard copy if member has no email address.

This revised Constitution and revised Bylaws approved by a majority of voting members present at a general meeting as required for adoption and witnessed by the following

1. *Steve J. Stalder* - President
2. *John J. Stalder* - Vice President
3. *Dora D. Gottschalk*, Treasurer
4. *Kennie Anderson*, Secretary

Date 4-1-2009

Photo Arts Club of Toledo

Toledo Botanical Garden

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Toledo, Ohio 43615