

**BYLAWS  
WESTSIDE QUILTERS GUILD, INC.**

**SECTION 1. MEMBERS**

**1.1 Designation and Admission.** The corporation shall have one class of voting members. The initial members shall be Jean Lasswell, Paula Dinovo, Roni Andrews, and Julie Mason. Additional members may be admitted from time to time by written application, in the form prescribed by the Guild, and payment of membership dues. If, at any time, there are no members, the board of directors shall admit any number of members that it deems to be in the best interests of the corporation. No person shall be admitted as a member without his or her consent, express or implied.

**1.2 Transfers.** Memberships are nontransferable and shall terminate on the death, resignation, or removal of the member.

**1.3 Resignation.** A member may resign at any time by delivering written notice to the president or the secretary. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the members.

**1.4 Termination, Expulsion, or Suspension.** A member may be expelled or suspended, and membership in the corporation may be terminated or suspended, by the vote of 2/3 majority of the board of directors if (a) the member received not less than 15 days' prior written notice of the proposed expulsion, suspension, or termination and the reasons therefore and (b) not less than five days before the effective date of the expulsion, suspension, or termination, the member had an opportunity to be heard, orally or in writing, by the board of directors, who shall be authorized to decide that the proposed expulsion, suspension, or termination shall not take place.

**1.5 Annual Meetings.** An annual meeting of members shall be held on the second Monday in May of each year at 7:00 p.m., unless a different date or time is fixed by the board of directors and stated in the notice of the meeting. The failure to hold an annual meeting on the stated date shall not affect the validity of any corporate action. At the annual meeting, the president, and any other officer or person whom the president may designate, shall report on the activities and financial condition of the corporation and the members shall consider and act on other matters that may be raised consistent with the notice requirements of ORS 65.214.

**1.6 Special Meetings.** A special meeting of members shall be held (a) on the call of the board of directors or (b) if the holders of at least 25% of the voting power of the corporation sign, date, and deliver to the secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Only matters within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

**1.7 Place of Meetings.** Meetings of the members shall be held at any place in or out of Oregon designated by the board of directors. If a meeting place is not designated by the board of directors, the meeting shall be held at the corporation's principal office.

**1.8 Telephonic Meetings.** The members may permit any or all of the members to participate in an annual meeting or a special meeting, or to conduct the meeting, by using any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in the meeting by this means is deemed to be present in person at the meeting.

**1.9 Proxies.** Participation in meetings must be by personal attendance. Proxies will not be permitted.

**1.11 Action by Written Ballot.** Any action that may be taken at a members' meeting may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds a quorum of the members, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast is the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall (a) indicate the number of responses needed to meet the quorum requirements, (b) state the percentage of approvals necessary to approve each matter other than election of directors, and (c) specify a reasonable time by which a ballot must be received by the corporation in order to be counted. Once delivered, a written ballot may not be revoked.

**1.12 Notice of Meetings.** The corporation shall notify its members of the place, date, and time of each annual and special meeting of members no fewer than seven days before the meeting or, if notice is mailed by other than first-class or registered mail, no fewer than 30 nor more than 60 days before the meeting. Notice shall be sent to each member entitled to vote at the meeting at the member's last address as set forth in the corporate records. Notice of an annual meeting shall describe any matter or matters that must be approved by members under ORS 65.361, 65.404, 65.414(1)(a), 65.437, 65.464, 65.487, 65.534, or 65.624. Notice of a special meeting shall describe the purpose or purposes for which the meeting is called.

**1.13 Waiver of Notice.** A member may, at any time, waive any notice required by these bylaws. Except as provided in the following sentence, any waiver must be in writing, be signed by the member entitled to the notice, specify the meeting for which the notice is waived, and be delivered to the corporation for inclusion in the minutes or filing with the corporate records. A member's attendance at or participation in a meeting, either in person or by proxy, waives any required notice to the member of the meeting unless the member, at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

**1.14 Record Date.** The record date to determine the members entitled to notice of a members' meeting, to demand a special meeting, to vote, or to take any other lawful action shall be as follows:

(a) The record date to determine the members entitled to a notice of a members' meeting shall be 30 days before the day that notice is first mailed or otherwise transmitted to members in accordance with ORS 65.034 or, if notice is waived, then 30 days before the day on which the meeting is held;

(b) The record date to determine the members entitled to demand a special meeting shall be the date the first member signs the demand;

(c) The record date to determine the members entitled to take action without a meeting shall be the date the first member signs the consent to the action;

(d) The record date to determine the members entitled to vote at a members' meeting shall be 30 days before the date of the meeting;

(e) The record date to determine the members entitled to exercise any rights in respect of any other lawful action shall be the day on which the board of directors adopts the resolution relating thereto or the 60th day before the date of such other action, whichever is later.

**1.15 Quorum and Voting.** A quorum of the members shall consist of those votes present at a meeting of members. If a quorum is present when a vote is taken, the affirmative vote of a majority of the votes represented and voting when the action is taken is the act of the members except to the extent that the articles of incorporation, these bylaws, or applicable law require the vote of a greater number of members.

## **SECTION 2. DIRECTORS**

**2.1 Powers.** All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the board of directors.

**2.2 Qualifications.** All directors must be individuals who are 18 years of age or older. Directors need not be residents or citizens of Oregon or of the United States of America. Directors must be members of the corporation.

**2.3 Number.** The board of directors shall consist of six persons.

**2.4 Election and Tenure of Office.** Directors shall be elected at the annual meeting of the members. Directors shall serve for terms of one year. Directors may be reelected for any number of consecutive terms. Despite the expiration of a director's term, the director shall continue to serve until the director's successor is elected and qualifies, or until there is a decrease in the number of directors.

**2.5 Vacancies.** A vacancy in the board of directors shall exist on the death, resignation, or removal of any director. A vacancy in the board of directors may be filled by either the board of directors or the members at any meeting. Each director so elected shall hold office for the balance of the unexpired term of his or her predecessor. If the

board of directors accepts the resignation of a director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

**2.6 Resignation.** A director may resign at any time by delivering written notice to the president or the secretary. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

**2.7 Removal.** A director may be removed at any time, with or without cause, by vote of a majority of the members.

**2.8 Meetings.** An annual meeting of the board of directors shall be held immediately after, and at the same place as, the annual meeting of members. If the time and place of any other directors' meeting are regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings. The board of directors may hold annual, regular, or special meetings in or out of Oregon.

**2.9 Telephonic Participation.** The board of directors may permit any or all of the directors to participate in a regular or special meeting by, or to conduct the meeting, by using any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

**2.10 Action Without Meeting by Unanimous Written Content.** Any action required or permitted to be taken at a 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 shall 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. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. A consent under this section has the effect of a meeting vote and may be described as such in any document.

**2.11 Call and Notice of Meetings.** The annual meeting and regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting. Special meetings of the board of directors must be preceded by at least seven days' notice if given by first-class mail, or 48 hours' notice if delivered personally or given by telephone or fax, to each director of the date, time, and place of the meeting. Except as specifically provided in these bylaws or applicable law, the notice need not describe the purposes of any meeting. The president or 10% of the directors then in office may call and give notice of a meeting of the board.

**2.12 Waiver of Notice.** A director may at any time waive any notice required by these bylaws. Except as provided in the following sentence, any waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting

or promptly on the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

**2.13 Quorum and Voting.** A quorum of the board of directors shall consist of a majority of the number of directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the action is taken is the act of the board of directors except to the extent that the articles of incorporation, these bylaws, or applicable law requires the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting.

**2.14 Presumption of Assent.** A director who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

- (a) At the beginning of the meeting, or promptly on the director's arrival, the director objects to holding the meeting or transacting the business at the meeting;
- (b) The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (c) The director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

**2.15 Board Committees.** The board of directors may create one or more committees of the board of directors and appoint members of the board to serve on them or designate the method of selecting committee members. Each committee shall consist of two or more directors, who shall serve at the pleasure of the board of directors. The creation of a committee and the appointment of directors to the committee or designation of a method of selecting committee members must be approved by a majority of all directors in office when the action is taken. The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors shall apply to committees and their members as well. Committees of the board of directors may, to the extent specified by the board of directors, exercise the authority of the board of directors, but no committee of the board of directors may:

- (a) Authorize distributions, but this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of the corporation's purposes;
- (b) Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
- (c) Elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or
- (d) Adopt, amend, or repeal the articles of incorporation or bylaws.

**2.16 Other Committees.** The board of directors may create one or more other committees. Members of these committees need not be members of the board of directors, but at least one director shall serve on each such committee. These

committees shall have no power to act on behalf of, or to exercise the authority of, the board of directors, but may make recommendations to the board of directors.

**2.17 Compensation.** Directors and members of committees may be reimbursed for any expenses that are determined by resolution of the board of directors to be just and reasonable. Directors shall not otherwise be compensated for service in their capacity as directors.

**2.18 Director Conflict of Interest.**

**2.18.1** A conflict-of-interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect conflict of interest.

**2.18.2** For purposes of Section 2.18, a director of the corporation has an indirect interest in a transaction if (a) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction or (b) another entity of which the director is a director, officer, or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the corporation.

**2.18.3** A conflict-of-interest transaction is neither voidable nor the basis for imposing liability on the director if the transaction is fair to the corporation when it was entered into or is approved as provided in Section 2.18.4.

**2.18.4** A transaction in which a director has a conflict of interest may be approved either (a) in advance by the vote of the board of directors or a committee 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 a committee of the board of directors or (b) by the members if the material facts of the transaction and the director's interest were disclosed or known to the members and they authorized, approved, or ratified the transaction in accordance with Section 2.18.6.

**2.18.5** For purposes of clause (a) of Section 2.18.4, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the board of directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this section by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (a) of Section 2.18.4 if the transaction is otherwise approved as provided in Section 2.18.4.

**2.18.6** For purposes of clause (b) of Section 2.18.4, a conflict-of-interest transaction is authorized, approved, or ratified by the members if it receives a majority of the votes entitled to be counted under this section. Votes cast by or voted under the control of a director who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity described in Section 2.18.2 may be

counted in a vote of members to determine whether to authorize, approve, or ratify a conflict-of-interest transaction under clause (b) of Section 2.18.4. A majority of the members, whether or not present, that are entitled to be counted in a vote on the transaction under this section constitutes a quorum for the purpose of taking action under this section.

## **SECTION 3. OFFICERS**

**3.1 Designation; Appointment.** The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, and any other officers that the board of directors may from time to time appoint. The officers shall be appointed by, and hold office at the pleasure of, the board of directors. No person may simultaneously hold more than one office.

### **3.2 Compensation and Term of Office.**

**3.2.1** Directors shall not be compensated for service in their capacity as directors.

**3.2.2** Any officer may be removed, with or without cause, at any time by action of the board of directors.

**3.2.3** An officer may resign at any time by delivering notice to the board of directors, the president, or the secretary. A resignation is effective when the notice is effective under ORS 65.034 unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the later effective date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

**3.2.4** No removal or resignation as provided in Section 3.2.2 or 3.2.3 shall prejudice the rights of any party under a contract of employment.

**3.3 President.** The president shall preside at meetings of the board of directors, shall assure that the board of directors is advised on all significant matters of the corporation's business, shall act as a principal spokesperson and representative of the corporation, shall be the chief executive officer of the corporation and have the general powers and duties of management usually vested in a chief executive officer, and shall have other powers and duties that may be prescribed by the board of directors or the bylaws.

**3.4 Vice President.** The vice president shall preside at meetings of the board of directors at which the president is absent and, in the absence of the president, shall have the other powers and perform the other duties of the president. The vice president also shall have other powers and perform such other duties that may be prescribed by the board of directors.

**3.5 Secretary.** The secretary shall prepare minutes of meetings of the board of directors and authenticate records of the corporation. The secretary shall keep or cause to be kept, at the principal office or such other place as the board of directors may order, a book of minutes of all meetings of directors. If the corporation has a seal, the secretary shall keep the seal in safe custody. The secretary also shall have other powers and perform other duties that may be prescribed by the board of directors or these bylaws.

**3.6 Treasurer.** The treasurer shall be the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with those depositories that may be designated by the board of directors, shall disburse or cause to be disbursed funds of the corporation as may be ordered by the board of directors, and shall have other powers and perform other duties that may be prescribed by the board of directors or these bylaws. If required by the board of directors, the treasurer shall give the corporation a bond in an amount and with the surety specified by the board of directors for the faithful performance of the duties of the treasurer's office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the treasurer's possession or under the treasurer's control on the treasurer's death, resignation, retirement, or removal from office. The treasurer also shall have other powers and perform other duties that may be prescribed by the board of directors.

**3.7 Assistants.** The board of directors may appoint or authorize the appointment of assistants to the secretary or treasurer or both. Those assistants may exercise the powers of the secretary or treasurer, as the case may be, and shall perform those duties that are prescribed by the board of directors.

## **SECTION 4. NONDISCRIMINATION**

The corporation shall not discriminate in providing services, hiring employees, or otherwise, on the basis of gender, race, creed, marital status, sexual orientation, religion, color, age, or national origin.

## **SECTION 5. GENERAL PROVISIONS**

### **5.1 Amendment of Bylaws.**

**5.1.1** The board of directors or the members may amend or repeal these bylaws or adopt new bylaws by majority vote.

**5.1.2** Whenever an amendment or a new bylaw is adopted, it shall be copied in the minute book with the original bylaws in the appropriate place. If any bylaw

is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in that book and place.

**5.2 Inspection of Books and Records.** All books, records, and accounts of the corporation shall be open to inspection by the directors in the manner and to the extent required by law.

**5.3 Checks, Drafts, etc.** All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by the person or persons and in the manner that shall be determined from time to time by resolution of the board of directors.

**5.4 Deposits.** All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in those banks, trust companies, or other depositories as the board of directors or officers of the corporation designated by the board of directors select, or be invested as authorized by the board of directors.

**5.5 Loans or Guarantees.** The corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the board of directors. This authority may be general or confined to specific instances. The corporation shall not make a loan to or guarantee an obligation of a director of the corporation except as permitted by ORS 65.264(2).

**5.6 Execution of Documents.** The board of directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized by the board of directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

**5.7 Insurance.** The corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the corporation, or who, while a director, officer, employee, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; however, the corporation may not purchase or maintain such insurance to indemnify any director, officer, or agent of the corporation in connection with any proceeding charging improper personal benefit to the director, officer, or agent in which the director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.

**5.8 Fiscal Year.** The fiscal year of the corporation shall begin on the first day of May and end on the last day of April in each year.

**5.10 Severability.** A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

The foregoing bylaws were duly adopted by the board of directors of Westside Quilters Guild, Inc. on \_\_\_\_\_, 20\_\_\_\_.

/s/ \_\_\_\_\_  
[secretary's name]  
Secretary