



PORTLAND METROPOLITAN PHOTOGRAPHERS ASSOCIATION, INC

# BYLAWS

An Oregon Nonprofit Corporation

*As Revised June 1, 2010*

## **TABLE OF CONTENTS**

Article I – Name

Article II – Purpose and Objectives

Article III – Membership

Article IV – Membership Code of Ethics

Article V – Organization of this Association

Article VI – Committees

Article VII – Financial Matters

Article VIII – Education

Article IX – Merits

Article X – Amendments

Article XI – Interpretation

Article XII – Parliamentary Authority

Article XIII – Notice

Article XIV – Indemnification and Insurance

Article XV - Dissolution

**BYLAWS**  
**Portland Metropolitan Photographers Association, Inc.**  
*Revised June 1, 2010*

**Article I. Name**

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

**Article II. Purpose and Objectives**

Section 2.01 Portland Metropolitan 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.

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 by which 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 Officers of this Association shall be a President, Vice-President, Secretary, and Treasurer.

Section 5.02 The Executive Committee shall consist of the four Officers and the Immediate Past President. The Executive Committee may act on behalf of the Association between Board meetings.

- (a) The terms of office for Officers shall be two years.
- (b) Terms for the President and Secretary begin on the 1<sup>st</sup> of January in odd numbered years.
- (c) Terms for the Vice-President and Treasurer begin on the 1<sup>st</sup> of January in even numbered years.

Section 5.03 The Board of Directors shall consist of the Officers for two year terms, the Immediate Past President, and chairmen of all standing committees established by the Board who shall serve for one year terms beginning on the 1<sup>st</sup> of January.

Section 5.04 Term limits.

- (a) No one may serve as President more than two (2) consecutive full two-year terms of office.
- (b) All other officers and Directors may serve more than one term in an office.
- (c) The Immediate Past President may serve for the same duration as the President who immediately followed him.

Section 5.05 Election of Officers and Directors shall be by vote at the Annual Membership Meeting, held the second Thursday of each November; and the nominee who shall receive the majority of the votes cast shall be declared elected.

Section 5.06 Vacancies occurring on the Board of Directors between elections shall be filled by the Board. If a vacancy occurs for an Officer's position in the first year of their term, the second year shall be filled at the next election of Officers.

## **Article VI. Committees**

Section 6.01 The Board of Directors shall create Standing Committees and such 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 6.02 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.

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.

## **Article VII. Financial Matters**

Section 7.01 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:
  - (i) The Association President
  - (ii) The Association Vice President

(iii) The Association Treasurer

(iv) The Association Secretary

(d) Two authorized signatures shall be required for all transactions in excess of two thousand dollars (\$2,000.00), from any and all depositories.

#### Section 7.02 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 7.03 Fiscal Year

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

### **Article VIII. Education**

Section 8.01 This Association may offer seminars, classes, or workshops in both photography related and business subjects.

### **Article IX. Merits**

Section 9.01 There shall be a merit system to recognize skills achievements or services to this Association.

### **Article X. Amendments**

Section 10.01 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 members voting, 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 10.02 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 XI. Interpretation**

Section 11.01 In the event of disagreement on the meaning of any provision herein, the matter shall be referred to the Board.

### **Article XII. Parliamentary Authority**

Section 12.01 The *Roberts Rules of Order* shall be the parliamentary authority of this Association, except where otherwise provided by these Bylaws.

### **Article XIII. Notice**

Section 13.01 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 13.02 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 facsimile, when the facsimile is sent to the facsimile number shown on the records of the Association;
- (d) 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;
- (e) If by e-mail, when sent to the e-mail address on records of the Association.

Section 13.03        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 XIV. Indemnification & Insurance**

Section 14.01        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 XV. Dissolution**

Section 15.01        Upon dissolution or final liquidation, the Corporation assets will be liquidated and all proceeds donated to Focus on Youth, 1028 SW Water Avenue, Suite 50, Portland, Oregon 97214; phone: 503-341-6878.