

BYLAWS OF
PORTLAND PHOTOGRAPHERS' FORUM, INC.

(as approved by the Board of Directors on July 11, 2023)

Article I

Purpose

Section 1. Purpose. Portland Photographers' Forum is an inclusive public benefit nonprofit organization organized and operated exclusively for charitable and educational purposes. The corporation is organized under the Oregon nonprofit corporation law and Section 501(c)(3) of the Internal Revenue Code for the purpose of educating its members and the general public on the subject of photography as a fine art, through meetings of its membership, educational seminars and workshops, and exhibitions of photography.

Article II

Voting Membership

Section 1. Powers of Voting Members. The Corporation shall have Voting Members. Voting Members have the power to: (a) elect and also to remove the Directors on the Corporation's Board of Directors, to vote on any amendments to these Bylaws or the Articles of Incorporation that relate to the number of Directors, the composition of the Board, the term of office of Directors, or the method or way in which the Directors are elected or selected; (b) establish the qualifications of Voting Members and vote on any amendment to these Bylaws or the Articles of Incorporation which would reduce or eliminate any right of a Voting Member; (c) vote to sell, transfer, lease, exchange, option, convey, or otherwise dispose of substantially all of the Corporation's assets, to merge the Corporation's assets with the assets of another entity, or to dissolve the Corporation; (d) vote on any other matters properly put before the Voting Members for an advisory vote by the Board of Directors; and (e) inspect and copy corporate records as set forth in ORS 65.774.

The Voting Members do not have the power to make binding or enforceable decisions on matters reserved for the Board of Directors, including adopting budgets, authorizing expenditures, setting policies, or determining the Corporation's programs and activities.

Section 2. Records of Members. The Secretary shall ensure that the Corporation maintains a current formal record of the names, contact information, and status of Voting Members. The contact information of Voting Members must be in the form of a street address, mailing address, or electronic address at which the Voting Member elects to receive notices and other messages from the Corporation.

Section 3. Qualifications. Any person interested in the goals and purposes of the corporation may become a member. Clarifications of the criteria for the qualification or selection of Voting Members, including representation of certain constituencies or required participation in the activities of the Corporation, may be set by a resolution of the Board of Directors so long as they do not contradict the provisions of these Bylaws.

Section 4. Process. A person may become a member upon payment of such fees as the Board of Directors may require.

Section 5. Dues. The board of Directors may provide for the payment of annual dues as it deems appropriate. Notwithstanding the provision in these Bylaws relating to the suspension or removal of a Voting Member, a Voting Member may be automatically suspended or removed for the nonpayment of dues without a hearing or opportunity to be heard.

Section 6. Suspension or Removal of Voting Members. A Voting Member may be suspended or removed by the Voting Members or by the Board of Directors for serious misconduct which adversely affects the interests or reputation of the Corporation.

Before the Voting Members or Board of Directors can suspend or remove a Voting Member, the Corporation shall provide prior written notice of the suspension or expulsion to the Voting Member which states the reason(s) for the suspension or removal at least fifteen (15) days prior to the meeting at which removal will be considered. Further, there must be an opportunity for the Voting Member to be heard, orally or in writing, by the Voting Members, Board of Directors, or persons authorized to withdraw the proposed

suspension or removal not less than five (5) days before the effective date of the suspension or removal.

A Voting Member who has been suspended or removed is liable to the Corporation for dues, if any, incurred by the Voting Member before the effective date of the Voting Member's suspension or removal.

Section 7. Resignation of Voting Members. Any Voting Member may resign at any time by sending or delivering a written resignation to the President or Secretary of the Corporation. A Voting Member's resignation is irrevocable upon receipt by the Corporation. If a Voting Member resigns, and then subsequently desires to re-establish Voting Membership, the individual must reapply for Voting Membership as if the individual had never been a Voting Member.

Section 8. Quorum for Voting Membership Meetings. A quorum will consist of at least ten (10 percent) of the Voting Members.

Section 9. Decision-Making by Voting Members. The affirmative vote of at least a majority of the Voting Members present at or participating by phone, mail, or e-mail in a properly called meeting, for which a quorum has been achieved, is necessary and sufficient to make decisions or pass resolutions of the Voting Members, unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws. An abstention counts as part of the total number of votes cast and does not reduce the number of affirmative votes required to pass a motion. All decisions require a clearly stated motion, a second, and a vote. All motions which are successfully adopted must be recorded in the written minutes.

Section 10. Proxy Voting. Proxy voting will not be allowed at any meeting of the Voting Members or as part of reaching any decision of the Voting Members.

Section 11. Participation in Meetings Remotely.

(A) Meetings may be held by telephone, video conferencing, internet-based communication, or any other method, so long as all participating Directors can

simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purposes of a quorum.

(B) Notice of any Voting Member meeting at which participation by remote communication is permitted shall state that such participation is authorized and describe how a Voting Member may notify the Corporation that they intend to participate in the meeting by remote communication.

Section 12. Voting by Written Ballot. Voting by written ballot may be authorized by the Board of Directors or by the Voting Members. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any action which may be taken at any annual, regular, or special meeting of the Voting Members may be taken without a meeting if the Corporation delivers a written ballot to every Voting Member entitled to vote on the matter, by mail, fax, or e-mail as directed by the individual Voting Member. The written ballot shall: (1) Set forth each nominee or proposed action; and (2) Provide an opportunity to vote for each vacant position elected by the Voting Members and for or against each proposed action.

All solicitations for votes by written ballot must: (a) indicate the number of responses needed to meet the quorum requirements; (b) state the percentage of approvals necessary to approve each matter; and (c) specify a reasonable time by which the ballot must be received by the Corporation in order to be counted.

Approval by written ballot will be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a Voting Member meeting.

Section 13. Annual Voting Member Meeting. There must be an Annual Meeting of the Voting Members held to elect Members to the Board of Directors. Written notice of the Annual Meeting must be sent by first class mail, fax, or e-mail, as directed by the individual Voting Member, to all Voting Members entitled to receive notice, at the address, e-mail, or fax number provided by the Voting Member as it appears in the corporate records at least seven (7) days in advance of the meeting.

At the Annual Meeting, Voting Members will hear and consider reports from the Board of Directors or Officers concerning the activities, management, and budget of the

Corporation. Voting Members will then elect the Directors and vote on any other matters for which proper notice was given. Voting will be by secret ballot if any Voting Member or Director so requests. The failure to hold an Annual Meeting does not affect the validity of any Corporate action.

Section 14. Other Voting Member Meetings.

(A) Regular Meetings. The Corporation may hold a series of regular meetings of the Voting Members at times and locations set by the Board of Directors or Officers. A single notice sent by first class mail, e-mail, or fax, as directed by the individual Voting Member at least seven (7) days in advance of the beginning of the series of regular meetings will be sufficient and no further notice is required so long as the meeting dates and times which were announced do not change.

(B) Special Meetings. Special meetings of the Voting Members may be called by the President, by the Board of Directors, or by a quorum of the Voting Members. Notice for a special meeting must be mailed by first class mail, e-mail, or fax, as directed by the individual Voting Member at least seven (7) days in advance of the meeting and must specify the purpose(s) for which the meeting is called. Only the business for which a special meeting is called may be considered at the meeting.

Section 15. Content of Notice. The Voting Member meeting notice must contain the date, time, location, and when required, the purpose(s) of the Voting Member meeting. Notices of special meetings always require a statement of the purpose(s) for which the meeting is called. If amendments to these Bylaws or the Articles of Incorporation will be considered, the notice must state this fact and either the exact wording or a summary of the amendments to be considered. Additionally, if dissolution, merger, or the sale of substantially all of the Corporation's assets is to be considered at the meeting, the notice must state this fact with a brief description of the matter to be considered.

Section 16. Adjournment to Different Date, Time, or Location. If a Voting Member meeting is adjourned to a different date, time, and/or location, notice does not have to be given of the new date, time, and/or location if the new date, time, and/or location is announced at the Voting Member meeting before adjournment. However, if the persons

entitled to vote at the Voting Member meeting change after the adjourned meeting and before the subsequent meeting, a new meeting notice must be given to each Voting Member.

Section 17. Record Date. The record date to determine the Voting Members entitled to receive notice and vote at a Voting Member meeting will be thirty (30) days before the date of the meeting unless the Board of Directors authorizes the use of a different date.

Article III.

Nonvoting Membership

Section 1. Nonvoting Members. The Corporation may have nonvoting members at the discretion of the Board of Directors. Nonvoting members may pay dues or volunteer their time to support the organization.

The Board of Directors may establish different categories of nonvoting membership and determine or alter any obligations and privileges of members in those categories by ordinary resolution. The nonvoting members will not have the power to vote on the election of Directors or Voting Members, or to participate in a binding vote on corporate matters.

Article IV

Board of Directors

Section 1. General. Broad policies and direction of the organization shall be determined by a Board of Directors composed of not less than three members.

Section 2. Number. The number of Directors shall be between Five (5) and nine (9) adult members. The Voting Members may pass a resolution changing the size of the Board, and then may elect new Directors at that same meeting or at a later time to fill the newly created positions. Directors elected in this manner shall serve until the next regularly scheduled annual membership meeting at which time they may be re-elected for a full term of office.

Section 4. Terms of Office. Directors shall be elected by the membership prior to each annual membership meeting. Each position on the Board of Directors shall have a term of office fixed by the Board of Directors, in a manner which staggers the terms of office. The term for the President will be one year and the president cannot serve more than two, one-year consecutive terms. A prior President may be reelected if he or she has not served as President during the prior two years. All other officers' terms will be two years and they can serve more than one consecutive term.

Section 5. Quorum. A simple majority of the sitting Directors shall constitute a quorum, but in no case shall a quorum consist of less than two members of the Board. If any meeting of the Directors cannot be held for want of a quorum, a majority of the Directors present at the meeting may adjourn the meeting until a quorum shall attend. A quorum is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 6. Decision-Making and Voting. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each Director of the Board of Directors will have one (1) vote. At the request of any Director, the names of each Director who voted for, voted against, or abstained on a particular motion will be recorded in the minutes. The affirmative vote of at least a majority of all of the Directors participating in any properly called meeting at which a quorum is present is necessary and sufficient to make a decision of the Board of Directors, unless a greater proportion is required by law or by these Bylaws. An abstention counts as part of the total number of votes cast and does not reduce the number of affirmative votes required to pass a motion. The Directors must diligently and conscientiously attempt to make decisions by consensus and give careful consideration to minority views. When a consensus apparently cannot be achieved, any Director may request that a vote be taken. The affirmative vote of at least a majority of all of the Directors participating in any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these Bylaws. An abstention counts as part of the total number of votes cast and does not reduce the number of affirmative votes required to pass a motion.

Section 7. Election Procedure.

a. Nominations Committee. The Executive Committee shall serve as the Nominations Committee unless the Board decides to appoint a separate Nominations Committee. If so, the Board of Directors, 60 days before the November membership meeting, shall appoint a Committee consisting of three Directors for the purpose of nominating persons to serve as Directors. The Nominations Committee shall nominate at least one member for each Director who is to be elected. Upon petition signed by at least one-tenth of the members of the Corporation, and delivered to the Nominations Committee at least 45 days before the November membership meeting, the Nominations Committee shall nominate the member indicated in the petition to serve as Director. Any number of petitions may be submitted. The Nominations Committee shall deliver to the President a written notice containing the names of its nominees 10 days before the November membership meeting.

b. Ballots. The Secretary of this corporation shall, at the time of the November membership meeting, provide each member a ballot containing the names of each individual to serve as a Director.

c. Voting. A member may vote for Directors during the period between the November and December membership meetings in the manner prescribed by the secretary, which may include email, other web enabled methods, and/or mail. The vote of a member voting by mail will be valid only if the ballot is signed and is received by the Secretary before the December membership meeting (annual membership meeting). The vote of a member voting by web enabled methods or email will be valid only if the ballot is received by the day before the annual membership meeting. Each member shall have one vote for each position to be filled, and any ballot containing more votes shall be void. A member may vote for any member, whether nominated or not. The voting results shall be announced at the annual membership meeting.

d. Majority Needed for the Election of Directors. Those members, whether nominated or not, in a number equal to the number of Directors to be elected, receiving the greatest number of votes cast shall be elected as Director or Directors as the case may be. If there is a tie, there will be a runoff vote by the membership for the members that

were tied. If at the end of the vote there is still a tie the Board of Directors will select the winning candidates from the tied members.

Section 8. Removal.

(A) All or any number of the Directors may be removed, with or without cause, at a meeting called expressly for that purpose, by a vote of a majority of the members entitled to vote at an election of Directors, so long as a quorum was present or participating. The vote of the Director to be removed shall not be counted, if that person is a Voting Member. The vote shall be by a secret ballot if any Voting Member so requests.

(B) Directors may also be removed by a two-thirds (2/3) majority vote of the entire Board of Directors, not including the Director to be removed, for the following causes: (i) missing three (3) or more meetings of the Board of Directors in a year; (ii) failing to fulfill the duties of a Director; or (iii) intentional acts or omissions that a prudent person could reasonably have foreseen would seriously damage the reputation or interests of the Corporation. The vote shall be by secret ballot if any Director so requests.

(C) Whenever the removal of a Director will be considered at a meeting of the Voting Members or Board of Directors, proper notice must be given in advance stating that the removal of a Director will be considered and voted on.

Section 7. Resignation. Any Director may resign on written notice to the other Directors. The resignation of a Director must be in writing, signed and delivered to the President or Secretary of the Corporation. Once delivered, a notice of resignation is irrevocable. If a Director resigns, and then subsequently desires to re-establish their position on the Board of Directors, the individual must be elected as if the individual had never been a Director. Resigning from the Board does not remove a person from the Voting Membership.

Section 9. Vacancies. A vacancy in any position on the Board of Directors for any reason other than the expiration of term may be filled by appointment of the Board of Directors of an individual to serve the unexpired portion of the term of a Director whose position has been vacated. A vacant position may be filled by the Board of Directors at any meeting of the Board. The Voting Members may, by a majority vote, elect new

Directors to fill any vacancies on the Board of Directors. A Director elected to fill a vacancy will serve the remainder of the term normally associated with that position.

Section 10. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interest of the Corporation.

Section 11. No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 12. Telecommunication and Electronic Meetings. Meetings may be held or individual Directors may participate in meetings by telephone, video conferencing, internet-based communication, or any other method, so long as all participating Directors can simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purposes of a quorum and voting.

Section 13. Decisions by Email. Voting by email may be authorized by the Board of Directors. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any decision or action which may be made by the Board at any annual, regular, or special meeting of the Board of Directors may be made by email without a meeting by email if: (1) The Corporation has a record of all Directors email addresses; and (2) The Corporation maintains a copy of the announcement and a record of the Directors' votes with the corporate records.

The announcement shall be sent to each Director at the email address stored in the corporate records and shall include: (1) A description of the action to be taken; (2) A deadline to respond with a vote which may not be less than forty-eight (48) hours; (3) A statement that a Director may change their vote any time prior to the deadline; and (4) An effective date if the action is intended to be effective at a date which is later than the deadline date.

The affirmative vote of a majority of all Directors in office is an act of the Board of Directors if the action is taken pursuant to this section, unless a greater number of

affirmative votes for the proposed action is required by law, the Articles of Incorporation, or these Bylaws.

Section 14. Authority of Directors. The President and/or the Executive Director shall be the official spokesperson(s) for the Corporation and may represent the Corporation and its positions whenever appropriate. No Director other than the President may officially represent the positions of the Corporation or speak or make agreements on behalf of the Corporation without specific approval by the Board of Directors.

Article V

Officers

Section 1. General. The Board of Directors shall elect from among the members of the Board of Directors the officers of the corporation at the annual meeting of the Board of Directors. The Officers of the Corporation shall carry out the policies and decisions of the Board of Directors as directed by the Board. Except for the President which shall have a term of one year, the term of office shall be two years. Officers may serve consecutive terms. The President may serve two consecutive one year terms. The officers shall be President, Vice President, Secretary and Treasurer and other officers, assistant officers and agents as the Directors may from time to time appoint. The officers shall perform the usual duties pertaining to their respective offices except as otherwise directed by the Directors or as otherwise provided in this Article. Upon the expiration of his or her term, each officer shall deliver to his or her successor the records of his or her office. The same person may not hold any two of the offices of President, Secretary, or Treasurer at the same time, but the same person may hold any other two (2) or more offices. Officers must serve simultaneously as Directors.

Section 2. Removal. Any Officer elected by the Board of Directors may be removed by a majority vote of all the Directors in office whenever, in its judgment, the interests of the Corporation would be best served by such removal. Removal will be without prejudice to the contract rights, if any, of the Officer so removed. The Officer being considered for removal has no vote in the process of removal. The removal of an individual as an Officer shall have no effect on the individual's status as a Director,

unless the Board or Voting Members, whichever is appropriate, also remove the individual as a Director.

Section 3. Vacancies. If any office of the Corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the remaining Directors still in office, although less than a quorum, may elect any eligible individual to fill such a vacancy. The elected Officer will hold office for the remaining portion of the term of that office.

Section 4. President. The President shall preside at all meetings of the Board of Directors and have the powers usually associated with the office. The President shall be responsible for coordination of the various committees of the organization, and be chairman of the Executive Committee.

Section 5. Immediate Past-President. The Immediate Past-President will be a member of the Executive Committee.

Section 6. Vice President. The Vice President shall preside at all meetings of the Board of Directors in the absence of the President.

Section 7. Secretary. The Secretary shall keep a record of the proceedings at the meetings of the Board of Directors and shall have custody of all the books, records and papers of the corporation. The Secretary shall have such powers and duties as are assigned to him or her by the Board of Directors.

Section 8. Treasurer. The Treasurer shall keep account of all the moneys of the corporation received or disbursed and shall deposit all the moneys in the name of and to the credit of the corporation in such banks and depositories as the Board of Directors shall designate, subject to withdrawal in the manner to be determined by the Board of Directors; and, subject to the control of the Board of Directors, shall safely keep all the securities and valuables of the corporation. From time to time the Treasurer shall make reports to the officers and to the Board of Directors as may be required, and shall perform such other duties as the Board of Directors delegate to them.

Article VI

Committees

Section 1. Establishment. The Board of Directors may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee. The establishment of an Executive Committee must be done in accordance with the procedures stated below.

Section 2. Executive Committee. (A) The Board of Directors, by resolution adopted by a majority of the Directors in office, may create an Executive Committee. If created, the Executive Committee shall be composed of the President, Immediate Past-President, Vice President, Secretary, Treasurer, and other Board members as named by the Board of Directors. The Executive Committee shall not have any members who are not simultaneously Directors. The Executive Committee may be responsible for tasks delegated to it by the Board of Directors, including the day-to-day operation of the organization, the execution of corporation policy, the definition and execution of special projects, and the appointment of sub-committees. The Executive Committee shall make reasonable efforts to seek the collective and/or individual guidance and advice from members of the Board of Directors. The Executive Committee shall report to the Board of Directors at annual and special meetings.

(B) The Executive Committee must comply with the provisions of these Bylaws concerning meetings and decisions of the full Board of Directors, including the requirements for notice, quorum, voting and decision-making, the preparation and subsequent adoption of minutes of Executive Committee meetings, and the permanent storage of those minutes. All Executive Committee decisions must be recorded in official minutes, which must be provided to the full Board.

Section 4. Management Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint additional committees each of which shall consist of two or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board

of Directors in management of the corporation, except as provided by law. Such committees shall be established by resolution adopted by the Board at a properly called meeting and shall specifically state the authority of the Board being delegated to the committee.

Article VII

Meetings

Section 1. The Board of Directors shall meet monthly or as otherwise determined by the President. The first Board meeting of the year shall include the election of new officers, and the review of corporate policy and direction.

Section 2. Special Meetings. Special meetings of the Directors may be called by the President or any two Directors.

Section 3. Notice. (A) Notice must be given to every Director of the Board for every meeting of the Board of Directors, stating the date, time, and location of the meeting, and the purpose of the meeting if required by law or these Bylaws. The notice must be given not less than forty-eight (48) hours in advance of the meeting if delivered by telephone conversation or in person, and not less than seven (7) days in advance if delivered by first class mail, e-mail, or fax to an address provided by the individual Director.

(B) After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meetings and be delivered to all Directors. The Board of Directors may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all Directors.

Section 4. Waiver of notice. Any Director may waive notice of any meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting,

except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 5. Committee Meetings. Meetings of the Executive Committee or other committees may be called by the chairperson of the committee or any two members of the committee. Those calling the meeting shall make a good faith attempt to notify all members of the meeting as to date, time and place at least twenty-four hours before the meeting.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors. No Officer or Director will receive any compensation for fulfilling the responsibilities of a Director of the Board or of an Officer as defined in these Bylaws. However, the Corporation may pay compensation to Officers and Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Directors and their relatives who receive regular compensation from the Corporation must always constitute less than a majority of the Board. Officers and Directors may be given reimbursement for actual expenses incurred in the course of fulfilling their responsibilities, subject to Board approval.

Section 2. Conflict of Interest. The Board of Directors shall adopt a conflict of interest policy consistent with IRS regulations. A conflict of interest is always present whenever the Corporation pays money or other compensation, or provides any tangible benefits, to an Officer or Director of the Board of Directors or to a Director's or Officer's family member. All transactions involving conflicts of interest must be approved using the following procedures: (1) conflict of interest transactions must be approved by the full Board of Directors; they cannot be approved by the President, Executive Committee, Executive Director, or other staff. (2) Directors and Officers who have a conflict of interest in any matter must (a) declare the existence of any direct or indirect conflict of interest, (b) disclose the details of the proposed transaction on the record, (c) abstain from voting on that matter, and (d) leave the room where the vote is to take place, until the votes have been counted. The minutes must record this to show that it was done. (3) The

rest of the Board of Directors must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the Corporation and that no special benefits are being given to any person. The information relied upon by the Board of Directors, and its source, must be recorded in the minutes. (4) All conflict of interest transactions must be approved by the affirmative vote of a majority of all of the Directors who do not have a conflict of interest involved in that issue as long as no less than two (2) disinterested Directors vote to approve the transaction.

All Directors and Officers must sign a disclosure of all conflicts of interest and update it if that disclosure needs to be changed.

Section 3. Financial Controls. The Board of Directors shall adopt formal Board policies that provide a system of financial controls that are adequate to prevent the misuse, embezzlement, or theft of the Corporation's funds and assets and that would discover if those problems or crimes occurred. Those financial policies shall require that there must be three (3) separate levels of financial operations, and that those operations shall be performed by different people: (A) those with the authority to spend the Corporation's money; (B) those who are the bookkeeper(s) who record and track the income and expenditures; and (C) those who oversee the bookkeeping system and the expenditure of funds. This means that the persons who have authority to sign the Corporation's checks or use its credit cards shall not be allowed to also serve as the Corporation's bookkeeper(s); and that the Corporation's bookkeeper(s) shall not be given permission or authority to spend the Corporation's money, sign its checks, or use its credit cards.

Section 4. Annual Financial Assessment. The Board of Directors shall require the performance of an annual audit, financial review, financial compilation, or financial assessment, which must involve the services of a trusted person with bookkeeping skills and knowledge, who does not do the bookkeeping for the Corporation or sign checks for the Corporation. This need not be a formal audit but must at least involve a sufficiently thorough review of the Corporation's financial records so that it would likely discover any misuse, embezzlement, or theft of the Corporation's funds or assets. The financial oversight committee described above shall select the person performing the annual

financial assessment and shall ensure that the resulting report is presented to the entire Board of Directors.

Section 5. Tax Year. The tax year of the Corporation is the calendar year.

Section 6. Written Documents. Wherever these Bylaws require a written document, such document may be created, stored, or transmitted by electronic means in lieu of a physical, hard, or paper copy of the document. Notwithstanding the foregoing, the Corporation shall strive to store corporate documents as both electronic and physical documents whenever practicable.

Section 7. No Discrimination. In the delivery of its services to the public, the Corporation does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

Article IX

Amendments

These Bylaws may be altered, amended or repealed and new bylaws adopted, at any annual or special meeting duly called for that purpose, by the affirmative vote of not less than two-thirds of the Directors. Provided, however, that only the Voting Members may approve amendments that relate to: (a) the number of Directors, (b) the composition of the Board, (c) the term of office of Directors, (d) the method or way in which the Directors are selected or removed, (e) the way in which the Voting Members are selected or removed, or (f) the qualifications of Voting Members. The affirmative vote of two-thirds (2/3) of Voting Members participating in the vote is necessary and sufficient for the approval of such amendments. Proper written notice must be given at least seven (7) days before the vote and must include either a written copy or an accurate written summary of the proposed amendments.

ARTICLE X. SEVERABILITY

Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions of these Bylaws shall remain in full force and effect.

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CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing Bylaws constitute the Bylaws of Portland Photographers' Forum as duly adopted by the Board of Directors on the _____ day of _____, 2023.

Signed this ____ day of _____, 2023.

Secretary Signature _____

Printed Name _____