

BY-LAWS  
OF

HARRISBURG CAMERA CLUB  
(Revised January 27, 2009 – previously named Constitution)

ARTICLE I – NAME

1. The name of the Corporation shall be the Harrisburg Camera Club, Inc. (Club).

ARTICLE II –PURPOSE

1. The Club is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes:
  - (a) The Club shall be a medium for cooperative action in promoting the arts and sciences of photography and for furthering public education therein.
  - (b) The Club shall have the power to conduct any other lawful business for which Corporations may be incorporated under the Commonwealth of Pennsylvania Nonprofit Corporation Law; except that no part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Club 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. Notwithstanding any other provision of these articles, the Club shall not carry on any other activities not permitted to be carried on: (a) by a Corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law); or (b) by a Corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III – MEMBERSHIP

1. Membership shall be composed of persons whose dues are currently paid. A written statement of responsibility must be provided by the parent or guardian of any

prospective member under 18 years of age. A new membership will be considered approved unless denied by the Executive Committee at their next meeting, not less than one (1) week after application by the new member.

2. Membership is open to all regardless of color, age, sex, race, religion, or national origin.

3. The Club reserves the right to revoke any membership by the two-thirds vote of the members of the Executive Committee. Any member, upon revocation of membership, shall have the right to appeal to the Executive Committee within thirty (30) days of the said revocation. The Executive Committee may reject or accept the application, subject to such terms and conditions the Executive Committee deems appropriate.

4. A membership shall be for one (1) year, beginning October 1, and ending the following September 30. Membership fees shall be determined annually by the Executive Committee prior to the first meeting, and shall include categories such as: individual, additional family members and students.

5. Honorary or lifetime memberships may be awarded by the Executive Committee to persons who have made substantial contributions to the Club. Nominations may be made to the President by any member.

6. Honorary members will be awarded by the Executive Committee to persons who have made contributions of merit to the Club. Honorary members will be listed on the membership roll with the designation (H) after each member's name. Honorary membership will not include the privilege of voting, holding office, being a member of any committee or other privileges granted a member in good standing.

7. Life members may be awarded by the Executive Committee to persons who have made substantial contributions over the years to promote the activities of the Club. Life members will have all the privileges of members in good standing.

#### ARTICLE IV – OFFICERS

1. The officers of the Club shall be the President, Vice-President, Treasurer and Secretary. The President and Secretary shall be natural persons of full age; the Treasurer, however, may be a corporation, but if a natural person, shall be of full age. They shall hold their offices for a term of two years and shall have such authority and shall perform such duties as are provided by the By-laws.

2. The President or in his or her absence, the Vice President, shall preside at all meetings of the members of the Executive Committee.

3. The President shall be the chief executive officer of the Club. The President shall have general supervision over the activities and operations of the Club. . The president shall be EX-OFFICIO a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President. The President shall preside at all meetings of the Club, chair the Executive Committee, to appoint the chairpersons of the Standing and Special Committees and the editor of the Ground Glass.

4. The Vice President shall act in all cases for and as the President in the latter's absence, resignation or incapacity, and shall perform such other duties as may be required from time to time. The Vice President shall arrange for and preside over programs and conduct the Club-sponsored photography contests.

5. The Secretary shall attend all sessions of the Executive Committee and act as clerk thereof, and record all votes of the Club and minutes of all its transactions in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Executive Committee, and shall perform such other duties as may be prescribed by the Executive Committee or President, under whose supervision the Secretary shall be. The Secretary shall maintain a record of attendance, names of the visitors, and the names and standings of competition winners. A copy in the Ground Glass shall be sufficient to record the winners.

6. The Treasurer shall have custody of the Club's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club, and shall keep the moneys of the Club in a separate account to the credit of the Club as may be ordered by the Executive Committee, taking proper vouchers for such disbursements, and shall render to the President, at the regular meetings of the Executive Committee, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Club.

The Treasurer shall present at the first meeting of the new club year, a report, verified by the President and Treasurer, showing in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the Club as of the end of the fiscal year immediately proceeding the date of the report.
- (b) The principal changes in assets and liabilities including trust funds, during the year immediately proceeding the date of the report.
- (c) The revenue receipts of the Club, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Club.
- (d) The expenses or disbursements of the Club, for both general and restricted purposes, during the year immediately proceeding the date of the report,

including separate data with respect to each trust fund held by or for the Club.

The Treasurer shall receive and safely keep all funds of the Club. The Treasurer shall disburse funds up to a limit of \$50 to pay all bills on order of the President. Expenditures exceeding \$50 shall require authorization from the Executive Committee by a majority vote. The Treasurer shall keep membership records. Signature on checks shall be by the Treasurer, and in their absence, by the President. A review of the Treasurer's books covering the year prior to the election will be conducted by a committee appointed by Executive Committee for that purpose and shall not include members of the Executive Committee. The review will be held following elections, but prior to October 1<sup>st</sup> of the new membership year. The review committee will turn the Treasurer's books over to the newly installed Treasurer after the audit is complete. A copy of the current bylaws are available on the Harrisburg Camera Club web site. If a member does not have access to the web site, a copy of the current bylaws will be provided by the Treasurer upon payment of annual dues.

The Treasurer shall work with the Executive Committee in preparing and presenting the annual budget. The annual budget shall be presented for approval by the Executive Committee at the Executive Committee's meeting immediately prior to the first general membership meeting of the new club year.

#### Article V – Executive Committee

1. The Executive Committee shall consist of the Officers of the Club, immediate past-president, the chairpersons of the Standing Committees, and the Editor of the Ground Glass. The Executive Committee shall have full authority to conduct the business of the Club between meetings of the members.

2. The Executive Committee shall meet when called by the President or by the majority of the Committee members.

#### ARTICLE VI – QUORUM

1. At all business meetings of the members, at least 25% of the members in good standing shall constitute a quorum for the transaction of business. At all meetings of the Executive Committee or any other committee, a majority of the committee members shall represent a quorum for the transaction of business. When a quorum is present, a majority vote of those in attendance as well as those who voted via proxy will decide any questions brought before a membership or committee meeting. In the absence of a member, a signed, written proxy will be accepted as a valid vote and included in the quorum count.

## ARTICLE VII – VACANCIES

1. If one of the positions of the Executive Committee becomes vacant for any reason, the Executive Committee may choose a successor or successors, who shall hold office for the unexpired term in respect to which such vacancy occurred.

## ARTICLE VIII – BOOKS AND RECORDS

1. The Club shall keep an original or duplicate record of the proceedings of the Executive Committee, the original copy of its By-laws, including all amendments thereto to date, , and an original or duplicate membership register, giving the names of the members, and showing their respective addresses and the class and other details of the membership of each. The Club shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at the registered office of the Club in this Commonwealth.

## ARTICLE IX– STANDING COMMITTEES

1. Standing Committees of the club shall be as follows:

Publicity – Publications – It shall be the duty of the committee to publicize, through newspaper and other publicity media, the purposes and programs of the Club. In addition, it shall be the duty of this committee to publish the newsletter, determine the content of the club web site, and other publications helpful to the ongoing programs of the Club.

Fundraising – It shall be the duty of this committee to investigate and organize fundraising activities for the Club with a primary goal of supporting various community service programs along with maintaining the general welfare of the Club... the Clubs

Membership – It shall be the duty of this committee to recruit new members for the Club, welcome new members, and assure that all members are aware of Club activities and procedures. This committee should act as liaison between active members and the Executive Committee.

Exhibits – It shall be the duty of this committee to make arrangements and be responsible for Club Exhibits.

2. Special Committees shall be appointed as deemed necessary at any time by the President, Executive Committee, or by a vote of a quorum of the members. See Article VI defining a quorum.

## ARTICLE X – TRANSACTION OF BUSINESS

1. Whenever the lawful activities of the Club involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Club, and in no case shall be divided or distributed in any manner whatsoever among the officers or members of the Club.

## ARTICLE XI – ELECTION OF OFFICERS

1. If within the Club year any officer's terms are due to expire, the President shall appoint a Nominating Committee, no later than February, of each year. This committee shall announce nominations of all elected officers in the April issue of the Ground Glass, the Club publication.

2. All Officers shall be elected by vote of the members at the April meeting. The term of elected officers shall begin on June 1 following their election and shall serve for a term of two years.

3. Only members in good standing shall be eligible for election to office.

4. Should an officer resign or become incapacitated and unable to fulfill their duties during their term, the Executive Committee shall elect some member of the Club, who is in good standing, to assume the office until the next Annual election.

5. The President may be (re)nominated and (re)elected to serve no more than two (2) consecutive (2) year terms. All other offices may serve without restriction.

6. Any officer of the Club may resign at any time by giving written notice to the President or the Secretary of the Club. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein. The acceptance of such resignation shall not be necessary to make it effective.

## ARTICLE XII – PARLIAMENTARY AUTHORITY

1. Robert's Rules of Order shall be followed in all matters not covered by the By-laws.

## ARTICLE XIII – MEETINGS

1. Prior to September 30<sup>th</sup> of each year, the Executive Committee shall publish a schedule of not less than six regular meetings of the members in the months of September through May. The meetings shall include both competition and education.

The second Tuesday of the month shall be the preferred meeting date unless exceptions are made by the Executive Committee. In the event of cancellation of a meeting due to weather or other emergency, the Executive Committee may schedule a make-up meeting with sufficient notice to the membership. In addition to the regular meetings, the Executive Committee may schedule field trips or other activities as opportunities arise.

#### ARTICLE XIV – INDEMNIFICATION

1. The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Club) by reason of the fact that he or she is or was a representative of another Club, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Club, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonable believed into be in, or not opposed to, the best interests of the Club, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

2. The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Club to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Club, or is or was serving at the request of the Club as a representative of another Club, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonable incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonable believed to be in, or not opposed to, the best interests of the Club and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall be adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Club unless and only to the extent that the Court of Common Pleas of Dauphin County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Please or such other court shall deem proper.

3. Notwithstanding any contrary provision of the articles or these by-laws, to the extent that a representative of the Club has been successfully on the merits or otherwise in defense of any action, suit or proceeding referred to in either 1 or 2 above,

he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith.

4. Unless ordered by a court, any indemnification under 1 or 2 above shall be made by the Club only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- (a) By the Executive Committee by a majority vote of a quorum consisting of officers who were not parties to such action, suit or proceeding, or
- (b) If such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum or disinterested Executive Committee members so directs, by independent legal counsel in a written opinion.

5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Club in advance of the final disposition of such action, suit or proceeding as authorized by the Executive Committee in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Club as authorized in the paragraphs above.

6. Each such indemnity may continue as to a person who has ceased to be a representative of the Club and may inure to the benefits of the heirs, executors and administrators of such person.

7. The Club shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, employee or agent of the Club or is or was serving at the request of the Club as an officer, employee or agent of another Club, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Club would otherwise have the power to indemnify such person against such liability.

8. Each person who shall act as an authorized representative of the Club shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

#### ARTICLE XV – NON-LIABILITY

1. A member of the Executive Committee of the Club shall stand in a care fiduciary relation to the Club and shall perform his or her duties, in good faith, in a manner he or she reasonably believes to be in the best interests of the Club, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing such

duties, an Executive Committee member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

(1) One or more officers of the Club whom the Executive Committee member reasonably believes to be reliable and competent in the matters presented.

(2) Counsel, public accountants or other persons as to matters which the Executive Committee member reasonably believes to be within the professional or expert competence of such person.

An Executive Committee member shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

In discharging the duties of their respective positions, the Executive Committee and officers may, in considering the best interest of the Club, consider the effects of any action upon suppliers and customers of the Club and upon committees in which officers or other establishments of the Club are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as an Executive Committee member or any failure to take any action shall be presumed to be in the best interests of the Club.

An Executive Committee member of the Club shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(1) The Executive Committee member has breached or failed to perform the duties of his office; and

(2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this section shall not apply to:

(1) The responsibility or liability of a Executive Committee member pursuant to any criminal statute; or

(2) The liability of an Executive Committee member for the payment of taxes pursuant to local, State or Federal law.

## ARTICLE XVI – AMENDMENTS

1. By-laws may be amended or repealed in whole or in part at any regular or special meeting of the members, at which the quorum required by Article V is present, by vote in favor of such action of not less than a majority of the members present and entitled to vote, providing the proposed changes shall have been submitted in writing to a previous meeting of the Executive Committee and notice of the substance or character of the proposed change shall have been given in the notice of such member business meeting.

## ARTICLE XVII – DISSOLUTION

1. Upon the dissolution of the Club, the Executive Committee shall, after paying or making provision for the payment of all the liabilities of the Club, dispose of all of the assets of the Club exclusively for the purposes of the Club in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall determine. Any such assets not so disposed shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Club is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

2. The Club has determined that in the event of the dissolution of the Club, that all financial assets, after payment of all outstanding debts, shall be donated to the Scholarship Fund of the Photographic Society of America (PSA). PSA is an exempt organization under Section 501 (c) (3).

3. Should the Scholarship Fund of the Photographic Society of America (PSA) no longer be in existence, no longer be accepting charitable contributions, or should it no longer fall under the provisions of item 1 of this Article, The Executive Committee shall find a similar organization that falls under the provisions of item 1 of this Article.