

Bylaws of the Colorado Professional Videographers Association

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ARTICLE I

The name of this organization shall be the Colorado Professional Videographers Association in the state of Colorado.

This organization is variously referred to in these Bylaws as CoPVA or the Association.

ARTICLE II

The purposes of the Association shall be:

- i.** To recognize videography as a specialized field of endeavor.
- ii.** The promotion of goodwill and advancement of videography in the Colorado area.
- iii.** To receive in-depth knowledge from our peers and other professionals from a wide range of fields.

ARTICLE III

Membership Requirements

Section 1

CLASSIFICATIONS OF MEMBERSHIP

Any individual who is a member of the MEET-UP group, and who has attended, and paid, for at least one meeting per year is considered a "Member."

Paragraph 1

Individual membership: any individual who has an interest in or who uses video and/or primarily provides a service and/or function related to the planning, production, and/or distribution of video and multimedia programming.

Section 2

TERM OF MEMBERSHIP

Same as Classifications of Membership.

Section 3

MEMBERSHIP IN GOOD STANDING

A member of the Association shall be considered in "good standing" when all meeting fees are paid in full and adhere to the Code of Ethics as outlined in these bylaws.

Section 4

CODE OF ETHICS

All members of the Association are bound by the following Code of Ethics. Any violation of this code by an Association member may result in rejection, suspension or expulsion from the Association as described in

- i. CoPVA members should always engage in fair and equitable business practices.
- ii. CoPVA members should not intentionally use false or misleading information in their business dealings.
- iii. CoPVA members should encourage the sharing of video related knowledge and skills so that individually and collectively we can help elevate the level of professionalism in the event video industry.

Section 5

REJECTION, SUSPENSION AND TERMINATION

It shall be the duty of the Association to apply the membership requirements in a fair and impartial manner.

It will be at the discretion of the board to terminate membership for any individual not following the Code of Ethics. If there is an issue, the member may plead their case to the board at a future meeting.

ARTICLE IV

Board of Directors

Section 1

MEMBERS OF THE BOARD OF DIRECTORS

Paragraph 1. *Members of the Board of Directors:* Subject to the provisions contained herein, the Board of Directors shall consist of the following:

- i. The Officers (President, Vice-President, Treasurer, Secretary, and Sergeant at Arms)

All members of the Board of Directors shall be elected by the general membership to a 2-year term.

Section 2

ELIGIBILITY FOR OFFICE

Any Member of the Association in good standing and who has attended at least 6 meetings within a one year period may be elected to one office at a time subject to the additional requirements established by the Board of Directors or as otherwise contained in these Bylaws.

Section 3

TERMS OF OFFICE

Paragraph 1. *The Elected Officers:* The terms for President, Vice-President, Treasurer, Secretary and Sergeant at Arms commence on April 1 and run through March 31, two years hence. Terms of the President and Treasurer should be staggered to avoid both officers with direct access to the Association's funds changing at the same time.

Section 4

DUTIES

Paragraph 1. *Duties:* The Board shall be the policymaking arm of the Association and responsible for interpretation of the bylaws. In addition, it shall be responsible for the review of the membership standards and any activity and/or function not otherwise specified by these bylaws. Therefore, the Board may take action it deems necessary and valid for the advancement of the Association as a whole consistent with the bylaws.

Paragraph 2. *Regular Board Meetings:* The Board of Directors shall meet prior to all regularly scheduled meetings of the CoPVA predetermined. Prior to all regular meetings, an agenda shall be mailed, e-mailed or faxed by the President to all members of the Board. This shall not preclude other topics from being introduced and action being taken during the meetings.

Paragraph 3. *Special Meetings:* Special or emergency meetings of the Board of Directors may be called by any member of the Board.

Paragraph 4. *Official Vote:* Approval by a simple majority of Board members present and voting shall be sufficient to pass any and all motions before the Board unless contrary to other specific provisions of these Bylaws.

Paragraph 5. *Access to the Board:* Meetings of the Board of Directors shall be open to all Members of the Association who wish to address a specific topic in person. Members must request time to address the Board on a topic not covered on the agenda. Members must also notify the Board in advance that they will be attending and the President shall add the topic of discussion to the agenda. Members will be allowed to attend the meeting during the time taken to discuss that topic only. Members will not be allowed attend special closed sessions that are declared by the Board.

Section 5

LENGTH OF TERMS

All elected officers shall be elected for a two-year term.

Section 6

NUMBER OF TERMS

Paragraph 1. *Elected Officers:* The President, Vice-President, Treasurer, Secretary and Sergeant at Arms may only serve four successive terms unless adjusted or voted on by the Board.

Section 7

SUCCESSION

Paragraph 1. *Succession of Vice-President, Treasurer Secretary and Sergeant at Arms.* If the Vice-President, Treasurer, Secretary or Sergeant at Arms ceases to be a Member of the Association, resigns their office, is removed pursuant to these bylaws or for any other reason is unable or is unwilling to fulfill the obligations of their position, that person shall be replaced, for the remainder of their term, with a person selected by the Board of Directors.

Paragraph 2. *Succession of the President.* If the President ceases to be a Member of the Association, resigns their office, is removed pursuant to these Bylaws or for any other reason is unable or unwilling to fulfill the obligations of their position, the following procedure shall be used:

- i. If the President's term is about to expire and his replacement has already been elected but has not taken office, the President-Elect should immediately assume office.
- ii. If regular elections for President have not been held and there is no President-Elect, then a special election shall be called to fill the office of President with all deliberate speed. In the interim, the Vice-President shall assume the duties of the President.

Section 8

ATTENDANCE REQUIREMENTS

All members of the Board of directors are required to attend in person 80% of the regular and board meetings per 12-month period beginning April 1.

Failure to fulfill the above attendance requirements shall result in removal from office by a majority vote of the other Board members.

Section 9

DUTIES OF THE OFFICERS

Paragraph 1. *President:* The President shall be the chief executive officer of the Association. The duties of the President shall include presiding at all governance and meetings of the Association and of the Board of Directors; presenting to the membership periodic reports on the state of the Association, as well as an

annual report, representing the Association in dealings with the public and other organizations; informing the general membership of all significant board decisions; making appointments including, without limitation, all committee chairs, representatives to other organizations; and serving as a full member of the Board of Directors.

Paragraph 2. *Vice President:* The duties of the Vice-President shall include presiding at meetings in the absence of the President, and all other duties as assigned by the President. The Vice President will be the liaison between committee directors and the Board. They will report to the Board all committee activities.

Paragraph 3. *Secretary:* The Secretary's duties shall include recording a summary of the Association Board meetings, maintaining the Association Bylaws and completing all other duties assigned by the President. These records are open to inspection by any member at reasonable times, and where a committee needs records, for the proper performance of its duties, they should be turned over to the chairman. In addition to the above duties, the secretary should have, at each meeting, a list of all standing committees, and all special committees as are in existence at the present time. Also, it is the Secretary's duty to check name tags for entry into meetings.

Paragraph 4. *Treasurer:* The duties of the Treasurer shall include responsibility for ensuring that the association funds are reasonably and prudently invested within board approved guidelines; that periodic reports to the membership on the Association's income, expense and investment activities and that regular reports on the financial status of the Association are presented at governance and association meetings; and all other duties assigned by the President.

Paragraph 5. *Sergeant at Arms:* The Sergeant at Arms' duties are to conduct order of the members during meetings, do the physical meeting set-up/tear-down, and all other duties assigned by the President.

Paragraph 6. *Delegation of Duties:* Members of the Board of Directors of the Association shall have the right, subject to the approval of the President, to delegate authority to perform certain duties as set forth in the Policies and or Procedures of the Association.

Section 10

STANDARDS OF CONDUCT, METHODS OF REMOVAL, REPLACEMENT PROCEDURES

Paragraph 1. *Standards of Conduct:* No officer or Member of the Board shall, for reason of office, be entitled to receive any salary or compensation.

Paragraph 2. *Removal:* Removal of an officer or Member of the Board may be accomplished also as follows:

- i. Thirty percent of the Association membership petitions for a recall ballot setting forth their reasons therefore.
- ii. The Board shall review said petition, investigate it, and within thirty days of receipt of the petition to put it on a ballot form. The Board may recommend for or against removal, but the issue must be presented to the total membership unless the petitioners withdraw the petition.
- iii. A three-fourths majority of the total membership must vote for removal for it to be effective. If three-fourths of the total membership is not present at the meeting, then a roll-call vote via mail may be conducted.

Paragraph 3. *Replacement:* (refer to Article IV, Section 7).

ARTICLE V

Committees

Section 1

STANDING COMMITTEES

The President shall appoint the Chairman of each committee.

Paragraph 1. The current standing committees are:

- I. Election Committee
- II. Event Committee
- III. Hospitality Committee
- IV. Promotion Committee
- V. Membership Committee

Section 2

OTHER COMMITTEES OR SUBCOMMITTEES

The Board may create or omit committees on an as-needed basis, either on its own initiative or in response to a request from the membership.

Section 3

COMMITTEE REPORTS

All committees shall keep the Board of Directors apprised of their activities.

Section 4

COMMITTEE MEMBERSHIP

Committee Membership shall be open to all Association Members in good standing.

ARTICLE VI

Nominations, Campaigning and Elections

Section 1

NOMINATIONS

Paragraph 1. *Date to be held:* Nominations for all officers and Members of the Board with expiring terms shall be held at the regularly scheduled meeting in January.

Paragraph 2 *Nomination Procedure:* Nominations shall be taken from the floor and can be made and seconded by any Association Member in good standing.

Section 2

CAMPAIGNING

Paragraph 1. *Campaign Speeches:* Every nominee shall be given the opportunity to speak on behalf of his/her candidacy at the February regularly scheduled meeting. The amount of time allotted to each candidate for his/her speeches will be set for three minutes.

Section 3

ELECTIONS

Paragraph 1. *Date to be Held:* Elections for all officers and Members of the Board shall be held on or before the March scheduled meeting of the Association.

Paragraph 2. *Eligibility to Vote:* In order to be eligible to vote in an election of officers, a person must be a member in good standing and have attended at least 3 meetings within the year prior to that election.

Paragraph 3. *Election Procedure:* The election shall be conducted by an electronic or paper ballot.

Paragraph 4. *Simple Plurality:* A simple plurality of the votes cast shall be sufficient to elect all officers of the Board.

Paragraph 5 *The Director of Elections and Certification of Election Results:* Votes shall be tabulated by the Election Committee. The Election Committee is appointed by the Board.

Paragraph 6. In case of an electoral tie, attending members will be handed a printed ballot to vote until a tie is broken.

ARTICLE VII

Meeting Fees, Finances and Fiscal Year

Section 1

MEETING FEES

Paragraph 1. *Meeting fees:* Meeting fees shall be established by a majority vote of the Board of Directors.

Paragraph 2. *Fees:* Additional fees to cover the cost of special projects, catering and rental expenditures and various activities shall be established by the Board of Directors.

Section 2

FINANCES

Paragraph 1. *Budgets:* All budgets require the approval of the Board of Directors.

Paragraph 2. *Modification to the Budget:* The Treasurer shall submit requests to the President for all expenditures over and above or in addition to budgeted items. The President shall request approval from the Board of Directors for the same.

Paragraph 3. *Expenditures* The signature of either the President or the Treasurer shall be required for any expenditure of funds from the General Account.

Paragraph 4. *Membership Approval:* Any budgetary item in excess of \$2000 must be communicated to the membership at a regularly scheduled meeting and if any grievances may arise, the member may attend the next board meeting and discuss their case. Ultimately the board has the final say.

Paragraph 5. *Bank Accounts:* All funds of the Association shall be deposited in recognized federally insured banks or savings institutions.

Section 3

FISCAL YEAR

The fiscal year of the Association shall be January 1 through December 31.

ARTICLE VIII

General Membership Meeting

Section 1

FREQUENCY AND LOCATION OF MEMBERSHIP MEETINGS

Paragraph 1. *Frequency:* Membership meetings shall typically be held on the last Monday of every month except for December.

Paragraph 2. *Regular Location:* Colorado Media School. The location may be changed by the Board.

QUORUM

One third of Association Members in good standing must be present to constitute a quorum and no official business shall be conducted if a quorum is not present. A simple majority vote of those in attendance and voting is sufficient to approve any items of business during said meeting.

ARTICLE IX

Amendments

Section 1

INITIATION OF AMENDMENT

A vote on proposed amendments to the Bylaws of the association may be initiated by any one or more of the following:

- i. The Board of Directors.
- ii. Any voting member by presenting the Board of Directors a petition signed by not less than 10 percent of the voting members of the Association as of the date of the petition stating the proposed change and the reasons therefore.

Paragraph 1. *Consideration of Amendments:* A proposed amendment submitted under Section 1,II must be included on the agenda of the next regularly scheduled meeting of the Board of Directors. The Board may act upon the proposal by approving it by a majority vote or returning it to the sponsor for revision or clarification. They may also revise its wording or format to be consistent with the format of the Bylaws.

Paragraph 2. *Implementation:* An amendment to these Bylaws shall take effect immediately upon tabulation of the votes by the Secretary.

Paragraph 3. *Informing the Membership:* The members of the Association must be informed of any approved amendment to the Bylaws at the next regularly scheduled meeting of the Association and through the CoPVA newsletter.

ARTICLE X

Identification and Ratification

Of these Bylaws

Section 1

IDENTIFICATION

For purposes of identification, these proposed bylaws shall be referred to as the *2019* Bylaws.

ARTICLE XI

Limitations of Liability

Section 1.

LIMITATION OF LIABILITY

Paragraph 1. *Not a Partnership:* Nothing herein shall constitute members of the Association as partners for any purpose.

Paragraph 2. *Limitation of Liability:* No members, officers, directors, agents or employees of the Association shall be liable for the acts or failure to act on the part of any other member, officers, directors, agents or employees be liable for their acts or failure to act under these Bylaws except for acts or omissions arising from their willful misfeasance or negligence.

ARTICLE XII

Dissolution

Section 1

DISSOLUTION

Paragraph 1. Dissolution may be accomplished only by a three-fourths majority vote of the entire Association Membership and a unanimous vote of the Board of Directors. Upon ratification, the Board of Directors shall appoint a trustee who shall be responsible for the administration of the dissolution of the membership.

Paragraph 2. *Membership Notification:* It shall be the duty of the Board of Directors to inform the membership of the Association of the dissolution and the rationale therefore, and keeping the membership advised as to the status of the dissolution action and completion.

Paragraph 3. *Valuation of Assets:* The Board must reach agreement with the trustee on the fair-market value of the assets of the Association.

Paragraph 4. *Distribution of Remaining Assets:* The Board must reach agreement with the trustee as to the distribution of the assets of the Association.

Section 2

TRUSTEE'S DUTIES

The trustee shall be responsible for:

Paragraph 1. *Sale of Assets:* The sale of all assets of the Association at the most favorable free-market price.

Paragraph 2. *Settlement of Debts:* Settlement of all debts of the Association, and for reaching an agreed upon price of settlement with the various creditors should there be insufficient assets to pay all debts in full.

Paragraph 3. *Distribution of Remaining Assets:* Devising a formula for the distribution of the remaining assets of the Association, after settlement of all debts and expenses of dissolution.

Paragraph 4. *Legal Notification:* Providing all required notification and financial reports to state and federal authorities.

RULES OF ORDER

Section 1

ORDER OF BUSINESS

At the regularly scheduled Association Meetings, the order of business shall be as follows:

- i. Reports of Boards and Standing Committees.
- ii. Reports of Special (Select) Committees.
- iii. Unfinished Business and General Orders.
- iv. New Business.

Section 2

CONDUCT OF MEETING

- i. Association meetings will be conducted informally.
- ii. Should a disagreement arise as to proper procedure, the question will be settled by referring to Robert's Rules of Order.
- iii. Cooperative behavior and courteous language is expected during the meetings.

STANDING RULES

They require no notice in order to adopt them and may be adopted from time to time, as they are needed by the Board of Directors.

RULE 1. *Individual Meeting Fees:* Meeting fees are as follows:

A \$10 meeting fee will apply for all attendees.

RULE 2. *Spending Approval:* Any budgetary item in excess of \$2000 must be brought before the membership at a regularly scheduled meeting and shall be approved by a simple majority vote of those members present.

RULE 3. *Location of Meetings:* Unless otherwise announced, CoPVA will hold its monthly meetings at the Colorado Media School.

RULE 4. *Board Member Fee Compensation:* All board members shall not be required to pay meeting fees.

RULE 5. If fiscally possible, meals for the Board of Directors meetings will be paid by CoPVA. Compensation for dinner cannot exceed \$75 in total per meeting.

RULE 6. Any arrangement between someone from CoPVA and a vendor must have a signed written agreement between the two parties. CoPVA contact, CoPVA President and vendor must all sign the contracts. Two copies have to be made, one to the CoPVA contact and one to a CoPVA board member.