

Carlton Business

Association

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# **Bylaws**

## **for the**

# **Carlton Business Association**

**Promoting the economic vitality of the greater Carlton  
business community while preserving its civic, cultural,  
and historical well being**

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**BYLAWS  
OF  
CARLTON BUSINESS ASSOCIATION**

**SECTION 1 PURPOSES AND POWERS**

**1.1 Primary Purpose**

Carlton Business Association (the "Corporation") is organized as a non-profit business league, and is a mutual benefit corporation as defined in the Oregon Nonprofit Corporation Act. The Corporation may engage in any lawful activity.

**1.2 General Powers.**

The Corporation has perpetual duration and succession in its corporate name and has the same powers as an individual to do all things necessary or convenient to carry out its affairs.

**SECTION 2 REGISTERED OFFICE AND REGISTERED AGENT**

The Corporation must continuously maintain in the State of Oregon both a registered agent, who must be an individual who resides in the State of Oregon, and a registered office of the Corporation which must be the residence or office address of the registered agent.

**SECTION 3 MEMBERS**

**3.1 Admission Criteria.**

- (a) Voting Membership is open to:
  - (1) Individuals or businesses incorporated under Oregon statute who own or operate a business within the City of Carlton and who maintain a valid business license as required by Carlton Municipal Code; and
  - (2) Individuals or businesses incorporated under Oregon statute who own or operate a business outside the City of Carlton but within the Carlton zip code; and
  - (3) One designated representative of a nonprofit corporation under ORS 65 operating within the Carlton zip code; and
- (b) Associate Membership is open to:
  - (1) Individuals or businesses incorporated under Oregon statute who own or operate a business outside the Carlton zip code; and
  - (2) Individuals over the age of 18 residing within or outside the Carlton zip code; and

- (3) Nonprofit corporations under ORS 65 operating outside of the Carlton zip code.

### **3.2 Admission Procedures**

- (a) Upon application for membership, verification of eligibility, and payment of any fees or dues under Section 3.3, membership shall be granted.
- (b) No person may be admitted as a member without consent of the person, express or implied.

### **3.3 Consideration for Membership**

The Corporation may admit members for no consideration or for such consideration as is determined by the board.

### **3.4 Members' Rights and Obligations**

- (a) **Voting Members.** Voting members shall be entitled to one vote in any proceedings brought before the general membership.
- (b) **Associate Members.** Associate members do not have voting privileges.
- (c) **All Members.** All members will have the same rights and obligations with respect to any other matters, except as set forth in the Articles of Incorporation or these Bylaws.
- (d) **Transfers.** No member may transfer a membership or any right arising therefrom.
- (e) **Member's Liability for Dues, Assessments and Fees.** A member may become liable to the Corporation for dues, assessments or fees. An Articles of Incorporation or Bylaws provision or a resolution adopted by the board authorizing or imposing dues, assessments or fees does not, of itself, create liability to pay the obligation, but nonpayment may constitute grounds for expelling or suspending the member or suspending or terminating the membership.

### **3.5 Resignation or Termination of Membership.**

- (a) A member may resign at any time.
- (b) In order to terminate a membership, the member must be given:
  - (1) At least 15 days' prior written notice, by first class mail, of the termination and the reasons therefore; and
  - (2) an opportunity to be heard, orally or in writing, not less than five days before the effective date of the termination by the board of directors;

- (c) The resignation or termination of a member does not relieve the member from any obligations the member may have to the Corporation as a result of obligations incurred or commitments made prior to resignation.
- (d) The Corporation may, but is not obligated to refund the membership of a member who resigns or whose membership is terminated in an amount to be determined by the board so long as the requirements of Section 8.2(a) are met.

### **3.6 Annual and Regular Members' Meetings.**

- (a) The Corporation will hold an annual membership meeting on the 3<sup>rd</sup> Tuesday of January, or at another time fixed by the board of directors.
- (b) The Corporation may hold regular membership meetings quarterly, or at times fixed by the board of directors.
- (c) At the annual meeting:
  - (1) the president, and any other officer the board of directors or the president may designate, will report on the activities and financial condition of the Corporation; and
  - (2) the members will consider and act upon such other matters as may be raised consistent with the notice requirements of Section 3.8.
- (d) At regular meetings the members will consider and act upon such matters as may be raised consistent with the notice requirements of Section 3.8.
- (e) The failure to hold an annual or regular meeting does not affect the validity of any corporate action.

### **3.7 Special Members' Meetings.**

- (a) The Corporation will hold a special meeting of members:
  - (1) on call of the board of directors; or
  - (2) if at least twenty percent of the Voting Members sign, date and deliver to the Corporation's secretary one or more written requests for the meeting describing the purpose or purposes for which it is to be held.
- (b) Only matters within the purpose or purposes described in the meeting notice required by Section 3.8 may be conducted at a special meeting of members.

### **3.8 Notice of Membership Meetings.**

- (a) The Corporation must give notice as described in Section 10 to all members.

- (b) The Corporation must notify its members of the place, date and time of each annual, regular and special meeting of members no fewer than seven days before the meeting;
- (c) Meetings of members may be held in or out of the State of Oregon at the Corporation's principal office or at any other place fixed by the board of directors.
- (d) Notice of annual or regular meeting must include a description of any matters which must be approved by the members; and
- (e) Notice of a special meeting must include a description of the purpose or purposes for which the meeting is called.

**3.9 Organization of Meeting. At each annual, regular, and special members' meeting:**

- (a) the president, or if the president is absent then the vice president, or if no vice president is present then any individual chosen by members having a majority of votes present at the meeting, will act as chairperson of the meeting; and
- (b) the secretary, or if the secretary is absent, then any individual chosen by members having a majority of votes present at the meeting, will act as secretary of the meeting.
- (c) Unless otherwise stated in these Bylaws, 1/3 of all Voting Members will constitute a quorum.
- (d) Unless otherwise stated in these Bylaws, the affirmative vote of a majority of the votes represented and voting is the act of the members.

## **SECTION 4 BOARD OF DIRECTORS**

### **4.1 Duties of Board.**

- (a) All corporate powers will be exercised by the board of directors, and the affairs of the Corporation will be managed by the board of directors.
- (b) The directors may authorize a person or persons to exercise some or all of the powers of the board. To the extent so authorized, any such person or persons will have the duties and responsibilities of the directors.
- (c) Directors shall adhere to the position description in Section 12.1.

### **4.2 Qualifications of Directors.**

- (a) All directors must be individuals over the age of 18; and
- (b) all directors must be Voting Members of the Corporation.

#### **4.3 Number of Directors.**

There shall be seven (7) directors.

#### **4.4 Election, Designation and Appointment of Directors.**

- (a) All the directors, except the initial directors, will be elected at the first annual meeting of members, and at each annual meeting thereafter.
- (b) Directors are elected by a majority of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present.

#### **4.5 Terms of Directors Generally.**

- (a) The term of each director will be two (2) years. Directors may be elected for successive terms, but no director may serve for more than 4 consecutive years.
- (b) The term of a director filling a vacancy in the office of an elected director expires at the next election of directors.
- (c) Despite the expiration of a director's term, the director continues to serve until the director's successor is elected or appointed.

#### **4.6 Staggered Terms for Directors.**

The board of directors may provide for staggering the terms of directors by dividing the total number of directors into groups. The terms of office of the several groups need not be uniform.

#### **4.7 Resignation of Directors.**

- (a) A director may resign at any time by delivering written notice to the board of directors.
- (b) A resignation is effective when the notice is effective under Section 10 unless the notice specifies a later effective date.

#### **4.8 Removal of Directors Elected by Members or Directors.**

- (a) A director may be removed by the vote of two-thirds of all of the Voting Members, or by the majority of the directors.
- (b) A director may be removed only at a meeting called for the purpose of removing the director and the meeting notice must state that the one of the purposes of the meeting is removal of the director.

#### **4.9 Vacancy on Board.**

- (a) If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors:
  - (1) the members entitled to vote for directors may fill the vacancy; or
  - (2) the board of directors may fill the vacancy.
- (b) A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date under Section 4.7(b) or otherwise, may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

#### **4.10 Compensation of Directors.**

The board of directors consists of volunteer positions and no directors are to be compensated.

#### **4.11 Regular and Special Meetings of Board.**

- (a) If the time and place of a directors' meeting is fixed by these Bylaws or is regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings.
- (b) The board of directors may hold regular or special meetings in or out of the State of Oregon.
- (c) Directors' meetings may be held two weeks before regular members' meetings, or at another time fixed by the directors.
- (d) On or more directors may participate in any meeting telephonically or by the use of any means of communication in which all directors participating may simultaneously hear or read each other's communications during the meeting.

#### **4.12 Action Without Meeting.**

- (a) Actions required or permitted to be taken at the board of directors' meeting may be taken without a meeting if the action is taken by all members of the board of directors. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken.
- (b) A consent signed under this Section 4.12 has the effect of a meeting vote and may be described as such in any document.
- (c) Written consents and signatures include electronic signatures as defined in ORS 84.004, and communications which are transmitted or received electronically.

#### **4.13 Call and Notice of Meetings.**

- (a) Regular meetings of the board may be held without notice of the date, time, place or purpose of the meeting.
- (b) Special meetings of the board must be preceded by at least two days' notice to each director of the date, time and place of the meeting.
- (c) The president or 40 percent of the directors then in office may call and give notice of a meeting of the board.

#### **4.14 Quorum and Voting.**

- (a) A quorum of the board of directors consists of a majority of the number of directors.
- (b) Unless otherwise stated in these Bylaws, the affirmative vote of a majority of the directors present at any meeting is the act of the board of directors.
- (c) Directors shall be present at all board meetings, or shall provide notices of any absences.

#### **4.15 Committees.**

- (a) The board of directors may create one or more committees to carry out designated duties of the board of directors and appoint one or more members as the chairperson of the committee.
- (b) The creation of a committee, appointment of chairperson, and the designation of a method of selecting committee members must be approved by a majority of all the directors in office when the action is taken.
- (c) The provisions of Section 4.11 to Section 4.14 governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors, apply to committees and their members as well.
- (d) Except as provided in Section 4.15(e), to the extent specified by the board of directors, each committee of the board may exercise the authority of the board of directors.
- (e) A committee of the board may not:
  - (1) authorize distributions;
  - (2) approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets;
  - (3) elect, appoint or remove directors or fill vacancies on the board or on any of its committees; or
  - (4) adopt, amend or repeal the Articles of Incorporation or these Bylaws.

#### **4.16 Standards of Conduct for Directors.**

- (a) A director must discharge the duties of a director:
  - (1) in good faith;
  - (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
  - (3) in a manner the director reasonably believes to be in the best interests of the Corporation.
- (b) In discharging the duties of a director, a director is entitled to rely on information prepared or presented by:
  - (1) officers or employees of the Corporation;
  - (2) legal counsel, public accountants or other persons the director reasonably believes are within the person's professional or expert competence; or
  - (3) committees of the board of which the director is not a member.
- (c) A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 4.16(b) unwarranted.

#### **4.17 Director Conflict of Interest.**

- (a) A conflict of interest transaction is a transaction with the Corporation in which a director of the Corporation has a direct or indirect interest. A conflict of interest transaction is not voidable, nor is it the basis for imposing liability on the director, if the transaction is fair to the Corporation at the time it was entered into or is approved as provided in Section 4.17(b).
- (b) A transaction in which a director has a conflict of interest may be approved:
  - (1) by the vote of the board of directors if the material facts of the transaction and the director's interest were disclosed or known to the board of directors; or
  - (2) if the material facts of the transactions and the director's interest were disclosed or known to the Voting Members and they approved the transaction by a majority.
- (c) For purposes of this Section 4.17, a director of the Corporation has an indirect interest in a transaction if:
  - (1) another entity in which the director has a material interest is a party to the transaction; or

- (2) another entity of which the director is a director, officer or trustee is a party to the transaction.
- (d) A conflict of interest transaction is approved if it receives the affirmative vote of a majority of the directors who have no direct or indirect interest in the transaction.
- (e) A majority of Voting Members, whether or not present, that are entitled to be counted in a vote on the transaction under this Section 4.17(d) constitutes a quorum for the purpose of taking action under this Section 4.17.

#### **4.18 Loans to or Guarantees for Directors and Officers.**

- (a) The Corporation may not lend money to or guarantee the obligation of a director of the Corporation.
- (b) The fact that a loan or guarantee is made in violation of this Section 4.18 does not affect the borrower's liability on the loan.

## **SECTION 5 OFFICERS**

### **5.1 Required Officers.**

- (a) The Corporation must have a president and a secretary, and may have a vice president and a treasurer.
- (b) The same individual may simultaneously hold more than one office in the Corporation.

### **5.2 Duties and Authority of Officers.**

Each officer has the authority and will perform the duties set forth in these Bylaws or as prescribed by the board of directors.

### **5.3 Standards of Conduct for Officers.**

An officer must discharge the officer's duties pursuant to the standards set forth in Section 4.16.

### **5.4 Qualifications of Officers.**

- (a) All officers must be individuals over the age of 18;
- (b) all officers must be Voting Members of the Corporation; and
- (c) all officers must serve on the Board of Directors.

### **5.5 Election or Appointment of Officers.**

The board of directors shall elect officers for a term of one year.

## **5.6 Resignation and Removal of Officers.**

- (a) An officer may resign at any time by delivering notice to the Corporation.
  - (1) A resignation is effective when the notice is effective under Section 10 unless the notice specifies a later effective date.
  - (2) If a resignation is made effective at a later date, the board of directors may fill the pending vacancy before the effective date so long as the successor does not take office until the effective date.
- (b) Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.
- (c) The board of directors may remove any officer at any time with or without cause.

## **5.7 President/Past President.**

The president will adhere to the position description in Section 12.2.

Upon expiration of the President's term the President will serve for one year as Past President in an advisory capacity to the Board, according to the position description in Section 12.6.

## **5.8 Vice President/President-Elect.**

The board of directors may appoint a vice president. The vice president will adhere to the position description in Section 12.3.

The Vice President shall become President upon the expiration of the term of the President.

## **5.9 Treasurer.**

The board of directors may appoint a treasurer. If appointed, the treasurer will adhere to the position description in Section 12.4.

## **5.10 Secretary.**

The secretary will adhere to the position description in Section 12.5.

# **SECTION 6 INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES OR AGENTS**

## **6.1 Indemnification of Directors.**

- (a) Except as provided in Section 6.1(c), the Corporation will indemnify an individual made a party to a legal proceeding because the individual is or was a director against liability incurred in the proceeding if the individual followed the standards of conduct set forth in Section 4.16.

- (b) The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere (“no contest”) or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in Section 6.1(a).
- (c) The Corporation may not indemnify a director under this Section 6.1:
  - (1) in connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation; or
  - (2) in connection with any other proceeding charging improper personal benefit to the director in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.
- (d) Indemnification permitted under this Section 6.1 is limited to reasonable expenses incurred in connection with the proceeding.

### **6.2 Mandatory Indemnification.**

The Corporation must indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the Corporation, against reasonable expenses incurred by the director in connection with the proceeding.

### **6.3 Advance for Expenses.**

- (a) The Corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:
  - (1) the director furnishes the Corporation a written affirmation of the director’s good faith belief that the director has met the standard of conduct described in Section 6.1; and
  - (2) the director furnishes the Corporation a written undertaking, executed personally or on the director’s behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct.
- (b) The undertaking required by Section 6.3(a)(2) must be an unlimited general obligation of the director 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 6.3 may be made by a resolution of the members or board of directors.

### **6.4 Determination and Authorization of Indemnification.**

- (a) The Corporation may not indemnify a director under Section 6.1 unless authorized in the specific case after a determination has been made that

indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 6.1.

- (b) A determination that indemnification of a director is permissible must be made:
  - (1) by the board of directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding;
  - (2) by special legal counsel selected by majority vote of a quorum consisting of directors not at the time parties to the proceeding; or
  - (3) by the members, so long as directors who are at the time parties to the proceeding may not vote on the determination.
- (c) Evaluation as to reasonableness of expenses will be made:
  - (1) by the board of directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding;
  - (2) by the members, so long as directors who are at the time parties to the proceeding may not vote on the determination.

#### **6.5 Indemnification of Officers, Employees and Agents.**

The board of directors may indemnify and advance expenses to any officer, employee, or agent of the corporation, which is not a director of the corporation, to any extent consistent with public policy, and determined by the general or specific action of the board of directors.

#### **6.6 Non-Exclusivity of Rights.**

The indemnification and provisions for advancement of expenses provided in this Section 6 will not be deemed exclusive of any other rights to which directors, officers, employees or agents may be entitled under these Bylaws or any agreement, action of the board of directors, vote of members or otherwise, and will continue as to a person who has ceased to be a director, officer, employee or agent and will inure to the benefit of the heirs, executors and administrators of such a person.

#### **6.7 Severability.**

If any provision of this Section 6 or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity does not affect other provisions or applications of this Section 6 that can be given effect without the invalid provision or application, and to this end the provisions of this Section 6 are severable.

## **SECTION 7 AMENDMENT OF BYLAWS**

### **7.1 Amendment by Directors and Members.**

- (a) The board of directors may amend or repeal these Bylaws unless:

- (1) the Oregon Nonprofit Corporation Act reserves this power exclusively to the members; or
  - (2) the Voting Members, in amending or repealing a particular bylaw, provide expressly that the board of directors may not amend or repeal that bylaw.
- (b) The Corporation's Voting Members may amend or repeal these Bylaws even though these Bylaws may also be amended or repealed by the board of directors.
- (c) These Bylaws may be amended or repealed by the vote of two-thirds of all of the Voting Members, or by the majority of the directors.

## **SECTION 8 DISTRIBUTIONS**

### **8.1 Prohibited Distributions.**

Except as authorized by Section 8.2, the Corporation may not make any distributions.

### **8.2 Authorized Distributions.**

- (a) The Corporation may purchase its memberships, if after the purchase is completed:
  - (1) the Corporation would be able to pay its debts as they become due in the usual course of its activities; and
  - (2) the Corporation's total assets would at least equal the sum of its total liabilities;
- (b) the Corporation may make distributions upon dissolution in conformity with ORS 65.621 to ORS 65.674; and
- (c) the Corporation may make distributions upon dissolution to a nonprofit corporation under ORS 65 operating within the Carlton zip code.
- (d) the Corporation may make distributions to a member which is a religious or public benefit corporation or a foreign nonprofit corporation which, if incorporated in the State of Oregon, would qualify as a religious or public benefit corporation.

## **SECTION 9 RECORDS**

### **9.1 Corporate Records.**

- (a) The Corporation must keep as permanent records minutes of all meetings of its members and board of directors, a record of all corporate action taken by the members or directors without a meeting, and a record of all actions taken by committees of the board of directors in place of the board of directors on behalf of the Corporation.

- (b) The Corporation must maintain appropriate accounting records.
- (c) The Corporation or its agent must maintain a record of its members, in a form that permits preparation of a list of the name and address of all members, in alphabetical order by class showing the number of votes each member is entitled to vote.
- (d) The Corporation must maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
- (e) The Corporation must keep a copy of the following records for inspection:
  - (1) articles of incorporation and all amendments to them currently in effect;
  - (2) bylaws and all amendments to them currently in effect;
  - (3) resolutions adopted by the board of directors relating to the characteristics, qualifications, rights, limitations and obligations of members of any class or category of members;
  - (4) the minutes of all meetings of members and records of all actions approved by the members for the past three years;
  - (5) written communications regarding general membership matters made to members within the past three years;
  - (6) a list of the names and business or home addresses of the current directors and officers;
  - (7) the last three annual financial statements, if any, including a balance sheet and statement of operations, if any, for that year, and which must be prepared on the basis of generally accepted accounting principles if financial statements are prepared for the Corporation on that basis;
  - (8) the most recent annual report delivered to the Secretary of State.

## **9.2 Inspection of Records by Members.**

- (a) Subject to Section 9.3(c), a member is entitled to inspect and copy, at a reasonable time and location specified by the Corporation, any of the records of the Corporation described in Section 9.1(e) if the member gives the Corporation written notice of the member's demand at least five business days before the date on which the member wishes to inspect and copy.
- (b) A member is entitled to inspect and copy, at a reasonable time and reasonable location specified by the Corporation, any of the following records of the Corporation if the member meets the requirements of Section 9.2(c) and gives the Corporation written notice of the member's demand at least five business days before the date on which the member wishes to inspect and copy:

- (1) excerpts from any records required to be maintained under Section 9.1(a), to the extent not subject to inspection under Section 9.2(a);
  - (2) accounting records of the Corporation; and
  - (3) subject to Section 9.4, the membership list.
- (c) A member may inspect and copy the records identified in Section 9.2(b) only if:
- (1) the member's demand is made in good faith and for a proper purpose;
  - (2) the member describes with reasonable particularity the purpose and the records the member desires to inspect; and
  - (3) the records are directly connected with this purpose.

### **9.3 Scope of Inspection Right.**

- (a) A member's agent or attorney has the same inspection and copying rights as the member the agent or attorney represents.
- (b) The right to copy records under Section 9.2 includes, if reasonable, the right to receive copies made by photographic, xerographic or other means.
- (c) The Corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member.

### **9.4 Limitations on Use of Membership List.**

Without consent of the board, a membership list or any part of a membership list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of this Section 9.4, without the consent of the board, a membership list or any part thereof may not be:

- (a) used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election to be held by the Corporation;
- (b) used for any commercial purpose; or
- (c) sold or purchased by any person.

## **SECTION 10 NOTICE OF MEETINGS AND CORPORATE ACTIONS**

### **10.1 Oral or Written Notice.**

Notice may be oral or written unless otherwise specified for a particular kind of notice in these Bylaws.

### **10.2 Methods of Notice.**

Notice may be communicated in person, by telephone, facsimile, electronically, or by U.S. mail, including publication in a newsletter or similar document mailed to a member's or director's address.

### **10.3 Waiver of Notice.**

- (a) Any members or director may at any time waive notice of any or all meetings. The waiver must be in writing, be signed by the director, and be included in the minutes or filed with the corporate records.
- (b) Appearance at a meeting constitutes waiver of notice of that meeting.

## **SECTION 11 DEFINITIONS**

All terms used in these Bylaws that are defined in the Oregon Nonprofit Corporation Act (ORS Chapter 65) will have the meanings ascribed to them in the Oregon Nonprofit Corporation Act.

## **SECTION 12 POSITION DESCRIPTIONS**

### **12.1 Directors**

Board Directors ensure the Association is continually addressing the needs of its members and the business needs of our community. Directors ensure the association has a plan of action for the future that it can follow through leadership changes.

#### **(a) Specific Responsibilities**

- (1) Attend all board meetings.
- (2) Ensure that the Association meets its legal and fiduciary responsibilities.
- (3) Participate in setting association policy and direction including strategic planning.
- (4) Are informed about the Association's mission, services, policies, and programs.
- (5) Review agendas and supporting materials prior to board and committee meetings.
- (6) Serve on committees or task forces and offers to take on special assignments.
- (7) Act as ambassadors for the Association.
- (8) Perform other duties assigned by the President.
- (9) Participate as a vital part of the board leadership.

(b) Required Skills and Abilities

(1) Leadership – leads the association in meeting its mission, vision, values and goals.

(2) Written and verbal communication skills – speaks and writes clearly choosing the most appropriate method of communication based on the need.

(3) Computer literacy – is able to work with computer hardware and software applications in a way that enhances the operation of the association.

(4) Business fundamentals – understands how businesses work and identify business issues that need action.

(5) Decision making – makes timely, practical, and cost-effective decisions that will positively impact the association.

(6) Analysis and problem solving – systematically breaks down concepts in order to identify and solve association problems.

**12.2 President**

The President will supervise, direct, and control the affairs of the association. The president also will perform all duties incident to the office of president and other duties prescribed by the board of directors.

(a) Specific Responsibilities

(1) Presides at all meetings of the association's Board of Directors.

(2) Calls special meetings of the board as required.

(3) Assists the Secretary in preparing the agenda for board meetings.

(4) Keeps the Board of Directors and committees informed regarding the operations and policies of the association.

(5) Assists with the identification and selection of chairpersons for all association committees and task forces.

(6) Directs the Board of Directors in formulating policies and programs that will further the goals and objectives of the association.

(7) Conducts an annual review of association performance and effectiveness and when necessary recommends changes to the association's structure (Board, committees, etc.) to the Board of Directors.

(8) Acts as a spokesperson for the association to the public, press, legislative bodies, and other related organizations.

(9) Monitors association expenditures to assure operation with the annual budget.

(10) Promotes active participation in the association on the part of the membership.

(11) Reports on board and association activities to the members by newsletter and at member meetings.

(12) Provides an orientation for new board members.

(13) Periodically consults with board members on their roles and help them assess their performance.

(b) Required Skills and Abilities

(1) Leadership – leads the association in meeting its mission, vision, values and goals.

(2) Written and verbal communication skills – speaks and writes clearly choosing the most appropriate method of communication based on the need.

(3) Computer literacy – is able to work with computer hardware and software applications in a way that enhances the operation of the association.

(4) Business fundamentals – understands how businesses work and identifies business issues that need action.

(5) Decision making – makes timely, practical, and cost-effective decisions that will positively impact the association.

(6) Analysis and problem solving – systematically breaks down concepts in order to identify and solve association problems.

(7) Negotiation and conflict management – negotiates agreements and manages disagreements.

(8) Team management and support – provides coaching and motivates the board and members to achieve the association's goals.

### **12.3 Vice President/President Elect**

The Vice President/President Elect will perform the duties of the President if the President is absent, dies or becomes incapacitated. The Vice President/President Elect also will perform all duties commonly incident to the office of vice president and other duties prescribed by the board of directors or an authorized officer.

(a) Specific Responsibilities

(1) Attends all board meetings.

(2) Understands the responsibilities of the President and be able to perform these duties in the President's absence.

(3) Assumes the duties of the President in his or her absence.

(4) Assists the President with the overall administration of the association affairs including member meetings, programs, membership recruitment and retention.

(5) Performs other duties assigned by the President.

(6) Attends member meetings and special meetings as directed by the President.

(7) Assists the President in acting as a spokesperson for the association to the public, press, legislative bodies, and other related organizations.

(8) Participates as a vital part of the board leadership.

(b) Required Skills and Abilities

(1) Leadership – leads the association in meeting its mission, vision, values and goals.

(2) Written and verbal communication skills – speaks and writes clearly choosing the most appropriate method of communication based on the need.

(3) Computer literacy – is able to work with computer hardware and software applications in a way that enhances the operation of the association.

(4) Business fundamentals – understands how businesses work and identify business issues that need action.

(5) Decision making – makes timely, practical, and cost-effective decisions that will positively impact the association.

(6) Analysis and problem solving – systematically breaks down concepts in order to identify and solve association problems.

(7) Negotiation and conflict management – negotiates agreements and manages disagreements.

(8) Team management and support – provides coaching and motivates the board and members to achieve the association's goals.

## **12.4 Treasurer**

The Treasurer ensures the integrity of the fiscal affairs of the association and provides oversight to the handling of all financial matters.

(a) Specific Responsibilities

- (1) Attends all board meetings.
- (2) Reports on the financial status of the association at each board meeting.
- (3) Provides primary budget planning and monitoring.
- (4) Ensures the maintenance of financial records.
- (5) Reviews association expenditures and financial status on a regular basis to ensure overall fiscal integrity.
- (6) Deposits money, drafts, and checks in the name of and to the credit of the association in the banks and depositories designated by the board.
- (7) Distributes association funds and issues checks and drafts in the name of the association as ordered by the board.
- (8) Maintains hard copy files of all financial summaries.
- (9) Ensures that regular financial reports are submitted to the board and presents an annual financial report to association members.
- (10) Ensures that surplus funds are invested in guaranteed investment certificates to obtain maximum interest income commensurate with flexibility and security.
- (11) Provides the Secretary with the information needed for annual accounting review and filing all income tax reports and forms.
- (12) Performs other duties prescribed by the board and/or the President.
- (13) Participates as a vital part of the board leadership.

(b) Required Skills and Abilities

- (1) Leadership – leads the association in meeting its mission, vision, values and goals.
- (2) Financial accounting – understands financial accounting for non-profit organizations.
- (3) Written and verbal communication skills – speaks and writes clearly choosing the most appropriate method of communication based on the need.
- (4) Computer literacy – is able to work with computer hardware and software applications in a way that enhances the operation of the association.

(5) Business fundamentals – understands how businesses work and identify business issues that need action.

(6) Decision making – makes timely, practical, and cost-effective decisions that will positively impact the association.

## **12.5 Secretary**

The Secretary is responsible for keeping records of board actions, including taking of board minutes, sending out meeting announcements, distributing copies of minutes and the agenda to each board member and assuring that association records are maintained.

### **(a) Specific Responsibilities**

(1) Attends all board meetings.

(2) Maintains all board records and ensures their accuracy and safety.

(3) Reviews board minutes.

(4) Schedules and prepares the agenda for board meetings.

(5) Maintains current copies of the association's by-laws, reports, and minutes.

(6) Ensures timely notice of all meetings of the board and membership and of elections in accordance with by-laws.

(7) Ensures that membership records are maintained and updated actively and distributes current lists quarterly to the board.

(8) Ensures that all new board members receive a Board Orientation Kit.

(9) Assumes the responsibilities of the President and Vice President/President Elect in the event of their absence.

(10) Performs other duties prescribed by the board and/or the President.

(11) Participates as a vital part of the board leadership.

### **(b) Required Skills and Abilities**

(1) Leadership – leads the association in meeting its mission, vision, values and goals.

(2) Written and verbal communication skills – speaks and writes clearly choosing the most appropriate method of communication based on the need.

(3) Computer literacy – is able to work with computer hardware and software applications in a way that enhances the operation of the association.

(4) Office administration – is able to organize and maintain documents, files, reports and records.

(5) Business fundamentals – understands how businesses work and identify business issues that need action.

(6) Decision making – makes timely, practical, and cost-effective decisions that will positively impact the association.

## **12.6 Past President**

The Past President acts in an advisory capacity to the current President and the Board in general. The purpose of this position is to ensure smooth transition from one board president to the next.

### **(a) Specific Responsibilities**

(1) Is invited to attend all Board meetings.

(2) Acts in an advisor to the current President and Board on all matters relating to the Association.

(3) Serves on committees or task forces and offers to take on special assignments.

(4) Acts as an ambassador for the Association.

(5) Performs other duties prescribed by the board and/or the President.

(6) Participates as a vital part of the board leadership.

(7) Helps orient and mentor new board members.

### **(b) Required Skills and Abilities**

(1) Leadership – leads the association in meeting its mission, vision, values and goals.

(2) Written and verbal communication skills – speaks and writes clearly choosing the most appropriate method of communication based on the need.

(3) Computer literacy – is able to work with computer hardware and software applications in a way that enhances the operation of the association.

(4) Business fundamentals – understands how businesses work and identifies business issues that need action.

(5) Decision making – makes timely, practical, and cost-effective decisions that will positively impact the association.

(6) Analysis and problem solving – systematically breaks down concepts in order to identify and solve association problems.

(7) Negotiation and conflict management – negotiates agreements and manages disagreements.

(8) Team management and support – provides coaching and motivates the board and members to achieve the association's goals.

These Bylaws were adopted by the board of directors of Carlton Business Association on November 6, 2007.

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Bobbi L. Hartwell, Secretary