

OREGON SOCIETY OF ASSOCIATION MANAGEMENT, INC. BYLAWS

ARTICLE I NAME

The name of this non-profit corporation shall be the Oregon Society of Association Management, Inc., hereinafter referred to as OSAM or the Society.

ARTICLE II PURPOSE

Section 1 The Oregon Society of Association Management is the statewide service organization providing professional education, networking, mentoring, and development programs for our diverse association community.

Section 2 The term “association(s)” as used in these bylaws includes such organizations having dues paying members established to perform, on a mutual basis, an industry, professional, trade, civic, charitable, educational, philanthropic, technical or similar function(s) for the purpose of promoting and protecting the respective industry, profession, trade or community service represented.

ARTICLE III MEMBERS

Section 1 There shall be three classifications of membership: (A) Association, (B) Allied, and (C) Honorary.

Section 2 Association Member: Association Members of the Society shall be the salaried chief executive officers and administrative staff of industry, professional, trade, civic, charitable, education, philanthropic, technical or similar type organizations having dues paying members. Association members must devote a major part of their working hours to association staff responsibilities. Association Members shall be entitled to all rights and privileges of Society membership-including voting and holding elective office. Association members shall not vote for Allied Member representation to the Society’s Board of Directors.

Section 3 Allied Member: Allied Members shall be representative(s) of a firm or corporation engaged in providing facilities, products, or services to the Association Member’s Association. The total Allied Membership shall not exceed 40% of the Society’s overall membership. Allied Members shall be entitled to all rights and privileges of Society membership including voting for Allied Members to serve on the Society’s Board of Directors.

Section 4 Honorary: Honorary Memberships may be conferred upon members of the Society or others, at such time and under such circumstances as the Board of Directors may determine. Honorary Members may not vote or hold office.

Section 5 Rights and Privileges of Membership - Members shall have the following rights and privileges, except as limited by these Bylaws:

- A. Receive all official publications of the Society;
- B. Serve with vote on committees of the Society;
- C. Attend conferences, monthly meetings and other unrestricted activities of the Society;
- D. Receive regular Society communications; and
- E. Have representation through OSAM to WCAE and ASAE.

Section 6 Qualified applicants shall be elected to membership upon (a) making written application, (b) payment of all fees and (c) approval by the Board of Directors. A membership may be transferred to another individual. The right to transfer a membership in this association shall be exercised by the beneficial owner of the membership. A beneficial owner is that business entity or individual who paid the membership dues. Proof of payment of the dues is the responsibility of the beneficial owner. Individuals recommended to receive a transferred membership must be approved by the Board of Directors as directed by Article II, Section 6 of the bylaws.

Section 7 Change of employment resulting in lack of qualification for membership will automatically result in termination of membership status at the end of the calendar year.

Section 8 The annual dues for the Society Members shall be established by the Board of Directors.

Section 9 Dues for all classifications of membership are due and payable on the member's individual annual anniversary date. The Board of Directors may drop any member who is 60 days delinquent in payment of dues.

Section 10 Membership may be terminated for other reason by the Board of Directors in the following manner:

- A. A petition requesting the termination of the member signed by not less than 33 percent of the directors shall be filed with the president or if the president is the subject of the petition, with the next-ranking officer, and shall specifically set forth the reasons the subject thereof is to be terminated from membership.
- B. Not less than 20 days nor more than 45 days after the petition is filed, a meeting of the Board of Directors shall be held to consider the charges against the

member who is the subject of the petition and to render a decision on such petition.

- C. Notice of the meeting shall be given to all voting members of the Board of Directors at least 10 days prior to the meeting and the meeting shall be conducted by the President unless the president's continued membership is being considered at the meeting. In such case, the next-ranking officer shall conduct the meeting.
- D. The member who is the subject of the petition for termination shall be notified of the pending action and provided with a copy of the complaint at least 20 days prior to the scheduled hearing and have the right to be present at the Board of Directors meeting and to testify on the member's behalf, if the member so desires.
- E. Provided a quorum is present at the meeting, a two-thirds vote of the directors present and voting shall be required for termination of membership.

ARTICLE IV OFFICERS AND DIRECTORS

Section 1 The elected officers of the Society shall be a president, a president-elect and a secretary/treasurer. In the absence of the president, the president-elect shall perform the duties of the president. All officers shall serve for one year or until their successors are elected and qualified.

Section 2 The duties of each officer shall be such as their title, by general usage, would indicate, such as may be assigned to them by the Board of Directors from time to time, and such as are required by law. The president or the president's designee shall serve as the official spokesperson for the Society.

Section 3 If a vacancy occurs during the term of office of the Society's secretary/treasurer, the president, with the approval of the Board of Directors, shall appoint a replacement to serve for the duration of the unexpired term. If the position of immediate past president becomes vacant, it shall remain vacant for the duration of the unexpired term. If the position of president-elect becomes vacant, a special election shall be held. In the event a special election is required, the president, with the approval of the Board of Directors, shall set the date and provide at least 30 days notice to the membership. The Board of Directors shall nominate at least one person for the position of president-elect and notify the membership accordingly.

Section 4 If a vacancy occurs in the office of president, the president-elect shall assume the duties of the president for the remainder of the unexpired term and serve as president for a full term the next year. The president shall not be eligible to serve a second, successive

complete term. Should a vacancy occur in the offices of president and president-elect during the same elective year, the immediate past president shall assume the duties of the president for the remainder of the unexpired term or until a special election is held.

Section 5 The governance of the Society shall be vested in the Board of Directors as further provided in these bylaws. Members of the Board of Directors shall serve without compensation.

Section 6 The fiscal and elective year of the Society shall be the calendar year.

Section 7 The Board of Directors shall consist of the president, president-elect, secretary/treasurer, immediate past president and up to ten (10) directors, two (2) of whom shall be Allied Members. Directors shall serve for two-year staggered terms or until their successors have been elected and assume office. Only Association members may serve as officers of the Society plus a majority of the directors shall be Association Members of the Society.

Section 8 No member shall serve more than two successive terms in any elected office or more than seven (7) consecutive years on the Board of Directors.

Section 9 Vacant, unexpired terms of directors shall be filled by the president with the approval of the Board of Directors.

Section 10 Officers and directors of the Society may be removed from office for just cause using the procedure contained in Article III, Section 10.

Section 11 The Board of Directors shall meet at least quarterly. A quorum for the conduct of business shall be a majority of the Board of Directors. Voting by absentee ballot or proxy shall not be allowed.

Section 12 The Board of Directors may employ an executive director who shall be the administrative officer and who shall perform such duties as may be delegated by contract of the Board of Directors. The executive director shall be an ex-officio member of the Board of Directors without vote and shall provide a surety bond in such amount as the Board of Directors may determine for the executive director, support staff and elected officers.

Section 13 The Board of Directors may retain legal and other professional counsel and fix the terms of compensation thereof.

Section 14 The Board of Directors shall administer the finances of the Society and shall have sole authority to appropriate money and shall cause a compilation, review or audit of the Society's finances, accounts and management at least annually.

Section 15 The Board of Directors shall have the authority to adapt and enforce such policies, procedures, rules and regulations as deemed appropriate and beneficial to the general membership and the Society.

Section 16 When deemed appropriate and necessary by the president, official business of the Society may be conducted by telephone and mail.

Section 17 No director or uncompensated officer of the Society shall be personally liable to the Society or its members for monetary damages for conduct as a director or uncompensated officer provided that this section shall not eliminate liability which may not be eliminated under the Oregon Nonprofit Corporation Act. No amendment to the Oregon Nonprofit Corporation Act for which elimination of liability is permitted shall affect the liability of a director or uncompensated officer for any act or omission which occurs prior to the effective date of such amendment. The provisions of this section are intended to be in addition to and not in limitation of any other provision of these bylaws or any agreement of the Society of any law that eliminates or limits the liability of directors, officers and others acting on behalf of the Society.

ARTICLE V ELECTION OF OFFICERS AND DIRECTORS

Section 1 If required the election of officers and directors shall occur in November of each year with members notified of the results no later than December 1st.

Section 2 The Nominating Committee shall be appointed annually by the president subject to the approval of the Board of Directors no later than June 1st of each elective year. The Nominating Committee shall be composed of five (5) members as follows:

- The Committee shall be chaired by the immediate past president.
- One member of the Committee shall be an Allied Member.

Section 3 The Nominating Committee shall name at least one candidate for each elective position to be filled and shall file its report with the executive director by August 1st of each year.

Section 4 The membership shall be notified of the Nominating Committee's Report no later than September 1st. The report of the Nominating Committee is subject to the right of any Association or Allied member to make other nominations provided that a written petition shall have first been filed with the Executive Director by October 1st of that year. Such petition shall have been signed by at least ten (10) Association Members for Association Member positions or Allied Members for Allied Member positions. The executive director, thereupon,

shall notify Society members of any petitions so received prior to the Annual Elections and shall place those names on the ballot.

Section 5 In cases where two or more members have been nominated for the same office, election shall be by mail ballot. In instances where two or more members have been nominated for the same office, election shall be by majority vote on the first ballot, election will be by plurality vote on a second or subsequent ballot. In the case where a single slate exists no election will be required.

Section 6 Each voting member of the Society shall be entitled to one vote. Election shall be by a majority of those members eligible to vote and voting. Voting by proxy shall not be allowed. Association Members may only vote for Association Member positions as designated by these bylaws. Allied Members may only vote for Allied Member positions as designated by these bylaws.

ARTICLE VI MEETINGS

Section 1 Meetings shall be held at such times and places as may be determined by the Board of Directors. Special meetings may be called by the president, Board of Directors or at the written request of any ten voting members.

Section 2 The executive director shall send notices to the membership at least ten (10) days in advance of meetings, except in the case of special meetings when five (5) days advance notice shall be required.

Section 3 The annual meeting of the Society shall be held as determined by the Board of Directors each year.

Section 4 A quorum for the conduct of business at any membership meeting shall be ten voting members. Action taken at any membership meeting shall be by a majority of those voting members present and voting except as otherwise provided in these bylaws.

ARTICLE VII COMMITTEES

Section 1 The president, subject to the approval of the Board of Directors, shall annually appoint a Nominating Committee. This shall be the Society's only standing committee.

Section 2 The president, with the approval of the Board of Directors may appoint such other committees as the president deems advisable. The president shall be an ex-officio member of all committees, except the Nominating Committee.

Section 3 Committees shall have such duties as their titles indicate, as included in their statement of organization and purpose, and as may be assigned to them by the president from time to time.

Section 4 Committees shall consist of no less than three (3) members and shall have a chairman. Committee chairmen may recommend individuals for membership on their committee for the president's consideration. If a committee member has two (2) consecutive unexcused absences, they may be dropped from the committee by the president at the president's discretion. The president may appoint replacements for or increase the size of any committee with the approval of the Board of Directors.

Section 5 A majority of the members of each committee shall constitute a quorum for the conduct of business.

Section 6 All committee chairmen shall be appointed by the president with the approval of the Board of Directors. The chairmen of each-committee shall serve for a one year term, unless otherwise stated in the committee's statement or organization and purpose, upon appointment by the president. The chairmen shall report to the Board of Directors as needed or at the request of the Board of Directors. All committee requests for finances or policy approval are subject to the approval of the Board of Directors.

Section 7 Committee action may take place by telephone or mail.

Section 8 Committee chairmen may appoint subcommittees or work groups to assist the committee in its responsibilities without approval of the president provided, however, that the chairmen of any such subcommittee or work group is a member of the standing committee.

ARTICLE VIII PARLIAMENTARY AUTHORITY

Robert's Rules of Order, latest edition, shall be recognized as the authority governing all meetings and conferences when not in conflict with the bylaws of the Society.

ARTICLE IX AMENDMENTS AND DISSOLUTION

Section 1 These bylaws may be amended at any Board of Directors meeting, regular or special, by affirmative vote of two-thirds of the voting members of the Board of Directors present and voting provided that a quorum is present, and provided further that written notice of the substance of any proposed amendments first shall have been sent to the Board of Directors and each member at least 45 days in advance of the Board Meeting. Members will

have 30 days for response to the Board. All written responses from the members shall be submitted to the Board of Directors at least seven (7) days prior to the amendment(s) being voted upon. Voting by absentee ballot or proxy shall not be allowed.

Section 2 Upon the dissolution of the Society, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to one or more non-profit, tax-exempt organizations of its choice.

(Approved April 1998, amended 2011)