

# BYLAWS OF THE PRAIRIE REGION OF PHOTOGRAPHIC ARTS, INC.

June 2021

## I. NAME AND HEAD OFFICE

1.1 **Name.** The name of the corporation is “Prairie Region of Photographic Arts, Inc.”, hereafter known as PRPA.

1.2 **Head Office.** The head office and mailing address of PRPA shall be 314 Main Street, Box 1120, Rosetown Saskatchewan Canada S0L 2V0.

## II. MISSION STATEMENT AND OBJECTIVES

2.1 **Mission Statement.** Prairie photographers sharing photographic experiences.

2.2 **Objectives.** The objectives of PRPA are:

- a) to promote the art and science of photography; and
- b) to promote the sharing of ideas and experiences relating to photography

## III. MEMBERSHIP

3.1 **Membership Classes.** There are two classes of membership in PRPA: Individual Membership and Club Membership.

3.2 **Individual Membership.** Individual Membership is open to any current or former resident of the provinces of Alberta, Saskatchewan and Manitoba interested in furthering the objectives of PRPA upon payment of dues as prescribed in these bylaws.

3.3 **Club Membership.** Membership is open to any camera club operating in the Canadian Prairies – Alberta, Saskatchewan and Manitoba – upon payment of dues as prescribed in these bylaws. A camera club upon taking out a club membership in PRPA becomes a Member Club of PRPA and the members of that club become Club Members of PRPA. Club Members can become an Individual Member of PRPA by applying and paying the individual membership dues.

3.4 **Membership Dues.** Membership dues shall be set by the Board of Directors at the Spring Board Meeting.

3.5 **Membership Year.** The membership year for both Individual Membership and Club Membership of PRPA shall be the 12 months from July 1 to June 30.

3.6 **Grace Period.** A grace period is provided for both Individual and Club Membership to October 31 during which time a person or club who was a member in the previous year is considered to be a member in good standing. On November 1 such persons or clubs are removed from the membership list until payment is received.

**3.7 Rights of Individual Membership.** Individual Members are eligible to enter all PRPA competitions, including the club competitions provided they are a member of a Member Club. Individual Members may participate in the Print Circuit and may receive the PRPA newsletter Prairie Focus by mail or email. Individual Members hold one vote at the AGM and at any Special Membership Meeting.

**3.8 Rights of Club Membership.** Photography clubs with Club Membership are eligible to enter the club competitions. All members of Member Clubs are eligible to submit photographs for their club competition entry and all are eligible to enter the “Hand of Man” competition. All members of Member Clubs shall receive the PRPA newsletter Prairie Focus by email.

**3.9 Club Representatives.** Each Member Club of PRPA shall appoint a member of their club as the Club Representative. Club Representatives may attend, speak, make and second motions, and vote at any meeting of the PRPA Board of Directors. A Club Representative is strongly encouraged to be an Individual Member of PRPA.

**3.10 Termination of Membership.** The membership of any Individual Member shall terminate on any of the following occurrences:

- a) the resignation of the member in writing or by electronic mail to any Director of PRPA;
- b) failure to pay membership dues by the end of the grace period;
- c) determination by the membership by a three-quarter (3/4) vote at a regular or special membership meeting that the member has failed to adhere to the objectives of PRPA in a substantial way and is a detriment to the objectives of PRPA.

#### IV. OFFICERS AND EXECUTIVE COMMITTEE

**4.1 Officers.** The officers shall be: Chair, Immediate Past Chair, Vice Chair, Secretary and Treasurer. These five officers are the Executive Directors.

**4.2 Qualifications.** An officer must be an Individual Member of PRPA.

**4.3 Nominations and Elections.** The Immediate Past Chair is responsible for selecting at least one candidate for each office prior to the AGM. The Immediate Past Chair will chair the election portion of the AGM. A list of candidates shall be included in the agenda circulated prior to the AGM. Nominations may also be accepted from the floor.

**4.4 Election and Term of Office.** The officers are elected at the AGM for one (1) year term. If there is more than one candidate for an office, a vote is taken by ballot. Officers are elected for a term of one year beginning immediately following the meeting at which they are elected. If no nominees are found, or if no one is elected, the current officer remains in office until one is found and elected.

**4.5 Limitations.** No person may serve in the same office for more than three consecutive years with the exception of the Treasurer who may serve for six one-year terms. No person may hold more than one executive office at a time.

**4.6 Executive Committee.** The elected officers make up the Executive Committee which is authorized to make any necessary decisions between meetings of the board. A meeting of the Executive Committee is called by the Chair and may be held in person or by electronic means. A quorum of four (4) is required for the Executive Committee and a majority vote is required to pass a motion.

4.7 **Removal from Office.** The office of an Executive Director may be vacated if:

- a) the officer delivers a written resignation to the secretary;
- b) at an annual or special membership meeting of the PRPA a resolution is passed by a three-quarter (3/4) vote of the voting members present that the officer be removed from office for just cause;
- c) the officer is unable to fulfil the duties of the office because of ill health or death.

4.8 **Vacancies.** If there is a vacancy in the office of Chair, the Vice Chair shall become Chair and the position of Vice Chair shall be filled at the next board meeting. A vacancy in any other position shall be filled by the Executive Committee or by the Board at the next board meeting. Officers appointed in this manner shall hold office until the next AGM.

## V. DUTIES OF OFFICERS

5.1 **Chair.** The Chair shall be the Chief Executive Officer and an ex officio member of all committees. He/she shall preside at all board, general and special meetings. He/she shall have the general and active management of the affairs of PRPA and shall see that all orders and resolutions of the board are carried out.

5.2 **Vice Chair.** The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair.

5.3 **Secretary.** The Secretary shall be responsible for keeping the minutes, sending out required notices of meetings, and perform other duties as may from time to time be prescribed by the Board or Chair. He/she shall be the custodian of the seal of the society under direction of the Board.

5.4 **Treasurer.** The Treasurer shall have the custody of the funds and securities of the PRPA and shall keep full and accurate accounts of all assets, receipts, liabilities and disbursements in the books of the PRPA. He/she shall deposit all monies, securities and other valuable effects in the name and to the credit of PRPA in a chartered bank or credit union as may be designated by the Board, and shall disburse the funds as directed by the Board. He/she shall provide to the Chair and other directors at regular board meetings, or whenever required, an accounting of all the transactions and a statement of the financial position of PRPA. He/she shall also perform such other duties as may from time to time be prescribed by the Board.

5.5 **Immediate Past Chair.** The Immediate Past Chair shall remain an Executive Director and a member of the Executive Committee until replaced by the current Chair. The objective of this position is to provide continuity to the Executive Committee and the Board. One duty shall be to act as Nominations Coordinator (see 4.3).

## VI. COORDINATOR POSITIONS AND COMMITTEES

6.1 **Coordinator Positions.** There are several special positions on the Board of Directors which include, but are not limited to: Membership Coordinator, Competitions Coordinator, Print Circuit Coordinator, Digital Circuits Coordinator, Bylaws Coordinator, Newsletter Editor, Webmaster, and Archivist. Members elected to these positions must be Individual Members of the PRPA. They are elected for a one year

term with no limit on the number of consecutive terms they may serve. These positions are directed by the Board and report to the Board at Board Meetings and to the membership at the AGM. A vacancy in any of these positions may be filled by the Executive Committee or by the Board at the next board meeting. Directors thus appointed shall hold office until the next AGM.

**6.2 Membership Coordinator.** The Membership Coordinator is responsible for accepting membership registrations, forwarding registration fees to the Treasurer, keeping an accurate up to date membership list of names and contact information of members, and sharing the list with the Directors of PRPA.

**6.3 Competitions Coordinator.** The Competitions Coordinator oversees all aspects of the annual competitions hosted by PRPA. New competitions and major changes to existing competitions shall be approved at a Board Meeting before taking effect.

**6.4 Print Circuit Coordinator.** The Print Circuit Co-ordinator is responsible for managing the PRPA print circuits.

**6.5 Digital Circuits Coordinator.** The Digital Circuits Co-ordinator is responsible for managing the PRPA digital circuits.

**6.6 Bylaws Coordinator.** The Bylaws Coordinator is responsible for periodically reviewing the bylaws and drafting amendments as needed. He or she will present the amendments to a board meeting and, if approved, to the next annual general meeting. For major revisions the Board may appoint one or more members to serve with the coordinator on the bylaws committee. Working with the Competitions Coordinator the Bylaws Coordinator may also draft and present changes to the Handbook.

**6.7 Newsletter Editor.** The Newsletter Editor is responsible for writing, publishing and distributing the PRPA's quarterly newsletter "Prairie Focus".

**6.8 Webmaster.** The webmaster is responsible for maintaining the PRPA's website in a timely manner.

**6.9 Archivist.** The archivist is responsible for collecting and storing the historical documents of PRPA and for sharing of interesting information with the membership in reports to the newsletter.

**6.10 Ad Hoc Committees.** A committee may be created by the Board of Directors for a particular purpose, such as bylaw amendments. Such committees are given specific objectives and a time frame. The Chair of PRPA is an ex-officio member of all such committees. At least one member of such committees, and the chair of the committees, shall be a Director of PRPA. Ad hoc committees report to the Board of Directors.

## VII. BOARD OF DIRECTORS AND BOARD MEETINGS

**7.1 Board of Directors.** The Board of Directors shall consist of the Officers (Executive Directors), the Coordinator Positions (listed in 6.1), and Members at Large. Each member of the Board of Directors shall be referred to as a Director.

**7.2 Role of Club Representatives.** Club Representatives may attend, speak, make and second motions, and vote at any meeting of the PRPA Board of Directors.

**7.3 Size of the Board.** The Board of Directors shall consist of a minimum of 5 and a maximum of 15 members. Any shortfall in numbers shall be made up at the next AGM.

**7.4 Members at Large.** Up to two Individual Members of PRPA may be elected at the AGM to sit on the board as Members at Large. Members at Large are responsible for assisting the Board in furthering the objectives of PRPA. They are elected for one year terms with no limit on the number of consecutive years they may serve.

**7.5 Remuneration.** Directors shall receive no remuneration for their services and shall not directly or indirectly receive any profit from their position. Directors may be reimbursed for reasonable expenses incurred in the performance of their duties. The rate of reimbursement for travel expenses in attending Board Meetings shall be set by the Board. Notwithstanding the above, any Director who is engaged in, or is a member of a firm engaged in, any business or profession may act in and be paid the usual charges for any business required in the administration of the affairs of PRPA.

**7.6 Board Meetings.** Meetings of the Board of Directors may be held at any time and place to be determined by the Chair. There shall be at least two meetings of the Board each year. Board meetings may be held in person or by teleconference or videoconference, at the discretion of the Chair.

**7.7 Notice of Board Meetings.** Directors shall be provided fourteen (14) days' notice of board meetings. Notice may be given by mail or email. Such notice shall include the agenda of the upcoming meeting and the minutes of the previous meeting and may include reports. No error or omission in giving notice of any meeting of the board shall invalidate such meeting or any business conducted at such meeting.

**7.8 Quorum and Voting.** Quorum for Board Meetings shall be five (5) Directors of which three (3) shall be Officers (Executive Directors). Voting shall be by show of hands (or equivalent in the case of teleconference or videoconference meetings) and simple majority unless otherwise stated in these bylaws.

**7.9 Minutes and Reports.** A copy of the minutes of Board Meetings, the financial report and other reports shall be provided to all Board Members, by mail or email, within 30 days following the meeting, and shall be made available to any Individual Member of PRPA upon request.

**7.10 Signing Officers.** Contracts, documents or any instruments in writing requiring the signature of PRPA shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon PRPA without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Society to sign specific contracts, documents and instruments in writing. The Seal of the Society when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board. Checks drawn on PRPA's bank account shall be signed by any two of three Executive Directors appointed by the Board as Signing Officers for such purpose, of which one shall be the Treasurer.

## VIII. ANNUAL GENERAL AND SPECIAL MEMBERSHIP MEETINGS

**8.1 Membership Meetings.** The annual general or any special membership meeting shall be held at any place and on any day as the Board may determine. The Chair or Vice Chair shall also have the power to call, at any time, a Special Membership Meeting of PRPA. The annual general or any special membership meeting may, at the discretion of the Chair, be held in person or by teleconference or videoconference. In a year in which the Outing is not held, the annual meeting shall be held before October 1 of that year.

**8.2 Notice of Membership Meetings.** Thirty (30) days' notice shall be given to each member of any annual or special membership meeting by mail or email. Such notice shall include the agenda of the upcoming meeting, the minutes of the previous general meeting, and the list of candidates for the Executive Directors, and may include reports. No error or omission in giving notice of any general membership meeting of PRPA shall invalidate such meeting or any business conducted at such meeting. For the purpose of sending notice to the members of any general or membership meeting, the address of the member shall be his/her last address recorded on the member list of PRPA.

**8.3 Business at Annual Meetings.** At every Annual General Meeting, business shall include the Financial Statement; the reports of the Auditors or Reviewers; the reports of the Officers and Coordinator Positions; as well as any other business on the agenda or brought up by the members at the meeting. The election of the Officers (Executive Directors), Coordinator Positions, and Members at Large for the coming year shall be held at the annual meeting.

**8.4 Appointment of Auditor or Reviewers.** At each annual meeting the members shall appoint, or give the Board the authority to appoint, either a) an Auditor, who must have recognized accounting certification, to audit the accounts of PRPA or, if a motion to waive an audit is passed unanimously, b) two competent individuals, other than, and at arm's length from, the Signing Officers, to review the accounts of PRPA. The appointed Auditor or Reviewers are to hold office until the next Annual General Meeting provided that the Board may fill any casual vacancy in this office. The remuneration of the Auditor shall be determined by the Board; no remuneration shall be offered to the reviewers.

**8.5 Business at Special Membership Meetings.** Business at a Special Membership Meeting shall be limited to the purpose for which it was called, which shall be written on the agenda included with the notice of the meeting sent to members prior to such meeting. Other topics may be discussed but no binding decisions made at such meetings.

**8.6 Quorum and Voting.** Quorum for all annual or special membership meetings shall be eleven (11) members. Each Individual Member of PRPA present at such meetings shall exercise one vote. Voting shall be by show of hands (or equivalent in the case of teleconference or videoconference meetings) and simple majority unless otherwise provided by statute or in these bylaws.

**8.7 Minutes and Reports.** A copy of the minutes of annual and general meetings, the financial report, and other reports shall be provided, by mail or email, to Individual Members of PRPA upon request.

**8.8 Fiscal Year End.** Unless otherwise ordered by the Board, the fiscal year end of PRPA shall be April 30 of each year.

## IX. POWERS OF THE BOARD

**9.1 Responsibility of the Board.** The Board of Directors is responsible for administering the affairs of PRPA.

**9.2 Expenditures and Contracts.** The Board of Directors shall have the power to make expenditures for the purpose of furthering the objectives of PRPA and may make any kind of contract which PRPA may lawfully enter into.

**9.3 Agents.** The Board of Directors may appoint and pay fees to such agents as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointments and engagements.

**9.4 Confirmation of Remuneration.** The remuneration of agents shall be fixed by the Board by resolution. Such resolution shall have effect only until the next Annual General Meeting when such resolution shall be confirmed by resolution of the members. In the absence of such confirmation by the members such remuneration shall cease to be payable from the date of such meeting.

**9.5 Indemnities.** Indemnities: Every Director or Officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society or any company controlled by it and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

- a) all costs, charges and expenses whatsoever which Director, Officer or other persons sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such cost, charges or expenses as are occasioned by his own wilful neglect or default.

## X. BYLAWS, RULES AND REGULATIONS

**10.1 Bylaw Amendment.** These bylaws may be amended at any annual or special membership meeting of PRPA. The amendment shall be approved at a Board Meeting before being presented to the membership for approval. Thirty (30) days' written notice, by mail or email, shall be provided to the membership where such notice includes the proposed amendment, the current bylaw, and the bylaw as it will read if the amendment is adopted. A reason for the amendment may also be provided. An affirmative vote of at least two-thirds (2/3) of the voting members present at the meeting is required to pass the amendment. Minor amendments to the proposed bylaw amendments may be made by motion from the floor at such meetings provided they do not change the intent of the amendment.

**10.2 Rules and Regulations.** The board may, from time to time, prescribe such rules and regulations, not inconsistent with these bylaws, relating to the management and operation of PRPA as they deem expedient.

**10.3 Parliamentary Procedure.** The rules contained in Robert's Rules of Order shall govern meetings where they are not in conflict with the Bylaws or the Rules and Regulations of PRPA.

## XI. DISSOLUTION OF THE SOCIETY

**11.1 Dissolution of the Society.** In the event of dissolution of PRPA, all remaining assets after payment of liabilities shall be sold and the proceeds distributed to one or more registered charitable organizations in Canada, as determined by the Board of Directors.