

**BY-LAWS  
OF THE  
OREGON AQUACULTURE ASSOCIATION  
(AN OREGON NON-PROFIT CORPORATION)**

**ARTICLE I  
PURPOSE**

SECTION 1: The purpose of this Corporation shall be: to provide a medium of exchange of experiences and discussions of industry problems; to promote public education; to advocate just and proper laws and regulations that impact aquaculture; to recommend research and education initiatives to research facilities and universities that will meet the current and future needs of the aquaculture industry; and to conduct any and all activities necessary for the advancement, promotion, expansion, and well-being of the aquaculture industry in Oregon (to include marketing of products, farm tours, workshops and legislative communications).

**ARTICLE II  
NAME AND LOCATION**

SECTION 1: NAME. The name of this Corporation is the Oregon Aquaculture Association.

SECTION 2: PRINCIPAL OFFICE. The principal office of the Corporation shall be located at 408 N. Third, Stayton, OR 97383 or at such other location as may be duly selected by the Board of Directors.

SECTION 3: REGISTERED OFFICE. The registered office of the Corporation required by the Oregon Nonprofit Corporation Act to be maintained in the State of Oregon may be, but need not be identical with the principal office in the state of Oregon, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE III  
POWERS**

SECTION 1: This Corporation shall have all the powers permitted to corporations under the Oregon Nonprofit Corporation Act.

**ARTICLE IV  
CLASSIFICATION OF MEMBERS, DUES**

SECTION 1: CLASSES OF MEMBERS. This Corporation shall have members. There shall be four types of membership of the Corporation: Active, Associate, Student, and Sustaining.

SECTION 2: QUALIFICATION AND ACCEPTANCE OF MEMBERS.

- a. ACTIVE. Active members will be any individual, partnership or association engaged in the practice of aquaculture, who derives a portion of his/her income from the

aquaculture industry, and who supports the purposes and objectives of the Oregon Aquaculture Association (OAA).

- b. ASSOCIATE. Associate members will be any individual who is interested in and supports the purposes and objectives of the OAA.
- c. STUDENT. Student members will be any individual that is attending an accredited university or community college, public or private, who is interested in and supports the purposes and objectives of the OAA.
- d. SUSTAINING. Sustaining members will be any individual, partnership or corporation associated with or involved in the industry, or interested in aquaculture who desires to be a non-voting member and, at the same time, desires to lend significant support to the industry.
- e. GROUPS: Group members will be any groups that are interested in and support the purposes and objectives of the OAA.<sup>1</sup>
- f. SCHOOL CLUB: School club members will be any club that is interested in aquaculture and supports the purposes and objectives of the OAA.<sup>1</sup>
- g. ACCEPTANCE. In order to become accepted as a member, a candidate for membership must be accepted by the Board of Directors. Classification for membership shall be determined by the Board of Directors.

**SECTION 3: VOTING RIGHTS.** Only Active members of this Corporation shall have voting rights and privileges. Each Active member shall have one vote and shall be entitled to take part and vote, in person or by proxy, at any regular or special meeting of the members. Sustaining, Associate and Student members are entitled to receive all benefits of membership except the right to hold office and vote.

**SECTION 4: CERTIFICATION OF MEMBERSHIP.** The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation which shall be in such form as may be determined by the Board.

**SECTION 5: TERMINATION AND SUSPENSION OF MEMBERSHIP.**

- a. The Board of Directors may, by affirmative vote of two-thirds (2/3rds) of the entire membership of the Board, after due notice, suspend or terminate the membership of any member whose actions are deemed detrimental to the Corporation, its aims and programs.
- b. The Board of Directors may, by a majority vote of those present at any Board meeting, after due notice:
  - a. Terminate the membership of any member who no longer satisfies the qualifications for membership in Section 2 of this Article.
  - b. Suspend or terminate the membership of any member who is in default in the payment of their membership dues.

SECTION 6: RESIGNATION. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges accrued and unpaid.

SECTION 7: REINSTATEMENT. Upon written request, signed by the former member and filed with the Secretary, the Board of Directors may, by majority vote of those present at any Board meeting, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 8: MEMBERSHIP YEAR. The membership year is the same as the Corporate fiscal year. Membership dues are due and payable at the beginning of the membership year.

SECTION 9: DUES. Dues for each active, associate, student and sustaining member are to be determined annually by the Board of Directors, and are payable on or before the first day of each membership year. Members are considered to be in default if dues remain unpaid thirty days after the start of the membership year.

## **ARTICLE V MEETINGS OF MEMBERS**

SECTION 1: ANNUAL MEETING. The annual meeting of the members shall be held at such place and time as designated by the President with the consent of the Board of Directors. Attendance is open to the public with voting privileges reserved for Active members only.

SECTION 2: BOARD OF DIRECTORS MEETINGS. The Board of Directors will meet regularly (at least annually) at such places and times as designated by the President with the consent of the Board of Directors to discuss and vote on any matters that come before them. Attendance is open to the public with voting privileges reserved for Board members only.

SECTION 3: SPECIAL MEETINGS. Special meetings of the members of this Corporation may be called at any time by the President, or by the approval of the majority of the Board of Directors, or by petition requesting such a meeting by at least 20% of the voting members of the Corporation filed with the President or Secretary/Treasurer. The purpose of every special meeting shall be stated in the notice and no business shall be transacted at a special meeting except such as is specified in the notice.

SECTION 4: NOTICE. Notice of any meeting of the members of this Corporation shall be given by written letter either in person, mailed, E-mailed, or faxed to each member of record directed to the address shown upon the books of the Corporation, at least ten (10) days prior to the meeting and not more than fifty (50) days prior to such meeting. Notice of meetings shall state the purpose(s) and the time and place and modality (e.g. teleconference) of such meetings. No failure or regularity of notice of any meeting held shall affect the validity of any proceeding taken there at.

SECTION 5: MODALITY OF MEETINGS. The Board of Directors may permit any or all members to participate in any meeting, or conduct the meeting, through use of any means of communication by which all members participating may simultaneously hear each other or otherwise communicate with each other during the meeting, e.g., electronic mail (E-mail) or

telephone conference calls are permissible, in the discretion of the Board. A member participating in a meeting by this means is deemed to be present in person at the meeting.

SECTION 6: QUORUM. The members present at any meeting of the members of the Corporation shall constitute a quorum at such meeting for the transaction of business. Members may attend in person, by phone (facilities permitting), or by duly executed written proxy.

## **ARTICLE VI BOARD OF DIRECTORS**

SECTION 1: BOARD OF DIRECTORS. The Board of Directors shall have supervision, control, and direction of the affairs of this Corporation. The Board of Directors will consist of 5- 12 members. The board of Directors shall meet within 30 days of the Annual Meeting and elect officers. Officers will consist of a President, Vice President and Secretary/Treasurer. All officers must be selected from the Board of Directors. However, in the event a Board member is not available who has the time or resources to fill the position of Secretary/Treasurer, such an individual may be selected from the general membership to fill this position.

SECTION 2: TERM OF OFFICE. Directors shall have staggered two year terms with half of the Directors standing for election at each Annual meeting. The initial term of Directors shall be decided by drawing lots for two and one year terms of office respectively. Lots shall be drawn by all Board members. Directors may be re-elected at the end of their term of office.

SECTION 3: PAST PRESIDENTS. Each past President will be an Ex-Officio member of the Board of Directors for two (2) years. Ex-Officio members shall not vote.

SECTION 4: VACANCIES. Any vacancies that occur on the Board may be filled by vote of the majority of the remaining members of the Board for the unexpired term.

SECTION 5: RESIGNATION AND REMOVAL. Any member of the Board of Directors may resign at any time by giving written notice of such resignation to the President or Secretary/Treasurer. A resignation shall be effective when received or at a subsequent date stated in the resignation notice which is acceptable to the Board. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board. A member of the Board of Directors may be removed from office, with or without cause, by a two-thirds (2/3rds) vote of the entire Board of Directors.

SECTION 6: QUORUM. The presence of fifty percent (50%) of the current Board of Directors shall constitute a quorum at any meeting of the Board and an affirmative vote of the majority of any directors at a meeting at which a quorum is present shall be the act of the Board. Also refer to Article IX: Section 2.

SECTION 7: ELECTION OF DIRECTORS. A nominating committee appointed by the President to consist of one or two people from the Board as well as one or two people from the general membership, will compile a list of nominees for the Board of Directors. Directors of the Corporation shall be elected at the Annual Meeting of the members of this Corporation.

SECTION 8: COMPENSATION. Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses, if any,

may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Directors from serving the Corporation in any other capacity and receiving compensation for those services.

## **ARTICLE VII OFFICERS**

**SECTION 1: OFFICERS AUTHORIZED.** The officers of this Corporation shall consist of a President, Vice President and Secretary/Treasurer.

**SECTION 2: ELECTION OF OFFICERS.** The Board of Directors shall meet within 30 days of the Annual Meeting and elect officers.

**SECTION 3: TERM OF OFFICE.** Officers shall serve a term of one year until the next election at which time they may be re-elected. Each officer shall hold office until their successor has been duly elected and qualified, or until the officer's death, resignation, or removal from office in the matter hereinafter provided.

**SECTION 4: RESIGNATION AND REMOVAL.** An officer may resign at any time by delivering a written notice to the Board, or to the President. A resignation shall be effective when received or at a subsequent date stated in the resignation notice which is acceptable to the Board. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board. An officer may be removed from office, with or without cause, by a two-thirds (2/3rds) vote of the entire Board of Directors.

**SECTION 5: VACANCIES.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term for the vacant office.

**SECTION 6: PRESIDENT.** The President shall preside over all meetings of the Corporation and of the Board of Directors and sign such papers and documents of the Corporation as he may be authorized or directed to sign by the Board of Directors. However, the Board of Directors may authorize other persons to sign checks, contracts, and other instruments on behalf of the Corporation. The President shall communicate to the Corporation membership or to the Board of Directors such matters and make suggestions as to promote the goals, objectives, and welfare of the Corporation. The President may serve in an ex-officio capacity on all committees.

**SECTION 4: VICE PRESIDENT.** The Vice President may perform the duties of the President in the event of temporary disability, absence from meetings, and as directed by the President.

**SECTION 5: SECRETARY.** The Secretary shall keep minutes of all meetings of the Corporation, and may sign such instruments and documents as may be authorized by the Board of Directors. The Secretary shall serve all notices required by law and by the by-laws of the Corporation and shall make a full report of all matters and business pertaining to their office to the members at the Annual Meeting. The Secretary will serve as Treasurer if a Treasurer is not specifically appointed.

**SECTION 6: TREASURER.** The Treasurer shall have charge and supervision of the books and records of the Corporation, and may sign such instruments and documents as may be authorized

by the Board of Directors. The Treasurer shall make a full report of all matters and business pertaining to their office to the members at the Annual Meeting and shall keep, or have kept, a complete record of all financial transactions of the Corporation, the payment of debts, and the collection of dues, and shall perform such other duties with respect to the finances of the Corporation as may be prescribed by the Board of Directors. At each Annual Meeting, Special Meeting, and Board of Directors meeting, the Treasurer shall present a financial report setting forth all receipts and disbursements, and shall be chairman of the committee to present a budget to such annual meeting. The funds, books, and records, with the exception of confidential reports submitted by members, shall at all times be subject to verification and inspection by the Board of Directors. The President may appoint an audit committee to verify the records of the Corporation.

## **ARTICLE VIII COMMITTEES**

SECTION 1: The President, subject to the approval of the Board of Directors, shall annually appoint such standing, special, or subcommittees as may be required by the by-laws or as he may find necessary.

SECTION 2: EXECUTIVE COMMITTEE. The President, Vice President, and Secretary/Treasurer shall constitute the Executive Committee. They may meet in between meetings of the Board of Directors and may collectively exercise the powers and authorities of the Corporation on matters prescribed by the Board of Directors, reporting to Board of Directors at its succeeding meeting of any action taken.

SECTION 3: ADVISORY COMMITTEE. The President may appoint a group of individuals, not necessarily members of the Corporation, who have industry knowledge to serve in an advisory capacity to the Board.

SECTION 4: AD HOC COMMITTEES. There may be other committees to exercise such powers, duties, and authorities as the Board of Directors may determine. The President shall appoint the chairman and members of such committees.

## **ARTICLE IX VOTING**

SECTION 1: MEMBERSHIP VOTING. Whenever the Board of Directors deems it necessary for a vote by the voting membership on an issue where a special meeting is not convenient or when it deems it not expedient to call a special meeting for such purpose, the Directors may submit such matter to the voting membership via mail with a return vote required within twenty (20) days of submission, or as required by these by-laws. Actions taken by a mail vote shall be binding upon the Corporation in the same manner as a vote taken at a duly called meeting of the voting membership.

SECTION 2: BOARD OF DIRECTORS VOTING. Whenever the President deems it necessary for a vote by the Board of Directors on an issue where a special meeting is not convenient or when he deems it not expedient to call a special meeting for such purpose, the President may

submit such matter to the Board of Directors via mail, E-mail, teleconference or other electronic means with a return vote required within a time frame he specifies. A Board member's vote may be cast and accounted for via presence at a meeting, teleconference, mail or by E-mail. Actions taken by any of the means of return vote shall be binding upon the Corporation in the same manner as a vote taken at a duly called meeting of the Board of Directors.

**ARTICLE X  
INDEMNIFICATION, INSURANCE AND LIMITATION OF LIABILITY**

**SECTION 1: DEFINITIONS.**

- a. The term "Indemnified Person" shall mean any person who is or was a Board member, officer, member of a committee, employee, or to the extent authorized by the Board in any specific case, an agent of the Board; or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation.
- b. The term "Proceeding" shall include any threatened, pending, or completed action, suit or proceeding, whether brought in the right of the Corporation or otherwise and whether of a civil, criminal, administrative or investigative nature, in which an Indemnified Person may be or may have been involved as a party or otherwise by reason of the fact that the person is an Indemnified Person.

**SECTION 2: INDEMNIFICATION.** The Corporation shall indemnify to the fullest extent allowed by law any Indemnified Person who was or is a party, or is threatened to be made a party to any Proceeding, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnified Person in connection with the Proceeding.

**SECTION 3: INSURANCE.** This Corporation is authorized to purchase and maintain in effect a policy or policies of insurance covering any liability of the Board members, officers, committee members, employees and agents of the Corporation, regardless of whether the Corporation would have the power to indemnify such persons against the liability so insured.

**SECTION 4: LIMITATION OF LIABILITY.** The civil liability of any Board Members, officers, and agents of this Corporation shall be limited to the fullest extent permitted under the Oregon Nonprofit Corporation Act.

**ARTICLE XI  
OTHER PROVISIONS**

**SECTION 1: AMENDMENTS.** These By-Laws may be amended or revised by the vote of two-thirds of the voting members voting thereon at any regular or special meeting of the members or by the written assent of two-thirds of the members voting thereon by mail ballot, provided, that written notice of the proposed By-Law amendments or revisions shall have been delivered to each member or mailed to his last known address as shown by the books of the Corporation,

at least ten (10) days prior to any such meeting or the date on which the mail ballots must be returned to be counted.

SECTION 2: FISCAL YEAR. The fiscal year of the Corporation shall commence on the first (1<sup>st</sup>) day of October and shall end on the last day of September. The fiscal year may be changed by majority vote of the Board of Directors.

SECTION 3: DISSOLUTION. Upon the dissolution of this Corporation, and after paying or making provisions for the payment of all the liabilities of this Corporation, assets shall be distributed to a non-profit organization dedicated to promoting fish health and hatchery management issues to be determined by the Board of Directors.

SECTION 4: EARNINGS. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to Board members, officers, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the goals and objectives of, or reasonable and necessary expenses incurred on behalf of, the Corporation's purposes set out in Article I.

#### **APPROVAL & ACCEPTANCE**

By vote of the Board of Directors of the Oregon Aquaculture Association, these By-Laws of the Oregon Aquaculture Association are hereby accepted and promulgated this 18<sup>th</sup> day of October, 2004.

By:

/Kathy Bridges/  
Secretary

#### **<sup>1</sup>AMENDMENT, APPROVAL & ACCEPTANCE**

Amendment: added two membership categories (Groups and School Club) to [Article IV, Section 2](#) of these bylaws.

By vote of the Board of Directors of the Oregon Aquaculture Association, these By-Laws of the Oregon Aquaculture Association are hereby accepted and promulgated this 16<sup>th</sup> day of February, 2017.

By:

/Kathy Bridges/  
Secretary