

THE NEW ENGLAND CAMERA CLUB COUNCIL, INCORPORATED

CONSTITUTION AND BY-LAWS

ARTICLE I NAME

The organization shall be known as The New England Camera Club Council, Incorporated, organized under the non-stock corporation laws of the Commonwealth of Massachusetts.

ARTICLE II OBJECT

The object of the Corporation is (i) to promote beneficial relationships among Camera Clubs in New England and to assist member Clubs and individuals in the conduct of their photographic activities, (ii) to supplement and coordinate the scientific and educational efforts of Camera Clubs in New England relating to the art and science of photography, (iii) to provide instruction in the use of camera equipment and in photographic techniques, (iv) to disseminate new scientific and technical information in the field of photography, (v) to maintain a fund or funds and to apply any part or all of the income therefrom to the education of a student or students in aspects of photography and (vi) to operate for other exclusively charitable, scientific, literary or educational purposes.

ARTICLE III OFFICERS

The Officers shall be: a President, a Chairman of the Board, a Secretary, a Treasurer, a Clerk (who shall be a resident of Massachusetts), and thirty-five (35) Vice-Presidents. The number of Vice-Presidents may be less than thirty-five (35), if so determined at the election of Officers pursuant to Article VII, provided, however, that each of the six New England states is represented by at least one Officer. These Officers are elected annually to a one-year term of duty. The elected Officers, plus the Honorary Life Vice-Presidents (see Article IX), shall constitute the Executive Board of the Council. The Executive Board shall transact such business and make such rules as are necessary for the proper conduct of the Council's activities. Every elected Officer must be a member of a member Club (see Article IV) of the Council. Elected Officers should attend all meetings of the Council.

ARTICLE IV MEMBERS

Any non-stock, non-profit Camera Club within the six New England states is eligible for membership in the Council, and shall become a member upon payment of annual dues.

ARTICLE V MEETINGS AND QUORUM

Meetings of the Executive Board shall be held during the year upon the call of the President, at a location convenient for the majority of the Officers to attend. The presence of two-thirds (2/3) of the elected members of the Executive Board shall constitute a quorum for the conduct of business. On any motion, a two-thirds (2/3) affirmative vote of those present shall be required for passage.

ARTICLE VI DUTIES OF OFFICERS

President: The President shall preside at all meetings of the Executive Board, shall appoint all committees as required and shall direct the work of the Council and its Executive Board, as set forth in these By-Laws.

Chairman of the Board: The immediate past President shall hold the office of Chairman of the Board, and in the absence or incapacity of the President shall exercise the powers and discharge the duties of the President.

Secretary: The Secretary shall record the minutes of all Executive Board meetings and provide such minutes to members of the Executive Board in advance of the next Board meeting.

Treasurer: The Treasurer shall ensure that annual dues statements are mailed to the member Clubs. He or she shall record the dues received, collect and disburse all funds of the Council, file tax and other returns as required by State and Federal agencies, and shall be custodian of all money, contracts, leases and other intangible property of the Council. The Treasurer shall keep full and accurate books of account and shall make a written report of the Council's financial condition to the Executive Board at least once a year. The books of account and records shall be audited annually by an auditor appointed by the President.

Clerk: The Clerk shall sign and attend to the filing of the annual report of the Council with the proper official of the Commonwealth of Massachusetts.

Vice-Presidents: Vice-Presidents shall work on committees as assigned by the President, and perform other duties needed in support of Council activities and the Executive Board.

**ARTICLE VII
ANNUAL MEETING, ELECTIONS AND APPOINTMENTS**

An Annual Meeting for the election of Officers and the transaction of all other business that may properly come before the meeting shall be held at a time and place to be designated by the President, who shall provide timely notice of the Meeting (see Article VIII) to the member Clubs. Each member Club, by its representative present, and each member of the Executive Board shall be entitled to one vote on all matters to come before the meeting. A member of the Executive Board who also serves as a Club representative shall be entitled to one vote only.

In the event of a vacancy in any office between elections, however caused, the office may be filled by the President subject to the concurrence of not less than two-thirds (2/3) of the Executive Board.

**ARTICLE VIII
NOMINATION OF OFFICERS**

At least three months before the Annual Meeting, the President shall appoint a nominating committee of at least three members of the Executive Board; this committee shall present at the Annual Meeting a slate of Officers for the coming year. Other nominations may be made in writing to the Secretary, not less than thirty (30) days prior to the meeting, by persons who are members of member Camera Clubs, provided however that any such nomination is endorsed by the current officers of the member Camera Club and its NECCC Representative. Notification of the Annual Meeting, the slate of Officers and the procedure for making additional nominations shall be provided to member Clubs at least 45 days prior to the Meeting.

**ARTICLE IX
HONORS**

To properly recognize and honor those people who render exceptional service to photography in New England and to the New England Camera Club Council, the following honors may be awarded: Honorary Member (HonNEC), Master Member (MNEC), Associate Member (ANEC) and Honorary Vice President (no letter designation). For this purpose, an Honors Committee shall be appointed annually by the President to review and to recommend candidates to the Executive Board. The Honors Committee shall establish and communicate to the member Clubs requirements, standards and guidelines for the conferring of such honors, subject to the approval of the Executive Board.

The Honors Committee shall consist of three members, each serving for a three year term, the final year as Chairman of the Committee. Each year the President shall appoint a new member to the Committee. The retiring Council President shall be appointed to the Committee in the year of his/her retirement. In other years appointments shall be made by the President from the members of the Executive Board.

Candidates for Honorary Member and Master Member must be members of a member Club. In any calendar year, limits on the number of candidates honored shall be set as follows:

Honorary Member - no more than two
Master Member - no more than five
Associate Member - no more than two
Honorary Vice President - no more than two

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The highest honor the Council can award shall be that of Honorary Life Vice President. The number of such Honorary Life Vice Presidents shall be no more than ten at any given time. Honorary Life Vice Presidents shall be members of the Executive Board, with full voting rights. To be eligible, a candidate must have provided continuing, distinguished service as an elected Officer of the Council for a period of at least fifteen (15) years. Nomination for this honor shall be made, in writing, to the President, with full documentation of the nominee's service. The President shall present such nomination to the Executive Board at its next regularly scheduled meeting. Voting shall be by written ballot at the following regular meeting (excluding the Annual Meeting) of the Board. A three-fourths (3/4) vote of the Executive Board shall be necessary to confirm the nomination.

**ARTICLE X
DUES**

The Executive Board shall from time to time fix and establish the annual dues to be paid by the member Clubs.

**ARTICLE XI
AMENDMENTS**

Amendments to these By-Laws may be proposed at any time by an Officer and will be adopted by affirmative vote of two-thirds (2/3) of the Executive Board at a meeting following the meeting of the Executive Board at which, or with respect to which, notice of the proposed change was given.

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and Members of the NECCC
Executive Board, August 2011