

# BYLAWS

## POWELL BUTTE COMMUNITY CENTER, INC.

### Article I. NAME AND REFERENCES

**Section 1.01** The official and legal name of this Corporation shall be the Powell Butte Community Center, Inc., herein referred to as the Corporation or PBCC.

**Section 1.02** Hereafter, the Board of Directors, which includes the Officers, may be referred to as the Board; the Corporate Membership may be referred to as Member(s) and Powell Butte Community Center may be referred to as the Center.

### Article II. PURPOSE AND LIMITATIONS

**Section 2.01** This Corporation shall be organized and operated as a public benefit nonprofit corporation exclusively for charitable purposes. Subject to the limitations stated in the restated Articles of Incorporation (July 18, 2018), the purpose of this Corporation shall be to engage in any lawful activities for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes and Section 501 C (3) of the Internal Revenue Code.

**Section 2.02** This Corporation's primary purposes shall be philanthropic and charitable in nature for the benefit of the community of Powell Butte, Oregon.

**Section 2.03** This Corporation shall not discriminate based on race, religion, gender, sexual orientation, disability, age, national origin or political views.

**Section 2.04 Limitations on Assets.**

- (a) No individual member of the Board of Directors or any Corporate Member or community group may authorize the dissolution, merger, long term lease, sale, pledge, transfer or mortgage of all or part of the Corporation assets, including the property that is being held for future development.
- (b) Any sale or transfer of the property or assets must comply with Article III of the restated Articles of Incorporation (July 18, 2018).
- (c) If dissolution, merger, long term lease, sale, pledge, transfer or mortgage of said property is considered by the Board:

- (i) a proposal notice must go out to all Members by mail within a thirty (30) day period prior to a Special Meeting of the Members;
- (ii) the notice must include all terms and considerations of said proposal and must include an absentee ballot for those Members unable to attend the meeting;
- (iii) Members will vote on the proposal at a Special Meeting designated for this purpose;
- (iv) all absentee ballots must be received at the Corporate address at least five (5) days prior to the designated meeting;
- (v) a quorum shall consist of those Members who participate by voting on the issue plus a majority of the Board;
- (vi) two thirds (2/3) vote of the Members and Board participating is the act of the Members; and
- (vii) the vote must be counted by the Secretary, Treasurer, and two Members of the assembly at the meeting, who shall also determine that there are no duplicate votes.

## Article III. MEMBERS

**Section 3.01 Definition.** While use of the Center is open to the public and benefits the Powell Butte community, a Member is someone who actively supports the Center and works to ensure that the Center thrives and is able to uphold its charitable purpose. Some Members volunteer their time, talents and expertise; others offer monetary donations; and some do both. Members in turn are able to participate more fully in the Center.

**Section 3.02 Eligibility.** Any person is eligible to become a Member who:

- (a) is a resident of Powell Butte, Oregon for at least six (6) months and
- (b) is 18 years of age or older and
- (c) attends at least one (1) Member or Board meeting each year and
- (d) actively participates by volunteering and/or donating funds (acceptable volunteer hours and donations to be determined by the Board) and
- (e) supports the purposes stated in Article II, sections 2.01, 2.02 and 2.03 above.

**Section 3.03 Approval.** Membership is granted after completion and receipt of a membership information form and volunteer sign up or donation commitment. All memberships shall be granted upon a majority vote of the Board.

**Section 3.04 Benefits.** Membership promotes support of the Powell Butte community and the Center's vision, mission and goals.

- (a) **Voting Rights.** Members shall have the right to vote for Directors as recommended by the Board Development and Nominating Committee at this Corporation's Annual Meeting

and to vote on Corporate matters presented by the Board at Annual or Special Member meetings.

- (b) **Eligibility for Leadership Roles.** Members are eligible to serve as chair of committees and to serve as a Director on the Board or as an Officer of the Corporation, if elected.
- (c) **Meeting Attendance.** Members may attend monthly Board meetings (except closed or Executive sessions or special meetings of the Board designated for Board education or retreat) as well as all Member meetings.
- (d) **Discounts.** Members may, from time to time, be eligible for a discount for rental of the Center or other discounts as may become available (discount availability and amount to be determined by the Board).

#### **Section 3.05 Resignation and Termination.**

- (a) Any Member may resign at any time by filing a written resignation with the Secretary. Resignation shall not relieve a member of any charges previously accrued nor will donations be refunded.
- (b) A Member can have their membership terminated if they no longer are eligible for membership or by a majority vote of the Board with just cause.

### **Article IV. MEETINGS OF MEMBERS**

#### **Section 4.01 Types of Meetings.**

- (a) **Annual Meeting.** An Annual Meeting of the Members shall take place once per year, the specific date, time and place as determined by the Board. At the Annual Meeting, the Members shall vote to elect new Directors to fill vacancies or new positions and re-elect existing Directors nominated for a successive term. Members will receive reports on the activities, direction, mission and goals of the Corporation. Other Corporate business may be conducted as determined by the Board. An Officer of the Corporation, usually the President, shall preside over the Annual Meeting and minutes will be taken by the Secretary.
- (b) **Special Member Meetings.** Special Member Meetings may be called by the Board or Executive Committee. An Officer of the Corporation, usually the President, shall preside over the Special Meeting and the minutes will be taken by the Secretary. Members shall not have the right to call Member meetings.

**Section 4.02 Notice of Meetings.** Notice of Annual or Special Member meetings shall be given through a flyer posted in local establishments, through a local newspaper events calendar and/or via a Corporate website, Facebook page or other social media at least five (5) days prior to the meeting unless otherwise stated elsewhere in these Bylaws.

**Section 4.03 Quorum.** The Members present at any properly announced meeting shall constitute a quorum.

**Section 4.04 Voting.** All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place unless specified differently in another section of these Bylaws. No absentee or proxy ballots shall be accepted at Member meetings unless otherwise specified in another section of these Bylaws.

## Article V. BOARD OF DIRECTORS

**Section 5.01** The Board of Directors consists of the Directors and the Officers of the Corporation (who are also Directors).

**Section 5.02 Duties.** The business and affairs of this Corporation shall be governed by its Board of Directors. The Board shall:

- (a) create and regularly review a statement of vision, mission and goals that articulates the primary purpose of the Corporation and the constituents served,
- (b) actively participate in overall planning and implementing of the Corporation's goals,
- (c) secure adequate resources for the Corporation to fulfill its mission,
- (d) protect assets and provide proper financial oversight of the Corporation,
- (e) ensure legal and ethical integrity of the Corporation and
- (f) enhance the Corporation's public standing.

**Section 5.03 Number.** The number of Directors may vary between a minimum of five (5) and a maximum of nine (9).

**Section 5.04 Terms and Election.** All Directors shall serve two-year terms but are eligible for re-election up to five consecutive terms. The terms shall be staggered so that no more than sixty percent (60%) of positions shall be up for election each year.

**Section 5.05 Qualifications.** Directors:

- (a) must maintain eligibility as a Member of the Corporation throughout their term,
- (b) must demonstrate a commitment to advancing the interests of PBCC, and
- (c) should reflect a balanced representation of the Powell Butte community.

**Section 5.06 Director Elections.**

- (a) The Board Development and Nominating Committee shall be responsible for identifying and vetting prospective candidates for election to the Board. The Committee shall present

- a list of candidates to the Board for review prior to the Annual Meeting. Once reviewed by the Board, the Committee shall present the slate of candidates, along with their biographical information, to the Members at the Annual Meeting.
- (b) New Directors and current Directors shall be elected or re-elected by the Members present at the Annual Meeting by a simple majority.

**Section 5.07 Removal.** Any Director may be removed with just cause by a vote of a majority of the Directors then in office. To protect the integrity and reputation of the Director being removed, voting may be by secret ballot at a closed session of the Board and then announced without explanation at an open Board meeting.

**Section 5.08 Vacancies.** Vacancies on the Board of Directors shall be filled by an affirmative majority vote of the Directors then in office at a regular or special Board meeting called for that purpose. A successor Director shall serve for the unexpired term of the predecessor and, at the end of the unexpired term, may, at the Board Development and Nominating Committee's discretion, be nominated as a new candidate to be voted on by the Membership at the Annual Meeting.

**Section 5.09 Salary.** Directors shall not receive salaries or any form of compensation for their services but may be reimbursed for authorized expenses related to Board service. If pre-approval for the expenses was not obtained, then the request for reimbursement should be submitted at the next regular Board meeting.

**Section 5.10 Meetings of the Board.**

- (a) **Monthly Board Meetings.** The Board shall hold regular monthly Board meetings at a date, time and place determined by the Board. No other notice of the date, time, place or purpose of these meetings is required. Members are welcome to attend these meetings, to participate in discussion if the Board feels it is appropriate, to give reports and to participate in other ways as acceptable to the Board. Only members of the Board may vote at these meetings. Board agenda and minutes of these meetings may be made available to Members upon request.
- (b) **Closed Session Meetings.** A closed session of the Board may be held before or after a Board meeting or at any time the Board feels it is necessary. The purpose of the closed session will be to discuss confidential or sensitive issues or to assist the Board in carrying out their duties in a judicious manner. Board retreats may be included in this category of meeting. No Members or public individuals may be present at these meetings unless requested by the Board. A vote may only be taken if there is a quorum of Directors present and only Directors may vote. The Board may, if appropriate and confidentiality can be maintained, give a summary report of what took place during the closed session at an open Board meeting. If Board business is conducted or a vote is taken, then minutes

- of the closed session will be kept in a confidential file with the Corporate Secretary and will not be made available to Members or the public.
- (c) **Emergency Meetings.** Emergency or urgent Board meetings may be called by the President or any two Directors to conduct business needed between regularly scheduled monthly Board meetings. A quorum of Directors or the Executive Committee must be present for business to be conducted or action taken. Notice of such emergency meeting must be given to all Directors prior to the meeting within a reasonable amount of time to allow all to attend if available.
  - (d) **Alternative Meeting Venue (referred to as an “E-meeting”).** Any regular, special or emergency meeting of the Board may be held by telephone, e-mail, or other telecommunication or electronic means, including electronic meeting venues such as Zoom or Skype as long as all Directors can hear or read each other’s communications during the meeting or all communications during the meeting are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. All participating Directors shall be informed that a meeting is taking place at which official business may be transacted.
    - (i) The President or any two Directors may call for an E-meeting of the Board.
    - (ii) Notice must be given to all Directors as to the date, time and format of such meeting (i.e., telephone conference, e-mail, Skype, etc.) with instructions on how to participate, if necessary.
    - (iii) The President or designee shall preside over the meeting and the Secretary will keep minutes of the meeting and/or the communication records.
    - (iv) Voting and other rules of order may be followed the same as in a face-to-face meeting, with a call to order, motions, seconds, discussion, calling for a vote, and adjournment. The Secretary shall record the vote results with the minutes.
    - (v) Corporate Members do not need to be notified of an E-meeting; however, mention should be made at the next regularly scheduled open Board meeting that an E-meeting took place and what business was transacted unless the meeting was a closed session of the Board.

**Section 5.11 Quorum and Action.** A quorum shall be a majority of all Directors (including Officers). If a quorum is present, action is taken by a majority vote.

**Section 5.12 Action by Consent.** Any action that may be taken at a Board meeting may be taken without a meeting if consent in writing, setting forth the action taken, shall be signed by a majority of Directors.

**Section 5.13 Conflict of Interest.**

- (a) No more than one member of any household can serve as an Officer or Director on the Board at any one time.

- (b) Where there may be a conflict of interest, a Director must so state and recuse himself/herself from voting on such matters.

#### **Section 5.14 Conduct of Directors.**

- (a) **Duty of Care.** A Director shall discharge his/her duties in good faith, with care an ordinarily prudent person in a like position would exercise under similar circumstances in a manner the Director reasonably believes to be in the best interest of the Corporation.
- (b) **Duty of Loyalty.** A Director must give undivided allegiance when making decisions affecting the Corporation and may not use information obtained as a member of the Board for personal gain but must act in the best interests of the Corporation.
- (c) **Duty of Obedience.** A Director must be faithful to the Corporation's mission and goals and insure the public's trust that PBCC will manage donated funds to fulfill the Corporation's charitable purpose.

## **Article VI. OFFICERS**

**Section 6.01 Titles, Standards and Limitations.** The Officers of the Corporation shall be the President, Vice President, Secretary and Treasurer and shall be held accountable to the same qualifications, conflict of interest, salary, conduct and standard of duty as Directors as per Article V, Sections 5.02, 5.05, 5.09, 5.13 and 5.14. The same person may not hold the office of President and Treasurer.

**Section 6.02 Election and Term of Office.** Officers will be nominated by the Board Development and Nominating Committee from members of the Board in good standing and the Board shall elect the Officers by a majority vote. The terms of each Officer shall be two years. Extra time may be allowed in order to successfully transition to a newly elected Officer. An Officer may be re-elected up to five (5) consecutive terms.

**Section 6.03 Removal.** Any Officer may be removed for cause (such as misconduct or neglect of duty in office) by the majority of Board members.

**Section 6.04 Vacancy.** Officers shall give a ninety (90) day notice if they need to vacate their office prior to the end of their term or if they choose not to seek re-election for an additional term. The Board will seek to replace Officers with other Directors or successor elected Directors as soon as possible after a vacancy occurs.

#### **Section 6.05 Specific Duties of Officers.**

- (a) **President.** The President:
  - (i) shall oversee the governance of the Corporation;



- (ii) shall preside at all meetings of the Board of Directors, Executive Committee and Member meetings;
- (iii) shall, with the Treasurer and/or other Officers, open any bank accounts, safe deposit accounts, or other financial accounts as the Board would require and shall be a signer on bank accounts and other legal documents of the Corporation;
- (iv) shall have at hand at each meeting a copy of the Bylaws and other rules or policies of the Corporation, a copy of parliamentary authority (such as "Robert's Rules of Order), and an agenda;
- (v) shall notify Officers and committee members of their election or appointment and
- (vi) shall perform additional duties as assigned by the Board.

**(b) Vice President.** The Vice President:

- (i) shall serve in the place of the President and perform the duties as set forth under "President" if for any reason the President vacates the chair or is absent;
- (ii) shall oversee the activities of all committees except the Executive Committee and the Board Development and Nominating Committee;
- (iii) shall appoint a chairperson for each committee and shall ensure that committee activities and progress are communicated to the Board;
- (iv) may ask another Director to chair or assist a committee or serve as an ad hoc member of a committee and
- (v) shall perform additional duties as assigned by the Board.
- (vi) If the President and Vice President are both absent when a meeting should begin, the remaining Board members will elect a chairperson pro tem to preside until the arrival of the President or Vice President or until the adjournment of the meeting, whichever occurs first.

**(c) Secretary.** The Secretary:

- (i) shall keep a record of all the proceedings of the Corporation (such record is usually called the minutes) and shall make the minutes and records of open meetings available to Members upon request;
- (ii) shall send out notice of meetings;
- (iii) shall prepare an agenda prior to each meeting;
- (iv) shall keep on file a list of all committees, their members and reports;
- (v) shall furnish committees with whatever documents are required and allowed for the performance of their duties;
- (vi) shall keep on file the applications and official list of all Members;
- (vii) shall maintain a record book that contains the minutes of Board meetings, including amendments, and shall have this book on hand at every Board meeting;
- (viii) shall conduct the general correspondence;
- (ix) may be an authorized signer to open bank and safe deposit accounts and be a legal signer on documents as determined by the Board; and



- (x) shall perform additional duties as assigned by the Board.
- (d) **Treasurer.** The Treasurer:
  - (i) shall be a legal signer on bank accounts, safe deposit accounts and other financial accounts as required by the Corporation;
  - (ii) may be a legal signer on certain documents as determined by the Board (such as the Corporate tax return);
  - (iii) shall have overall responsibility for all Corporate funds;
  - (iv) shall perform or cause to be performed the keeping of full and accurate accounting of all financial records of the Corporation;
  - (v) shall provide a monthly financial report to the Board;
  - (vi) shall participate in Certified Public Accountant (CPA) or other audits or reviews;
  - (vii) shall disburse funds and shall perform actions as set forth in Article VIII, Funds;
  - (viii) shall oversee the preparation of the Corporate federal tax return and annual state filings; and
  - (ix) shall perform additional duties as assigned by the Board.

## Article VII. COMMITTEES

**Section 7.01 Executive Committee.** The Officers of the Corporation (President, Vice President, Secretary and Treasurer) shall comprise the Executive Committee. The Executive Committee shall have the power to exercise all of the powers of the Board between Board meetings; shall cause strategic, long-range planning to be done; shall act as a personnel committee as needed; shall periodically review these Bylaws and recommend amendments as needed and shall perform other duties as prescribed by the Board. Action may be taken by an affirmative vote of a majority of Committee members, provided a quorum is present. A quorum is a majority of the Executive Committee. Executive Committee actions will be reported in full to the Board of Directors at its next regular meeting, either in open or closed session as appropriate.

**Section 7.02 Board Development and Nominating Committee.** This committee shall nominate new Directors to the Board; nominate existing Directors for successive terms; nominate Officers selected from Board members in good standing; annually assess Board performance and satisfaction; recommend action to address problems identified in the assessment; ensure that future leadership of the Board is identified and cultivated; and perform other duties as the Board of Directors may prescribe from time to time. An appropriate composition for this committee would be five (5) individuals to consist of three (3) Members, one (1) Director and chaired by an Officer. If there are not enough qualified and willing Members to create this configuration, then either fewer Members will serve or only Board members will comprise the committee.

**Section 7.03 Other Committees.** The Board may establish such other committees as it deems necessary and desirable to accomplish the mission, goals and activities of the Corporation. Community members, Corporate Members as well as Directors may serve on these other committees as determined by the Board. These committees may be called “teams”.

- (a) Committees shall be held accountable for accomplishing their tasks and their activities shall be overseen by the Vice President. The chair of each committee will be appointed by the Vice President and shall report progress, concerns and accomplishments to the Board, either in person at a Board meeting or through the Vice President.
- (b) **Limitations on the power of other committees in section 7.03 (a).** No other committee may authorize payment of any Corporate funds; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporate assets; may elect, appoint or remove Directors or fill vacancies on the Board or on any of its committees; or may adopt, amend or repeal the Articles of Incorporation, Bylaws or any resolution by the Board of Directors. Committees may not speak for or represent the Board or the Corporation without express approval of the Board. The Board shall establish terms and duties of all committees. Exceptions to these limitations exist for committees in section 7.01 and 7.02 as per their stated authority, duties and responsibilities.

## Article VIII. FUNDS

**Section 8.01 Deposits.** All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such bank, trust company or other depository as the Board selects for such transactions.

**Section 8.02 Expenditures.** All expenditures of funds by this Corporation shall be approved by a majority vote of the Board at a regular or special Board meeting except for general operating expenses such as maintenance, utilities and supplies. These exceptions to expenditure approval should be reviewed by the Board from time to time to ensure proper utilization of funds.

**Section 8.03 Indebtedness.** The Treasurer shall sign all checks, drafts, or other order for payment of money, notes and other evidence of indebtedness issued in the name of the Corporation for normal day to day operations. Two signatures will be required for large or unusual expenses (large and unusual to be determined by the Board) or other reasons determined by the Board. With Board approval, online banking may be utilized, providing appropriate security protocols are in place.

**Section 8.04 Contributions.** The Board may accept, on behalf of the Corporation, any contribution, bequest, or devise for any purpose of the Corporation.

**Section 8.05 Audits and/or Reviews.** A Certified Public Accountant (CPA) shall audit or review the financial records annually, or as deemed necessary by the majority of the Board. An audit committee of Members may review financial activity of the Corporation at the Board's request as an additional level of accountability.

## **Article IX. INDEMNIFICATION AND LIABILITY**

Release and extent of indemnification and liability will be determined following guidelines of the Oregon Nonprofit Corporation Act – Section 65 (OR 65.387 to 654.414).

## **Article X. AMENDMENTS TO BYLAWS**

These Bylaws may be amended or repealed and replaced by two-thirds majority of the Board of Directors at a regular or special meeting of the Board where a quorum is present. Directors shall be given at least ten (10) days' notice of the date, time, place and purpose of the meeting at which the proposed amendment(s) or replacement is to be considered and shall be provided an advance copy of the proposed amendment(s) or replacement.

## **Article XI. AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation of this Corporation may be amended or restated by two-thirds majority of the Board of Directors at a regular or special meeting of the Board where a quorum is present. Directors shall be given at least ten (10) days' notice of the date, time, place and purpose of the meeting at which the proposed amendment(s) or restatement is to be considered and shall be provided an advance copy of the proposed amendment(s) or restatement. The President and at least one other Officer of the Corporation, shall sign the document that is to be filed with the Oregon Secretary of State.

## **Article XII. EXEMPT ACTIVITIES**

Notwithstanding any other provisions of these Bylaws, no Member, Officer, employee, contractor, Director or representative shall take any action or carry on any activity by or on behalf of this Corporation not permitted to be taken or carried on by an organization exempt under Internal Revenue Code Section 501 C (3) and the regulations thereunder as they now exist or as they may hereafter be amended.

**Board Signatures.**

Mike Senner, President: \_\_\_\_\_

Linda Batten, Secretary: \_\_\_\_\_

Chris Waller, Treasurer: \_\_\_\_\_

Dennis Marston, Director: \_\_\_\_\_

RaeAnna Neville, Director: \_\_\_\_\_



These Bylaws have been adopted by a two-thirds vote of the quorum of  
Members and Board present at a meeting on

the \_\_\_\_\_ day of \_\_\_\_\_, in the year 2018.

*A list of Corporate Members present at the meeting and voting results is  
attached.*