

OREGON PROFESSIONAL PHOTOGRAPHERS ASSOCIATION, INC
An Oregon Nonprofit Corporation

BYLAWS

As Revised February 25th, 2020

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BYLAWS

Oregon Professional Photographers Association, Inc.

Article I. Name

Section 1.01 The name of this organization shall be Oregon Professional Photographers Association, Inc., abbreviated OPPA, and herein referred to as "Association", an affiliate of the Professional Photographers of America, Inc.

Article II. Purpose and Objectives

Section 2.01 Oregon Professional Photographers Association, exists to assist its members achieve their professional, artistic, and fraternal goals; promote public awareness of the profession; and to advance the making of images in all of its disciplines as an art, a science, and a visual recorder of history.

OPPA

- Offers workshops and other education to help members become better photographers
- Provides resources for our members to develop sustainable, profitable and ethical photography businesses
- Host formal (PPA-Style image competitions to provide constructive, educational feedback to improve our members' skill as image makers
- Offer social gatherings for photographers to network and build camaraderie

Section 2.02 To engage in any lawful act, none of which are for profit, for which corporations may be organized pursuant to Chapter 65 of Oregon Revised Statutes as a Mutual Benefit Corporation.

Article III. Membership

Section 3.01 The Board of Directors shall establish various classifications of membership.

Section 3.02 The Board of Directors shall establish the methods for membership application, the dues amount, and manner of payment of dues.

Section 3.03 The Board of Directors shall establish the method prospective members are selected.

Section 3.04 The Board of Directors shall establish the method by which members may be disciplined, suspended or terminated.

Section 3.05 The Board of Directors shall establish the method by which former members may be reinstated.

Section 3.06 Membership in this Association is not transferable or assignable.

Section 3.07 The Board of Directors shall establish the policy regarding the use of the Seal, Logo, and other types of insignias and membership identification owned by this Association.

Article IV. Membership Code of Ethics

Section 4.01 The Board of Directors shall establish a Code of Ethics

Article V. Organization of this Association

Section 5.01 The Board of Directors shall consist of eleven (11) Directors comprised of the Association Officers and six (6) Directors.

Section 5.02 The Officers of this Association shall be a President, Vice-President & President Elect, Immediate Past President, Secretary, and Treasurer. The President will preside as the Chairman of the Board of Directors. Standing committees shall be established by the Board.

Section 5.03 In order to promote continuity of leadership of the Association the Nominee to the Office of Vice President & President Elect shall commit to three years of service to the Association and when elected shall serve as Vice-President & President Elect and shall then progress to the Office of President, and then to the Office of Immediate Past President in consecutive annual terms without further election. Thereby the offices of President and Immediate Past President shall not be filled by election unless vacated

Section 5.04 Term of Office: Term of Office: Officers and Directors shall be sworn into Office at the Annual Membership Meeting or as soon thereafter as possible. The term of the Officers and Directors shall be from January 1 to December 31. The Treasurer, Secretary and Directors terms shall be two years, or until their successors are elected, with the exception of the Director at Large which will serve a 1-year term. The Board of Directors may establish term limits. In order to promote board continuity, half of the positions with two-year terms will be elected each year, such that there is overlap between previous and newly elected board members.

Section 5.05 Election of Officers and Directors shall be by vote at the Annual Membership Meeting, and the nominee who receives the majority of the votes cast shall be declared elected. Nominations to Office or the Board of Directors shall be in accordance with the Policy established by the Board of Directors.

Section 5.06 Vacancies of Office or the Board of Directors between elections shall be filled by the Board. If the Vice-President & President Elect or President resigns or chooses not to progress to the Presidency or Immediate Past President Office; the positions shall be filled by the Board until the next Annual Membership Meeting; at which time the office shall be filled by Vote of the Membership.

Section 5.07 Any board member may be recalled from their position on the board by a 2/3 vote of the board.

Section 5.08 Any elected or appointed official of this association may be recalled by a majority vote of the general membership present, provided that proper precautions for the protection of these officials and their interests are observed. Thirty-day notice and a petition signed by 20 percent of the general membership present must be provided before a recall vote.

Article VI. Committees

Section 6.01 **Executive Committee**, shall consist of the five Officers and the Chair of Bylaws & Ethics committee and may act on behalf of the Association between Board meetings, subject to the policies of the Board of Directors. Actions of the Executive Committee shall be reported to the full board at its next meeting.

Section 6.02 **Standing Committees shall** be created by the Board of Directors in addition to special committees as the Board of Directors deems appropriate. Such committees shall have such power and responsibility as established by the Board of Directors.

Section 6.03 The President shall be an ex-officio member of all committees, without vote.

Section 6.04 The Committees shall bring their recommendations to the Board. The Board may approve or disapprove the recommendation. The Board may also return the recommendation to committee for further work.

Section 6.05 Action may be taken by Committees in lieu of meetings in accordance with the laws of the State of Oregon. Special meetings may be held remotely by using the most effective technology.

Article VII. Membership Meetings of the Association

Section 7.01 **Annual Membership Meeting**: The Members of the Association shall meet annually in October on a date, time and location determined by the Board of Directors. Members shall be provided notice of the date, time and place of the meeting by verbal announcement, or by email notification to the email address provided by the Member. Members may elect Officers and Directors and conduct other business of the Association at the Annual Membership Meeting.

Section 7.02 **Special Membership Meetings** (voting meetings) may be called as needed by the Board, upon Notice.

Article VIII. Notice

Section 8.01 Notice of the annual membership meeting and any special membership meeting shall be given 30 days prior to the meeting.

Section 8.02 The notice or waiver of notice of any meeting of the Board of Directors need not specify the business to be transacted, nor the purpose of such meeting unless specifically required by the laws of Oregon, the Articles of Incorporation or these Bylaws. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days in advance.

Section 8.03 Any notice required to be given by the laws of Oregon, the Articles of Incorporation or these Bylaws shall deem to be delivered according to the following rules:

- (a) Upon personal delivery;
- (b) If by mail, when deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid;
- (c) If by overnight delivery service, when deposited with the shipping company in a sealed envelope, properly addressed, with the shipping charges prepaid or billed to the sender's account;
- (d) If by e-mail, when sent to the e-mail address on records of the Association.

Section 8.04 A written waiver of any notice required to be given by the laws of Oregon, the Articles of Incorporation or these Bylaws, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Article IX. Financial Matters

Section 9.01 Handling of Funds

- (a) Any member, employee or agent of Directors of this Association handling funds shall furnish at the expense of this Association an adequate surety bond approved by the Board of Directors and in such amount as the Board of Directors shall prescribe, in accordance with all state and federal laws.
- (b) No member, employee or agent of Directors of this Association shall enter into any agreement or obligation for this Association, financial or otherwise, or expend any Association funds in excess of the adopted budget without prior approval of the Board of Directors.
- (c) Authorized signatories for the disbursement of Association funds shall be:

Section 9.02 Audit

- (a) There shall be an audit of the Association's depositories annually.
- (b) The audit shall be completed within ninety (90) days after the end of the fiscal year.
- (c) The results shall be presented to the Board within thirty (30) days after completion of the audit.

Section 9.03 Fiscal Year

- (a) The fiscal year of this Association shall be the calendar year.

Article X. Education

Section 10.01 This Association may offer seminars, classes, or workshops in both photography related and business subjects.

Article XI. Points

Section 11.01 There shall be a Points system to recognize skills, achievements, or services to this Association.

Article XII. Indemnification & Insurance

Section 12.01 The Association shall indemnify any person or entity to the extent required by the laws of Oregon; and may otherwise indemnify any person or entity to the extent permitted by the laws of Oregon, as prescribed by the Board of Directors.

Article XIII. Amendments

Section 13.01 Amendments to these Bylaws may be made at any Annual or Special Membership Meeting of this Association by a favorable concurrence of two-thirds of the voting members, providing that the proposed amendments shall have been presented in writing to the Board, and published with meeting notice at least thirty days prior to the meeting at which the proposed amendments are to be voted upon.

Section 13.02 As an affiliate of the Professional Photographers of America, Inc., at any time these Bylaws are in conflict with theirs, the requirements of the Professional Photographers of America, Inc. shall prevail.

Article XIV. Interpretation

Section 14.01 In the event of disagreement on the meaning of any provision herein, the matter shall be referred to the Board.

Article XV. Parliamentary Authority

Section 15.01 I. Parliamentary Authority: The Standard Code of Parliamentary Procedure, 4th Edition shall be the parliamentary authority of this Association, except where otherwise provided by these Bylaws.

Article XVI. Dissolution

Section 16.01 Upon dissolution or final liquidation, the corporation's assets and any proceeds from those assets will be donated to Operation Smile.