

BRIDGEWATER PHOTOGRAPHIC SOCIETY

By-Laws

Document: BPS-01 Rev. 02

BPS-01 Rev 02 – 9 May 2023

Revision History – BPS01 - Bylaws

| Rev No. | Date | Section | Revision |
|---------|--------------|-----------------------------|---|
| 00 | Feb 6, 2019 | All | - creation of By-laws document BPS-01 replacing document - By-Laws and Regulations dated Sept 2007 - reformatting all sections |
| | | 1.0 Purpose | - Purpose and objective modified |
| | | 2.0 General | - Directors defined by Societies Act vs Officers |
| | | 6.0 Meetings | - addition of rescheduling requirement (6.4) - removal of reference to dissolving meeting requisitioned by members - removal of temporary adjournment |
| | | 8.0 Officers/Executive | - combine previous Directors and Officer sections. Reworded. - responsibility for allocation of tasks if no specific Executive position elected. |
| | | 9.0 Powers of the Executive | - reworded - Executive replacing Director |
| | | Appendix A, | Historical record origins |
| | | Appendix B | Historical record - Memorandum |
| | Feb 26, 2019 | | Membership approval |
| | Mar 1, 2019 | | Document issue |
| | Sept 8, 2020 | 6.4 Ordinary Meetings | - additional wording regarding alternative meeting venues – Membership approval |
| | Feb 6, 2022 | | Document issue |
| 02 | May 9, 2022 | 1.0 Purpose | Revision of Purpose as voted upon at the AGM. |
| | May 24, 2023 | | Document issue |
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1.0 Purpose and Objectives

The Bridgewater Photographic Society (informally known as the Bridgewater Photo Club) has two purposes. The first is to help cultivate the art and craft of photography among its members, at all levels of ability, from novice to professional. The second is to provide welcoming social spaces through regular and extracurricular programming that encourage community building and extend social networks.

1.1 To support the first purpose, Club programming is designed to help members to:

- broaden their appreciation of a variety of applications, artists, and genres,
- expand their knowledge of photographic equipment (including cellphone cameras), processing apps, and techniques; and
- enhance the impact of their images by providing them learning opportunities to practice technical, artistic, and compositional elements of photography.

1.2 To support the second purpose, objectives include:

- growing Club membership and broadening member participation and engagement,
- strengthening programming through networking with other photography clubs; and,
- promoting the Club through, for example, social media, local news outlets, and outreach activities.

1.3 Based on these general purposes and objectives, the Society, its Executive, and its Committees may organize a wide variety of activities, such as:

- presentations by guest speakers, club members, and invitation from other clubs,
- mentoring through formal and informal settings,
- competitive and non-competitive photo sharing,
- solo and group exhibits in community spaces,
- field trips to local businesses, museums, and parks; and,
- club socials.

2.0 General

In these by-laws unless there is something in the subject or context inconsistent therewith:

- 2.1 “Society” means Bridgewater Photographic Society.
- 2.2 “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- 2.3 “Special Resolution” means a resolution passed by not less than **seventy-five percent (75%)** of the membership who are present at a meeting conducting “special business”, for which they have been given least seven days’ notice specifying the proposed resolution. (ref. 6.6)
- 2.4 “Directors” as defined in the Societies Act are the elected officers of the Society who form the Executive Committee (i.e., “Executive”) referenced within these bylaws.
- 2.5 “Ordinary Meeting” means regularly scheduled meeting
- 2.6 “Annual General Meeting (AGM)” means the meeting scheduled annually to conduct business (ref 6.6)
- 2.7 “Extraordinary Meeting” –means a meeting called to conduct business not within the scope of (or cannot be delayed until) an Ordinary or AGM meeting.

3.0 Repeal and Amendment of By-Laws

The Society has power to repeal or amend any of these by-laws by “Special Resolution” passed by the general membership as per section 2.3 General and section 6.0 Meetings.

4.0 Membership

- 4.1 Membership shall be open to any person who is 16 years or older and applies for membership in the form approved by the Executive Committee, and who pays the annual fee.
- 4.2 For the purposes of registration, the number of members of the Society is unlimited.
- 4.3 Every member of the Society shall be entitled to attend any meeting of the Society and to hold any office. They shall be entitled to vote at all meetings with the exception of Executive meetings. There shall be no proxy voting.

4.4 Membership in the Society shall not be transferable.

4.5 Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, he/she resigns membership, or if he/she ceases to qualify for membership in accordance with these by-laws.

4.6 The Executive may appoint Honourary members in recognition of long term contributions to the Society. Such members shall enjoy full membership privileges but shall be exempt from payment of annual dues. The appointment is at the discretion of the Executive where long term membership and volunteer work in an Executive position are the main considerations.

5.0 Fiscal Year

The fiscal year of the Society shall be the period from May 1st in any year to April 30th in the following year.

6.0 Meetings

6.1 No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such meeting and such quorum shall consist of ***thirty per cent (30%)*** of the Society's members in good standing.

6.2 At any meeting, unless a poll is demanded by at least three members, a declaration by the chairperson that a resolution has been carried and an entry to that effect in the meeting minutes of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution. If the poll is demanded the results shall be recorded in the minutes.

6.3 Meeting Chair

- The President of the Society shall preside as chairperson at every meeting of the Society;
- If there is no President or if at any meeting he/she is not present at the time of holding the same, the Vice-president shall preside as chairperson;
- If there is no President or Vice-president or if at any meeting neither the President nor Vice-president is present at the holding of the same, the members present shall choose someone of their number to be chairperson.
- The chairperson shall have no vote except in the case of a tied vote. In this case, he/she shall have a casting vote.

6.4 Ordinary Meetings

- Notice of Ordinary meetings shall be published in the program schedule and distributed to members via email prior to the first meeting in September. The schedule shall also be posted on the Society website.
- When the membership is not permitted, or unable, to safely congregate because of **public-health or safety alerts or directives**, in-person meetings will be discontinued and replaced, if possible, by online video conferencing.

6.5 Annual General Meetings

- The Annual General Meeting of the Society shall be held within three months after the end of each fiscal year of the Society.
- If a quorum is not present, the meeting shall be rescheduled.

6.6 At each Ordinary or Annual General meeting of the Society, the following items of business may be dealt with and shall be deemed to be ordinary business:

- minutes of preceding Annual General meeting;
- consideration of the annual reports of the executive and committee chairpersons;
- consideration of the financial statements, including balance sheet, operating statement and the report of the auditors;
- election of executive and committee chairs for the ensuing year;
- appointment of auditors;

All other business transacted at an Ordinary or Annual General meeting shall be deemed to be “special” business and all business shall be deemed “special” that is transacted at an Extraordinary meeting of the Society.

6.7 Extraordinary Meetings

- An Extraordinary meeting of the Society may be called by the Executive at any time, and shall be called by the Executive if requisitioned in writing by at least **twenty-five per cent (25%)** of the membership.
- At least three days’ notice of an Extraordinary meeting, specifying the place, day and hour of the meeting as well as the nature of its special business will be sent to members via e-mail. The non-receipt of any notice by any member shall not invalidate the proceedings at any Extraordinary meeting.

7.0 Votes of Members

Every member shall have one vote.

8.0 Officers – Executive

- 8.1** The officers of the Society shall be a President, a Vice-president, a Treasurer, a Secretary, a Program Director and a Past President. The offices of Treasurer and Secretary may be combined. The officers elected shall form the Executive of the Society.
- 8.2** Officers shall be elected by the members at the Annual General Meeting or any other scheduled meeting of the Society.
- 8.3** The members shall elect one member to be the President of the Society provided that the President can serve for a maximum of two consecutive terms of office. The President shall have general supervision of the activities of the Society and such duties as may be assigned by the members from time to time.
- 8.4** At the end of each President's term of office, he or she shall assume the role of Past President, until the next President's term is concluded. This is not an elected office.
- 8.5** The membership shall also elect one member to be the Vice-president. The Vice-president shall, at the request of the Executive and subject to its directions, perform the duties of the President during the absence, illness or incapacity of the President or during such period as the President may request him/her to do so.
- 8.6** There shall be a Secretary of the Society who shall keep the minutes of the meetings of members and the Executive and shall perform such other duties as may be assigned by the membership. The members shall appoint the Secretary and may also appoint a Treasurer of the Society to carry out such duties as the Executive may assign. The same person may hold both offices of Secretary and Treasurer.
- 8.7** The Executive may appoint a temporary substitute for the Secretary who shall, for the purpose of these by-laws, be deemed to be the Secretary.
- 8.8** If an Executive position remains vacant for the year, the Executive along with the chairpersons of the applicable committees will be responsible for the re-allocating the duties of the vacant position.
- 8.9** At each Annual General Meeting of the Society, all the officers shall retire from office but shall hold office until the dissolution of the meeting at which time their successors begin their duties. Retiring officers shall be eligible for re-election
- 8.10** In the event that an officer resigns his/her office or ceases to be a member in the Society, the vacancy thereby created may be filled for the unexpired portion of the term by the Executive from among the members of the Society.

8.11 The Society may, by special resolution, remove any officer before the expiration of the period of office and appoint another person to the position. The person so appointed shall hold the position during such time only as the replaced officer would have held the position.

8.12 Meetings of the Executive

- Meeting shall be held as often as the business of the Society may require.
- A meeting of the Executive may be held at the close of every Ordinary or Annual General meeting of the Society without notice.
- Notice of all other meetings, specifying the time and place thereof, shall be given each Executive member within a reasonable time. Non-receipt of such notice by any Executive member shall not invalidate the proceedings at any meeting of the Executive.
- No business shall be transacted at any meeting of the Executive unless at least **two thirds (66%)** in number of the Executive are present at the commencement of such business.
- The President or, if absent, the Vice-president or, in the absence of both of them, any Executive member appointed from among those present shall preside as chairperson at a meeting of the Executive.
- The Chairperson shall be entitled to vote as an Executive member.

9.0 Powers of the Executive

9.1 The management of the activities of the Society are vested in the Executive that, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things related to the Society unless expressly directed or required to be exercised or done through a Society meeting.

9.2 The Executive duties shall include establishment of such regulations and responsibilities as deemed necessary for the attainment of the Society's objectives.

10.0 Audit of Accounts

10.1 The auditor of the Society shall be appointed annually by the members of the Society prior to the Annual General Meeting and, on failure of the members to appoint an auditor, the Executive may do so.

10.2 The Society shall make a written report to the members on the financial position of the Society and the report shall contain a balance sheet and operating account. The auditor shall make a written report to the members on the balance sheet and operating account and, in every such report, shall state whether the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit true and correct view of the Society's affairs, and such report shall be read at the Annual General Meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year, as required by law.

11.0 Miscellaneous

11.1 The Society shall file with the Registrar, with its annual statement, a list of its executive with their addresses, occupations and dates of appointment or election, and within fourteen days of a change of executive, notify the Registrar of the change.

11.2 The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

11.3 The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the directors.

11.4 Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the executive shall be the responsibility of the Secretary.

11.5 The books and records of the Society may be inspected by any members at any reasonable time within two days prior to the Annual General Meeting at the registered office of the Society.

11.6 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-president and the Secretary, or otherwise as prescribed by resolution of the executive.

11.7 The borrowing powers of the Society may be exercised by special resolution of the members.

12.0 Privacy

Society membership information including, but not limited to, the email list, is to be used for Society business and educational purposes only. Unless specifically authorized by the Executive in writing, it shall not be used for personal, commercial, or non Society purposes, including solicitation of business, solicitation of donations, sending joke or spam email, or other similar activities.

Such membership information, including the email list shall not be released to third parties or non-members without the express written consent of the Executive and affected Society members.

Email accounts established for communicating and conducting Society business shall be used for this purpose only. Account passwords shall be logged with the Executive and the recovery email address shall be the Executive address. Accounts may be accessed by the Executive.

APPENDIX A (historical record)

Society Origins

The Bridgewater Photographic Society originated from the collective ideas of a small group of enthusiastic local people who shared an interest in photography. The first official meeting was held at Bridgewater's DesBrisay Museum on September 23, 1982.

A constitution and name for the Society was approved on October 23, 1982, followed by our black and white logo. There were twenty-five charter members.

Sometime later, in 1985, the Society registered as an official Society with The Registry of Joint Stock Companies.

APPENDIX B (historical record)

Memorandum of Association of Bridgewater Photographic Society

1. The name of the Society is Bridgewater Photographic Society.
2. The objects of the Society are:
 - (a) To foster and encourage the art and science of photography;
 - (b) To encourage the development of photographic skills and appreciation on the part of the members;
 - (c) To acquire by way of grant, gift, purchase, bequest, devise, or otherwise, real and personal property and to use and apply such property to the realization of the objects of the Society;
 - (d) To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Society.

PROVIDED that nothing herein contained shall permit the Society to carry on any trade, industry, or business and the Society shall be carried on without purpose of gain to any of the members and that any surplus or any accretions of the Society shall be used solely for the purposes of the Society and the promotion of its objects.

PROVIDED, further, that if for any reason the operations of the Society are terminated or are wound up, or are dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to the Dawson Memorial Hospital Foundation of Bridgewater, Nova Scotia, or its successor.

3. The activities of the Society are to be carried on at the DesBrisay Museum, 130 Jubilee Road, Bridgewater, Nova Scotia.
4. The registered office of the Society is at RR#4, Bridgewater, NS B4V 2W3, c/o Mrs. Gale Crouse.

We the several persons whose names, addresses, and occupations are subscribed, desire to be formed into a Society in pursuance of this memorandum of association.
Dated at Bridgewater, Nova Scotia this 11th day of January, AD 1985.

| Name & Occupations | Addresses: |
|--|---|
| Ronald B. Stuart (President) Self-employed | 207 St. Phillips St, Bridgewater |
| Johanna Benning-Pentz (Vice-President), Sales person in Film & Camera Store | RR1 Italy Cross, Lunenburg Co, NS J0J 1V0 |
| Gail A. Crouse (Secretary) Bookkeeper & Photographer | RR4 Bridgewater B4V 2W3 |
| Mary Anne Wentzell (Treasurer) Housewife | 173 Jubilee Rd, Bridgewater, NS B4V 3G5 |
| Stan LeRoy Dagley (Program Chairman) Michelin | RR2 Bridgewater B4V 2W |

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