

**Bylaws of**  
**PORTLAND METROPOLITAN PHOTOGRAPHER'S ASSOCIATION, INC.**  
**an Oregon Nonprofit Corporation**

*As Amended November 13, 2008*

**Article I – Name**

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

**Article II - Purpose and Objectives**

2.1 The purpose and objectives of this Association are to advance photography in all of its branches, both as an art and as a profession, and to create, foster and maintain cordial relations and cooperation among members of this organization. To promote an interchange of thought and opinion freely among its members and to encourage the highest professional conduct of honesty and integrity.

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

**Article III - Membership**

3.1 There shall be various classifications of membership which shall be set by the Board of Directors.

3.2 The Board shall determine the method of membership application, the dues amounts, and set rules for the use of the Association emblem.

3.3 Whenever in the Bylaws the term 'Active member' is used, it shall be interpreted as meaning all paid memberships including: Associates, Suppliers, Students, Retired, or Honorary members interested in the advancement of professional photography.

3.4 New Membership applications shall be reviewed by the Membership Committee, then forwarded with the committee recommendations to the Board of Directors for final confirmation.

3.5 The Association accepts no responsibility for policing the actions of individual members. However, the Board, upon recommendation of the Bylaws & Legal Ethics Committee, may hold a hearing to rule on termination of any membership for violations of its Code of Ethics or for other just causes. The member concerned shall be notified in writing of the hearing and may present a rebuttal to the charges.

3.6 All memberships shall be voting memberships entitled to one vote at the annual membership meeting and all other meetings of the membership. Board members only shall be entitled to vote at Board meetings.

**Article IV - Membership Code of Ethics**

4.1 As a requirement for admission to and retention of membership and participation in this Association, each member and participant shall agree to:

4.1.1 Strive at all times to upgrade and improve his knowledge and skill in professional photography, marketing, and related areas.

4.1.2 In all dealings with users of photography and the general public, each member and participant of this Association shall:

4.1.2.1 Strive at all times to present all photographic services in surroundings and in a manner which reflects the highest levels of professionalism.

4.1.2.2 Deal with all users of photography and the general public with honesty and integrity.

4.1.2.3 Not use any marketing or competitive practice which violates any statute, regulation, law or rule of the Federal Trade Commission or other Federal or State agency, or any decision of any Federal or State Court.

4.1.3 In all dealings with fellow professional photographers, students and others who aspire to be professional photographers, share their knowledge and skill of professional photography.

4.1.4 Support efforts for and assist in the education of all interested persons and the general public in the art and science of professional photography.

## **Article V - Membership Organization**

5.1 The Officers of this Association shall be a President, Vice-President, Secretary and Treasurer.

5.1.1 The Executive Committee shall consist of the four Officers and the immediate Past President. When necessary the Executive Committee may act on behalf of the Association between Board meetings.

5.1.2 The terms of office for the Officers shall be two years. Terms for the President and Secretary begin on the 1st of January in odd numbered years, and beginning in 2000, the terms for Vice-President and Treasurer begin on the 1st of January in even numbered years.

5.2 The Board of Directors shall consist of the Officers for two year terms, the immediate Past President, all standing committee heads who shall serve for one year terms beginning on the 1st of January, and the heads of such other committees as the Board shall deem necessary to serve on the Board of Directors for one year terms.

5.3 All members shall be a member of one or more committees.

5.3.1 The following standing committees are established:

Membership	Seminar
Bylaws & Legal Ethics	Workshop
Social	After Hours
Awards	Internal Audit

5.3.2 Additional committees may be established by the Board as needed.

5.4 Nominations - It shall be the responsibility of each officer and director to nominate a successor. Nominations may also be made by others from the floor.

5.4.1 No one may serve as President for more than two (2) consecutive full two-year terms in office. All other Officers and Directors may serve more than one term in an office.

5.5 Election shall be by ballot at the Annual Membership Meeting, and the nominee who shall receive a majority of votes cast shall be declared elected.

5.6 Oath of Office: "I fully understand the duties of the office to which I have been nominated and elected. I have read the Bylaws of this Association and agree to faithfully execute the duties and responsibilities of this office to the best of my ability, so help me God."

## **Article VI - Duties of Officers and Directors**

6.1 The President shall preside at all meetings and perform all the duties which are customary with the office; shall serve as ex-officio member of all committees; and act as chairman of the Executive Committee.

6.2 The Vice-President shall fill in during the absence of the President, shall chair the Internal Audit Committee, and shall have such other duties as the President or Board shall prescribe. The order of succession shall be as follows: Vice-President, Secretary and Treasurer.

6.3 The Secretary shall be responsible for recording the formal meetings of the organization;

6.3.1 Maintaining the permanent record of all activities; and

6.3.2 Reporting annually to the Association.

6.4 The Treasurer shall receive and disburse all monies on behalf of the Association;

6.4.1 Shall review all bills presented for payment and be satisfied that they are proper and in accordance with the annual budget.

6.4.2 Shall keep a proper set of accounts, including an Income and Expense account for each Director as the Board may direct;

6.4.3 Shall report annually to the Association, and as required by the Board.

6.4.4 Shall supervise the preparation of the annual budget and its presentation to the Board.

6.5 The Immediate Past President shall be responsible for coordinating educational functions, and shall chair the Education Committee which consists of the chairmen of the Safari, Seminar, Workshop and After Hours committees, and such other committee heads as the Board of Directors shall deem necessary.

6.6 Vacancies occurring in an office or head of a committee shall be filled for the remainder of that year by action of the Board of Directors. In the case of a vacancy occurring in the first year of an officer's term, the second year shall be filled at the Annual Membership Meeting of the Association.

6.7 The Board shall meet as needed to conduct this Association's business.

6.7.1 The Board shall meet in early February to approve the annual budget and coordinate and plan the annual Activity Calendar from March 1st to February 28th of the following year.

6.7.2 A Quorum for meetings of the Board of Directors shall be one less than half the Board.

6.8 Each Committee Chairman shall:

6.8.1 Meet and talk with all committee members as early in January as practical to gather input for the year's activities, organize the committee, and formulate a report on activity recommendations, including budget requirements, for the February Board meeting.

## **Article VII - Meetings**

7.1 The Annual Membership Meeting shall be held during the month of November at a time and place selected by the Executive Committee.

7.1.1 Members shall be notified of the exact time, place, and purpose of the meeting no less than 21 days in advance. Notice shall be made by mail, email, or other means, to their last known address.

7.2 Additional Membership Meetings can be scheduled on the second Thursday of each month in conjunction with regular activity meetings.

7.3 Special Membership Meetings of the Association may be called:

7.3.1 By the President when deemed necessary by the Executive Committee;

7.3.2 At the request of the Board of Directors;

7.3.3 By petition of 1/3 of the active members, or by ten active members, whichever is less.

7.3.4 Members shall be notified of the exact time, place, and purpose of the meeting no less than 21 days in advance. Notice shall be made by mail, email, or other means, to their last known address.

7.4 Quorum - The Active members present at any properly called meeting shall constitute a quorum.

7.5 'Robert's Rules of Order' - The latest revised edition shall be the authority governing all business meetings of this Association, unless otherwise provided in these Bylaws.

### **Article VIII - Activities**

8.1 Social and Educational activities shall be planned by the appropriate Committee as the President or Board shall direct.

8.2 Regular activities night shall be the second Thursday of each month except on Holidays.

8.3 Other activities may be planned at other times.

### **Article IX - Dues and Assessments**

9.1 Every Active Member accepts the responsibility to assist with maintaining the lowest possible dues and fees for participation through volunteering time, equipment, and/or facilities.

9.2 Dues and the manner of payment will be set by the Board to maintain the payment of direct operating expenses. All memberships will be set at the same rate.

9.3 Fees will be established by the Board for all activities to cover costs only.

9.4 Non-member participation fees shall be established not to exceed 200% of the Active membership rate, 50% of which may be applied toward membership within ninety days.

### **Article X - Degrees, Awards and Merits**

10.1 Exceptional ability in photography and exceptional service to the profession or this Association shall be recognized by the awarding of degrees to individuals.

10.2 Merits awarded by this Association shall be awarded only to active members.

10.3 The Awards Committee shall be responsible to develop and administer an Awards and Degree program, with Board approval.

### **Article XI - Handling of Funds**

11.1 No member shall enter into any agreement or obligation for this Association, financial or otherwise, or spend funds in excess of the adopted budget without prior approval of the Board.

11.2 Authorized signatures for the disbursement of Association funds shall be authorized by the Board and become a matter of policy.

11.3 Each Director shall be responsible for budgeting to meet all expenses of their planned activities.

11.3.1 Shall provide to the Treasurer in a timely manner all monies received, the required forms and receipts documenting income and expenditures of their Committee.

11.3.2 Remaining income in each Director's account at the end of the accounting period shall be transferred to the General Fund account to be used as the Board directs.

11.4 The fiscal year of this Association shall be the calendar year 1 January to 31 December.

**Article XII - Amendments**

12.1 Amendments to these Bylaws may be made at any Membership Meeting of this Association by the favorable concurrence of two-thirds of the members present and 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.

12.2 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 XIII - Dissolution**

13.1 Upon dissolution or final liquidation, the Corporation assets will be liquidated and all proceeds donated to Shriners Hospitals for Children, 3101 SW Sam Jackson Park Road, Portland, OR 97239.

**FOUNDING MEMBERS:**

Gloria Auker	Joseph Grimes
Jerry Auker	Rickie McPherson
Forrest Davisson	Hans Running
Pat Davisson	Patrick Vinciguerra

**CHARTER MEMBERS:**

Raleigh Bennett	Boyd Holloway	Sandra Poutala
Bob Buckles	Mark Holloway	Nancy Ratliff
Bill Duff	Ronald Johnson	Craig Sautter
Mark Ellsworth	Ken Jubb Jr.	Richard Schacht
Frank Glankler	Richard Kidd	Sue Schacht
Michael Henley	Wendy Leher	Charles Tontz
Charles Hobart	Janell Luscher	Melissa West

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