

Toronto Digital Photography Club

CONSTITUTION

1 Established in 1947, the Toronto Digital Photography Club is one of Canada's premier photographic clubs devoted exclusively to the art and science of photography.

This version of the Constitution is effective as of December 15, 2009

1. NAME

The name of the organization shall be TORONTO DIGITAL PHOTOGRAPHY CLUB (TDPC). The organization was formerly known as TORONTO GUILD FOR PHOTOGRAPHIC ART (TGPA).

2. MEMBERSHIP

a) Regular Member: Any person interested in the art or science of photography may become a Regular Member upon payment of the prescribed fee, unless denied by the Board of Directors. A Regular Member has full access to all TDPC activities, including the right to vote and to hold office.

b) Associate Member: Any person interested in the art or science of photography, and who lives outside the Greater Toronto Area (GTA) may become an Associate Member upon payment of the prescribed fee, unless denied by the Board of Directors. Associate Members shall have all the privileges of Regular Members except the right to vote, hold office, and attend more than three regular meetings per year

c) Student Member: Any full-time student interested in the art or science of photography may become a Student Member upon payment of the prescribed fee, unless denied by the Board of Directors. Student Members shall have all the privileges of Regular Members, including the right to hold office unless they are younger than 18 years of age.

d) Honorary Life Member: This distinction may be bestowed upon any person who has made an outstanding contribution to the TDPC and to the art or science of photography. Honorary Life Membership is the highest honour that the TDPC can bestow on a Member. An Honorary Life Member shall have all the privileges of a Regular Member but will not be expected to pay the annual Membership fees.

One or more Regular and/or Honorary Life Members may submit a written application to sponsor a candidate for an Honorary Life Membership. The Board shall give careful consideration to all applications. All nominations shall be considered private and confidential and shall be reviewed by the Board once annually. Length of Membership and duration of service to the TDPC over and above the normal functions of TDPC activities must be given careful consideration.

To be considered for Honorary Life Membership the Member must have:

- i) earned the Three Diamond Pin;
- ii) participated in the TDPC's normal activities during the period, including holding office;
- iii) provided extensive extra services to the TDPC (i.e. teaching, lecturing, conducting workshops, judging, leading group activities, etc.);
- iv) provided extensive photographic services to other Clubs and organizations;
- v) generally promoted the art and science of photography; and
- vi) achieved photographic distinction nationally and/or internationally

Approval of an application for Honorary Life Membership shall require the affirmative vote of a simple majority of the Board of Directors and shall be announced at an Annual Awards Night.

e) Voting Members means Regular, Student and Honorary Life Members.

3. FEES

a) The annual fees shall be determined from time to time by the Voting Members at a General Meeting upon the recommendation of the Board of Directors.

b) Annual fees are payable by October 1st of each year.

c) Notice of any proposed change in fees shall be given to the Voting Members in writing at least two meetings prior to the vote.

4. BOARD OF DIRECTORS

a) A Board of Directors consisting of nine Directors plus the Immediate Past-President, if applicable, shall administer the affairs of the TDPC. The term of office of the Directors of the Board shall be three years starting no later than one month following the Annual General Meeting.

b) No Director shall serve more than two consecutive full terms.

c) The Immediate Past-President shall continue as a Director with voting privileges until the later of:

- 1) the expiry of the Past-President's three-year term, or
- 2) replacement by a new Past-President.

d) If a vacancy occurs on the Board, the remaining Directors, so long as a quorum of the Board remains in office, shall have the power to appoint a Director to fill the vacancy for the remainder of the current club year. He or she may subsequently be nominated for a full term on the Board of Directors to begin the following year.

e) A simple majority of the Directors of the Board shall constitute a quorum at any meeting of the Board of Directors.

f) A quorum shall never be less than three Directors.

g) Meetings of the Board of Directors may be called by the President, the Vice-President, or by a quorum of the Board of Directors. All Directors must be given reasonable notice of upcoming meetings.

5. OFFICERS

The Officers of the Club are Directors elected by the Directors to the positions of President, Vice-President Secretary and Treasurer. This vote happens at a Board meeting convened directly after the Annual General Meeting. The term of office for all Officers shall be for one year starting no later than one month following the Annual General Meeting. Their duties shall be as follows:

a) President

The President, in order to qualify for office, must be a member of the Board of Directors. The President together with the other Officers shall provide the general supervision of the affairs of the TDPC, subject to the approval of the Board of Directors,. The President shall normally act as Chairperson at all meetings of the TDPC and of the Board of Directors. The President shall also be an ex-officio member of all standing and special committees. No Director shall serve as President for more than three consecutive one-year terms.

b) Vice-President

The Vice-President shall, in the absence of or at the request of the President, preside at meetings of the TDPC or of the Board of Directors. The Vice-President shall chair the Nominating Committee if possible and also be responsible for review and development of the Constitution. In addition, the Vice-President shall perform such other tasks and duties as may be delegated from time to time by the President or by the Board of Directors.

c) Secretary

The Secretary shall keep the minutes of the business proceedings of the Club. In addition, the Secretary shall hold any contracts between the Club and outside organizations. The official version of the Constitution and Rules and Regulations is to be maintained by the Secretary in both hard and soft copy. The Secretary will also hold records of the Directors' terms of office and perform such other duties pertaining to the office as the Board of Directors may require.

d) Treasurer

The Treasurer shall collect all monies, keep all records necessary for the presentation of financial statements and make all payments authorized by the Board of Directors. The Treasurer is also responsible for maintaining the Club's bank account and arranging for the relevant new Officers to become signing authorities. Any two of the following officers shall sign all cheques: the

President, Vice-President, the Treasurer, and the Secretary. The Treasurer shall present a budget for the current fiscal year to the Board before the end of the current fiscal year.

e) **Director**

Directors have a responsibility to provide direction and leadership for the club. They are to attend and participate in meetings of the Board of Directors, act responsibly and present a positive image of the club at meetings and other events where they are representing the club, and agree to perform other duties as assigned by the Board based on their skills and available time.

f) If a vacancy occurs among the Officers, the Directors of the Board shall have the power to appoint an Officer to fill the vacancy for the remainder of the current camera club year.

6. COMMITTEES

a) Standing Committees shall be appointed each year at the discretion of the Board of Directors. Each committee shall consist of a Chairperson and such other Members as the Chairperson may select.

b) Special Committees shall be appointed from time to time at the discretion of the Board of Directors. Each committee shall consist of a Chairperson and such other Members as the Chairperson may select

c) The Nominating Committee shall advise the Board and take approved actions on Board succession and development, including recruitment, orientation, training and progression among Board positions. In addition, the Nominating Committee will also be responsible for recruitment of Chairpersons where necessary.

The Nominating Committee shall be set up each year by the end of October and will consist of the Vice-President, the Past President and at least two Directors. Where possible it shall be chaired by the Vice-President. The Chairperson shall choose the remaining members of the Committee.

The Nominating Committee shall nominate all the Officers for the coming year and enough Directors to fill the vacancies created by resignation or by expiration of the term of office of existing Directors. The consent of the nominees to accept the positions for which they are nominated must be secured by the Nominating Committee. Any two Regular Members in good standing and/or Honorary Life Members may make additional nominations. Such nominations shall be forwarded in writing (including by e-mail) to the Committee Chairperson. The names of all persons nominated shall be presented to the Board at least three weeks prior to the Annual General Meeting and to the Membership at the regular TDPC meeting prior to the Annual General Meeting. In addition, nominations may be received from the floor at the Annual General Meeting. Voting if necessary shall be by written ballot at the Annual General Meeting.

7. FINANCIAL REVIEW

Each fiscal year, the Board recommends a qualified accountant for the approval of the Voting Members. The accountant reviews the accounts of the TDPC and submits a certified report to the Members no later than the third meeting in the fall of each year.

8. PAST PRESIDENTS' ADVISORY COUNCIL

There shall be an Advisory Council composed of all available past Presidents of the TDPC who are Voting Members. The Advisory Council may convene from time to time as called on by the President, two past Presidents who are current Members, or three Directors, to discuss with the President or the Board of Directors, any issue affecting the interests of the TDPC. The advice of the Advisory Council is for assistance and guidance only.

9. FISCAL YEAR

The fiscal year of the TDPC shall end on the 30th day of June in each year.

10. GENERAL MEETINGS

a) The Annual General Meeting of the TDPC shall be held each year in April for the following purposes:

- Election of the Board of Directors,
- Appointment of the accountant and
- Transaction of such other business as may properly come before the meeting.

b) The President or Vice-President or the Board of Directors may call a special meeting of Voting Members at any time provided that thirty days written notice is given.

c) Not less than twenty Voting Members of the TDPC may at any time, petition the Board of Directors in writing to hold a special meeting for the purpose of dealing with specified business. The Board of Directors shall call such special meeting within thirty days of the receipt of the petition. In the event that the Board of Directors does not call the special meeting within the said period of thirty days, the Voting Members signing the petition may themselves call such a meeting.

d) A quorum of twenty Voting Members is required at any general or special meeting at which business is transacted.

11. RESERVE FUNDS

There shall be a Reserve Fund established each year by resolution of the Board of Directors. The capital shall be invested at the discretion of the Board of Directors. Withdrawals may be made from the Reserve Fund for any purpose on an affirmative vote of a simple majority of the Board of Directors. Full details of all such withdrawals shall be provided to the membership following the authorization of the withdrawal.

12. AMENDMENTS

The Constitution may be amended by a two-thirds affirmative vote of the Voting Members present and voting at any general meeting of the TDPC. Notice of the proposed amendment shall be given in writing (including by e-mail) to the Membership no later than 14 days prior to the date of the meeting at which the amendment is to be considered.

13. RULES AND REGULATIONS

The Board shall issue and amend Rules and Regulations as deemed appropriate for the operation of the Club.

14. EFFECTIVE DATE

This Constitution shall become effective immediately upon its adoption by the Voting Members and all prior Constitutions shall be revoked as of such date.