

## **BYLAWS**

### **TUSCAN ASSOCIATION OF OREGON**

#### **an Oregon nonprofit corporation**

(These Bylaws were approved by the membership on April 27, 2014.)

**The purpose of the Tuscan Association of Oregon shall be to promote, foster and cultivate the knowledge, appreciation and understanding of the Tuscan and Italian culture and language.**

#### **ARTICLE 1- MEMBERSHIP**

1.1 Classes of Members: The corporation shall have members within the meaning of the Oregon Nonprofit Corporation Act. The membership shall consist of FOUR (4) classes of members. The qualifications and rights of each class of members shall be as follows:

1.1.1 GENERAL - Any individual person. Dues shall be at the individual rate (\$25 in 2014) and the member is entitled to one vote.

1.1.2 FAMILY - Any married couple. Dues shall be at the family rate (\$35 in 2014) and each spouse is entitled to one vote.

1.1.3 JUNIOR - Any person under the age of 24. There shall be no dues. Such a junior member age 18 or older is entitled to one vote.

1.1.4 HONORARY - Honorary membership awarded to public officials or individuals supportive of the association at the discretion of the officers of the club. No dues are required and each honorary member is entitled to one vote.

1.2 Admission to Membership: Any person or family interested in the purpose of the association is entitled to join the association upon payment of dues. The dues requirement for membership applies to persons age 25 and older.

1.3 Voting Rights: Each member, except junior members under the age of 18, is entitled to one vote on each matter submitted to a vote of the members.

1.4 Termination, Suspension and Expulsion of Members: The officers, by affirmative vote of a majority, may suspend, terminate, or expel a member for cause after an appropriate hearing.

#### **ARTICLE 2 - MEETINGS OF MEMBERS**

2.1 Meetings: Generally, the organization will meet on the third Sunday of the month in the months of October, November, December, February, March, April and May. Additional meetings may be called by the President.

2.2 Election Meeting: A monthly meeting in the spring of each even-numbered year shall be designated the Election Meeting for the purpose of electing officers.

2.3 Place of Meeting: The officers may designate any place, either within or without the State of Oregon, as the gathering place for any meeting of the organization.

2.4 Notice of Meetings: Members shall be informed of the place, day and hour of meetings of the association. The form of notice shall be at the discretion of the President, but will generally be via email or newsletter.

2.5 Quorum: A quorum is only required at the Election Meeting or at another meeting when voting to resolve a critical issue as designated by the President or other officers. A quorum is defined as one-third of the eligible voting membership. Members must be physically present at the meeting to vote – neither proxies nor votes filed from off-site locations are acceptable.

2.6 Manner of Acting: In most cases, votes of the membership shall be decided by a simple majority of 50 percent plus 1 of the votes cast. In unusual circumstances, a motion can be made and seconded, then approved by a 50 percent plus 1 majority, to change the required percentage of votes in order to approve a specific issue or to elect a candidate for a specific office.

2.7 Action by Written Ballot: Action by written ballot is permitted to the extent provided in the Oregon Nonprofit Corporation Act.

### ARTICLE 3 - CLUB GOVERNANCE

3.1 Management: The affairs of the corporation shall be managed under the direction of the officers of the club.

3.2 Number: There shall be four officers of the association. The officers may appoint an Advisory Committee to assist with the operation and management of the club.

3.3 Qualification, Term and Removal:

a. The officers and Advisory Committee shall be members of the association in good standing.

b. The term of office shall be for two years, beginning July 1 of even-numbered years.

c. Officers may be removed from their positions as provided in the Oregon Nonprofit Corporation Act.

3.4 Quorum: A majority of the officers shall constitute a quorum for the transaction of business.

## ARTICLE 4- OFFICERS

4.1 Designation and Qualification: The officers of the association shall be President, Vice-president Treasurer, and Communications Manager. An officer must be a member in good standing with the association.

4.2 Election and Vacancy: The officers shall be elected by the membership. Vacancies shall be filled by the remaining officers in consultation with the Advisory Committee.

4.3 Term: Each officer shall hold office for a term of two years commencing on July 1 of even-numbered years.

4.4 President: The President shall be the Chief Executive Officer of the association and shall perform the customary duties of a Chief Executive Officer.

4.5 Vice-president: The Vice-president, in the absence of the President, shall perform the duties of the President. The Vice-president shall also perform such duties as prescribed by the President.

4.6 Treasurer: The Treasurer shall be responsible for the financial affairs of the association and such other customary duties pertaining to the office of Treasurer.

4.7 Communications Manager: The Communications Manager shall edit the club newsletter and maintain the club's online and social media presence and assist in the design and distribution of electronic correspondence.

## ARTICLE 5- OFFICE, RECORDS, AND EXECUTION

5.1 Principal Office, Registered Office and Agent:

a. The principal office of the association in the State of Oregon shall be located in the City of Portland. The association may have such other offices, either within or without the State of Oregon, as the officers may determine or as the affairs of the association may require from time to time.

b. The association will have and continuously maintain within the State of Oregon a registered office and a registered agent whose office is identical with the registered office. The registered office may, but need not, be identical with the principal office, and the address of the registered office may be changed from time to time as provided in the Oregon Nonprofit Corporation Act.

5.2 Records: The association shall maintain adequate and correct books, records and accounts of its business and properties.

5.3 Inspection: The books, records and accounts of the corporation, and the original or a certified copy of the Articles of Incorporation, the Bylaws and any amendments thereto, shall be open to inspection by the officers in the manner and to the extent required by law.

5.4 Fiscal Year: The fiscal year of the corporation shall be the annual period from January 1 through December 31.

5.5 Activity Year: The activity year of the corporation shall be the annual period from July 1 through June 30.

5.6 Execution of Documents: Except as otherwise provided in these Bylaws, the officers may authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

5.6 Deposits: All funds of the corporation shall be deposited from time to time to the credit of the association in such banks, trust companies or other depositories as the officers may select.

5.7 Gifts: The officers may accept on behalf of the association any contribution, gift bequest or devise for the general purposes or any special purpose of the corporation.

## ARTICLE 6 - DUES AND ASSESSMENTS; DEFAULT

### 6.1 Annual Dues; Assessments and Charges; Payment

- a. The membership may determine, by vote, from time to time the amount of the annual dues payable to the association by the members of each class.
- b. Dues shall be payable in advance of the date of membership, unless otherwise permitted by the officers.
- c. The officers may impose from time to time assessments and charges payable by the members to further the purpose of the association.
- d. Dues will be collected on a fiscal year basis.

## ARTICLE 7- AMENDMENTS

7.1 Procedure: These Bylaws may be amended or repealed or new Bylaws adopted upon a majority vote of the members at a regular or special meeting.

7.2 Review: These Bylaws shall be reviewed by the officers at least once every two years, and the officers shall propose amendments it believes necessary or appropriate.

## ARTICLE 8- GENERAL PROVISIONS

8.1 Parliamentary Authority: The parliamentary rules contained in Robert's Rules of Order shall govern in all cases where they do not conflict with any other rules of procedure adopted by this association.