

# **Bylaws of the Salem-Keizer Newcomers' Club**

## **Article I: Name**

The name of this organization shall be the Salem Keizer Newcomers' Club (referred to in these bylaws interchangeably as the "Club" and the "corporation").

## **Article II: Purpose**

Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon revised Statutes (or its corresponding future provisions).

The corporation's primary purpose shall be for the mutual benefit of its members.

The Salem-Keizer Newcomers' Club is dedicated to helping its members meet and make friends and become acquainted with the civic and cultural climate of the community through participation in a variety of Club activities and events.

## **Article III: Members**

### Section 1. Class of Membership

There shall be one class of members of this corporation. Each member in good standing 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.

### Section 2. New Member Eligibility

- a. Membership shall be open to any new resident whose residence is within 20 automobile miles of the Salem or Keizer City Halls.
- b. Membership shall be open to anyone who joins due to a significant personal event such as change in family status or employment if the prospective member resides within 20 automobile miles of either the Salem or Keizer City Halls.
- c. A prospective member who meets eligibility criteria may attend Club functions as further described in the Club's standard operating rules (hereafter referred to as "rules").
- d. An individual who subscribes to the Club's purposes and meets eligibility criteria as stated in these bylaws will become a member upon receiving approval as described in the new member application procedure stated in the Club's rules. No prospective member may be entered into membership without her consent.

### Section 3. Previous Members

Upon verification of past Club membership status, a previous member may rejoin the club at any time by paying the full year's membership dues. Previous members who have discontinued membership for more than one year will pay dues based on the amounts established for new members as published in the rules.

### Section 4. Continuation of Membership

- a. A member may continue her membership indefinitely and participate in Club activities provided that dues are current and she has no delinquent financial obligations to the Club.

- b. A member with delinquent financial obligations will not be considered a member in good standing and will not be eligible to vote or participate in Club functions until the financial obligation is met.
- c. A current member who relocates to a new address more than 20 automobile miles from either the Salem or Keizer City Hall may continue her membership.
- d. Membership in the Club may not be transferred to another individual.
- e. Membership will not be continued without a member's consent and action defined as: 1) the receipt of the completed membership renewal form and 2) payment of the upcoming year's dues to the Treasurer or Finance Director.

#### Section 5. Termination/Resignation of Membership

- a. A member who does not pay her dues as specified in the current rules is considered to have voluntarily terminated her membership.
- b. Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice of and reasons for the termination by first class or certified mail, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.
- c. A member may also choose to terminate her membership at any time by notifying the Secretary in writing.
- d. Termination or resignation of membership does not excuse any financial obligation that may be owed to the Club by the member.

#### Section 6. Nondiscrimination

The Club shall not discriminate against its members or those eligible for membership on the basis of race, color or religion.

### **Article IV: Membership Meeting and Voting**

#### Section 1. Annual Meeting

The Club will hold an Annual Membership meeting in May for the purpose of electing officers and conducting other Club business.

#### Section 2. Special Meetings

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

#### Section 3. Notice of Membership Meeting

- a. Notice of a Membership meeting is given to each member by electronic or first class mail at least 7 days before the meeting or by other means

30 but not more than 60 days before the meeting. The notice will include the date, time, place and purposes. In most instances, the Membership meeting notice will be published in the Club newsletter.

b. By indicating an email address on a membership or renewal form, a member assents to electronic notification. Electronic and mail notification are deemed adequate if sent to the most recent email or postal address on file with the Secretary.

#### Section 4. Quorum and Voting

Those votes represented at a meeting of members 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 5. Proxy Voting

There shall be no proxy voting.

#### Section 6. Action by Consent

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a Membership meeting, may be taken without a meeting if the consent is in writing, setting forth the action to be taken or so taken, shall be signed by all the members. This shall include assent in electronic form.

#### Section 7. Voting by Written Ballot in Lieu of Membership Meeting

a. In ordinary circumstances members will vote on Club matters at a Membership meeting. Rarely, however, the Board may determine the need for a ballot to be distributed to every member instead of conducting a vote at a meeting. The Board may choose to deliver a written ballot to every member of the Club for a vote on a proposed action in lieu of a meeting at which the vote would take place.

b. If it chooses to conduct a written ballot, the Board shall establish procedures to safeguard the confidentiality and integrity of the voting process prior to ballot distribution and shall adhere to procedural requirements for conducting written ballots as specified in Oregon State Statute 65 (or its corresponding future provisions).

c. All members shall be given notice of the Board's intent to distribute a written ballot in lieu of a vote taken at a Membership meeting prior to the distribution of the ballot. A member who has agreed to acceptance of Club correspondence through electronic means as indicated on the Club's membership form may receive a ballot electronically. A member not accepting electronic means of correspondence may receive a hand or postal delivered ballot.

d. A quorum for the purposes of the written ballot shall be the number of ballots returned.

### **Article V: Board of Directors**

#### Section 1. Duties

The Club's affairs are managed by the Board of Directors; hereafter known as the Board. The Board is elected by the membership. The elected members (officers and

directors) shall have voting power in matters of the Board. Each elected member shall have one vote.

Each Board member shall discharge her duties as a director or officer, including her duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Board member reasonably believes to be in the best interest of the corporation.

#### Section 2. Number

The number of Board members may vary between five and fifteen.

#### Section 3. Term and Election of Board Members

- a. The term of office for all elected members shall be one year beginning July 1. An elected Board member may serve two consecutive terms in the same position if re-elected by the membership. Additionally, a member may be elected to repeat service in the same Board position an unlimited number of times provided that she does not serve more than two years consecutively in that position.
- b. A member of the Club may serve on the Board in a variety of positions during her length of membership for as many years as she desires and is elected to do so.
- c. The membership shall annually elect: 1) a Vice President and 2) a Financial Director to assist the Treasurer. The persons holding these two Board positions may become the President and Treasurer respectively in the following year. If the Vice President does not become President the following year, or if the Financial Director does not become Treasurer, she may be re-elected consecutively or nonconsecutively for one additional term in her current position. Additionally, a Board member serving as President or Treasurer may be re-elected for one additional consecutive or nonconsecutive term.
- d. If the Vice President does not choose to serve as President the following term, and if the President does not choose to serve an additional consecutive term, a member who has previously served at least one term as a Board member may be elected to serve as President. In the event no previous Board member is willing to serve as President, then the nominating committee will present for approval to the Board the name of a member who is willing to serve. Upon approval by the Board, that person will be included in the slate presented to the membership for vote.
- e. Voting members of the Board are elected by Club members at the Annual Membership meeting by a majority vote of the members attending and voting. The Nominating Committee prepares a slate of proposed Board members. Any member who desires to be added to the ballot after the slate is announced may submit her name and the position she seeks in writing and deliver it to the President prior to the election. Nominations may also be made from the floor at the meeting in which the election takes place. A member may not be nominated without her consent. If only one candidate is listed for a Board position, a voice vote of the membership may take place. If more than one candidate is listed for a position, then voting shall be by written ballot for that position.
- f. Elected Board members assume their duties on July 1. The Board sets the time and place of the installation at a date to take place no earlier than the first week of June and no later than the first week of July. An outgoing Board member is

responsible for delivering all documents related to the position, both written and electronic, to her replacement no later than July 1 (excepting the Treasurer). Additionally, the outgoing Board member is responsible for conducting any necessary training related to the position. The outgoing Treasurer will continue to work with and train the incoming Treasurer in order to complete end-of-year fiscal records by July 31. In the event that the Board position is not continuing, the outgoing Board member shall return all position documents to the incoming President.

#### Section 4. Removal

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

#### Section 5. Vacancies

Should a vacancy occur on the Board an interim Board member may be elected to serve for the remainder of the current membership year by a majority vote of the elected members then on the Board of Directors.

#### Section 6. Quorum and Action

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

#### Section 7. Regular Meetings

Regular monthly meetings of the Board are held 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. Should there be no business to conduct at a regular meeting, the President, with the written consent of the officers and directors may cancel the meeting.

#### Section 8. Special Meetings

Special meetings of the Board shall be held at the time and place to be determined by the Board. 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 electronic or postal delivery mail not less than two days prior to the special meeting.

#### Section 9. Alternative Meeting Venue

Any regular or special meeting of the Board may be conducted through use of any means of communication by which all Directors participating may: 1) simultaneously hear each other during the meeting, or 2) by the electronic methods of an internet chat room or email in which all board members are able to immediately transmit all messages to all participating board members. A quorum is necessary to conduct a meeting using one of these venues. Prior to scheduling an alternative venue meeting the President or her designee shall verify that all elected Board members have adequate equipment and the skill necessary to participate in the meeting.

#### Section 10. No Salary

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

#### Section 11. Action by Consent

Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent is in writing, setting forth the action to be taken or so taken, is signed by all of voting members of the Board. This shall include assent in electronic form.

#### Section 12. Conflict of Interest

a. If a Board member or her family member or any other organization in which she is a part stands to gain financially by a transaction made with the Club, she shall disclose that information prior to any Board decision related to the transaction.

b. Any corporate transaction in which a Board member has a direct or indirect interest must be authorized, approved, or ratified in good faith, by a majority of the Board members present at a meeting in which there is a quorum who have no direct or indirect interest in the transaction.

### **Article VI: Committees**

#### Section 1. Voting

Board members serving in ex-officio positions on standing and special committees shall have voting power in matters of the committee.

#### Section 2. Standing Committees

The Board oversees the activities of the standing committees listed in the published rules. Each of these committees shall have at least one Board member serving in an ex-officio position as a voting member of the committee. Each of these committees meets a minimum of once per year with additional meetings taking place as needed. The Club's rules provide a description of the members, duties and major procedures of these committees.

#### Section 3. Special Committees

The Board may establish other committees, as it deems necessary and desirable. At the time of the committee's establishment, the Board will determine the membership of the committee and its purposes.

#### Section 4. Limitations on the Powers of the Committee

a. Unless previously authorized by the Board, a standing or special committee may not take any action on behalf of the Club or itself that requires Board authorization including matters such as contractual obligations or financial expenditures.

b. No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or 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 of Incorporation, bylaws, rules or any resolution by the Board of Directors.

## **Article VII: Officers**

The following positions on the Board are elected by the Club's membership at the annual meeting and serve simultaneously as officers of the Club and as voting members of the Board.

### Section 1. President

The President is the chief officer of the corporation and acts as the Chair of the Board. The President has any other powers and duties as prescribed by the Board of Directors and stated further in the Board policies manual.

### Section 2. Vice President

The Vice President is the presiding officer in the event that the President must be absent from her duties. The Vice President has other powers and duties as prescribed by the Board of Directors and stated further in the Board policies manual.

### Section 3. Secretary

The Secretary has overall responsibility for all recordkeeping for the Club. She performs, or causes to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions; (b) provision for notice of all meetings of the Board of Directors and members; (c) authentication of the records of the corporation; (d) maintenance of current and accurate membership lists; and (e) any other duties as prescribed by the Board of Directors and stated further in the Board policies manual.

### Section 4. Treasurer

The Treasurer has overall responsibility for the financial matters of the corporation. She performs or causes to be performed the following duties: (1) keeping of full and accurate accounts of all financial records of the Club; (2) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (3) disbursement of all funds when proper to do so; (4) regular reporting the Club's financial condition to the Board and to the Club's members; (5) filing of annual tax information as required by law; and (6) any other duties as prescribed by the Board of Directors and stated further in the Board policies manual.

## **Article VIII: Directors**

### Section 1. Election and Number

a. Directors are elected by the Club's membership at the annual meeting and serve as voting members of the Board. The number elected and serving may vary dependent on the needs of the Club and the current Board. However, in no case will the size of the Board's voting members, inclusive of officers and directors, exceed fifteen.

b. The Board shall determine any need for a change in the number or function of director positions and then present its recommendation to the membership for consideration. Upon receiving a favorable majority vote by the Club's members, the change in number and/or function shall be implemented in the manner voted on by the membership.

### Section 2. Duties

In addition to serving as voting Board members who manage the Club's affairs, Directors coordinate activities crucial to the continuing success of the Club. Specific activities related to each Director's position are published in the current rules.

## **Article IX: Advisors to the Board**

### **Section 1. Administrative Positions**

- a. The Board must depend on Club members to perform certain administrative tasks. After receiving Board approval, administrative positions for the upcoming membership year are appointed by the Vice President. Current positions are published in the rules. The Board may add or remove administrative positions during the year as needed.
- b. Those appointed assume their responsibilities at the start of each membership year, July 1. They may continue in their positions for multiple years as desired and subject to Board approval.
- c. Administrative positions are advisory positions. As such, an individual holding an administrative position may attend Board meetings as necessary to her function or as the President requests. In this advisory position she may participate in Board meeting discussions, but does not have voting power or meeting attendance requirements, and is not counted for quorum purposes.
- d. Any member interested in holding an administrative position may express her desire to be considered for appointment by informing the Vice President.
- e. Any member holding an administrative position may be removed from the position, with or without cause, by a vote of a majority of Board members entitled to vote on Board matters.

### **Section 2. Past President**

The immediate Past President serves in an advisory, nonvoting capacity to the Board and regularly attends Board meetings. She may also be elected to hold a voting Board position and serve in that additional capacity.

## **Article X: Activity Groups**

A new special interest activity group prior to its formation must have Board approval. The Board has authority to modify or prohibit a group's activity if it finds that the group is in violation of the Club's governance procedures or is operating in a manner that poses unnecessary risk to the Club. The Club's rules more fully describe procedures related to these groups.

## **Article XI: Corporate Indemnity**

### **Section 1. Indemnification of Directors and Officers**

- a. Except as provided in Section 1c to the extent of any insurance purchased and maintained on behalf of a Board member (including officers and directors), the Club will indemnify an individual made a party to a proceeding because the individual is or was a Board member against liability incurred in the proceeding if:
  - 1) the conduct of the individual was in good faith; and



- 2) the individual reasonably believed that the individual's conduct was in the best interests of the Club, or at least not opposed to its best interests.
- b. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Board member did not meet the standard of conduct described in the Oregon Nonprofit Corporation Act.
- c. The Club may not indemnify a Board member under this Section:
  - 1) in connection with a proceeding by or in the right of the Club in

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  - 1) the conduct of the individual was in good faith; and
  - 2) the individual reasonably believed that the individual's conduct was in the best interests of the Club, or at least not opposed to its best interests.
- b. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Board member did not meet the standard of conduct described in the Oregon Nonprofit Corporation Act.
- c. The Club may not indemnify a Board member under this Section:
  - 1) in connection with a proceeding by or in the right of the Club in which the Board member was adjudged liable to the Club; or
  - 2) in connection with any other proceeding charging improper personal benefit to the Board member in which the Board member was adjudged liable on the basis that personal benefit was improperly received by the Board member.
- d. Indemnification permitted under this Section in connection with a proceeding by or in the right of the Club is limited to reasonable expenses incurred in connection with the proceeding.

### **Section 2. Mandatory Indemnification**

To the extent of any insurance purchased and maintained on behalf of a Board member, the Club must indemnify a Board member who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Board member was a party because of being a Board member of the Club, against reasonable expenses incurred by the Board member in connection with the proceeding.

### **Section 3. Advance for Expenses**

The Club may pay for or reimburse the reasonable expenses incurred by a Board member who is a party to a proceeding in advance of final disposition of the proceeding

to the extent of any insurance purchased and maintained on behalf of a Board member if:

- a. the Board member furnishes the Club a written affirmation of the Board member's good faith belief that she has met the standard of conduct described in XI.1.a; and,
- b. the Board member furnishes the Club a written undertaking, executed personally or on her behalf, to repay the advance if it is ultimately determined that she did not meet the standard of conduct. This undertaking must be an unlimited general obligation of the Board member but need not be secured and may be accepted without reference to financial ability to make repayment.
- c. Any authorization of payments under this Section 3 may be made by provision in the Articles of Incorporation, or these bylaws, by a resolution of the members, or the Board, or by contract.

#### Section 4. Report to Members of Indemnification

If the Club indemnifies or advances expenses to a Board member under this Article in connection with a proceeding by or in the right of the Club, the Club will report the indemnification or advance in writing to the members with or before the notice of the next meeting of the members.

#### Section 5. Insurance

The Club may purchase and maintain insurance on behalf of an individual against liability asserted or incurred by the individual who is or was a Board member or on behalf of the Club in the type and amount deemed advisable or necessary.

#### Section 6. Indemnification of Agents

The Club may indemnify and advance expenses under this Article to an agent of the Club to the same extent as to a director or officer.

### **Article XII: Amendments to Bylaws**

The Club's members must vote to amend or repeal these bylaws or to adopt new ones by a majority of the votes of those attending a meeting of the membership. Prior to any vote taken, the proposed change in the bylaws shall be published at least 30 but not more than 60 days prior to the meeting at which consideration is to take place. Date, time and place of the meeting at which the proposed amendment is to be considered will also be published.

*Adopted by the members of The Salem-Keizer Newcomers Club on June 2, 2011, at the June membership meeting.*

*Amended by vote of the membership on April 5, 2012. See Article V, Section 3, paragraph 4.*

*Amended by vote of the membership on May 4, 2017. See Article III, Sections 2(a) and 2(b)*