

**BYLAWS of**  
**PORTLAND BOAT CLUB**  
**(A Nonprofit Corporation)**

**Article I**  
**Bylaws**

The name of the Corporation is Portland Boat Club, a mutual benefit corporation organized under the Oregon Nonprofit Corporation Act (the "Corporation"). The Corporation is organized and shall be operated for the following purposes: promoting and participating in the sport of competitive **rowing**; and engaging in any lawful activity for which corporations may be organized under the Oregon Nonprofit Corporation Act and within the meaning of Section 501(c)(7) of the Internal Revenue code of 1986, as amended.

**Article II**  
**Offices**

The Corporation may have such offices as the Board of Directors may designate or as the business of the Corporation may from time to time require.

The registered office of the Corporation required by the Oregon Nonprofit Corporation Act to be maintained in the state of Oregon may be, but need not be, identical with the principal office in the state of Oregon, and the address of the registered office may be changed from time to time by the Board of Directors.

**Article III**  
**Members**

**Section 1. Members.** Members of the Corporation shall be individuals whose applications for membership are accepted and who pay the required fees within 30 days of assessment.

**Section 2. Voting.** Each member shall be entitled to one vote on each matter properly brought before the membership for vote. Any absent member may appoint another member to vote on any matter by proxy, by causing a written statement to that effect to be delivered to the officer presiding over the vote on that matter.

**Section 3. Regular and Annual Meetings.** Regular meetings of the members will be held at such time and place as specified in the notice of the meeting. Annual meetings of the members of the Corporation shall be held, as determined by the Board of Directors, at such time and place specified in the notice of meeting. Any matter upon which the members are authorized to vote may be acted upon at the regular and annual meetings.

**Section 4. Special Meetings.** Special meetings of the members of the Corporation may be called by a majority of the Board of Directors, to be held at such place and time as specified in the notice of the meeting. Any matter on which the members are authorized to vote may be acted upon at any special meeting.

**Section 5. Notice.** Notice of the time, place, and general business of any meeting of the members of the Corporation shall be given at least seven days prior to the meeting by a writing delivered personally or mailed, or delivered electronically, to each of the Corporation's members. If mailed, such notice shall be deemed to be delivered when properly addressed and deposited in the first class United States mail with sufficient prepaid postage. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where that person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 6. Waiver of Notice.** Whenever any notice to any member of the Corporation is required by

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law, the Articles of Incorporation or the Bylaws, a waiver of notice in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated in the notice, shall be the equivalent of giving notice.

**Section 7. Manner of Action.** The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is otherwise required by the provisions of the Oregon Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws.

**Section 8. Quorum.** Five members shall constitute a quorum for the transaction of business at any meeting of the members.

**Section 9. Action by Unanimous Written Consent.** Any action which may be taken at a meeting of the members of the Corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Corporation. The consent shall have the same effect as a unanimous vote of the members.

**Section 10. Termination and Suspension.**

(a) Any member may have their membership privileges terminated or suspended by approval of a majority of the members present at any regular, annual, or special meeting of the members.

(b) No member may be expelled or suspended, and no membership in the Corporation may be terminated or suspended except pursuant to a procedure which is fair and reasonable and is carried out in good faith. Whether a procedure is fair and reasonable shall be governed by ORS 65.167.

#### **Article IV Board of Directors**

**Section 1. General Powers.** The business and affairs of the Corporation shall be managed by its members, who shall be its ultimate governing authority. The Board of Directors shall have such authority as may be designated by these Bylaws or by the membership from time to time.

**Section 2. Number, Tenure, and Qualifications.** The Board of Directors shall consist of the Officers of the Corporation. The Board of Directors shall consist of at least three members, and its number may vary from time to time. Directors shall serve for one year, and may be re-elected.

**Section 3. Meetings.** Meetings of the Board of Directors may be called by or at the request of the President, Secretary, or a majority of the directors.

**Section 4. Place of Meeting.** The Board of Directors may designate any place, either within or without the state of Oregon, as the place of meeting for any meeting called by the Board of Directors.

**Section 5. Telephone Conference Meeting.** Any meeting of the board may be by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting.

**Section 6. Notice of Meeting.** Notice of any meeting shall be given orally or in writing as soon as practicable prior to the meeting. Any director may waive notice of any meeting, either before or after the meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 7. Quorum.** A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**Section 8. Manner of Acting.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except as provided in the Articles of Incorporation.

**Section 9. Removal.** Individual directors may be removed at any time, with or without cause, by a vote of two-thirds of the members of the corporation.

**Section 10. Vacancies.** Any vacancy occurring in the Board of Directors, or any directorship to be filled by reason of an increase in the number of directors, may be filled by election at any meeting of the membership. A director elected to fill a vacancy shall be elected for the unexpired term of the director's

predecessor in office.

**Section 11. Action Without a Meeting.** Any action that may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all directors.

## Article V Officers

**Section 1. Number.** The officers of the Corporation shall be a Chairperson [President], a Vice Chairperson [Vice President], a Secretary, a Treasurer, a Historian, and a Boatmaster, each of whom shall be elected by the membership of the Corporation. Assistant officers and agents as may be necessary may be elected or appointed by the Board of Directors. any two or more offices may be held by the same person, and two or more persons may share any office.

**Section 2. Election and Term of Officers.** The officers of the Corporation shall be elected by the membership at the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. The term of office shall be at least one year. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until the officer's death or until he or she shall resign or shall have been removed in the manner provided in these Bylaws.

**Section 3. President.** The President shall preside at all meetings of the members and at all meetings of the Board of Directors, and shall have all powers and responsibilities attendant therewith. The President shall, in general perform all duties incident to the office of President, and such other duties as may be prescribed by the membership or by the Board of Directors from time to time.

**Section 4. Vice President.** In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall also perform whatever further duties may be assign to him or her from time to time by the President or by the Board of Directors.

**Section 5. Secretary.** The Secretary shall perform or delegate each of the following functions: (a) keep the minutes of the meetings of the membership and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) keep a register of the mailing address of each member and director; (d) have general charge of the books of the Corporation; and (e) in general perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her from time to time by the President or the Board of Directors.

**Section 6. Treasurer.** The Treasurer shall: (a) have charge and custody of and responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust company or other depositories as shall be selected by the Treasurer; and (c) in general perform all duties incident to the office of Treasurer and such other duties as may be assigned to him or her from time to time by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

**Section 7. Historian.** The Historian shall be custodian of the corporate archives, and shall in in general perform all duties incident to the office of Historian and such other duties as may be assigned to him or her from time to time by the President or the Board of Directors.

**Section 8. Boatmaster.** The Boatmaster shall administer corporate policies pertaining to the storage, launching, and use of boats, whether owned by the Corporation or its members, and shall in general perform all duties incident to the office of Boatmaster and such other duties as may be assigned to him or her from time to time by the President or the Board of Directors.

## Article VI

### **Waiver of Notice**

Whenever any notice is required to be given to any member or director of the Corporation under the provisions of these Bylaws, under the provisions of the Articles of Incorporation or under the provisions of the Oregon Nonprofit Corporation Act, a waiver of the notice in writing, signed by the person or persons entitled to the notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of the notice.

### **Article VII Indemnification**

**Section 1. Indemnification.** The Corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any person who has been made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a member, director, officer, employee or agent of the Corporation. The right to and the amount of indemnification shall be determined in accordance with the provisions of the Oregon Nonprofit Corporation Act in effect at the time of the determination.

**Section 2. Rights Granted Herein Not Exclusive.** The right to indemnification conferred in the Article shall not be exclusive of any other rights to which any person may be entitled or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, action by the membership of the Board of Directors or otherwise.

### **Article VIII Interested Parties**

A director of the Corporation shall not be disqualified by the director's office from contracting with the Corporation as vendor, purchaser or otherwise; nor shall any contract or arrangement entered into by or on behalf of the Corporation in which any director is in any way interested be avoided on that account, provided that such contract or arrangement shall have been approved or ratified by a majority of the Board of Directors without counting in such majority the director so interested, although such director may be counted toward a quorum.

### **Article IX Amendments**

These bylaws may be altered, amended or repealed and new bylaws adopted by the members of the Corporation by a majority vote of members at any meeting.

Amendments to Section 3. and Section 5. approved at Annual Membership Meeting on November 23, 2013.