

**BY-LAWS
OF
OREGON EXECUTIVES ASSOCIATION**

ARTICLE I

Name and Location

Section 1. The name of this corporation shall be "Oregon Executives Association."

Section 2. The office, principal place of business and permanent headquarters shall be in the Portland, Oregon metropolitan area.

ARTICLE II

Vision and Objectives

Section 1. Vision:

OEA is an organization of highly profitable business professionals where members network and learn about business information and opportunities.

Section 2. Objectives:

a) To institute and maintain a method of business networking and to learn about business information and opportunities among its members.

b) To create and encourage cooperative business efficiency and service to its members and bring its members in touch with potential business.

c) To encourage local and foreign trade expansion for the benefit of its members, and to promote a better acquaintance and closer association between them.

ARTICLE III

Seal and Fiscal Year

Section 1. This Corporation shall have a seal which shall bear upon its face the words "OREGON EXECUTIVES."

Section 2. The fiscal year of the corporation shall be from January first to December thirty-first, inclusive.

ARTICLE IV

Membership

Section 1. The membership shall consist of (first) active members and alternates, and (second) honorary members.

Section 2. Active membership shall only be conferred upon an individual owning his/her own business or profession, a partnership, a cooperative, or a corporation. In the case of a partnership, cooperative or corporation, the representative will be appointed by that firm. However, nothing shall prevent the Board of Directors from approving membership for an individual who may not qualify because of retirement or otherwise.

Section 3. At the option of the individual owner, partnership, cooperative or corporation holding the membership, an alternate member may be appointed who can attend meetings. The alternate may vote only in the absence of the primary member.

Section 4. The Board of Directors shall classify or subclassify the different lines of business and professions. However, in no event shall a member's business or profession be comprised of less than sixty percent (60%) of the

member's designated classification or subclassification. Each active member shall represent one classification, provided that no more than one member shall represent any particular classification except that there may be one member representing a particular subclassification after approval by the Board of Directors and the member holding the original or primary classification. When a member of the Oregon Executives Association represents a classification or subclassification, no other application for membership shall be considered for such classification or subclassification so long as such member retains his/her membership. It is recognized that active members with different classifications may nevertheless compete in some facet of business with other members, but each will agree at all times to only promote within the Oregon Executives Association that business within their classification or subclassification.

Section 5. Any active member, upon application to the Board, may become an honorary member, upon nomination by the Board and unanimous approval of those present at the next regular board meeting. (Reference Article IV, Section 2). An honorary member shall be allowed to participate in all Oregon Executive functions. An honorary member shall have no voting rights at membership or other business meetings of the Oregon Executive Association.

ARTICLE V

Application for Membership and Grounds for Expulsion

Section 1. Written application must be accompanied with the application fee and submitted to the Executive Director.

Section 2. Application will be published in the bulletin for two consecutive weeks during which any objections to membership must be made in writing to the Executive Director.

Section 3. Any member objecting to an application must deliver his/her objection in writing to the Board of Directors, in care of the Executive Director, before the date of the next regularly scheduled membership meeting following the second publication of the notice of application. The Board of Directors shall consider and decide the matter of any written objection to an application at its next regularly scheduled board meeting.

Section 4. If no timely written objection to an application is filed, the membership committee will investigate the applicant and interview the applicant at his/her place of business. The membership committee will report its findings and recommendation to the Board of Directors or the Executive Committee. The Board of Directors or the Executive Committee, having considered the findings and recommendation of the membership committee, will instruct the membership committee on what further action to take.

Section 5. If the Board of Directors or the Executive Committee instructs the membership committee to proceed with the application, an interview will be scheduled with the applicant and the Board of Directors. After the interview, the Board of Directors will conduct a written ballot accepting or rejecting the applicant. Applicant will be notified of the results by the membership committee.

Section 6. Members may be expelled by the Board of Directors for non-payment of fees and charges, non-attendance of fifty percent (50%) of the scheduled meetings in a calendar quarter, for any infraction of these By-Laws, or for conduct that is not in the best interest of the Association.

ARTICLE VI

Fees and Charges

Section 1. The application fee of prospective members shall be such sum as the Board of Directors shall authorize, which said fee shall accompany the application for membership.

Section 2.

(a) The charges for active members shall be due per quarter in such sum as may be voted by the membership at a regular meeting, and shall be payable in advance.

(b) The charges for honorary members shall be \$25.00 per annum, or such sum as may be voted by the membership at a regular meeting, and shall be payable in advance. An honorary member shall pay the applicable charges for attendance at luncheon meetings and social events.

Section 3. Any member in arrears for any outstanding balance for fees and charges shall be liable to expulsion by the Board of Directors, but no member shall be expelled for non-payment until after thirty (30) days notice by certified mail shall have been given.

Section 4. Invoices for quarterly association fees and all other charges will be mailed to each member business by the first day of the final month of each calendar quarter--i.e. December, March, June and September.

Section 5. Payments are due on the first day of each calendar quarter--January, April, July and October.

Section 6. Accounts are considered delinquent if payment is not received by the 15th day of the first month of each quarter. A late fee is added to the billing.

Section 7. Member firms shall be called if delinquent by the Member Relations Chairman or the Executive Director.

Section 8. If full payment for the current quarter is not received by the last day of the first month of each quarter, the membership is suspended. Member firm representatives are prohibited from attending meetings. Notice of suspension is mailed by registered mail. The member's category is then considered "open" and new applications for the category may be received.

Section 9. The member is then liable for expulsion, in conjunction with these By-Laws, and may be expelled for non-payment of any outstanding balances by the Board of Directors after the 30-day notice requirement is met.

Section 10. Any request for exception to the above policy should be submitted in writing to the Member Relations Chairman or Executive Director in advance of each calendar quarter. Exceptions shall be granted only by majority vote of the Executive Committee of the Association.

ARTICLE VII

Officers

Section 1. The officers of this Corporation shall be President, Vice President and seven (7) Directors.

Section 2. The President and Vice President shall be elected by the membership at a regular meeting in the month of December of each year and shall hold office for the ensuing year, or until their successors are duly elected and qualified, and shall by virtue of said office be members of the Board of Directors during their continuance in office.

ARTICLE VIII

Directors

Section 1. The President and Vice Presidents shall by virtue of the offices, be members of the Board of Directors, and shall serve for the period for which they have been elected.

Section 2. The retiring President shall serve as Chairman of the Board of Directors for a period of one year from the date of his/her retirement as President.

Section 3. The Board of Directors shall consist of not less than ten (10) members - President, Vice President, Vice President, immediate Past President, and seven (7) Directors, and may include up to two (2) Past Presidents. At all meetings of the Board of Directors, each member of the Board present, except the Executive Director, shall have one vote.

Section 4. The officers named in Sections 1 and 2 shall hold office for a one (1) year term, terminating December 31st, or when successors have been elected and qualified. The seven (7) Directors shall hold office for one year commencing the first meeting of the month following their election.

Section 5. Six (6) members of the Board of Directors shall constitute a quorum.

Section 6. A vacancy on the Board of Directors shall be filled for the remainder of the term by a majority vote of the Board of Directors at its next regularly scheduled meeting.

Section 7. Any Director may be suspended or expelled from office at the discretion of the Board of Directors for non-attendance of three (3) or more consecutive regularly scheduled meetings of the Board; if

sufficient excuse for such absence is not presented to the Board of Directors.

Section 8. The immediate Past President shall serve as Chairman of the Board of Directors and shall immediately convene the Board of Directors and organize same. Such additional officers as may be deemed necessary may be provided by the Board. The Chairman shall preside at all meetings of the Board of Directors, and shall have authority to call special meetings when considered necessary.

Section 9. The Board shall prescribe its own Order and Rules of procedure.

Section 10. The Directors shall hold regular meetings and such special meetings as the interest of the corporation may require. Special meetings shall be called by the Chairman at the request of three (3) or more Directors by timely notice given or sent to each Director.

ARTICLE IX

Powers of the Board of Directors

Section 1. The Board of Directors shall have in addition to those otherwise set forth, the following powers. It shall have general supervision over the affairs of the corporation, and have charge of its business management, subject to these By-Laws and the direction of the membership. It shall have power to call special meetings of the membership when deemed necessary. Not less than two (2) days notice in writing shall be given of said meetings. The purpose of such special meetings shall be set forth in said notice, and only special matters as noted therein shall be considered.

ARTICLE X

Duties and Powers of the President

Section 1. The President shall preside at all meetings of the membership and shall be entitled to vote. The President shall appoint all standing and special committees from the membership and shall have authority to call special meetings at any time.

Section 2. The President shall require all bills other than those for regular operation to be presented to the Board of Directors for approval before payment. No special obligations shall be incurred unless previously approved by the Board of Directors.

ARTICLE XI

Vice President

Section 1. The Vice President shall preside at all meetings in the absence of the President and shall be vested with all powers and perform all duties hereinabove specified as belonging to the President. In addition, the Vice President shall be responsible to see that the official minutes of all meetings are recorded. The Vice President shall also serve as chairperson of the finance committee.

ARTICLE XII

Executive Director

Section 1. The Office of Executive Director shall be held by one person and may be filled by a person not a member of the association.

Section 2. The Executive Director shall be selected by the Board of Directors at its first meeting after each election and shall serve at the pleasure of the Board until a successor has been qualified and selected.

Section 3. The Executive Director may be removed by a majority vote of the Board of Directors.

Section 4. The Executive Director shall serve as secretary for the Board of Directors. It shall be the duty of the Executive Director to keep minutes of all meetings of the membership and of the Board of Directors; to keep accurate

records of all business information turned into the office and to notify promptly, either by bulletin, letter, or telephone, the member or members entitled to said information and to maintain and preserve a correct roll of membership.

Section 5. The Executive Director shall serve as treasurer for the Board of Directors. It shall be the duty of the Executive Director to receive all moneys paid into the corporation and to deposit same in a bank or banks to be designated by the Board of Directors; to present to the Board of Directors for approval at their special or regular meeting, all bills other than those for normal operation of the corporation. The Executive Director shall see that all bills are promptly paid; collect all fees and charges; make a report of his/her work at each semi-annual meeting of the membership; and to perform such other duties as may from time to time be authorized and directed by the Board of Directors.

Section 6. The Executive Director shall turn over all books, papers, and other property of the corporation to his/her successor as soon as said successor shall have been duly qualified.

ARTICLE XIII

Duties of the Members

Section 1. Business networking and the opportunity to learn about business information opportunities among the members, in particular at weekly membership meetings, are the main objectives of the corporation. Regular attendance at the weekly membership meeting is of vital importance to the objectives of the corporation and to the continued existence of the Oregon Executives Association..

Section 2. Members shall attend all regular membership meetings (See Article V, Section 6) and shall serve on committees when appointed by the President.

Section 3. Each member is encouraged to share with other members business information and opportunities, which in the sole discretion of the member, he/she determines to be of interest to other members, when such information is not privileged, confidential or otherwise protected from disclosure..

Section 4. No business information emanating from the members shall be divulged to any non-members.

Section 5. The referral of business opportunities and/or the sharing of appropriate business information and opportunities among the membership is not a condition of membership and continued participation in the corporation. Nothing published in these bylaws, corporate minutes, newsletters, brochures, websites, application forms or other publications is intended to require referrals, reciprocal or otherwise, as a condition of membership.

Section 6. All duties imposed by these bylaws and all procedures for reporting business opportunities and transaction information to the membership are superceded by all rules of ethics, nondisclosure, privilege, privacy rights and obligations of a professional or business member. Each member has sole discretion and responsibility to decide what is appropriate information to share with the corporation and the membership..

ARTICLE XIV

Committees

Section 1. The President shall appoint all special and standing committees necessary and essential to carry on the business of the corporation.

Section 2. There shall be the following standing committees:

(a) **MEMBERSHIP COMMITTEE:** This committee shall consist of not less than three (3) members and shall be chaired by a member of the Board of Directors. It shall initiate new membership promotions subject to approval of the Board of Directors. It shall investigate all applications for membership, and protests thereof, and make its findings and recommendations to the Board of Directors.

(b) **BUSINESS OPPORTUNITIES COMMITTEE:** This committee shall consist of not less than three (3) members and shall be chaired by a member of the Board of Directors. It shall represent as nearly as possible different kinds of general business or professions. It shall have general jurisdiction under the direction of the Board of Directors to encourage quality business opportunities and information among the membership.

(c) ATTENDANCE COMMITTEE: This committee shall consist of not less than three (3) members and shall be chaired by a member of the Board of Directors. It shall investigate the attendance of members and make recommendations from time to time for the purpose of increasing same.

(d) MEMBER RELATIONS COMMITTEE: This committee shall consist of not less than three (3) members, and shall be chaired by a member of the Board of Directors. It shall investigate charges made by any member against another member, and shall report its findings to the Board.

(e) PROGRAM COMMITTEE: This committee shall consist of not less than three (3) members and shall be chaired by a member of the Board of Directors. It shall arrange programs subject to the approval of the Board of Directors.

(f) FINANCE COMMITTEE: This committee shall be chaired by the President and consist of not less than three (3) members. It shall make a quarterly report of the accounts of the Executive Director and present the same to the Board of Directors.

(g) EXECUTIVE COMMITTEE: This committee shall be chaired by the President and shall consist of not less than three (3) members including the President, Vice President and Chairman of the Board. The committee shall meet not less than once a month and special meetings may be called at any time by the President.

(h) NOMINATING COMMITTEE: This committee shall be chaired by the Chairman of the Board and shall consist of not less than four (4) members, including the Chairman of the Board, one (1) Director not serving as an officer, and two (2) members from the general membership. This committee shall be convened no later than November 1 each year and its duty shall be to solicit and select nominees for the positions of officers and directors of the corporation for the ensuing year.

(i) ORIENTATION COMMITTEE: This committee shall consist of not less than three (3) members and shall be chaired by a member of the Board of Directors. It shall acquaint each new member with the rules, procedure and correct etiquette for members of the corporation and shall conduct the formal installation of new members.

(j) SPECIAL EVENTS COMMITTEE: This committee shall consist of not less than three (3) members and shall be chaired by a member of the Board of Directors. It shall arrange special events for the membership subject to the approval of the Board of Directors.

ARTICLE XV

Meetings and Quorums

Section 1. Regular meetings of the membership shall be held on each Wednesday at such time and place as shall be determined by the Board of Directors and announced by the Executive Director.

Section 2. Notice of special meetings and the subject thereof shall be mailed to each member in good standing at least two (2) days in advance of meeting.

Section 3. General Membership meetings may be cancelled when evening meetings are held.

Section 4. Twenty-five (25) or more members or alternates in good standing and present in person shall constitute a quorum at any regularly scheduled meeting.

Section 5. The corporation shall hold semi-annual membership meetings at the discretion of the President. The purpose of the membership meetings is to receive reports of all committees and to inform the members of all pertinent information. This meeting will be open to members only.

ARTICLE XVI

Term of Corporation and Proprietary Interest of Corporate Assets.

Section 1. The duration of this corporation shall be perpetual.

Section 2. No member shall have any right, title or interest in the assets of the corporation.

Section 3. In the event of the dissolution of this corporation, all assets shall be converted to cash and deposited in the corporate treasury. The proceeds in the treasury will be donated to a non-profit charitable organization selected by the Board of Directors.

ARTICLE XVII

Order of Business

Section 1. The order of business shall be at the discretion of the President. However, as a guideline the following should be included in the order of business:

- (a) Flag Salute
- (b) Acknowledgement of guests
- (c) Reports of officers or outstanding committees
- (d) Announcements, testimonials, information and opportunities session
- (e) Introduction of the Chairman of the Day
- (f) Introduction of the Speaker of the Day
- (g) Adjournment

ARTICLE XVIII

Rules of Order

Section 1. "Robert's Rules of Order" shall be the parliamentary guide of the corporation and the Executive Director shall provide a copy thereof for reference.

ARTICLE XIX

Amendments

Section 1. These By-Laws may be amended at any meeting of the Board of Directors by a two-thirds (2/3) vote of the entire Board. The Executive Director shall be given at least five (5) days written notice that such matters will be considered at the board meeting.