

# **Vistoso Photo Club Bylaws – Jan 1, 2024**

## **ARTICLE I NAME**

NAME: The name of this organization shall be the VISTOSO PHOTO CLUB. The club is a nonprofit organization.

## **ARTICLE II OBJECT**

OBJECT: The object of the Club shall be to promote the pleasures and enjoyment of photography within Sun City Oro Valley by permitting members to pool resources, share knowledge, and exchange experiences mutually beneficial to their photographic work; to provide opportunities for members to have their photographic work evaluated and exhibited; and to further acquaintance with local, state, and national groups that have similar interests.

**ARTICLE III AUTHORITY AND LIMITATIONS** The Club will operate as an instrumentality of Sun City Oro Valley Community Association, Inc., herein referred to as SCOV in compliance with its bylaws and regulations, but will not conduct business or obligate funds in the name of SCOV.

## **ARTICLE IV MEMBERSHIP**

Section 1. Membership is open to any person having a current SCOV membership card. No eligible person will be denied membership because of race, color, religion, national origin, or sexual orientation.

Section 2. All members shall be entitled to vote and to participate in all club events upon compliance with all adopted regulations. Results shall be decided by a majority of those voting

## **ARTICLE V OFFICERS**

Section 1. The Officers of the Club shall consist of the following: President, Vice President, Secretary, and Treasurer.

Section 2. All elected officers shall hold office for a term of one year and may not be elected to the same office for more than two consecutive terms. No member shall hold more than one office at a time.

## **ARTICLE VI NOMINATIONS AND ELECTIONS**

Section 1. By the 1st Wed in March, the Board shall appoint a Nominating Committee Chairman.

Section 2. By the 1st Wed in April, the slate of nominees will be presented to the members by electronic means.

Section 3. By the 2nd Wed in April, any additional write-in nominations (with the consent of the nominee) must be presented to the Nominating Committee.

Section 4. On the 2nd Wed of April, both nominated and write-in candidates for office will be announced by electronic means. If the candidates are unopposed, they may be elected by affirmation at the meeting of the 4th Wed in April, and no electronic vote will be required. If there is more than one candidate for an office, electronic voting will begin on the 2nd Wed of April.

Section 5. Voting will continue until the 3rd Wed in April at 5 PM local time.

Section 6. The votes will be counted by the Nomination Committee. A majority of those voting shall elect the new officers.

Section 7. The results will be disclosed by the 4th Wed in April.

## **ARTICLE VII GOVERNING BODY**

Section 1. The governing body of the Club is the Board of Directors, which consists of four elected officers and up to five Members-at-Large who are nominated and elected by the officers. The total number of Board members will remain an uneven number.

Section 2. It shall be the duty of the Board to conduct, manage, and control the affairs and business of the Club.

Section 3. The Board shall meet at the discretion of the President or, in the absence of the President, at the discretion of the Vice President.

Section 4. A majority of the members of the Board shall constitute a quorum.

Section 5. The Board shall, by appointment, fill any vacancy occurring in any office, other than the Presidency. Should the President resign or become unable to serve, the Vice president will automatically assume that office.

Section 6. All Board members, upon retiring from office, shall deliver all records, and other property belonging to the Club to their successor, or the Club President.

## **ARTICLE VIII DUTIES OF OFFICERS**

Section 1. **PRESIDENT:** The President shall be the chief administrator of the Club and shall preside over all meetings; shall be ex-officio a member of all committees, except the Nominating Committee; shall appoint, with Board approval, the Chairpersons of committees, and at the direction of Board, shall appoint special committees; In addition, the President shall schedule facilities usage with the Activities Director and sign any approved required contracts.

Section 2. **VICE PRESIDENT:** The Vice President shall assist the President and shall, in the absence of the President, perform the duties of that office.

Section 3. **SECRETARY:** The Secretary shall record the minutes of regular and special meetings of the Board; shall be in charge of all records of the Club, other than the Treasurer's; shall be responsible for correspondence as required by the members of the Board; and shall make available any reports required by SCOV. The Secretary's records shall be made available for review by any member in good standing. The Secretary's records shall be retained for three (3) years. Records will be maintained in both a paper and an electronic format.

Section 4. **TREASURER:** The Treasurer is the chief financial officer and shall be responsible for collecting the annual dues of the members and other monies; shall maintain a roster of club members; shall pay all bills owed by the Club; and shall present a financial report as required. The Treasurer's records shall be retained for seven (7) years. Records will be maintained in both a paper and an electronic format.

## **ARTICLE IX COMMITTEES**

Section 1. The President shall appoint Chairpersons, with Board approval, for committees deemed necessary by the Board.

Section 2. Members of each committee shall be appointed by the Chairperson.

## **ARTICLE X FISCAL AND FINANCE**

Section 1. The fiscal year shall be June 1 through May 31.

Section 2. The annual budget and dues will be set by the Board of Directors.

Section 3. An annual audit of the Treasurer's books shall be made by a committee of three appointed by the current president. The audit shall be made within 30 days of the end of the fiscal year with the results presented to the incoming President.

Section 4. The Treasurer shall create a proposed General Account Fund Budget for approval by the Board. The budget may be revised as needed during the year with the approval of the Board.

Section 5. Unbudgeted single expenditures in excess of \$100 shall not be made without the specific approval of the Board.

Section 6. Budgeted item payment checks of more than \$400 require two signatures.

Section 7. The Treasurer, President, Vice President, and, if necessary, a Member-at-Large shall be authorized to sign checks. No person shall sign a check made out to himself.

Section 8. No member of the club shall receive compensation for services rendered.

Section 9. Any funds received from Grant awards will be accounted for separately from the General Account Fund Annual Budget. Requests for Grants will be approved by the Board before submission.

Section 10. Donations, unless designated by the donor for a specific purpose, will be added to the general account fund.

## **ARTICLE XI MEETINGS**

Section 1. Scheduled meetings will be held per the Annual Calendar.

Section 2. Special meetings may be called at any time by the President, or by any three (3) members of the Board provided notice of such meeting has been given at least five (5) days prior to the day of such meeting.

Section 3. All meetings, unless otherwise designated, shall be held at SCOV facilities or by electronic means.

**ARTICLE XII PARLIAMENTARY AUTHORITY** Robert's Rules of Order shall be the authority on all questions of parliamentary law unless in conflict with these bylaws, SCOV or the laws of the state of Arizona.

## **ARTICLE XIII AMENDMENTS**

Section 1. These bylaws may be amended by a two-thirds vote of the members voting, provided written notice of the proposed amendments, or proposed new bylaws, has been distributed two weeks prior to the start of the voting.

Section 2. All proposed amendments to these bylaws are subject to final approval by SCOV.

## **ARTICLE XIV ELECTRONIC COMMUNICATIONS AND VOTING**

Section 1. Membership and Board communications may be by electronic means.

Section 2. All voting by the membership and Board may be by electronic means.

Section 3. Proxy voting is not allowed by either the membership or the Board.

## **ARTICLE XV – PRIVACY POLICY**

Section 1. Any photos entered into competition events, displayed in Catalina Vista, published on the web, or otherwise publicized by the club will be removed at the request of the photographer and/or individuals included in the photo.

Section 2. Photos that are salacious, political, embarrassing, or in poor taste in the opinion of the Board, may be rejected/removed by a vote of the Board.

Section 3. Photos, including those with identifiable individuals, may be used for competition purposes, put on display, published on our websites, and otherwise be publicized as art, but cannot be used for commercial purposes by the photo club.

Section 4. All images on the club websites are copyrighted and are the property of the individual photographer. No images on the websites are to be reproduced in any manner without the express consent of the photographer

### **ARTICLE XVI CLUB DECLARES HIATUS**

Section 1. In the event circumstances prevent the club from continuing in an active mode, the club will be placed on hiatus.

Section 2. All Board positions will be frozen until such time as the remaining membership votes to return the club to active status or dissolve the club.

### **ARTICLE XVII DISSOLUTION**

Section 1. Dissolution requires a vote of the membership, and the vote must be announced with two weeks' prior notice.

Section 2. Dissolution requires all outstanding debts to be satisfied. After all debts are satisfied, any remaining assets will be donated to SCOV clubs or a charitable organization.

### **ARTICLE XVIII ANNUAL CALENDAR OF EVENTS**

These dates may be changed as circumstances require

**June 1** - Fiscal Year Begins  
Audit begins

**June** - New Board meets to discuss dues, budget, task assignments  
Club on Summer Break

**June 30** - Audit results reported

**July** – Club on Summer Break

**Aug** – Club on summer break

**Sept** –  
4th Wed - Competition Meeting

**Oct** –  
2nd Wed - Program Meeting  
4th Wed - Competition Meeting

**Nov** –  
2nd Wed - Competition Meeting  
No Program Meeting due to Thanksgiving

**Dec** –  
2nd Wed - Competition Meeting  
No Program Meeting due to Christmas

**Jan** –  
2nd Wed - Program Meeting  
4th Wed - Competition Meeting

**Feb** –  
2nd Wed - Program Meeting  
4th Wed - Competition Meeting

**Mar** –  
1st Wed - Board to appoint Nominating Committee Chairperson  
2nd Wed - Program Meeting  
4th Wed - Competition Meeting

**Apr** –  
1st Wed - Initial slate of Nominees presented to the membership  
2nd Wed - Program Meeting  
2nd Wed - All Nominated and Write-In Candidates Announced  
2nd Wed - Electronic voting begins (if required)  
3rd Wed – Electronic Voting ends  
4th Wed - Election Results Announced

4th Wed - Competition Meeting

**May –**

2nd Wed – Final Meeting - Competition Annual Awards Meeting

May 31 – Fiscal Year Ends

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Adopted by Membership: (Date) 06 April 2001

Amended by Membership: (Date) 28 April 2004

Amended by Membership: (Date) 11 August 2010

Amended by Membership: (Date) 7 September, 2020

Adopted by Membership: (Date) 1 January, 2024