

OAA BY-LAWS

ARTICLE 1 — OFFICES

The Oregon Auctioneers Association is a non-profit organization as filed under Oregon State corporation law requirements dated December 14, 1973. The offices of the organization will be determined by the officers and directors and reported to the State as required by law.

ARTICLE II — MEMBERSHIP

1. **MEMBERSHIP** is available to an auctioneer or associate who prescribes to and will operate under the OAA's code of ethics and will abide by the By-Laws of the organization. Membership becomes valid upon payment of dues. Honorary membership is given to any individual nominated and a vote of a majority at any membership meeting.

2. CLASSIFICATION AND VOTING RIGHTS

a) **Individual membership** is limited to an auctioneer who conducts auctions within the State of Oregon, an Auction Mart Operator or the spouse of either above. Members in good standing shall be entitled to vote in all meetings.

b) **Associate Member:** Associate membership is available to individuals interested in promoting the Auction Profession and the Auction way of selling. Associate members shall not be entitled to vote.

c) **Rights of Members.** The right of a member to vote or otherwise participate in any activities or business of the corporation shall immediately cease upon the termination of membership

3. **DUES:** The dues for individual or associate membership shall be specified in the current applicable Good of the Order, an addendum to these By-Laws. Dues are due the day of acceptance as a member and renewable July 1st of each succeeding year. Dues will be prorated after January 1 of the current fiscal year for new members only; one-half of the current dues will apply.

4. TERMINATION OF MEMBERSHIP

a) **Non Payment of Dues:** Should any member become 30 days past due, his or her membership will be subject to immediate termination. Such membership may be automatically reinstated by payment of delinquency within one year; thereafter, such member must resubmit qualifications of a new member. The secretary will send notice by mail or email of dues payable for July 1 only. No other notice will be forthcoming prior to membership termination.

b) **Resignation:** Any member may resign from the association by delivering a written resignation to the President or Secretary of the Association.

(c) **Suspension or Expulsion:** A member may be suspended for a stated period or expelled from membership in the corporation if found by the board of directors to have violated:(i) the corporation's Code of Ethics; or (ii) its Code of Conduct; or (iii) its Articles of Incorporation; or (iv) these Bylaws. No such action shall be taken against any member until the member has been given written notice of the charge by the board of directors, thirty (30) days from the date of the notice to respond in writing, and then granted a prompt evidentiary hearing before the board to address the charge, with the right to call witnesses and be represented by counsel. The decision of the board of directors shall be final.

ARTICLE III — MEETINGS

1. **GENERAL MEETING:** there shall be at least one regular meeting a year of the general membership during the annual winter convention. The exact place and date of the meeting will be chosen at the prior general meeting or at a regular or specially called board meeting. Written or printed notice stating the place, day and hour of the meeting, the purpose for which the meeting is called, shall be mailed or emailed to each member of the Association not less than ten (10) or more than fifty (50) days before the date of the meeting. In the case of a special meeting, notice shall be delivered by mail. Such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at their address as it appears on the books of the corporation, with postage thereon prepaid.

2. **BOARD MEETINGS:** Board meeting shall consist of at least 50 percent of the officers and the directors. Any other interested members are welcome to attend. The time and place shall be decided upon at the previous board or general meeting. Meeting may also be called by the president or a majority of officers and directors.

3. **Annual Meeting.** The annual meeting of active members shall be held during and at the same place as the annual convention conducted by the corporation. The date, time, and place of the annual meeting shall be determined by the board of directors and designated in a notice mailed to all members, or published as hereafter provided. The election of officers and directors shall occur at the annual meeting, as well as the transaction of such other business as may come before the meeting.

4. **Special Meetings.** Special meetings of the active members for any purpose, unless otherwise prescribed by law, may be called by the chairman of the board of directors, president, or the board of directors, and shall be called by the president upon the written request of the majority of the membership. Only business on the agenda described in the meeting notice may be conducted.

5. **Meetings by Telephone or Other Communication Technology.** Meetings of the board of directors, with the exception of the annual meeting, may be conducted via the use of telephone or any other means of wire or wireless communication by which: (i) all participating directors may simultaneously hear each other during the meeting; or (ii) all communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. All participating directors will be deemed to be present in person at said meeting.

6. **Notice of Board Meeting:**

(a) During a meeting of the board of directors, the board may schedule the date, time, and place of its next regular meeting and no further notice will be required.

(b) Notice of the date, time, and place of any special meeting of the board may be given by oral or written notice delivered personally to each director at least twenty-four (24) hours prior to the meeting.

7. **QUORUM:** Nine members or one third of the paid up membership of the Association shall constitute a quorum at any membership, regular or special meeting and the act of a majority of the members present shall be the act of the full membership except as otherwise specifically provided by the statute, the Articles of Incorporation, or these By-Laws. If less than a quorum is present at a meeting, a majority of the members present may reschedule the meeting to a subsequent time.

8. **RULES OF ORDER:** the latest edition of Robert's Rules of Order shall determine procedure at all meetings.

ARTICLE V-COMMITTEE

1. **Executive Committee.** The executive committee shall be comprised of the president, who shall serve as chairman, the chairman of the board of directors, the vice president, the secretary, and the treasurer.

2. **Standing Committees.** Within thirty (30) days of taking office, the president, subject to the approval of the board of directors, shall appoint active members to serve on the following standing committees established by the board (parenthetical indicates suggested, but not mandatory, number of committee members).

- (a) Auctioneer Contest (4)
- (b) Audit/Budget (3)
- (c) Awards (4)
- (d) Bylaws and Policy Revision (3)
- (e) Convention (3)
- (f) Legislative (5)
- (g) Membership (3)
- (h) Nominating (3)
- (i) Publicity & Public Relations (3)
- (j) Technology (3)
- (k) Temporary

The president shall make these appointments based on the needs of the association. The president shall designate a chairman for each standing committee. Members of the standing committees shall serve until the next annual meeting. Members may be reappointed to these committees without limitation.

3. Nominating Committee.

(a) The Chairman of the board will serve as the nominating committee chair. Each member of the committee shall pledge himself to:

- (i) not discourage any potential candidate in any manner from running in an election;
- (ii) candidates who are not nominated for office by the committee shall be encouraged by the nominating committee to run for election from the floor.

(b) Each office open for election shall be presented to the committee and every candidate for that office shall be entitled to speak before the committee and present his credentials. The order in which candidates shall be heard for a given office is:

- (1) president-elect
- (2) vice president
- (3) treasurer
- (4) directors

The candidates for each office shall speak in a randomly selected order.

(c) Each member of the committee, except the chairman, shall be entitled to speak on behalf of any candidate whose name comes before the committee. The chairman shall not speak on behalf of any candidate, nor shall he lobby the other committee members to support any particular candidate.

(d) After discussion by the committee in executive session and without the candidates being present, the committee shall vote by secret, written ballot on the candidates to select one candidate to recommend for election to each open office. The candidates shall be selected by a plurality of the votes cast. Each member of the committee, including the chairman, shall be entitled to vote for one candidate for each office.

(e) After the vote, the chairman of the committee shall immediately publish the results on written notices displayed prominently at each entrance to the room in which the annual business meeting shall be held, and at the corporation's registration desk.

(f) If there is no one listed by the nominating committee, then each office open for election shall be presented to the membership and every candidate for that office shall be entitled to speak before the membership and present his credentials. The order in which candidates shall be heard for a given office is:

- (1) president-elect
- (2) vice president
- (3) treasurer
- (4) directors

The candidates for each office shall speak in a randomly selected order.

4. Temporary Committees. The president, subject to the approval of the board of directors, may constitute temporary committees, and appoint active members to serve upon them, as the president deems advisable during his term. Members of temporary committees may serve until the next annual meeting when the committee shall dissolve, subject only to being reconstituted by the new president. Active members may be reappointed to these committees without limitation.

5. Duties of Committees. Committees shall have such duties as their titles indicate, and as the board of directors may assign. All actions of committees shall be subject to approval of the board of directors. The chairman of each committee shall report when requested to the Board on the committee's activity.

6. Written grievances shall be handled by the Grievance Committee.

7. Termination of Appointment. Appointees to committees serve at the pleasure of the board of directors. Any committee appointment may be terminated, with or without cause, by vote of the board of directors upon ten (10) days written notice to the appointee. The president may then appoint a successor for any appointee whose service has been terminated.

8. The President shall be an Ex Officio Member of all committees except for the grievance committee.

ARTICLE VI — OFFICERS

1. **NUMBER:** The elective officers of the corporation shall be a President, Vice-President, Secretary, Treasurer, and three (3) Directors. The Secretary and the Treasurers' positions may be combined by the vote of the membership at any election-nominating meeting.

2. **BOARD:** The board will consist of the immediate past president, the elected President, the Vice-President, the Secretary, the Treasurer, and the three elected directors. Requirements for director are:

- (a) active member of the corporation in good standing;
- (b) represented at the annual meeting at which the vote is taken.

3. **ELECTION AND TERMS OF OFFICE:** The elective officers of the corporation shall be elected mutually by the members at the annual meeting. Each officer shall hold office until their death or until they shall resign or shall have been removed in a manner hereinafter provided

- (a) Except where otherwise specified by these Bylaws,
- (b) Directors shall be elected by a plurality of the votes cast by the active members entitled to vote in the election.
- (c) The president, vice president, secretary, and treasurer shall hold office as directors so long as they hold their respective elected positions. The term of office of the active member selected as directors shall be three (3) years, with the terms of these directors staggered so that one (1) director are elected annually. Directors shall serve until their successors are duly elected.

4. **REMOVAL AND RESIGNATION:** The board of directors, by majority vote of the entire number exclusive of the officer being removed may remove from office any elected officer of the corporation, and at any meeting may accept the resignation of any officer of the corporation. An officer who is absent from three (3) consecutive meetings without a legitimate reason shall forfeit the office and a new officer shall be elected or appointed by the president. The secretary shall notify the officer of the delinquent attendance after the third consecutive absence and on the fourth consecutive meeting the board of Directors, by majority vote of those present, shall advise the members of a replacement at the fourth meeting.

5. **VACANCIES:** Vacancies other than the President, occurring in the elective officers by resignation, death or otherwise, shall be filled by election by the members at the next regular meeting. The President may appoint an individual member to the position of Vice President, Secretary, Treasurer or Director to serve until the next regular elections.

6. **SALARIES:** Elective officers of the corporation shall not receive compensation for their services.

7. **PRESIDENT:** The President shall be the chief executive officer of the corporation, and shall have general charge of the business affairs, property of the corporation, and of its several officers. The President shall preside at all meetings of the members, Board of Directors, and duties set forth in the By-Laws and Robert's Rules of Order.

8. **VICE-PRESIDENT:** The Vice-President assumes the office of the President in the latter's absence, disability, or death. The Vice-President shall be nominated as President to move into the office of the President.

9. **SECRETARY:** The Secretary makes and keeps the records and is custodian of the corporate seal; shall answer all correspondence and other communications except that requiring the attention of the various other officers, which shall be directed to the appropriate officer for attention; shall keep an up-to-date roster of the members; shall mail copies of the minutes of the last meeting to all officers at least ten (10) days prior to the next succeeding meeting, and give all notices required by law.

10. **TREASURER:** The Treasurer shall have custody of the association's funds; keep full and accurate accounts of all receipts and disbursements of the Association; deposit all money and other securities in such depositories as may be designated by the Board of Directors; disburse the funds of the Association pursuant to warrants for expenditures; taking proper vouchers for disbursements; and prepare all statements and reports required by law. The Treasurer shall mail dues notices to the members.

11. **DIRECTORS:** There shall be three (3) elected director positions. A Director shall be elected to fill and serve a three-year term. The senior Director will exit each year.

ARTICLE VII — SEAL

The corporation shall have a corporate seal which shall be in the form of a circle with the name of the corporation, "Oregon Auctioneers Association", "Corporate Seal", "Oregon" inscribed thereon. The seal shall be impressed in the margin of all official documents.

ARTICLE VIII —Fiscal Year

The fiscal year shall be from January 1 through December 31

ARTICLE IX — AMENDMENT OF ARTICLES

The Articles of Incorporation may be amended by a vote of two-thirds of the members present at any meeting provided all members have been given notice of the changes in the regular notice of meeting. All changes shall be filed with the Corporation Commissioner in Salem, Oregon.

ARTICLE X — AMENDMENT OF BY-LAWS

The Board of Directors and elected officers shall have power to make, alter, amend, and repeal the By-Laws of the corporation by affirmative vote of two-thirds of those present, provided however, that the action is proposed at a regular or special meeting, and adopted at the subsequent regular meeting to which all members have been notified of the proposed changes. Action to change the By-Laws may be proposed by a majority vote at any membership meeting and may be approved at the next membership meeting if copies of the proposed changes have been sent by mail to the membership at least ten (10) days prior to that meeting.

ARTICLE XI—WAIVER OF NOTICE

Whenever any notice is required to be given to any member, officer, or director of the corporation under any provision of these Bylaws, or under any provision of the Articles of Incorporation, or under an provision of applicable law, a waiver of notice signed by the member, officer, or director entitled to receive such notice, whether the waiver is executed before or after the time for which the notice was required, shall be deemed equivalent to the giving of proper and timely notice to that member, officer, or director.

OAA Code of Ethics-

PREAMBLE

The Oregon Auctioneers Association is the professional organization for practicing auctioneers, their associates, affiliated businesses and other related professionals. Membership in the OAA although voluntary, carries with it a requirement of professional commitment to other professionals, Clients, customers and the public at large that extends beyond that of laws and professional regulations. Members of the OAA accept this obligation to conduct themselves and their businesses in a manner that serves the public interest, protects the public trust and furthers the goals of their profession.

This Code of Ethics of the Oregon Auctioneers Association and the accompanying Standards of Practice guides the Members in the performance of their professional responsibilities and duties. Complaints can be filed against OAA Members who do not adhere to the Code of Ethics and shall be handled in accordance with the procedures established by the Board of Directors.

ARTICLE 1.

Members pledge to lawfully and ethically protect and promote the interests of the seller (from now on referred to as the Client).

ARTICLE 2.

Members owe the buyer (from now on referred to as the Customer) the duties of honesty, integrity and fair dealing at all times.

ARTICLE 3.

Members shall not accept compensation related to a Client's matter from any third party, even if permitted by law, without the full knowledge of all the parties to the transaction.

ARTICLE 4.

Members shall disclose any potential conflict of interest to a current or potential Client.

ARTICLE 5.

Members shall not make a profit on expenditures made for a Client without the Client's prior and expressed consent.

ARTICLE 6.

Members shall not engage in activities that constitute the unauthorized practice of law.

ARTICLE 7.

Members shall maintain a separate and designated account in an appropriate financial institution to maintain monies coming into their possession in trust for other persons such as escrows or trust funds.

ARTICLE 8.

Members shall not disclose any confidential Client information without the Client's prior, expressed consent, unless required by law.

ARTICLE 9.

Members shall not misrepresent or conceal material facts.

ARTICLE 10.

Members are duty bound at all times to abide by the laws and regulations which govern them.

ARTICLE 11.

Members shall report violations of the Code of Ethics and participate in all investigations and disciplinary proceedings when requested.

ARTICLE 12.

A Member's conviction of a felony involving the Member acting as an auctioneer, or otherwise participating in an auction, shall be deemed a violation of the Code of Ethics and result in discipline determined by the Board of Directors.

ARTICLE 13.

During the period that a Member owes an unpaid and unsatisfied civil, criminal, or regulatory cost, damage, fine, judgment, penalty, sanction, or other amount which was awarded, entered, levied, or ordered against the Member by an agency, authority, board, bureau, commission, court, department, or other arm of government shall result in the Member being in violation of the Code of Ethics and subject to discipline determined by the Board of Directors.

ARTICLE 14.

A Member's auctioneer license is revoked by a licensing authority in any jurisdiction within the United States, for misconduct, wrongdoing, or another violation that occurred in connection with the Member acting as an auctioneer, or otherwise participating in an auction shall result in a Member being deemed in violation of the Code of Ethics and subject to discipline as determined by the Board of Directors.

PROCEDURE FOR COMPLAINT OF THE CODE OF ETHICS

Upon receipt of a written complaint alleging that a Member has violated the Code of Ethics, the Chief Executive Officer shall forward a copy of such written complaint to the accused Member and request that the accused Member provide a response in writing to such charges. The complainant and the written response shall be forwarded by the CEO to the Grievance Committee with the names of the complainant and accused Member redacted. The Grievance Committee shall thereafter undertake an investigation of the complaint and make a written report to the Board of Directors concerning said complaint. If there is a finding of no violation, the Member shall be notified.

If the finding includes a recommendation to the Board of Directors stating that there is a reasonable cause to believe that such Member has engaged in conduct in violation of the Code of Ethics, the Member against whom the complaint has been made will be notified of that decision and afforded an opportunity to respond to the complaint including allowing the accused to appear before the Board of Directors and present evidence in support of the Member position with the right of the Member to hire and be represented by counsel at such or hearing.

The parties may introduce such documentary evidence and present such testimony of witnesses, sworn by the Past President, as the Board of Directors shall reasonably deem relevant to the issues and both sides of the controversy shall be accorded a full opportunity to be heard. At the conclusion of the hearing, the Board of Directors, as soon as it is practically possible, but not later than two (2) weeks thereafter, shall consider the evidence and render a written opinion and decision.

Should the Board of Directors find a violation of the Code of Ethics, the Board of Directors shall also determine the discipline to be assessed which may include private censure, public censure, suspension and/or revocation from Membership. The decision shall be conveyed to the Member by certified mail.

6. Written Grievances shall be handled by the Grievance Committee.
To be included in a board book, but not on the website:

Grievance Committee and Procedures: The Grievance Committee will consist of the executive board. Members of the grievance committee shall serve until the next annual meeting. The grievance committee may request the assistance of the corporation's legal counsel on any matter before it.

- (a) Any complaint alleging a member has violated the corporation's Code of Ethics, or Code of Conduct, or Articles of Incorporation, or Bylaws shall be filed by sworn affidavit with the president, and it shall specify fully the details of the alleged violation. Any person may file such a complaint, whether a member of the corporation or of the general public, so long as the complainant is the aggrieved party. The president shall promptly cause a letter to be sent to the complainant confirming receipt of the complaint and generally outlining the process to be followed.
- (b) The president shall simultaneously cause a copy of the written complaint to be sent to the accused member, along with a written request that the accused member respond to the complaint in writing to the president within thirty (30) days after the date the complaint was sent to the accused member. The accused member shall be informed that their written response will be shared with the complainant. Simultaneously, the president shall forward a copy of the written complaint to the grievance committee for receipt and confidential investigation.
- (c) The written response to the complaint from the accused member, if any, shall be forwarded by the president to the grievance committee and to the complainant.
- (d) The grievance committee may conduct voluntary interviews with persons possessing information relevant to the complaint, and it may gather other evidence as well. Upon completing its confidential investigation of the complaint, the grievance committee shall prepare a written report which it shall file with the board of directors. The grievance committee shall state whether it has found sufficient reason to believe the accused member has committed a violation as charged.
- (e) Upon receiving the grievance committee's written report, the board of directors shall review the complaint, the accused member's response, if any, and the report.
After careful review, if the board finds there is insufficient reason to believe the accused member has committed a violation as charged, then the complaint shall be dismissed without further action, and with no prejudice to the accused member. In that instance, the board shall immediately send a written notice and explanation of its decision to both the complainant and the accused member.
- (f) After careful review, should the board find there is sufficient reason to believe the accused member has committed a violation as charged, then the board shall set the complaint for a hearing before the board and invite the complainant, any known witnesses, and the accused member, who may be represented by counsel, to appear at the hearing to testify under oath and present all relevant evidence. The board shall immediately give written notice of the date, time, and location of the hearing to both the complainant and accused member. The date of the hearing shall be no less than 30 days from the date of this notice, and no more than 45 days.
- (g) The board shall conduct all hearings on the complaints in executive session. The chairman of the board shall preside over the hearing and announce the order, procedure, and rules by which the hearing shall be conducted, as well as emphasize the obligation of secrecy upon all attending. In the event the accused member fails to appear at the hearing, or the accused member appears but refused to participate, the hearing shall continue. Each witness shall testify under sworn oath or affirmation and administered by the president. Hearsay evidence shall be admissible. The board shall receive all evidence and reasonable argument that it deems relevant and material to the issue, and which the ends of justice would require in a fair and impartial hearing. At the conclusion of the evidence and any argument, the board shall either deliberate and reach its decision, or schedule another meeting when it shall do so. The board shall consider the complaint and all relevant evidence carefully and, not later than two (2) weeks after the date of the hearing; the directors shall render their final written opinion. The burden of proof shall be upon the complainant, and the standard of proof for finding an accused member guilty of a violation shall be by a preponderance of the evidence.
- (h) In the event the board finds the accused member has committed no violation, then the complaint shall be dismissed without further action, and with no prejudice to the member. In that instance, the board shall promptly send a notice and copy of its written opinion to both the complainant and the accused member.
- (i) In the event the board finds the accused member to be guilty of a violation, then the board shall act further up on the complaint in accordance with the severity of the violation. The sanctions available to the board against a member found guilty of a violation are:
 - a. Private reprimand with no publication beyond the board of directors;
 - b. Private reprimand with no publication beyond the board of directors, but including specific terms as designated by the board;

- c. Suspension from membership for a stated period but, under no circumstances, exceeding three (3) years; or
- d. Expulsion from membership with the expelled member having no right to reapply for membership before the passage of a minimum of forty-eight (48) months from the effective date of the expulsion. In the instance the board finds the accused member to be guilty of a violation, it shall promptly send a notice and copy of its written opinion, including a full description of the sanction, to both the complainant, and the member found guilty. In the event the member found guilty is a director and the board wishes to seek his suspension or expulsion from the membership and removal from the board, the board shall schedule a special meeting of the active members and the question of the director's removal from the board shall be voted on for final determination.