

**Benson Polytechnic High School Alumni Association  
Board of Directors Meeting – Official Minutes - Draft**



Date: Nov 13, 2017  
Starting Time: 5:34 pm  
Ending Time: 7:37 pm  
Benson Tech library

**ATTENDEES:**

Dale Bajema (DB), Josh Piper (JP), Rachael Kuryunny (RK), Wes Soderback (WS), Ken Bakke (KB), Neal Galash (NG), Dick Spies (DS), Bob Trimble (BT), Roger Edwards (RE), Max Baker (MB)  
Guest: Kevin Clark (KC); Paul Anthony, PPS Board member; Joe Connell, 1991 graduate.

**OLD BUSINESS**

- Remarks
  - In Curtis' letter to parents it was announced:
    - A Message from Amy Henry & Janae Jamison (Benson Counseling & Health Occ. Dept.): Good news! Benson Tech was awarded a \$40,000 Kaiser Permanente Special Initiative grant. We will use the funds to hire a project manager to explore the possibility of offering Dental services for our students in the 2018-19 school year. Besides offering Dental services, we also hope to offer clinical experiences for our students in the HOC Dental program. If you have any questions, please contact Ms. Jamison or Ms. Henry.
    - Help Wanted: Benson Athletics is looking for event help at Benson Basketball games and wrestling matches. Positions include: scoreboard, stats, and public address announcer. Please email Benson athletic assistant ktompkins1@pps.net with interest.
  - JP will get these on the website.
  - Looking forward to report on master planning committee (Kevin)
  - First evening to get to know Benson was very full – lots of tours.
  - First shadow day will be tomorrow. 8<sup>th</sup> graders spend ½ day walking through the school. 150 kids. Second shadow day the next week and another 150 should be coming.
- Minutes
  - NG moved we accept the minutes. RK seconded. Motion passed unanimously.
- Treasurer's Report – ML
  - No report as ML is not here.
- Membership – JP
  - 77 paid members – no change from last meeting

- PayPal account has 48.25 from a few more yearbook sales. Transferring tomorrow.
- JP has the August newsletters. He'll send out the scholarship letter with those. Needs to create labels to cover up old Tech Show date.
- Response to district looking at Benson's athletic program
  - KC – we were informed by the district this was on hold
- Funds dispersal: JP
  - MB read the minutes from last meeting re the funds dispersal.
  - Gist is that we do not disperse funds directly, but can help groups fundraise, primarily by utilizing our membership communication channels and offering technical assistance. This policy would be refined and posted on our website.
  - Current wording:
    - Each year there are a number of worthy groups and causes that the BPHSAA would be justified in supporting with monetary donations. Unfortunately, our annual income just isn't able to keep pace with our desire to support these groups in an equitable way. Our greatest strength, as an organization, is to communicate with and educate our alumni on what is going on at Benson and how they can each individually support the school. Therefore, it is our recommendation that the BPHSAA:
      - establish a policy of not making direct monetary donations to any groups or causes. This would not preclude the BPHSAA from raising money specifically for a cause it identified. It would just preclude the association from earmarking money from its general fund for outside causes or groups.
      - provide on our website a list of resources we are open to making available such as
      - sharing messages to our alumni via email and social media
      - assist groups with establishing crowdfunding campaigns for their causes
      - directing them to the Benson Foundation when their cause is in line with the foundation's guidelines
      - develop a clear and simple process for outside groups to request available assistance. This process should be as free from unnecessary burden as possible, but still provide an adequate level of oversight from the BOD.
- Discussion:
  - Clarifying what we were going to move on.
  - DS: clarification: This would apply to outside group causes and activities.
  - KC – concerned about a board member/alumnus/alumna teacher/paid member requesting funds, which may not be considered an outside request. (This is an example of an axiomatic

paradox common to rules of governing and practice. I believe there are other examples in the BPHSAA Bylaws which the BoD should try to correct by either completeness or consistency. Even constitutional democracies have axiomatic paradoxes in their constitutions and other governing documents. SCOTUS is now reviewing at least one case involving an axiomatic paradox in the US Bill of Rights.)

- WS moved to adopt the guidelines as our policy.
  - NG seconded.
  - BT: What other groups have we donated to?
  - RK: KBPS Summer sound, Robotics club. And then we've had other requests. We need a consistent policy to deal with all groups.
  - DB: We've also donated money to principal's requests: Freshman picnic, etc.
  - MB: maybe those requests should also go through the Foundation.
  - Vote: One vote for, 6 against.
  - KB: Let's send this back to the committee to rework and bring back to the board.
  - NG: second.
  - Discussion: let's make sure our foundation can donate to clubs legally.
  - Motion passes.
- By-laws changes
- Incorporation – WS
    - There are two proposals from the subcommittee to change the bylaws. There may be others coming later. We would need new by-laws to incorporate it.
  - NG: WS, MB, and NG met to propose some changes to the current by-laws:
    - Original: ARTICLE III MEETINGS Section 1: Annual Meeting. The annual meeting of the Alumni Association shall be held during the month of Tech Show. The date and place will be selected by the Board of Directors at least 90 days preceding the meeting. A quorum shall consist of the members in attendance provided that at least ten members are in attendance. Notice of the meeting will be given in accordance with Section 3 of this article.
    - New : ARTICLE III MEETINGS Section 1: Annual Meeting. The annual meeting of the Alumni Association shall be held during the fourth quarter of every calendar year. The date and place will be selected by the Board of Directors at least 30days preceding the meeting. A quorum shall consist of the members in attendance provided that at least ten members are in attendance. Notice of the meeting will be given in accordance with Section 3 of this article.

- NG moves that we adopt that amendment. KB seconded.
- Discussion:
  - BT: what happens if we have less than 10 members?
  - WS: at tech show there haven't been enough people. He then went on to describe why the committee decided to remove tech show.
  - MB: To answer the question, it would no longer be an annual meeting, which would have to be rescheduled.
- Motion passed.
- Original: Section 3: Notice. Notice of the Annual meeting shall be given to each voting member (in accordance with ARTICLE II Section 1), by mail or by email not less than thirty days prior to the date or the meeting. Notice of special meetings requires at least 10 days advance notice
- New: Section 3: Notice of the annual meeting shall be given to each voting member (in accordance with ARTICLE II Section 1), by mail or by email or web posting not less than 30 days prior to the date of the meeting. Notice of special meeting requires at least 10 days advance notice.
  - NG moved, KB seconded.
  - Discussion: only change is adding web posting. DB: why is special meeting less time than normal meeting? Answer: because they are emergency meetings.
  - DB: Is there a special meeting section? Yes, talks about emergency meetings
  - Vote: unclear. MB asked for a revote. Motion passed unanimously.
- Original: Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the association. Directors will be elected by a majority vote of the regular members present at the annual meeting from a list of names nominated by the members in attendance at that meeting.
- New: Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur as an item of new business at the annual meeting of the association. Directors will be elected by a majority vote of the regular members present at the annual meeting from a list of names nominated by the members in attendance at that meeting. The Board may allow a process of voting for members in good standing who are unable to attend the annual meeting.
  - Discussion:

- Regular members elect the BOD. They are elected by majority of members. Previously had to be present. This allows for proxy voting.
  - Any reason for the members not present to vote?
- NG moved we accept the change, KB seconded. Majority consensus was not achieved. Motion failed. Section remains as is.
- Original: Section 4: Terms. Board members will be elected to 3 year terms. Board members are limited to two consecutive 3 year terms but there is no limit on nonconsecutive terms a member may serve.
- Section 4: Terms. Board members will be elected to 3 year terms which will begin as of January 1 of the calendar year following election. Board members are limited to two consecutive 3 year terms. An exception may be made to the term limit when there are uncontested vacant positions at any annual meeting. There is no limit on nonconsecutive terms a member may serve.
  - NG moved we accept the change. KB seconded.
  - Discussion: RJ: why is it general board member limited to 2 consecutive terms, why not limit a position? Answer: originally thought about having one group control the board. Currently it has not been an issue.
  - WS expressed concern over term limits with so many people that are active becoming inactive.
  - Vote: Majority consensus was not achieved. Motion failed. Section remains as is.
- Original: Section 7: Officers and Duties. There shall be four officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. These four officers will be selected by the Board from the Board membership for 2 year terms with a limit of 2 consecutive terms. Their duties are as follows:
- New: Section 7: Officers and Duties. There shall be four officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. These four offices, when vacant, will be filled by election conducted by the newly elected Board at a meeting of the new Board to be held after the annual meeting and before January 1 of the following year. A quorum of 10 Board members will be required at this meeting. Officers will be elected to 2 year terms which will begin on January 1 following their election. Officers will be limited to 2 consecutive terms with no limit on non-consecutive terms. Their duties are as follows:
  - Discussion: none.
  - NG moved for a vote to accept the changes. KB seconded.
  - Vote: Motion passed.

- Question about filling vacant positions when board members leave – currently they are still appointed.
- If further changes to the by-laws are suggested, we will form a new committee.
- Incorporation –
  - NG moves that we authorize the Executive Committee to file articles of incorporation with the State with the current bylaws and purpose of promoting and supporting Benson Tech and as a social organization for friends and alumni of the school and to authorize the necessary expense for this process. If any legal issues arise, the Executive Committee will deal with it with legal assistance.
    - Motion fails – no second. Motion died.
  - Why do we want to incorporate?
  - KB: You can register with a state, but you don't have to incorporate. We do have to register this organization, but you don't have to incorporate. KB handed out legal opinion on the fact that we don't have to incorporate, legally.
  - WS: the reason to incorporate is to limit liability. If someone sues us, they sue the corporation and not individuals.
    - It also makes us a non-profit so we can escape a certain amount of taxes. This only matters if we make over \$5000.
  - WS: I move we incorporate as a mutual benefit corporation – nonprofit.
  - There was no second. The motion died.
  - More Discussion:
    - DS: This entire issue is not clear about why we would want to incorporate.
    - DB: MB moved, RK seconded to table the discussion. There was one dissent. Members interested should bring their concise arguments for either registration or incorporation to the next meeting.
  - New By-Laws proposed by WS.
    - The new by-laws contain a lot of legal language to satisfy Oregon Statutes for corporations.
    - WS would like the board to review the new bylaws. There is no hurry to adopt these until we incorporate.
- NG moves that the Executive Committee can meet and decide how to implement the new bylaws regarding the annual meeting. WS seconded. Vote: motion passed.
- BT moves that we suspend the rest of the business so the guest can speak. RK seconds. Vote passed.
- Guest speaker: Paul Anthony.
  - Good news about something we've been wanting to get done for a long time.
    - 10,000 children in dental distress.

- Oregon Health Plan is not doing enough for children's dental needs.
- Dental pain fuels the opium addiction problem.
- Barrier to employment
- \$40,000 planning grant to hire project manager and cover initial costs to open a Dental clinic here at Benson Tech.
- The state is going to start rating health care organizations on dental for the first time.
- Biggest single driver of absenteeism is tooth pain, next leading cause illnesses.
- Dental lab has 5 working chairs and 2 x-ray machines, and a relationship with OHSU.
- This is a huge win for everyone.
- KC: What's the ~~idea on~~ plan for sustainability?
- PA: We need a sponsor – OHSU. Liability insurance. We're going to have to work out the flexibility for volunteers. PCC has a dental program, they want to send people on rotation. Lots of dentists and dental hygienists that want to volunteer. Since Benson Tech has night school, you could have the clinic go until 9PM. That's a big draw.
- Hoping that when the students' needs are met, we can open it county-wide.
- Faubian K-8 has a single dental chair in their health clinic sponsored by Kaiser. It's a pilot. What they offer is limited, capacity and services.
- For about 40 years there's been a non-profit, free dental clinic run out of Creston School. Lots of money behind it. They can do full on dental surgery there. Creston is one of the most inaccessible areas. Only open a few days a week and closes as 3PM. Their biggest issue is no-shows.
- OHSU does patient transportation very well... the idea is that Benson Tech dental clinic see all kids and move more complicated care to Creston.
- Anticipating opening in August 2018.
- PA will get us a blurb to put on the website.
- PA will be in touch if there's anything they need.

#### NEW BUSINESS

- Joe spoke. Works at Adidas. Wants to get involved and give back to the kids. Great opportunity to align the programs here with what is needed in the business world. He does image design for the brand.
  - DS wants to make connection with his group.
- RE: Good idea to purchase an advertisement in the Yearbook every year. Alums will see it when they look at their books in later years. Let's discuss more at next meeting.
- Next meeting December 11<sup>th</sup> at 5:30PM at Benson Tech.

Respectfully Submitted,

Maj Britt (Max) Baker  
Secretary, Pro-Tem  
BPHS Alumni Association



Original bylaws

**BYLAWS BENSON POLYTECHNIC HIGH SCHOOL ALUMNI ASSOCIATION**

**ARTICLE I NAME, PURPOSE** Section 1: The name of the organization shall be Benson Polytechnic High School Alumni Association (Alumni Association). Section 2: The Alumni Association is organized exclusively for the purposes of promoting and supporting Benson High School and as a social organization for the friends, faculty and alumni of the school. **ARTICLE II – MEMBERSHIP, DUES** Section 1: All former students and alumni are eligible for regular, voting membership. A member is eligible for all membership privileges including voting if current year's dues have been paid. Section 2: All current and former faculty and other friends of Benson are eligible for associate membership. Section 3: Dues will be set by the Board of Directors. **ARTICLE III MEETINGS** Section 1: Annual Meeting. The annual meeting of the Alumni Association shall be held during the month of Tech Show. The date and place will be selected by the Board of Directors at least 90 days preceding the meeting. A quorum shall consist of the members in attendance provided that at least ten members are in attendance. Notice of the meeting will be given in accordance with Section 3 of this article. Section 2: Special Meetings. Special meetings may be called by the Executive Committee or the Board of Directors. Section 3: Notice. Notice of the Annual meeting shall be given to each voting member (in accordance with ARTICLE II Section 1), by mail or by email not less than thirty days prior to the date of the meeting. Notice of special meetings requires at least 10 days advance notice. **ARTICLE IV BOARD OF DIRECTORS** Section 1: Board Role, Size. The Board is responsible for overall policy and direction of the Association. The Board shall have a maximum of 15 members. Section 2: Meetings. The Board shall meet at least quarterly at an agreed upon time and place. Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the association. Directors will be elected by a majority vote of the regular members present at the annual meeting from a list of names nominated by the members in attendance at that meeting. Section 4: Terms. Board members will be elected to 3 year terms. Board members are limited to two consecutive 3 year terms but there is no limit on nonconsecutive terms a member may serve. Section 5: Quorum. A Board of Directors meeting must be attended by a majority of the currently filled Board positions before business can be transacted or motions made or passed. Section 6: Notice. A schedule of official Board meetings will be established at the first Board meeting of the year. Section 7: Officers and Duties. There shall be four officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. These four officers will be selected by the Board from the Board membership for 2 year terms with a limit of 2 consecutive terms. Their duties are as follows: The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: ViceChair, Secretary and Treasurer. The ViceChair will be responsible for general liaison between the Alumni Association and Class Officers and/or organizers of Class Reunions to facilitate class reunions and gatherings as well as for furthering the purposes of the Alumni Association including a database of their names and contact information. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are

maintained. The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. The Treasurer will not have responsibility for scholarship funds. Any bank accounts established in the name of the Alumni Association will require the signature of the Treasurer and another member of the Executive Committee. All disbursements of funds will require two signatures. Section 8: Vacancies. When an unscheduled vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term. Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a threefourths vote of the remaining directors. Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or onethird of the Board. Notices of special meetings shall be in compliance with Section 3 of Article III of these Bylaws. ARTICLE V COMMITTEES Section 1: There will be at least five standing committees: Executive Committee, Membership Committee, Communications Committee, Scholarship Committee and Finance Committee. The Board may create other committees as needed. The Board Chair appoints all committee chairs subject to approval of the Board. All Committee Chairs are welcome to attend all Board of Directors meetings. Section 2: Executive Committee. The four officers along with a maximum of two Directors selected by the Board of Directors will serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. Section 3: Membership Committee. The Membership Committee will be responsible for continuing and special efforts to recruit members for the Alumni Association. Section 4: Communications Committee. The Communications Committee will be responsible for communications with Alumni Association members including establishing and maintaining an internet website that will be the primary device as well as printed newsletters, flyers, etc as needed for special purposes. Section 5: Scholarship Committee. This committee has primary responsibility for the management of the Benson Polytechnic High School Reunion Scholarship Fund (a tax exempt fund) that was established in 1991. Their responsibilities, exercised under only broad direction from the Board, include raising and investing funds and overseeing the award of annual scholarships to graduating Benson seniors. Funds raised for the Scholarship Fund and any proceeds from their investment shall in no way be comingled with other association funds. Section 6: Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar

year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public. ARTICLE VI AMENDMENTS Section 1: These Bylaws may be amended when necessary by a twothirds majority of the Board of Directors or the majority of voting members present at an annual meeting. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements. These Bylaws were adopted at a meeting of the Board of Directors August 12, 2008. Amended December 9, 2009 Amended July 8, 2013

Proposed changes:

#### ARTICLE III MEETINGS

*Section 1:* Annual Meeting. The annual meeting of the Alumni Association shall be held during the fourth quarter of every calendar year. The date and place will be selected by the Board of Directors at least 30 days preceding the meeting. A quorum shall consist of the members in attendance provided that at least ten members are in attendance. Notice of the meeting will be given in accordance with Section 3 of this article.

*Section 3:* . Notice of the annual meeting shall be given to each voting member (in accordance with ARTICLE II Section 1), by mail or by email or web posting not less than 30 days prior to the date of the meeting. Notice of special meeting requires at least 10 days advance notice.

#### ARTICLE IV BOARD OF DIRECTORS

*Section 3:* Board Elections. Election of new directors or election of current directors to a second term will occur as an item of new business at the annual meeting of the association. Directors will be elected by a majority vote of the regular members present at the annual meeting from a list of names nominated by the members in attendance at that meeting. The Board may allow a process of voting for members in good standing who are unable to attend the annual meeting.

*Section 4:* Terms. Board members will be elected to 3 year terms which will begin as of January 1 of the calendar year following election. Board members are limited to two consecutive 3 year terms. An exception may be made to the term limit when there are uncontested vacant positions at any annual meeting. There is no limit on nonconsecutive terms a member may serve.

*Section 7:* Officers and Duties. There shall be four officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. These four offices, when vacant, will be filled by election conducted by the newly elected Board at a meeting of the new Board to be held after the annual meeting and before January 1 of the following year. A quorum of 10 Board members will be required at this meeting. Officers will be elected to 2 year terms which will begin on January 1 following their election. Officers will be limited to 2 consecutive terms with no limit on non-consecutive terms. Their duties are as follows:

WS proposed by-laws that comply with State Statutes

## **BYLAWS**

### Article I: Purpose

Subject to the limitations stated in the Articles of Incorporation, the purpose of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under §501(C)(7) Internal Revenue Code (or its corresponding future provisions), and Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions). This corporation's primary purpose shall be a social club..

### 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 on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the bylaws of this corporation.

#### **Section 2. Qualifications.**

A person shall become a member of the corporation by: (a) submitting an application; (b) being a former student of Benson High School, Monroe High School, Benson Polytechnic High School, Girls Polytechnic High School, or The Portland School of Trades; being at least 18 years of age, and; (c) paying dues, assessments, and fees.

#### **Section 3. Termination of Membership.**

Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice of the termination by mail to the member's last known address and the reason(s) 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 termination. The decision 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 second Monday of January at the corporate headquarters. The Board of Directors shall set its time. The First order of business shall be election of board member(s).

## **Section 5. Special Meetings.**

Special meetings of the members shall be held at the call of the Board of Directors or by call of the holders of at least ten 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 6. Notice of Meeting.**

Notice of all meetings of the members shall be given to each member at the last address of record, by first class mail at least seven days before the meeting, or by means other than first class mail at least 30 days but not more than 60 days before the meetings.

## **Section 7. 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 provide differently.

## **Section 8. Proxy Voting.**

There shall be no proxy voting.

## Article III: Board of Directors

### **Section 1. Duties.**

The affairs of the corporation shall be managed by the Board of Directors.

### **Section 2. Numbers and Qualifications**

The number of Directors shall be a minimum of one and a maximum of fifteen. All Directors shall be members in good standing of this corporation.

### **Section 3. Terms and Election.**

The term of office of the Directors shall be three years. Terms may be staggered into groups and need not have an even number of Directors. A Director may be reelected without limitation on the number of terms s/he may serve. The Director(s) shall be elected by a majority vote of members present at the annual meeting from a list of names nominated by the members in attendance. Voting shall be by ballot. The Board of Directors, by a majority vote, shall determine the number of Board members to be elected and procedure for voting.

#### **Section 4. Removal**

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

#### **Section 5. Vacancies.**

Vacancies on the Board of Directors may be filled by a majority vote of the Directors then on the Board of Directors.

#### **Section 6. Quorum and Action.**

A quorum at a board meeting shall be a majority of the currently filled Board positions before business can be transacted or motions can be made or passed. Where the law requires a majority vote of directors in office to establish committees that exercise Board functions, to amend the Article of Incorporation, to sell assets not in the regular course of business, to merger, 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 least quarterly at a 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.

#### **Section 9. No Salary.**

Directors shall not receive salaries for their Board service, but may be reimbursed for expenses related to Board service.

#### **Section 10. 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 consent in writing, setting forth the action to be taken or so taken, shall be signed by all Directors.

### **Section 11. Dues, Assessments, and Fees.**

The Board of Directors shall authorize the payment of dues, assessments, and fees, as it deems necessary by a majority vote of Board members.

## Article IV: Committees

### **Section 1. Executive Committee.**

The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial and budgetary decisions.

### **Section 2. Other Committees.**

The Board of Directors may establish such other committees, as it deems necessary and desirable. Such committees may exercise function of the Board of Directors or may be advisory committees.

### **Section 3. Composition of Committees Exercising Board Functions.**

Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the number of Directors prescribed by the Board, or if no number is prescribed, a majority vote of all Directors in office at that time.

### **Section 4. Quorum and Action.**

A quorum at a committee meeting exercising Board functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the Directors present.

### **Section 5. Limitations of the Powers of Committees.**

No committee may authorize payment of a dividend or any part of income or profit of the corporation to its Directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all substantially all 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.**

The officers of this corporation shall be President, Vice President, Secretary, and Treasurer.

### **Section 2. Election.**

The Board of Directors shall elect the President, Vice President, Secretary, and the Treasurer, to serve one year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

### **Section 3. Vacancies.**

A vacancy in the office of President, Vice President, Secretary, or Treasurer shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

### **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 and have such authority and perform such duties as shall be determined by the Board of Directors.

### **Section 5. President.**

The President is the chief officer of the corporation and shall: (a) act as the Chair of the Board; (b) preside over all Board meetings; (c) preside over all meetings of the membership; and; (d) have any other powers and duties as may be prescribed by the Board of Directors.

### **Section 6. Vice President.**

If the President is absent the Vice President shall preside over any meeting of the members or the Board. If the Vice President is also absent the Board members present by a majority vote shall elect a President *pro tem* to preside. The Vice President shall have any other powers and duties as may be prescribed by the Board of Directors.

### **Section 7. Secretary.**

The Secretary shall have overall responsibility for all corporate record keeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceeding of the Board of Directors and members' meetings and actions; (b) provision of notice of all meetings of the Board of Directors and members; (c) authentication of the records of the corporation; and; (d) any other duties as may be prescribed by the Board of Directors.

### **Section 8. Treasurer.**

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

### **Article VI: Corporate Indemnity**

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

### **Article VII: Amendment of Bylaws**

#### **Section 1. Members.**

The members may vote to amend or repeal these Bylaws, or adopt new ones, by a majority of voting members voting, if a quorum is present. Prior to the amendment, repeal, or adoption of new Bylaws, each member shall be given notice at the last address of record, by first class mail at least 7 days before the meeting, or by means other than first class mail at least 30 days but not more than 60 days before the meeting. The notice shall contain the date, time, and the place of the meeting for which the proposed amendment, repeal, or new Bylaws and the notice shall state that one of the purposes of the meeting is to consider amendment, repeal, or adoption of new Bylaws and shall contain a copy of proposed amendment, repeal, or new Bylaws.

#### **Section 2. Board of Directors.**

The Board of Directors may vote to amend or repeal, these Bylaws or adopt new ones, by a majority of voting Board members voting, if a quorum is present. Prior to the adoption of the amendment, repeal, or new Bylaws, each Director shall be given at least 2 days notice of the date, time, and place of the meeting at which the proposed will be to considered, and the notice shall state that one of the purposes of amendment, repeal, or adoption of new Bylaws and shall contain a copy of the proposed amendment, repeal, or new Bylaws.

**Article VIII: Parliamentary Authority**

The rules contained in the Modern Edition of *Robert's Rules of Order* shall govern this corporation in all cases where they are not inconsistent with these Bylaws and any special rules of order the corporation may adopt.

Adopted: \_\_\_\_\_

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