

Bylaws of The City Club of Newberg

Revised and Adopted November 14, 2023
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ARTICLE 1 PURSUIT OF PURPOSE

Section 1.1 General

The purpose of the Newberg City Club (the Club) shall be pursued by means of regular meetings, lectures and discussions, committee reports and such other means, as the Board of Directors may deem appropriate.

Section 1.2 Governing Authority

The Board of Directors (the Board) shall determine the subject and scope of those projects and programs, which, in its judgment, may advance the purposes of the Club. The Board will consider and act upon other matters that may be referred to it.

ARTICLE 2 MEMBERSHIP

Section 2.1 Qualifications

An active member is a person who is 18 years old and has paid dues for the current Club Year.

The Board, at its discretion, may require a member to complete and submit a membership application for the current Club Year.

The Board, at its discretion, may allow an organization or business entity to apply to be a member of the Club, and set policies about which individuals associated with that organization or business membership are deemed members of the Club. An organization or business entity does not itself have voting rights beyond the individuals that are deemed members of the Club pursuant to policies of the Board of Directors.

Section 2.2 Membership Dues and Fees

The Board shall establish the dues and fees of the Club and modify them as it deems necessary. The Board may allow guests to attend meetings and determine the fees, if any, for attendance.

Section 2.3 Suspension of Membership

All active members will be expected to have their dues paid by September 30 of the Club Year. The Board may suspend a member whose payment is late. Suspended members may be removed from the member roll by the Board if their suspension continues past the end of the Club Year in which they were suspended. Suspended members shall be reinstated upon full payment of dues for the current Club Year.

Section 2.4 Expulsion of Member

Any member accused of conduct unbecoming a member or prejudicial to the aims or repute of the Club may be expelled by a unanimous vote of the Board. The expelled member shall be notified and given the opportunity for a hearing before the Board at a regularly scheduled Board meeting.

Section 2.5 Resignation

Members may submit their resignation in writing or orally to the Board. Refunds are not available upon resignation of any active member.

Section 2.6 Non-Transferable Membership

Active membership in the Club is not transferable.

Section 2.7 Form of Membership Application

The membership application form shall be prepared by the Membership Coordinator and approved by the Board.

ARTICLE 3 MEETINGS

Section 3.1 Annual Meeting

The annual meeting of the Club shall be the first regular meeting in June each year, at which time the election of the Board of Directors shall be the first order of business.

Section 3.2 Regular Meetings

The Club shall endeavor to hold regular semi-monthly meetings at such time and place as the Board may designate.

Section 3.3 Special Meetings

Special meetings of the Club shall be called by the President, the Board, or upon receipt of a petition signed by ten (10) active members.

Section 3.4 Co-Sponsored Meetings

The Club may co-sponsor meetings with other civic groups when the topic of the meeting is deemed to be of particular importance to the membership and the community.

Section 3.5 Notice of Regular, Special and Co-sponsored Meetings

The Board shall provide notice of regular, special, and co-sponsored meetings at least three days prior to the meeting. The notice shall be sent in the same manner as the primary written announcement for the most recent regular meeting. For example, sending notice of meetings through the Club's general email distribution list is a sufficient method of notice.

The Club may change the manner of announcing regular meetings by sending notice in the same manner as the primary written announcement for the most recent regular meeting. It is the duty of members to provide the Club with correct and current contact information that matches the form of communication used by the Club.

Section 3.6 Quorum

Ten (10) active members of the Club shall constitute a quorum for the transaction of business at any meeting.

Section 3.7 Conduct of Meetings

The business of the Club shall be conducted according to the procedure set forth in the most recent edition of Roberts' Rules of Order, except as otherwise required by these Bylaws or by law.

Section 3.8 Addressing the Club

Only active members have the privilege of addressing the speaker(s) or the membership during meetings.

Section 3.9 Solicitation of Members

Solicitation for funds is prohibited at any meeting of the Club, or at any meeting of any section, group, or committee of the Club, except as part of a campaign for support of the Club as sanctioned by the Board.

ARTICLE 4 BOARD OF DIRECTORS

Section 4.1 Management and Composition

The business affairs and activities of the Club shall be managed by the Board, which shall consist of a maximum of seven (7) people and a minimum of five (5) people. An action receiving the affirmative vote of a majority of the Directors that are present at a duly called meeting of the Board shall be an act of the Club so long as a quorum of Directors is present.

Section 4.2 The Size of the Board

The Board shall consist of a minimum of five (5) members and a maximum of seven (7) members. The number of Directors elected at the annual meeting of the Club in June shall be the total number of Directors until the next annual Club meeting.

Section 4.3 Roles of Directors Beyond Board Meetings

It is anticipated that each of the Directors will not only serve on the Board, but will also assume a position (in the manner described in these bylaws) as an officer of the Club or serve in a specific role as follows:

- | | |
|--------------|---------|
| 1. President | Officer |
| 2. Secretary | Officer |

Section 4.9 Execution of Instruments

Notwithstanding any other provision of these Bylaws, the Board shall have the power at any time to designate which Directors, Officers, or agents shall be empowered to execute all bills, notes, checks, vouchers, orders, contracts, deeds, mortgages, or any other instruments of the Club.

ARTICLE 5 OFFICERS

Section 5.1 Officer Positions

The officers of the Club will be a President, a Secretary, and a Treasurer.

Section 5.2 Qualifications, Simultaneous Roles, and Manner of Appointment

An officer of the Club is a member of the Board that is willing to contribute their time and service to the Club as an officer without financial gain to themselves. The same person may serve in multiple roles simultaneously. A person may be appointed as an officer by action of the Board or through Article VI by action of the Club.

Section 5.3 President

The President shall be a member of the Board and shall be responsible for the general management of the Club under the direction of the Board. The President shall have previous experience as a Director or officer of the Club. The President shall preside at all meetings of Board and the Club, shall be an ex-officio member of all committees and shall perform such duties as may be assigned by the Board. The President is authorized to conduct all business with others on behalf of the Club except to the extent the Board limits or removes that authority through Board-approved policies. The President is authorized to transact on the Club's financial accounts. The President may temporarily assign their powers to another Board member.

Section 5.4 Secretary

The Secretary shall be a member of the Board and will be responsible for preparing minutes of meetings of the Board and for authenticating the records of the Club, including member meetings appointing person(s) to the Board. The Secretary will keep, or cause to be kept, minutes of all meetings of the Board as required. The Secretary will also have other powers and perform other duties that may be assigned by the Board. The Board may appoint or authorize the appointment of an assistant who may perform such duties defined by the Secretary or the Board. The assistant, if any, need not be a member of the Board.

Section 5.5 Treasurer

The Treasurer shall be a member of the Board and will lead the Board's oversight of the Club's budgeting and planning process, financial performance, and financial condition. The Treasurer will 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 Club. The Treasurer is authorized to establish and transact on the Club's financial accounts and to designate other person(s) authorized to transact on the Club's financial accounts. The Treasurer will have such other powers and duties as may be prescribed by the Board. The Board may appoint or authorize

the appointment of an assistant who may perform such duties defined by the Treasurer or the Board. The assistant, if any, need not be a member of the Board.

ARTICLE 6 ELECTIONS

Section 6.1 Nominations

6.1.1 Nomination by Committee

A nominating committee shall nominate candidates for Director positions. The nominating committee may, but is not obligated to, propose that a candidate for a Director also serve in a specific officer position.

6.1.2 The Nominating Committee: A Special Committee or the Board

The President may form a Special Nominating Committee. A Special Nominating Committee shall consist of four (4) members, three (3) of which shall be members appointed by the President and announced to the membership in the same manner as the primary written announcement for regular meetings. This committee should be formed at least sixty (60) days prior to the annual meeting. The President shall appoint one of these three (3) members as chair of the committee. The committee shall serve until the next year's committee is appointed.

6.1.3 If a Special Nominating Committee is not formed, the Board may function as the nominating committee.

6.1.4 Nomination by Members

Other candidates may be nominated by any three (3) active members of the Club, provided such a nomination is made in writing to the Board at least two (2) weeks prior to the date of election. To be effective, such a nomination shall include a signed statement from the nominee that the nominee will serve if elected. If the nomination from members is not the same as the slate of candidates proposed by the nominating committee, the candidate proposed by members must specify the individual candidate on the nominating committee's slate they are challenging. Alternatively, a member nomination may be for a position not included in the nominating committee slate, up to a maximum of seven (7) positions.

6.1.5 Publication of Candidates Names

It is the preference of the Club that the entire slate of candidates be distributed to the Club in the same manner as the primary written announcement for regular meetings at least three (3) days before the date of election.

Section 6.2 Method of Election

When more than one person is nominated for any position, the election for that position shall be by ballot. The names of the nominees for each position shall be printed in alphabetical order. A majority of the active members present shall elect one candidate to fill that position.

Section 6.3 Vacancies

6.3.1 President

If the position of President becomes vacant between annual meetings, the Board will designate a Board member to assume the responsibilities of the position for the remainder of the Club year.

6.3.2 Director Vacancies

If any of the Director positions becomes vacant, the Board may fill the vacancy by appointing an eligible member to the position or fill the vacancy by special election.

A special election would be at a regular City Club meeting to be fixed by the Board of Directors. Nominations will be made in the manner provided in Article 6 (Elections) Section 1 (Nominations). The appointee shall complete the term of office of the vacating Director. If a vacancy occurs within 120 days preceding the next annual meeting, the office may remain vacant for the balance of the term.

6.3.3 Officer Vacancies

The provisions of Article 2, and Article 5, apply to filling vacancies in Officer positions: A person may be appointed as an Officer by action of the active members of the Club or by action of the Board. When practical, the Club prefers to have the appointment of Officers confirmed by the membership.

ARTICLE 7 COMMITTEES

Section 7.1 Appointment

The Board may appoint committees from time to time for specific purposes stated in a motion approved by the Board. The membership, authority, mission, and term of a committee shall be as set forth in that motion.

Section 7.2 President

The President shall be an ex-officio member of all committees without vote.

ARTICLE 8 RIGHT OF RESOLUTION FROM THE MEMBERSHIP

Section 8.1 Membership Resolution

8.1.1 Proposed Action

Any proposal for Club action, a procedure for which is not otherwise specified in the in these Bylaws, may be initiated at any meeting of the Club by resolution duly seconded and adopted by a majority of the members present.

8.1.2 Referral to Board of Directors

A resolution so adopted shall be automatically referred to the Board for study by the Board and such response, as the Board shall deem appropriate.

8.1.3 Board of Directors' Response

The Board shall announce its response to the resolution at the next regular meeting following the referral of the resolution. That response shall constitute final Club action on the matter for that Club year, except as provided in Section 2 of this Article.

Section 8.2 Membership Veto

Members may act to veto the action of the Board as follows:

8.2.1 Petition

To override the Board's response to a resolution adopted under Section 1, a written petition proposing a specific alternative response and signed by at least ten (10) members must be submitted to the President within thirty (30) days after the Board's announcement of its response in Section 1C of this Article.

8.2.2 Publication

Within thirty (30) days thereafter:

8.2.2.2 The Board shall cause the petition to be sent in the same manner as the primary written announcement for the most recent regular meeting. For example, sending notice of meetings through the Club's general email distribution list is a sufficient method of notice.

8.2.2.3 Schedule a vote of the membership at a regular meeting on the question of whether the alternate response should be substituted for the Board's response.

8.2.3 Consideration

The alternative response proposed by the members may be amended by a majority of those voting, but final passage shall require a two-thirds (2/3) vote of those present. That response shall constitute final Club action on the matter for that Club year.

ARTICLE 9 CLUB YEAR

The Club Year shall be July 1 through June 30.

ARTICLE 10 COMPENSATION

Section 10.1 No Compensation

Directors shall serve the Club without compensation.

Section 10.2 Non-inurement

Net earnings of the Club shall be without individual monetary benefit.

ARTICLE 11 CITY CLUB GRANTS

Section 11.1 General

The Board may from time to time at its sole discretion award to a member(s) of the Club a monetary grant(s) to attend workshops, conferences and classes that will enhance the purpose of the Club.

Section 11.2 Qualifications and Expectations

An application process developed by the Board shall be used. All recipients of grants shall be required to report to the Club knowledge gained and shall endeavor to use this knowledge to make a positive impact on the Club. The Board has the right to demand repayment of the monetary amount granted should the recipient not fulfill his or her obligations within two (2) years.

ARTICLE 12 INDEMNIFICATION OF DIRECTORS

The Club shall, to the full extent authorized by law, indemnify any person who is a part or is threatened to be made a part to any suit or proceeding, with the exception of sexual assault, by reason of the fact that the individual is or was a Director of the Club, or is, or was, serving at the request of the Club as a member of a committee of the Club, against expenses, including attorney fees, judgments, fines and amount paid in settlement.

ARTICLE 13 BYLAW AMENDMENTS

Section 13.1 The Board may amend these bylaws by an affirmative vote of at least two-thirds (2/3) of the Board.

An amendment adopted by the Board shall be announced to the membership in the same manner as the primary written announcement for regular meetings. The amendment shall become effective sixty (60) days after it has been announced to the membership.

Section 13.2 Objection to Amendment

During the sixty (60) day period, if an objection to the amended bylaw is submitted in writing to the President and is signed by at least ten (10) members, the amendment shall not become effective, and the Board shall reconsider the subject amendment at its next meeting.

Section 13.3 Resolution

If the Board adopts the challenged bylaw amendment without any changes, such amendment shall become effective immediately after the Board meeting at which the amendment is reconsidered.

If the Board considers a challenged amendment and adopts an amended version thereof, the newly adopted amendment shall become effective thirty (30) days after it is announced in the same manner as the primary written announcement for regular meetings. During the thirty (30) day period, if an objection to the amended bylaw is submitted in writing to the President and is signed by at least ten (10) members, the amendment shall not become effective, and the Board shall reconsider the subject amendment at its next meeting.

These Bylaws were voted upon and adopted by the Board of Directors of the Newberg City Club on the 14th day of November 2023.

Karen Tozer,
Secretary