



Bylaws

Article I: Name, Agent and Office

Section 1: Name

The corporate name of this organization is Cascade Scottish Terrier Club, Inc. (hereafter referred to as “the Corporation”), a non-profit Oregon Corporation.

Section 2: Agent

The Registered Agent of the Corporation shall be the Treasurer unless the Board selects another member in the Rules and Regulations

Section 3: Offices

The registered office shall be the residence or office address of the registered agent. (To comply with law)

Article II: Purposes and Limitations

Section 1: Purposes

This Corporation is dedicated to fostering and encouraging an appreciation of Scottish Terriers through education, social activities and responsible pet ownership. In promoting the Scottish Terrier, the CSTC recognizes and supports Scottish Terrier Club of America (STCA) sanctioned rescue activities and the Health Trust Fund. This Corporation shall be organized and operated exclusively for charitable, scientific, literary and educational purposes. This Corporation promotes fellowship among those who join its ranks; and cooperates with other societies, organizations and institutions that share the interests and goals of the Corporation. It may engage in any lawful activity that is allowed for the corporations organized under the Oregon Nonprofit Corporation Act and amendments. Subject to the limitations prescribed by law, these Bylaws, or the Articles of Incorporation, the Corporation shall have all powers necessary to attain its purposes.

Section 2: Limitations

This Corporation shall not provide a forum for the promotion of views regarding the alleged superiority or inferiority of any race or ethnic group as compared to another, nor for harassment or discrimination based upon these allegations.

It will not provide a forum for the promotion of either domestic or foreign political candidates or causes, except as permitted to all 501-(c)-(3) organizations by the Internal Revenue Code.

It will not provide a forum for the promotion of any one religious belief or sect over another. This provision is not intended to prohibit nor discourage the legitimate expression of faith by any member at appropriate times.

The corporation shall have no capital stock. None of its net earnings can be used to benefit any officer, trustee, member, or private individual.

No officer, trustee, member or private individual may share in the distribution of corporate assets in the event that the Corporation is dissolved or wound up. In the event of dissolution or winding up, the Board of Directors will distribute all remaining assets to the other organizations that qualify for exemption under the provisions of 501-(c)-(3) of the Internal Revenue Code as now stated or subsequently amended.

Notwithstanding any other provisions of these Bylaws or the Articles of Incorporation, the Corporation shall not carry on activities prohibited to an organization exempt under 501-(c)-(3) or 170-(c)-(2) of the Internal Revenue Code as now stated or subsequently amended.

Article III: Membership

Section 1: Eligibility

Membership in the Corporation shall be open to all interested persons without regard to race, national origin, religion, gender, handicap, or profession who are willing to complete the application, pay authorized dues and abide by these Bylaws and the Corporation's Rules and Regulations.

Section 2: Definitions

a) Voting Membership: A voting membership carries the right to vote on issues and for board members of the Corporation. The right to vote shall be limited to persons of at least eighteen (18) years of age whose dues are current at the time of the vote.

b) Regular (Individual) Membership (RIM) covers one person age eighteen (18) or older.

c) Family Membership (RFM) covers a family in residence at the same address and is limited to two (2) member votes. Both voting parties must be age eighteen (18) or over.

Section 3: Membership Requirements

a) Complete a membership application and submit it to a club officer.

b) Sign and uphold the CSTC Code of Ethics and Membership Requirements

c) Pay yearly membership dues. A club year will be from January 1 to December 31. Dues paid by members who join after September 15th will include the next calendar year.

Section 4: Membership Fees:

Membership fees will be determined by the Board.

Section 5: Resignation of Membership

Any member may resign membership at any time by giving written notice to the Membership Coordinator, who shall advise the Board at the next Board meeting. No refund of membership fees is available.

Section 6: Representation by Members

The corporation shall be represented in its official affairs by its officers or their appointed representatives. Members in good standing may also speak for the Corporation in non-official capacities. When possible, the member shall inform the Board of Directors of their intentions beforehand. If the Board of Directors objects to the place or content of the intended presentation, the member may state their intentions at the next club event.

Section 7: Discipline of Members

A member may be dismissed for conduct which would tend to bring discredit to or to misrepresent the Corporation. Allegations of such conduct shall be in writing, signed and submitted by a member to the President, who shall present the allegations to the Executive Committee for review and appropriate action. The Committee shall follow the provisions of ORS 65.167 in coming to a decision on and taking appropriate action. A dismissed member will receive a refund of dues, based upon a prorated annual equivalent of the membership year at the time of dismissal.

Article IV: Meetings of Members

Section 1: Annual Meeting

An annual meeting of membership of the Corporation shall be held each year at a time and place determined by the Board. At the annual meeting the President or any officer the Board or the President designates shall report on the activities and financial condition of the corporation. The members shall:

- a) Elect the board members to serve for the ensuing term. When a member is unable to attend the annual meeting, ballots for election of board members may be mailed or emailed to the club address prior to the annual meeting to be counted. Members not in attendance (at the annual meeting) will receive a ballot by email.
- b) Consider and act on other matters as may be raised consistent with the notice requirements of ORS 65.214.

Section 2: Regular General Meeting

The regular meetings of the Corporation shall be held upon call of the President with the consent of the board. Regular meetings may be set up on a regular schedule or may be called as needed. At regular meetings the members shall consider and act upon such matters as consistent with the notice requirements of ORS 65.214.

Section 3: Special Meeting

The Corporation may hold a special meeting of its membership upon call of a majority of the Board of Directors or upon the written request of at least five members. Prior notice of the meeting must be supplied to all members, stating and limiting the purpose of the meeting. Only matters with the purpose or proposed described in the meeting notice may be conducted at a special meeting. Notice shall be not less than ten (10) days prior to the date fixed for the meeting. Location of the meeting, to be included in the notice, will be determined by the President or by the most senior member of the Board of Directors requesting the meeting.

Section 4: Meeting held in conjunction with a Sanctioned Event

A meeting of the membership may be held in conjunction with a sanctioned social or educational gathering, providing that proper written notice of the intent to hold the meeting is given to members beforehand.

Section 5: Action without Meeting

Action required or permitted by the Oregon Nonprofit Corporation Act and these Bylaws may be taken without a meeting when seventy-five percent (75%) of the voting membership have signed a written consent, describing the action to be taken. The document is to be included in the minutes and official records of the Corporation. It becomes effective when the last member required to reach seventy-five percent (75%) has signed, unless the document itself sets an effective date.

Section 6: Notice of Meeting

The Corporation will give notice of all membership meetings to its members, not less than seven (7) or more than sixty (60) days in advance by first-class mail or by email unless special circumstances dictate otherwise. Email notification may be given to such members who have agreed to receiving notice by email. Meeting notices shall include a description of the purpose of the meeting. In special circumstances which do not allow time for mail delivery, telephone as well as email notice will be permitted as long as a concerted attempt to reach all voting members is carried out.

If any meeting of the members is adjourned to a different date, time or place and the change is announced before the adjournment of the meeting, notice need not be given of the new date, time or place. If a new date of record is, or must be, fixed under provisions of the Oregon Nonprofit Corporation Act, then notice must be given, as required in this section, to all members in good standing at the time of the notice.

Section 7: Waiver of Notice

A member may waive his/her right of notice required by the Bylaws. The waiver must be in writing and signed by the member requesting it, and then delivered to the Corporation for filing with the records.

A member's attendance at a meeting waives objection to: (a) lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or conducting business at the meeting and (b) consideration of a particular matter at the meeting that is not within the purpose or purposed described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 8: Record Date

The record date for determining which members are entitled to notice of any meeting shall be thirty (30) days before that meeting. This determination of members entitled to notice for a particular meeting stays in effect if that meeting is adjourned or moved, unless the Board establishes a new record date. The Board must do this if the new date is more than 120 days after the original date.

Section 9: Action by Written or Emailed Ballot

Any action which can be taken at any members' meeting can also be done by delivering a ballot to every member entitled to vote. That ballot shall state each proposed action and provide an opportunity to vote for or against each proposed action.

The date on which all ballots are mailed shall be the "Date of Mailing". On the ballot thus mailed, a "Date of Effective Vote" shall be clearly noted. This date shall be no less than ten (10) or more than sixty (60) days after the Date of mailing and it shall be clearly stated that, to be counted, the ballot must be postmarked on or before the Date of effective Vote. All ballots returned and postmarked on or before the "Date of Effective Vote" shall constitute the quorum for the action(s) involved and a simple majority of those ballots shall determine the result of the vote.

Section 10: Members List for Meeting

The Corporation shall prepare an alphabetical list of the names, addresses and membership date of all members. It shall be available for inspection by any member beginning two (2) business days after a meeting notice is given, based on that list. The Corporation shall make the list available at the meeting and any member is entitled to inspect it. Refusal or failure to prepare or make available the list does not affect the validity of action taken at the meeting.

The Corporation hereby retains the right to refuse to allow a member, or the member's agent or attorney, to inspect and copy the members' list.

Selling, employing, or transmitting the members' list for use in solicitation by any other business or organization without the expressed written permission of the Board of Directors shall constitute misconduct.

Section 11: Quorum

Those votes represented at a meeting of the members shall constitute a quorum. An amendment to these Bylaws to increase the quorum for any action must be approved by the members.

Section 12: Voting Requirements

A simple majority of the votes present at a properly called meeting shall be the act of members, unless otherwise stated or amended in these Bylaws. Action by, or voting by proxy is hereby expressly prohibited.

Section 13: Adjournment

A majority of the votes represented at a meeting may adjourn that meeting to a different time and place without further notice to any member. Any business that may have been transacted at the original meeting may be transacted at the new meeting.

Article V: Board of Directors

Section 1: Duties

The affairs of the Corporation shall be managed by the Board of Directors.

Section 2: Number

The Corporation shall be governed by an Executive Board, which shall constitute its Board of Directors, composed of three (3) to ten (10) members. Other officers, chairpersons, or conveners may be appointed by the President, but they shall not be considered members of the Board of Directors. All members of the Board shall serve without compensation, beyond reimbursement of expenses.

Section 3: Term and Election

The term of office for Directors shall be three years. A Director may be reelected without limitation on the number of terms s/he may serve. The Board shall be elected by the members at the annual meeting of the members.

Section 4: Removal of Board Members

Any Director may be removed with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of Directors.

Section 5: Vacancies

Vacancies on the Board of Directors and newly created Board positions will be filled by a majority vote of the Directors then on the Board of Directors.

Section 6: Quorum and Action

A quorum at a board meeting shall be a majority of the number of Directors prescribed by the board, or if no number is prescribed, by a majority of all Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of directors present. Where the law requires a majority vote of Directors in office to establish committees that exercise board functions, to amend

the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 7: Regular Meetings

Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

Section 8: Special Meetings

Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail or email not less than two days prior to the special meeting.

Section 9: Meeting by Telecommunication

Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications, as long as all Directors can hear or communicate with each other.

Section 10: Salary

Directors shall not receive salaries for the board services, but may be reimbursed for expenses related to board service.

Section 11: Action by Consent

Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

Article VI: Committees

Section 1: Executive Committee

The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make ongoing decisions between Board meetings and shall have the power to make financial and budgetary decisions.

Section 2: Other Committees

The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

Section 3: Composition of Committees Exercising Board Functions

Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the number of Directors prescribed by the board, or if no number is prescribed, a majority vote of all Directors in office at that time. The President of the Board of Directors is an ex-officio member of all committees.

Section 4: Quorum and Action

A quorum at a Committee meeting exercising board functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

Section 5: Limitations on the Powers of Committees

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board of Directors.

Article VII: Officers

Section 1: Titles

The officers of this corporation shall be the President, Vice President, Secretary, and Treasurer.

Section 2: Election

The board of Directors shall elect the President, Vice President, Secretary and Treasurer to serve three (3) year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

Except for the initial adjustments of longer terms needed in order to create staggered terms, the term of officers shall be three (3) years. The board shall make provisions to stagger their terms of officers so that each year the terms of as close as possible to

one-third of the officers shall expire. An officer may be reelected without limitation on the number of terms s/he may serve. The board shall elect its own members, except that an officer shall not vote on that member's own position. No one person shall hold two offices on the Board simultaneously.

Section 3: Vacancy

A vacancy of the office of president, vice-president, secretary, treasurer, or any other officer shall be filled at the discretion of the Board of Directors.

Section 4: Other Officers

The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5: President

The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 6: Secretary

The Secretary shall have overall responsibility for all record keeping. The Secretary shall perform, or cause to be performed, the following duties:

- a) Official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions
- b) Provision for notice of all meetings of the Board of Directors and members
- c) Authentication of the records of the Corporation
- d) Other duties as may be prescribed by the Board of Directors

Section 7: Treasurer

The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties:

- a) Keep full and accurate accounts of all financial records of the corporation
- b) Deposit all monies and other valuable effects in the name and to the credit of the

corporation in such depositories as may be designated by the Board of Directors

c) Disburse funds when proper to do so

d) Make financial reports as to the status of the corporation to the Board of Directors

e) Other duties as may be prescribed by the Board of Directors

Article VIII: Corporate Indemnity

This corporation will indemnify its officers and directors to the fullest extent allowed by Oregon law.

Article IX: Amendments to Bylaws

These bylaws may be amended or repealed, and new bylaws adopted by the Board of Directors by a majority vote of directors present, if a quorum are present.