

OREGON PROFESSIONAL PHOTOGRAPHERS ASSOCIATION, INC

An Oregon Nonprofit Corporation



BYLAWS

**Adopted at a Special Meeting of the Members on
August 11, 2021**

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Article I. Name

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

Article II. Purpose and Objectives

Section 2.01 The Association exists to assist its Members in their endeavors to 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 method for visually recording history.

Section 2.02 The Association may 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 qualifications for Membership and the method for accepting prospective Members.

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 elected by the Association's Members..

Section 5.02 Five (5) Directors shall serve as Officers of the Association including a President, Vice President & President Elect, Immediate Past President, Secretary, and Treasurer. The President will preside as the Chair of the Board of Directors.

Section 5.03 The term of the Officers and Directors shall be from January 1 to December 31.

- (a) 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, progress to the Office of President, and then to the Office of Immediate Past President in consecutive annual terms without further election. The offices of President and Immediate Past President shall not be filled by election unless vacated.
- (b) The Treasurer, Secretary and remaining Directors terms shall be two years, or until their successors are elected.
- (c) To promote Board continuity, the elections of Directors serving two year terms shall be staggered.
- (d) The Board of Directors may establish term limits.

Section 5.04 The Board of Directors shall establish the methods for nominating and electing Officers and Directors..

Section 5.05 Vacancies of Office or the Board of Directors between elections may be filled by the Board or left vacant, with the exception of the President, Vice-President & President Elect, Treasurer or Secretary whose positions shall be filled as soon as practicable by the Board for the duration of their multiple-year term. In the case where the office of the President is vacant, the Vice-President shall assume the President's duties and serve as the Association's Acting President until such time as the Board elects a replacement.

Section 5.06 Any Director may be removed from office by a 2/3 vote of the Board of Directors.

Section 5.08 Any Director of this Association may be recalled by a two-thirds vote of the members present at any regular or special meeting of the Membership provided that a thirty-day notice and a petition signed by 20 percent of the general Membership is presented to the Board prior to a recall vote.

Article VI. Committees

Section 6.01 Executive Committee, shall consist of the five (5) Officers 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 ad hoc committees as the Board of Directors deems appropriate. Such committees shall have the powers and responsibilities provided to them by the Board of Directors.

Section 6.03 The President shall be an ex-officio member of all committees.

Section 6.04 The Committees shall bring their recommendations to the Board. The Board may adopt, reject, or return a recommendation to the committee with further instructions.

Section 6.05 Meetings of the Board of Directors and its Committees may be held remotely, and actions may be taken in lieu of a meeting, in a manner established by the Board of Directors and in accordance with the laws of the State of Oregon.

Article VII. Membership Meetings of the Association

Section 7.01 Annual Membership Meeting: The Members of the Association shall meet annually in or around October on a date, time and location or forum determined by the Board of Directors. Members shall be provided notice of the date, time and location or forum 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 may be called as needed by the Board with proper 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. Notice of any special membership meeting shall include the purpose of 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 three (3) 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 email, when sent to the email address contained in the 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 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.

Section 9.02 The Board of Directors shall establish procedures for proper administration of the Association's finances and for an annual audit of the Association's books and financial practices.

Section 9.03 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, or through an electronic ballot procedure established by the Board of Directors, by a favorable concurrence of two-thirds of the voting Members, provided that the proposed amendments are presented in writing concurrent with proper notice of the meeting at which the proposed amendments are to be voted upon.

Section 13.02. The Board of Directors shall establish the method by which amendments may be proposed to the Membership. .

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 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.