

BYLAWS OF
CASCADE STEREOSCOPIC CLUB
Revised and Amended November 2015

Article I: Purpose

This corporation, to be known as Cascade Stereoscopic Club, shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of incorporation, the purposes of the corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501 (c) (3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

This corporation's primary purpose shall be to educate the public in the principles, aesthetics, and history of three dimensional imagery, stereoscopy, stereoscopic photography, video, and illustrations; to promote local, national and international competitions in the area of stereoscopic images; to encourage new techniques for creating and viewing stereoscopic images; and to preserve, restore, and maintain past, present, and future stereoscopic images and apparatus.

Article II: Members

Section 1: Classes and Voting

There shall be one class of members of this corporation. Each member shall be entitled to one vote. Members shall determine the number of Directors on the Board of Directors to be elected consistent with these bylaws. Members shall elect the President, Vice-President, Secretary and Treasurer and the additional Directors of the corporation. At the membership's discretion, a Director may serve in more than one office simultaneously.

A member shall be entitled to vote if the member is a member in good standing on the forty days immediately preceding the annual meeting.

Section 2: Qualifications

A person shall become a member of the corporation by completing an application and paying annual dues as set by the Board of Directors. A member in good standing shall be any member who is current in his/her payment of dues.

Section 3: Termination of Membership

Membership shall automatically terminate upon expiration of paid dues. The Directors at their discretion may offer members a grace period if annual dues are late. In addition to termination of membership for non-payment of dues, membership may be terminated for cause by the Board of Directors after giving the member at least 15 days written notice by first class or certified mail of the termination and reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

Section 4: Annual Meeting

The annual meeting of the members shall be held on the regularly scheduled membership meeting in April.

Section 5: Regular Meetings

Regular meetings of the membership shall be held monthly for no fewer than 10 months of the year.

Section 6: Special Meetings

Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the holders of at least twenty-five percent of the voting power of the corporation by a demand signed, dated, and delivered to the corporation’s Secretary. Such demand by the members shall describe the purpose for the meeting.

Section 7: Notice of Meeting

Notice of all meetings of the members shall be posted in club newsletter and website.

Section 8: Quorum and Voting

Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members voting is the act of the members, unless these Bylaws or the law provides differently.

Section 9: Proxy Voting

There shall be no voting by proxy.

Section 10: Action by Consent

No action shall be taken by the membership without a meeting of the membership.

Section 11: Honorary Memberships

At the Board’s discretion, persons or entities may be awarded honorary membership in the corporation for a duration specified by the Board. Honorary members shall not have voting rights and shall not be considered members in good standing for purposes of election to office within the corporation.

Article III: Board of Directors

Section 1: Duties

The Board of Directors shall manage the affairs of the corporation.

Section 2: Number and Qualifications

The number of Directors may vary between a minimum of three and a maximum of fifteen. All Directors must be individuals who are members in good standing.

Section 3: Term and Election

Board members shall be consist of the President, Vice President, Secretary, and Treasurer, and any other members who are nominated or volunteer and who are approved by a majority of members at the annual meeting or at any other regular meetings. Board members terms shall expire at end of the next annual meeting, unless their terms are renewed for an additional year by a majority of the members at the annual meeting. A Board member may be reelected without limitation on the number of terms s/he may serve.

Section 4: Removal

Any Board member may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of Board.

Section 5: Vacancies

Vacancies on the Board of Directors may be filled as specified in Section 3.

Section 6: Quorum and Action

A quorum at a board meeting shall be a majority of all Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present. Where the law requires a majority vote of Directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 7: Regular Meetings

Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

Section 8: Special Meetings

Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail or by email not less than two days prior to the special meeting.

The presiding officer of the Board, the President, or twenty percent of the Directors then in office may call and give notice of the special meeting of the Board.

Section 9: Meeting by Telecommunication

Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications, as long as all Directors can hear each other.

Section 10: No Salary

Directors shall not receive salaries for their Board services, but may at the discretion of the Board be reimbursed for expenses related to Board service.

Section 11: Action by Consent

Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

Section 12: Limitations on the Powers of Board

The Board may not authorize payment of a dividend or any part of the income or profit of the corporation to its members or officers; may not approve dissolution, merger, or the sale, pledge, or transfer of any of the corporation’s assets, except assets specifically intended for sale; e.g. merchandise in the club store.

The Board shall make a good faith effort to communicate decisions to the membership on a regular basis.

Article IV: Committees

Section 1: Committees

The Board of Directors may establish committees, as it deems necessary and desirable. These committees may exercise functions of the Board of Directors or may be advisory committees. Committees, which are solely advisory committees, may include non-Director members.

Section 2: 3D Center of Art and Photography

In addition to doing business as Cascade Stereoscopic Club, the Board of Directors shall have the option to continue doing business as The 3D Center of Art and Photography, a not for profit gallery / theater / museum formerly located at 1928 NW Lovejoy Street, Portland, Oregon 97209. The Board shall have the option to establish a budget for the 3D Center of Art and Photography, and to establish a committee to operate the 3D Center of Art and Photography.

Section 3: Limitations on the Powers of Committees

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of any of the corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

Article V: Officers

Section 1: Titles and Qualifications

The officers of this corporation shall be the President, Vice President, Treasurer, and Secretary. Officers must be at least eighteen years old. At the discretion of the membership, one person may hold more than one office simultaneously.

Section 2: Election

At each annual meeting, the members shall elect the President, Vice President, Treasurer, and Secretary to serve one-year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 3: Vacancy

A vacancy of the office of President, Vice President, Treasurer, or Secretary shall be filled at the next regular or special membership meeting. Terms of officers elected to fill vacancies shall expire at the end of the next annual meeting.

Section 4: Other Officers

The Board of Directors may elect or appoint other officers, agents, and employees as it shall deem necessary and desirable. They shall hold their offices for such terms, have such authority, and perform such duties as shall be determined by the Board of Directors.

Section 5: President

The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 6: Vice President

The Vice President shall perform the duties of the President in the event that the President is unavailable or incapacitated. The Vice President shall assist the President as directed by the President and shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 7: Treasurer

The Treasurer shall have the overall responsibility for (a) keeping of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; (e) and any other duties as may be prescribed by the Board of Directors.

The Treasurer shall normally be responsible for maintaining current and accurate membership lists, although the Treasurer may, with approval of the Board of Directors, delegate this responsibility to another individual.

Section 8: Secretary

The Secretary shall have the overall responsibility for (a) official recording of the minutes of all proceedings of the Board of Directors and members’ meetings and actions; (b) provision for notice of all meetings of the Board of Directors and members; (c) authentication of the records of the corporation; (d) and any other duties as may be prescribed by the Board of Directors.

Section 9: Registered Agent

The Board of Directors shall appoint a Registered Agent. The Registered Agent shall be registered as required with the State of Oregon. The Registered Agent shall be responsible for filing reports with the State of Oregon and the Federal Government as required by state and federal rules and regulations.

Article VI: Corporate Indemnity

This corporation will indemnify its officers and Directors to the fullest extent allowed by Oregon law.

Article VII: Amendments to Bylaws

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a majority vote of Directors present, if a quorum is present. Prior to adoption of the amendment, each Director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the existing section of the Bylaws and the proposed amendment.

ADOPTED:

Herb Alt Herb Weiner November 23, 2015
Signature Printed Name Date

Gary Weiss Gary Weiss 11-23-15
Signature Printed Name Date

Richard Dubnow RICHARD DUBNOW 11-23-2015
Signature Printed Name Date

Mark A. Wilke Mark A. Wilke 11/23/15
Signature Printed Name Date

J. CLARE DEAN J. CLARE DEAN 11/23/15
Signature Printed Name Date

J. Ward O'Brien J. Ward O'Brien 11/23/15
Signature Printed Name Date

Ronald F. Kriesel Ronald F. Kriesel 11/23/15
Signature Printed Name Date

James Olsen JAMES OLSEN 11/23
Signature Printed Name Date

Juvenile Weiner JUENNE WEINER 11/23/15
Signature Printed Name Date

Lori Anderson Lori Anderson 11/23/15
Signature Printed Name Date

David W. Allen David W. Allen 1/20/16
Signature Printed Name Date

Lester Kennard Lester Kennard 2/22/16
Signature Printed Name Date

Signature Printed Name Date

Signature Printed Name Date

Signature Printed Name Date