



BYLAWS OF THE WELSH SOCIETY OF PORTLAND

These Bylaws of the Welsh Society of Portland are made and effective April 7, 2012.

1. NAME

- A. The name of the organization will be The Welsh Society of Portland.
- B. The organization may change its name by a vote of the members.

2. PURPOSES

The following are the purposes for which this organization has been established:

- Develop, promote, and perpetuate Welsh heritage in Oregon
- Provide regular opportunities for sharing Welsh heritage in a social atmosphere

3. MEMBERSHIP

A. Individual and Family Members are persons who meet the criteria and requirements set by the Executive Board:

- 1.) Paid & voting membership requires compliance with payment of dues as specified in Article 7 Finance.
- 2.) Members are expected to comply with the Bylaws and with other Rules & Regulations adopted by the Society.
- 3.) One member will be selected by a majority of the members present at a regular meeting to attend the Welsh North American Association annual meeting to represent the Society and to vote as directed in matters of concern.
- 4.) The Treasurer will, on an annual basis, notify the Secretary of all paid members. The Secretary will prepare a membership list, and distribute the list to all members.

B. Life Members and Honorary Members are persons who meet the criteria and requirements set by the Executive Board.

- 1.) A *Life Member* is a member who has reached the age of 80, and who has been a member in good standing for at least 5 consecutive years. When the birthday occurs on or before July, no dues will be required for that year and thereafter.
- 2.) An *Honorary Member* is a person in the community who has contributed in a financial, in-kind, or other way to Society, and whose membership is determined by the Executive Board to be of benefit to the Society.

C. Removal

- 1.) Any person may be removed from membership for non-payment of dues.
- 2.) Any person may be removed from membership for inappropriate behavior which affects the stability of the Society by a majority of voting members present at a regular meeting, all having been given notice of the vote.

4. MEETINGS

A. The Annual Meeting of this organization will be held at the time of the regular June meeting.

B. The Secretary will cause to be mailed or e-mailed to every member in good standing at his/her address as it appears in the membership list, a notice telling the time and place of the Annual Meeting.

C. Regular meetings of this organization will be held on the first Saturday of each month, unless scheduled and announced otherwise, except for September, when there will be

- no meeting.
- D. Order of Business
 - Sign in
 - Report by Secretary
 - Report by Treasurer
 - Current Issues
 - New Business
 - Adjournment
- E. All meetings are open to members in good standing and other interested persons.
- F. All members are encouraged to participate in the business discussions of the Society, but with constraint, limits, and consideration of other speakers.
- G. Meetings of the trustees, committees, special and emergency meetings may be called by a majority of the Executive Board in the absence of the President and Vice President.
- H. If deemed necessary by the President, any meeting can be guided in the general conduct of the business meeting by the latest version of Roberts Rules of Order.

5. VOTING

- A. At all meetings, except for the election of officers and trustees, all votes will be by voice. For election of officers, ballots will be provided and on such ballot, there will not appear any place which might indicate the person who cast the ballot.
- B. Voting Rights Each member in good standing (excluding honorary members) will have the right to one (1) vote at the annual meeting, as well as to vote on such other issues as the Executive Board may choose to bring before the members.
- C. All questions arising at any constituted Society meeting will be decided by a majority of members present except those decisions requiring a quorum. The number required for a quorum will be decided by the Executive Board. The President will have the deciding vote in case of a tie.

6. LEADERSHIP

- A. Officers and Trustees are to discharge their duties in good faith, in the best interests of the Society, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.
- B. Officers The officers of this organization will consist of a President, Vice President, Secretary, and Treasurer. Officers will be elected by a popular vote of the membership. The term of office for all officers is two (2) years. No officer will serve for more than two full consecutive terms. If an officer serves one-half of a term or one year, he/she is deemed to have served an entire term for rotation purposes. Election of officers will take place at the Annual Meeting held in June, and term expire at the time of the election of new officers.
- C. The President will be responsible for providing leadership, appointing committees, and presiding at all meetings of the Society and Executive Board. He/she will supervise the other officers of the Society in the exercise of their duties. He/she will be an ex-officio member of all committees. At the Annual Meeting, the President will present a report on the activities and financial condition of the Society.
- C. The Vice President will carry out the duties of the President during his/her absence. He/she will perform duties as delegated by the President. If the office of the President becomes vacant, the Vice President may be elected by the Executive Board to serve as President for the remaining term.
- D. The Secretary will record the minutes of all official meetings. He/she will be the

custodian of the Society's records, documents, and correspondence except those necessary to be kept by other officers. Minutes will be kept minimally for three years. The Secretary will maintain and update a list of policy decisions adopted by the Society and issue copies as required. The Secretary will correspond with individuals and organizations on the business of the Society as directed.

- E. The Treasurer will have care and custody of all monies paid to the Society, keeping a copyable, updated, and accurate record of all the Society's funds, transactions, and property. He/she will pay all bills and obligations as directed by the Society. The Treasurer will inform the Society of the most desirable accounts in which to deposit the funds and open accounts as directed. A report of the financial condition of the Society will be made at each regular meeting.

The Treasurer will produce a yearly written financial report to be submitted to the Trustees for an audit by May 1 (one month prior to the Annual Meeting).

- F. The Trustees There will be three (3) Trustees in the organization. The Trustees will convene and act on the Society's finances, Bylaws, audits, and other matters as directed by the President. All recommendations reached will be reported back to the President for further action.

Trustees will be elected by popular vote of the membership.

The past President automatically becomes a Trustee, with term continuing until replaced by the next past president. The other two Trustees will be elected for three (3) year terms. No Trustee will serve for more than two full consecutive terms. If a trustee serves one-half of a term or 18 months, he/she is deemed to have served an entire term for rotation purposes. Election of Trustees will take place at the annual meeting held in June, as required by their terms, and terms expire at time of the election of new Trustees.

- G. The Executive Board is composed of the officers and Trustees, which will on occasions of emergency have the authority to transact any business requirements between regular monthly meetings. A quorum of four (4) may conduct business.
- H. The Historian will keep a record book of the Society's social activities and important events and news of the members. He/she will attempt to secure and record the past history of the Society and will be the custodian of all historian records.
The Executive Board may appoint a committee to assist with the activities listed above. The Historian may be consulted by the Executive Board during consideration of the business or planning for the Society.
- I. Resignation Any officer may resign at any time by giving written notice to the President. Such resignation will take effect at the time specified in the notice, or if no time is specified then immediately.
- J. Removal Any officer may be removed from office, with or without cause by a majority of the voting members at any regular or special meeting of the members called expressly for that purpose.
- K. Vacancies A vacancy in an office will be filled by the Executive Board for the unexpired term.

7. FINANCE

- A. Membership dues are determined by the Executive Board and approved by membership vote.
Dues are to be paid on or before the January meeting of the Society.
- B. Delinquencies in the payment of dues of last year's members, after two (2) months are assumed to indicate loss of interest in the Society. When no response from written notices by the Secretary or others to the delinquent member, his/her name may be removed

from the membership list.

- C. Any expenditure over five hundred dollars (\$500.00) must first be approved by a majority of the Executive Board.
- D. The Treasurer and the President may write checks for the Society bills and reimbursements. The original bill must accompany a request for payment or reimbursement.
- E. All funds of the Society, not otherwise needed, will be in interest-bearing accounts deposited in banks or other depositories recommended by the Treasurer and selected by the Trustees.
- F. The Society will not borrow money or purchase any assets on credit.

8. CONFLICTS OF INTEREST

A conflict of interest transaction is a transaction with the Society in which an officer or trustee has a direct or indirect interest. A conflict of interest is not voidable or the basis for imposing liability on the officer or trustee if the transaction is fair to the Society at the time it was entered into, or is approved as in section A below.

- A. The officer/trustee has an indirect interest in a transaction if:
 - 1. Another entity in which he/she has a material interest or in which he/she is a general partner is a party to the transaction; or
 - 2. Another entity of which he/she is an officer or trustee is a party to the transaction, and the transaction is or should be considered by the Society Board.
- B. A transaction may be approved by the vote of the Executive Board if the material facts of the transaction and the officer's/trustee's interest are disclosed or known by the Board. The Board may impose additional requirements on conflicts of interest transactions.

9. COMMITTEES

- A. A committee may be created or abolished by a majority vote of the Executive Board. When the committee is created, it will be given a clear definition of its scope and authority. Terms of office and vacancy in the committee will be determined by the Executive Board.
- B. A committee may not:
 - Authorize distributions of funds;
 - Approve or recommend to members action regarding the Society's assets;
 - Elect, appoint, or remove members of the Executive Board, or fill Board or committee vacancies;
 - Adopt, amend, or repeal the articles or Bylaws.

10. COMMUNICATIONS

The Society will communicate, usually once a month, news items, notices, and other materials of interest to members and other persons interested in the Society.

The Society will provide notice to members of the Annual Meeting, regular meetings, and special meetings. Electronic communication will be equivalent to mailed communication, and will be used according to the individual preference of members.

11. INDEMNIFICATION

- A. Individual members are not personally liable for the acts, debts, liabilities or obligations of the Society.
- B. The Society will indemnify present and former officers and trustees against any liability

incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made party by reason of being an officer or trustee. However, there will be no indemnification in relation to matters as to which he or she will be adjudged guilty of a criminal offense or liability to the corporation for damages arising out of his or her own negligence in the performance of duty to the Society.

- C. Amounts paid in indemnification of expenses and liabilities may include, but will not be limited to: counsel fees and other costs, costs and disbursements, and judgements, fines and penalties against, and amounts paid in settlement by, such officer or trustee. However, such officer or trustee will repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

12. AMENDMENTS TO BYLAWS

- A. Amendments or revisions of these Bylaws may be made by members of the Executive Board. A committee of three (3) persons: one (1) officer and two (2) members at large will be selected by the President to review the change(s) and report back their recommendations. After reviewing the recommendations, and developing revisions, the committee will present conclusions to the Executive Board. The Executive Board can accept changes with a 4/7 approval.
The proposed changes to the Bylaws will be in written form and available to members prior to a regular scheduled Society meeting. Decision on the proposed changes will be accomplished by a majority vote of the members present.
- B. Approved Amendments shall include:
 1. Name of Society
 2. Title of and text of the Amendment adopted.
 3. Date of the Amendment adopted
 4. Number of members voting for and against the Amendment

13. DISSOLUTION

- A. This organization may be dissolved by a 6/7 vote of the Executive Board at a regular or special meeting, due notice being given.
- B. Upon dissolution, after all debts and obligations of the Society are paid, the remaining assets will be distributed as designated by the Executive Board.

IN WITNESS OF, the parties hereto have executed this Agreement on the date first above written.

PRESIDENT

VICE PRESIDENT

authorized signature

authorized signature

Print name and title

Print name and title

SECRETARY

TREASURER

Authorized signature

Authorized signature

Print name and title

Print name and title