

BYLAWS OF OMAHA CAMERA CLUB, INC.
Updated and Approved by Membership 11/16/2021

A Nebraska Non-Profit Corporation

ARTICLE 1.

Name

Section 1.1 Corporate Name. The name of this corporation is "OMAHA CAMERA CLUB, INC.," hereinafter referred to as the "Corporation."

Section 1.2 Short Name. The Corporation may be commonly referred to as "OCC."

ARTICLE 11.

Offices

Section 2.1 Registered Office. The Corporation shall have and continually maintain in the State of Nebraska, a registered office and a registered agent, whose office is identical with such registered office, as required by the Nebraska Non-profit Corporation Act. The Board of Directors may change the address of the registered office and the registered agent from time to time.

Section 2.2 Principal Office. The principal office of the Corporation shall be located at such place, either within or outside the State of Nebraska, as may be determined by the Board of Directors.

Section 2.3 Other Offices. The Corporation may have other offices either within or outside of the State of Nebraska as the Board of Directors may determine, or as the affairs of the Corporation may require.

ARTICLE III.

Members

Section 3.1 The Corporation shall have members.

Section 3.2 Membership. Membership is open to anyone that is interested in photography and is 16 years of age or older.

Section 3.3. Membership Year. The membership year is from January 1st through December 31st.

Section 3.4 Voting Rights. Each active member shall be entitled to one vote at all meetings of the Corporation, and in all elections for officers and directors.

Section 3.5 Active Member. An Active Member of the Corporation is current with their membership dues. A former member who has resigned or a current member considered suspended as discussed below are not considered an Active Member. Only an Active Member can vote in Corporation elections and other matters for vote before the membership, can participate in competitions and other corporate activities, and use equipment of the Corporation. The primary communication method utilized with Active Members will be email. Active members are responsible for providing updates to the OCC if their contact information changes.

Section 3.6 Resignation. An active member may resign in writing or by verbal notification to an Officer or Board Member. However, such resignation shall not relieve the member so resigning of the obligation to pay assessments or other charges theretofore accrued and unpaid.

Section 3.7 Suspension of Membership. Active members who are more than thirty (30) days delinquent

BYLAWS OF THE OMAHA CAMERA CLUB, INC. November 16, 2021
in the payment of dues or other obligations to the
Corporation may be considered suspended.

ARTICLE IV.
Meetings of Members

Section 4.1 Annual Meeting. An Annual Meeting of the members shall be held annually in the month of November for the purpose of electing Board members and for the transaction of such other business as may come before the meeting. If weather or other causes prevent the Annual Meeting from being held, such meeting shall be rescheduled as soon as reasonably possible. The Board of Directors shall determine the time and place of such Annual Meeting. Notice of the time and place of the Annual Meeting shall be electronically communicated utilizing the most recent email address registered in the OCC roster to all members of the Corporation at least fourteen (14) days prior to the date fixed for such meeting.

Section 4.2 Regular Meetings. The Members shall hold regular meetings throughout the calendar year as noted below. Such meetings shall be held at the time and place as determined by the Board of Directors..

Section 4.2.1. On the first and third Tuesdays of the month from January through May, and the months of September through November.

Section 4.2.2. On the 3rd Tuesday of the month for June, July, and August, and

Section 4.2.3. On the first Tuesday of the month in December.

Section 4.3 Monthly Business Meetings. The first regular meeting of the month shall be designated as the monthly business meeting where the order of business as described in section 4.9 shall be discussed.

BYLAWS OF THE OMAHA CAMERA CLUB, INC. November 16, 2021

Section 4.4 Special Meetings. Special meetings of the members of the Corporation may be called by the President, or by order of the Board of Directors, and shall be called upon written request by delegated representatives representing thirty percent (30%) of the active members of the Corporation. Notice of such meeting, stating the time and place thereof, which time and place shall be fixed by the President, unless fixed by the Board of Directors prior thereto, and the purpose for which the meeting is called, shall be emailed to each member at least fourteen (14) days before the date of such meeting. Notice of meetings shall be deemed to be delivered if it is emailed to the member at their designated email address.

Section 4.5 Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order shall govern the Corporation in all cases to which they are applicable to these bylaws.

Section 4.6 Quorum. A quorum at all meetings of the members of the Corporation shall consist of:

- a) fifty percent (50%) of the active members in attendance;
or
- b) If (a), above is not satisfied, at least 33% of the active members in attendance.

Section 4.7 Proxies. At any meeting, the members entitled to vote may vote by proxy executed in writing or by email to the President. Such proxy is not considered valid if a motion/initiative is materially modified by amendment.

Section 4.8 Manner of Acting. A majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present (as described in 4.6(a), above), shall be necessary for the adoption of any matter voted upon by the members; unless the quorum is modified as described in 4.6 (b), above. In this case, 67% of the members attending a meeting are required to pass a motion.

BYLAWS OF THE OMAHA CAMERA CLUB, INC. November 16, 2021
Section 4.9 Order of Business.

Section 4.9.1. Regular Meetings. The order of business for Regular Meetings Shall be as directed by the President.

Section 4.9.2. Monthly Business Meetings. Order of business for the Monthly Business Meetings shall be led by the President and should regularly include:

Reports as needed from:

- President
- Vice President - Program Director
- Secretary
- Treasurer
- Committee Chairperson(s) or other Members as deemed necessary by the President.
- Old or Unfinished Business/Prior Meeting Minutes. Board members shall have an opportunity to review minutes from prior meetings and provide input to the Secretary, provided minutes are reviewed on a timely basis as communicated by the Secretary. After timely review and modification, finalized minutes will be posted on the OCC website and be available for Members to review.
- New Business

Section 4.9.3. Annual Business Meetings. The order of business for Annual Business Meetings shall be led by the President and include:

- Regular business (if applicable)
- Report of the Nominating Committee disclosing the members running for available seats on the Board of Directors. Nominating Committee will also email all Members announcing members running, and any open positions to include position description(s).
- Distribution of ballots if needed
- Voting

BYLAWS OF THE OMAHA CAMERA CLUB, INC. November 16, 2021

- Report of voting results by the Secretary or alternative designee.
- Voting may occur electronically via email if the Annual Business Meeting is unable to be held for any reason. The Secretary or alternative designee shall be responsible for dissemination of ballots via email and the tabulating of results. Select assigned subjects ("Homework") for monthly competition and schedule dates as needed for print and digital competitions.

ARTICLE V.

Board of Directors

Section 5.1 General Powers. The affairs of the Corporation shall be managed by a Board of Directors, all of whom shall be active members of the Corporation but need not be residents of the State of Nebraska. The Board of Directors shall be vested with full power and authority to govern the Corporation, to exercise supervision over its receipts and disbursements, to appoint agents and define their duties, and do any and all other acts or things which it may deem in the best interests of the Corporation.

Section 5.2 *Number*. The Board of Directors shall consist of seven (7) Board members as follows, each of whom shall be elected by the active members from among all of the active members of the Corporation:

Section 5.2.1. Four (4) officers consisting of president, vice president, secretary, and treasurer, and three (3) directors. No one person shall hold two or more offices concurrently, unless modified by section 5.6.

Section 5.3 Election and Term of Office. All Board members shall be elected for a term of two (2) years, unless otherwise agreed upon by the current Board members. Directors' terms shall be intentionally staggered so that the entire board does not vacate their position at the same time.

BYLAWS OF THE OMAHA CAMERA CLUB, INC. November 16, 2021

The term of office of each Board member shall commence at the time the new Board of Directors shall meet at the meeting next following his election as set forth in Article VI, Section 6.1. Each old Board Member shall continue to serve until their successor shall have been elected and qualified.

Section 5.4 Removal. Any Board member may be removed from their position by a two-thirds vote of the active membership at any regular meeting or at any Special Meeting called for such purpose, provided that such Board member shall have received at least fourteen (14) days notice of the proposed removal and an opportunity to be heard.

Section 5.5 Removal for Non-Attendance. Upon the non-attendance by a Board member at two (2) consecutive meetings of the Board of Directors of the Corporation, such member shall automatically come up for consideration for removal by the Board at its next meeting. In considering whether such Board member shall be removed, the Board may consider any facts and circumstances that it deems relevant in making such determination. The Board shall determine, at its sole and absolute discretion, whether a vote of the Board for removal shall be taken. If such a vote is taken by the Board, the Board may remove such Board member by a two-thirds (2/3) majority vote. Such Board member shall not participate in any such removal vote. Any decision made by the Board with respect to removal of a Board member pursuant to this provision shall be non-reviewable and shall be the final and binding decision of the Corporation.

Section 5.6 Vacancies. A vacancy occurring in the Board of Directors because of death, resignation, removal, disqualification, or otherwise may be filled by the remaining Board members from the active membership of the Corporation for the unexpired portion of the term of the predecessor in office.

BYLAWS OF THE OMAHA CAMERA CLUB, INC. November 16, 2021
ARTICLE VI.

Duties of the Board of Directors

Section 6.1 Duties of Officers. The duties of the President, Vice President, Secretary, and Treasurer shall be such as are normally performed by such officers, or as may be specified from time to time by the Board of Directors, including the following:

Section 6.1.1. President. The President shall serve as chair of all meetings of the members and of the Board of Directors, and shall be the chief executive officer of the Corporation. Subject to the supervision of the Board, the President shall have general charge of the affairs of the Corporation, shall enforce its rules and regulations, and shall see that all orders and resolutions of the Board are carried into effect. The President shall appoint all committees not otherwise provided for, shall sign all contracts on behalf of the Corporation after approval thereof by the Board of Directors, and shall, along with the Treasurer, be authorized to sign checks with such limits as may be determined by the Board of Directors.

Section 6.1.2. Vice President. In the absence or disability of the President, the Vice President shall be vested with all the powers and perform all of the duties of the President and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

Section 6.1.3. Secretary. The Secretary shall record the minutes at all meetings of the members and of the Board of Directors. The Secretary shall give or cause to be given all required notices of meetings of the Board of Directors and members; be the custodian of the corporate records. At the discretion of the President, the Secretary shall keep a register of the names and contact information of all active members.

BYLAWS OF THE OMAHA CAMERA CLUB, INC. November 16, 2021

Section 6.14. Treasurer. The Treasurer shall receive and have custody of all monies and securities belonging to the Corporation and shall deposit same in such bank or banks as the Board of Directors may, by resolution, designate. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his duties in such amount and with such surety or sureties as the Board of Directors shall determine, the expense thereof to be borne by the Corporation. The Treasurer shall, whenever requested, report to the President and to the Board of Directors relating to the affairs of his office, in such manner as they may require. This will include a quarterly report outlining OCC financial activity. An annual report will be provided to the Membership coinciding with the Annual Member Meeting. Upon termination of his office, he shall surrender to his successor in office, when qualified, or to such other persons as may be designated by the Board of Directors, all monies, books, papers and other property of the Corporation under his control. The Treasurer shall be authorized to sign checks for the President with such limits as may be determined by the Board of Directors. The Treasurer shall be subject to an audit if called for by the Board of Directors. Auditing shall be a standard practice whenever the authority of the office changes. The audit process and involved parties will be determined by the Board of Directors.

Section 6.2 Duties of Directors. The Directors act in the best interest of the Corporation that includes adherence to the Articles of Incorporation, By Laws, tax exempt status of the Corporation, and faithfully follow the Corporation's mission and purpose. These duties include:

- Generally ensuring the Corporation is operating in accordance with its mission and the purpose for which its tax-exempt status was granted.
- Protecting the Corporation's assets.
- Ensuring the legal and ethical integrity of the Corporation and maintaining accountability.
- Ensuring that the Corporation is being run well.

BYLAWS OF THE OMAHA CAMERA CLUB, INC. November 16, 2021

- Providing financial oversight, including budgeting and regular review of financial activity and bank statements. Ensuring that programs are in place to further the mission and goals of the Corporation.
- Supporting the Officers of the Corporation and assessing their performance.

ARTICLE VII.

Meetings of the Board of Directors

Section 7.1 Regular Meetings. The Board of Directors shall hold four (4) regular meetings in each calendar year at approximately three (3) month intervals. One meeting shall be held in conjunction with, or closely following, the Annual Meeting of members and the others shall be held at a time and place to be fixed by the President, and agreed upon by the Board. The old and new Board of Directors shall attend a transition meeting of the Board who shall consider any business raised by previous Board meetings. The term "old Board" shall mean those Directors who served during the preceding year and shall not include those Directors newly elected at the election immediately preceding said Annual Meeting. The term "new Board" shall mean those members of the old Board whose terms do not expire at said meeting, and those Directors newly elected at the election preceding said Annual Meeting.

Section 7.2 Special Meetings. Special meetings of the Board of Directors may be called by the President and shall be called at the request of a majority of the Board of Directors. Time, date, and location will be determined by majority vote of the Board.

Section 7.3 Notice of Meetings. Notice of any regular or Special Meeting of the Board of Directors, stating the time and place thereof, shall be given at least fourteen (14) days

BYLAWS OF THE OMAHA CAMERA CLUB, INC. November 16, 2021
prior thereto by written notice, sent by electronic
communication to each Board member at their
email address as shown on the records of the Corporation.
Notice of meetings shall be deemed to be delivered if it is
emailed to the member at their designated email address. Any
Board member may waive notice of any meeting. The attendance
of a Board member at any meeting shall constitute a waiver of
notice of such meeting, except where a director attends a
meeting for the express purpose of objecting to the
transaction of any business because the meeting is not
lawfully called or convened.

Section 7.4 Quorum. A quorum for the transaction of
business at any meeting of the Board shall consist of four
(4) Board members, including at least one officer. If less
than a quorum is present at said meeting, a majority of Board
members present may adjourn the meeting without further
notice.

Section 7.5 Manner of Acting. The act of a
majority of the Board members present at a meeting at
which a quorum is present shall be the act of the
Board of Directors.

ARTICLE VIII.

Elections

Section 8.1. Candidates for Officers and Directors of
the Corporation shall be selected by a Nomination Committee,
the chairperson of which shall be appointed by the President.
The Chairperson shall select two (2) members from the active
membership of the Corporation who are neither Board members
nor candidates for office. This shall constitute the
Nomination Committee. Once the Nominating Committee has been
formed, the President shall announce to the membership of the
committee's formation and invite interested individuals to
place their name before the committee should they have an
interest in serving. The Nominating Committee shall proceed

BYLAWS OF THE OMAHA CAMERA CLUB, INC. November 16, 2021
to recruit individuals from the active membership to run for
open positions within the club.

Section 8.2. After presentation of the slate of
candidates to the membership of the Corporation, additional
nominations may be made from the floor, providing previous
agreement of the nominee has been obtained.

Section 8.3. Board members shall be elected by the majority
of the votes entitled to be cast by members present or
represented by proxy at the Annual Business Meeting at which
a quorum (see Section 4.6) is present. Voting may be by the
use of written ballots provided by the Secretary, if
determined necessary by the President. Such ballots may be
provided in person; or by email in the event an in-person
meeting is not possible for any reason.

Section 8.4. Results of the balloting shall be
announced by the Nominating Committee Chairperson (or
Secretary) at the Annual Business Meeting.

ARTICLE IX Committees

Section 9.1 Creation and Appointment. The Board of Directors
may create one or more committees with such powers, as it
deems appropriate. Except as otherwise provided in any such
resolution, the President of the Corporation shall appoint
the members thereof. Any member of a committee may be
removed by the person or persons authorized to appoint such
member whenever, in his or their judgment, the best interests
of the Corporation shall be served by such removal.

Section 9.2 Executive Committee. The executive committee
shall consist of the President, Vice President, Secretary,
and Treasurer of the Corporation and shall carry on the
routine business and activities of the Corporation in order
to relieve such responsibilities from the general membership
and therefore limiting the need to transmit business at the
regular meetings.

BYLAWS OF THE OMAHA CAMERA CLUB, INC. November 16, 2021

Section 9.3 Standing Committees.

Section 9.3.1. The President shall appoint the Chairpersons of all committees not otherwise provided for.

- The Program Committee shall be appointed by the Program Director (Vice President) to assist in the arrangement and the arranging of the programs. The Membership Committee Chair shall have the responsibility for initiatives designed to attract new members and retain existing members. In addition, the Membership Chair is responsible for ensuring that guests and new members are welcomed, informed, and assisted to fully engage in Club activities as desired.
- The Nomination Committee shall be appointed by the President to nominate candidates for the election of the Board of Directors. Refer to Article VIII, Section 8.1.
- The Website/Social Media Chair and any committee members shall prepare and maintain the Club's website and Social Media pages.
- The Projectionist shall preside over the effective use of projection equipment or software at meetings and receives member images and prepares for viewing.
- The Digital Competition Chair and any committee members shall be responsible for all monthly Digital competitions, for selection of judges, and for keeping records of all Digital competitions.
- The Print Chair and any committee members shall be responsible for all print competitions, for selection of judges, and for keeping records of all print competitions.

BYLAWS OF THE OMAHA CAMERA CLUB, INC. November 16, 2021

Section 9.3.2 Tenure for Standing Committees. Each standing committee Chairperson and members thereof shall serve a term of one (1) year. The term of office of each committee Chairperson shall be coincident with the membership year of January 1st through December 31st. The old committee Chairperson and members shall continue to serve until the new committee Chairperson and members shall have been elected and qualified. Committee Chairs may serve additional terms, as agreed upon by the Board of Directors.

Section 9.3.3 Vacating a Standing Committee Chairperson. Should a standing committee Chairperson vacate their tenure in office for any reason, the vacated office will be temporarily filled through progression within the committee where applicable or by direct appointment by the President. Selection shall take place as soon as possible. Standing Committee Chairs shall have active involvement, wherever possible, in identifying and preparing potential successors as to help ensure uninterrupted service to the OCC.

Section 9.4 Special Committees. Special Committees are appointed by the President as needs arise, to carry out specific tasks. Upon completion of such task special committees automatically cease to exist. Special committees will not fall within the assigned functions of Standing Committees.

ARTICLE X.

Contracts, Checks, Deposits, and Funds

Section 10.1 Contracts. All contracts of the Corporation shall be subject to the approval of the Board of Directors, and no such contracts shall be signed by the President or Secretary until after their approval by the Board. The Board of Directors may authorize any officer or officers other than

BYLAWS OF THE OMAHA CAMERA CLUB, INC. November 16, 2021
the officers so authorized by these Bylaws to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 10.2 Checks/Drafts/Expenditures. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers and in such manner, as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President. No expenditure in excess of \$100 shall be made without the specific approval of the Executive Committee. The Board of Directors may authorize expenditures for any one item not to exceed \$500.00.

Expenses greater than \$500 will be authorized by the majority of the votes cast by active members present or represented by proxy at the regular meetings. A quorum, as defined in Section 4.6 of the Bylaws, must be satisfied to authorize a vote.

ARTICLE XI.

Dues

Section 11.1 Annual Dues. The annual dues of active members shall be as fixed by action of the Board of Directors. Annual dues shall be set to be competitive with other similar organizations, and in keeping with anticipated Club expenses and obligations.

BYLAWS OF THE OMAHA CAMERA CLUB, INC. November 16, 2021

Section 11.2 Category of Dues. Dues will fall into the following categories:

- Student One year;
- Individual One year;
- Family One Year;

Dependent children must be sixteen (16) years or younger to be included under a Family membership and are not eligible to vote or hold office.

Dues for the following season will be accepted beginning immediately following the close of the Business Meeting in November and must be paid by January 31st of new calendar year.

Section 11.3 Proration. There shall be no proration of dues for a fractional year; provided, however, that members admitted after July 1 of any year shall be required to pay one one-half of the normal dues for that year.

Section 11.4 New Members. New members must pay dues upon application for membership.

Section 11.5 Exemption from Paying Dues.

Section 11.5.1. Other. The Board of Directors may allow an exemption from paying dues for other organizations or individuals for periods as determined by the Board. Guests may, at the discretion of the Membership Chair, attend for up to two months without payment of dues to assess interest in joining the organization.

ARTICLE XII.

Affiliation with Other Organizations

Section 12.1. The Corporation shall be affiliated with the Photographic Society of America (PSA) and the North Central Camera Club Council (N4C). The Treasurer shall maintain membership by paying all dues or fees. This action does not need the approval of the Executive Board.

Section 12.2. The Corporation may become affiliated with other organizations active in the field of photography upon the approval of the Executive Board.

ARTICLE XIII.

Amendments

Section 13.1 Procedure. These Bylaws may be altered, amended or repealed on approval by the Board of Directors, and ratification by the membership at any Annual Meeting, or at any Special Meeting called for that purpose, in the following manner:

Section 13.1.1. Written notice of the meeting of the Board and the meeting of the members at which any proposed alteration, amendment, or repeal will be considered shall be given to the Board and to the members respectively at least fourteen (14) days prior to the date of such meeting. Such notice shall set forth in full the proposed alteration or amendment, or state that a proposal for a repeal of the Bylaws shall be considered;

Section 13.1.2. The proposed alteration, amendment or repeal shall first be considered by the Board, which shall have the right to alter or amend the proposal;

BYLAWS OF THE OMAHA CAMERA CLUB, INC. November 16, 2021

Section 13.1.3. If approved by the Board, the proposed alteration, amendment or repeal, in the form approved by the Board, shall next be considered by the membership, which shall likewise have the right to alter or amend the proposal; and

Section 13.1.4. The proposed alteration, amendment or repeal shall be adopted if ratified by a two-thirds of the votes entitled to be cast by members present or represented by proxy at the regular meetings at which a quorum (as defined in Section 4.6 of these Bylaws) of the active membership is present.

Section 13.2 Emergencies. The membership, at any Annual Meeting or any Special Meeting of the members which Has been validly called as provided for in Article IV, shall have plenary power to suspend, alter, amend, or repeal any portion of these Bylaws, or any action of the Board of Directors, except an action to which the Corporation shall have become contractually bound, provided that all of the following conditions shall have been met:

Section 13.2.1. An emergency shall be declared, and the nature of the emergency set forth in the minutes of the meeting;

Section 13.2.2. A valid quorum shall be present as provided in Section 4.6 of Article IV;

Section 13.2.3. Advance written notice of the meeting shall have been given as provided for in Article IV;

Section 13.2.4. Two-thirds of the members present at said meeting shall vote in favor of the declaration of said emergency and of the action to be taken; and

Section 13.2.5. No such action shall in any manner whatsoever deprive any member of his membership in the

BYLAWS OF THE OMAHA CAMERA CLUB, INC. November 16, 2021
Corporation, or any right or privilege that said member shall share with all other members of the Corporation, nor shall any such action be contrary to anything contained in the Articles of Incorporation of the Corporation or be contrary to the laws of the State of Nebraska.

Written notice of such action shall be given to the entire membership forthwith.

ARTICLE XIV.

Indemnification of Officers and Directors

The Corporation shall indemnify any person whom it has the power or authority to indemnify, pursuant to the provisions of the Nebraska Nonprofit Corporation Act, as now existing or as may be hereafter from time to time amended, in the manner and to the extent therein set forth.

The foregoing Bylaws are hereby approved and adopted by the Board of Directors of Omaha Camera Club, Inc. effective this November 16th, 2021

Ratified by unanimous vote of all members present at Club's Annual Business Meeting on November 16th, 2021