

**BY-LAWS OF THE
NORTH TILLAMOOK COUNTY WOMENS ASSOCIATION**

**ARTICLE I
ORGANIZATION**

The name of the organization shall be North Tillamook County Womens Association (also known historically as the “Manzanita Womens Club” or “Womens Club”)

**ARTICLE II
MISSION**

The organization seeks to improve the lives of women and their families in North Tillamook County, Oregon, through education, common interests, scholarship and support for charities which serve women in need. The Womens Club is women helping women by engaging in the following activities to help women and their families:

- A. Raising funds for a scholarship to be awarded to a high school senior who plans advanced studies;
- B. Raising funds for charitable purposes which help improve the lives of women and their families;
- C. Raising awareness and educating women about community resources and educational topics for women and their families;
- D. Promoting community support for women and their families and involvement in service activities which support women and their families.

**ARTICLE III
MEMBERSHIP**

- A. Any person may become a Member on payment of dues for the current calendar year, except that such dues for the current year shall be waived for a person joining the organization in the fourth quarter of a calendar year.
- B. Annual membership dues shall be payable by the end of January for the calendar year. A Member whose dues are unpaid for the previous calendar year shall be ineligible to serve as an officer in the current year.
- C. The amount of annual Membership dues shall be fixed and may be changed from time to time, by vote of the Membership, upon recommendation of the Executive or Finance Committee.

D. There shall be two classes of Membership, as described below:

1. Active Membership. This Membership class has voting rights and requires participation in-kind through attendance at a majority of Membership meetings, and/or serving on committees, or other in kind contributions, as further defined by the Board from time to time in writing.
2. Supporting Membership. This Membership class is nonvoting and does not require a level of participation or in-kind contribution. Supporting Members presence at meetings and involvement in service activities is not required. This class may have a higher dues requirement and possible options for sponsorships, as may be fixed by the Board and may be changed by the Board.

ARTICLE IV MEETINGS

- A. Annual Membership Meeting. The annual membership meeting of the North Tillamook County Womens Association shall be held on the first Tuesday of April each year. If, for any reason, the meeting cannot be held on that date, the Executive Committee shall fix the date, but it shall not be more than one month from the date fixed by these by-laws. At the annual meeting, the President, or any other officer the Executive Committee that the President may designate, shall report on the activities and the financial condition of the organization and shall elect officers in accordance with Article VI, Section C below.
- B. Monthly Membership Meetings. Membership meetings shall be held monthly, on the first Tuesday of each month, with the exception of January, July, August and September, at the Pine Grove Community House, or at any other location the Executive Committee may designate.
- C. Special Membership Meetings. Special meetings of the membership shall be held on the call of the President, or at the request of at least five (5%) percent of the Active Membership who shall submit a written demand for the meeting to the Secretary, describing the purpose for such meeting. The Secretary shall give notice of a Special Meeting to Members in a fair and reasonable manner and shall describe the date, time, place and purpose of the meeting. No other business shall be acted upon at such a meeting without the unanimous consent of all present at such meeting.
- D. Meeting Agendas. Meeting agendas shall be set by the President in consultation with the Executive Committee. When procedural questions arise, Robert's Rules of Order shall be consulted and shall control.

ARTICLE V VOTING

A. Quorum.

1. Regular Business. The presence of not less than fifty-one (51%) percent of the Active Members shall constitute a quorum and shall be necessary to conduct the regular business of the North Tillamook County Womens Association.
2. Amendment to By-laws. In a meeting called to amend these by-laws, the presence of not less than two-thirds of the Active Members shall constitute a quorum, and shall be necessary to vote on a by-laws amendment. If a quorum is present, the affirmative vote of a majority of all Active Members present shall be required for the amendment to pass.

- B. Method of Voting. At all meetings, all votes shall be by voice. If a count is necessary, the vote shall be by raise of hands. At the request of at least five (5%) percent of the Active Members, voting may be by written ballot, in a manner that will not indicate who cast such ballot. Three independent (i.e. non-officer) Members appointed by the President prior to the vote shall count ballots.

ARTICLE VI OFFICERS

- A. The Board of Officers of the North Tillamook County Womens Association shall be President, Vice President, Secretary and Treasurer.
- B. Officers shall be elected by the members by majority vote at the annual membership meeting in April. The Nominating Committee shall present a slate of eligible candidates for election of officers, and the President shall allow for nominations from the membership. Officers shall take office at the annual meeting at which they are elected. The immediate past President shall serve for one year, with full voting privileges.
- C. The President, Vice President, Secretary and Treasurer shall be elected for one year, and may be reelected to office for no more than two consecutive terms, as long as they are members in good standing.
- D. A vacancy in the office of President, Vice President, Secretary or Treasurer shall be filled by the membership, based on the recommendation of the Nominating Committee, no later than the first regular meeting of the organization following the vacancy. An officer filling a vacancy shall hold office for the unexpired term of her predecessor. An officer may resign at any time by delivering notice to the Executive Committee. An officer may be removed with or without cause by a vote of the majority of the membership.

E. The President, with consent of the Executive Committee, may appoint such other officers, assistant officers, agents and other employees as it shall deem necessary or desirable. They shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by the Executive Committee.

F. Duties of Officers

1. The President shall be the chief executive officer of the North Tillamook County Womens Association. The President shall set the agenda for and convene meetings of the Executive Committee as well as the monthly meeting of the membership. The President shall have the authority to appoint chairs of standing committees from the membership, except as otherwise defined by these by-laws. The President or her designee shall be an ex-officio member of all standing and ad-hoc committees, with the exception of the Nominating Committee. The President or her designee shall serve as an ex-officio member of the Pine Grove Community House Board of Directors, in accordance with the by-laws of both organizations. The President shall have such other duties as may be prescribed by the membership.
2. The Vice President shall perform the duties and exercise powers of the President at such time as the President is unable to act, and perform such other duties as the Executive Committee shall prescribe. The Vice President shall ensure that publicity and outreach for the organization's activities are carried out by the individuals or committees responsible.
3. The Secretary shall perform, or cause to be performed, the following duties:
 - a. Official recording of the minutes of all proceedings of the Executive Committee meetings and actions.
 - b. Official recording of the minutes of the general membership meetings and actions.
 - c. Provision for notice for all regular and special meetings of the membership.
 - d. Authentication of the records of the North Tillamook County Womens Association.
 - e. Any other duties as may be prescribed by the Executive Committee.
4. The Treasurer shall have overall responsibility for all organization assets and funds. The Treasurer shall chair the Finance Committee, as described in Article VII, B. The Treasurer shall perform, or cause to be performed, the following duties:
 - a. Keeping full and accurate accounts of the organization's financial records.
 - b. Depositing all monies and other valuable effects of the organization in such depositories as may be designated by the Executive Committee,
 - c. Disbursing funds when proper to do so.
 - d. Making financial reports as to the financial condition of the North Tillamook County Womens Association to the membership.

ARTICLE VII COMMITTEES

- A. The Executive Committee shall include all of the officers of the North Tillamook County Womens Association, the chairs of standing committees, and may include other members as the President may appoint.
1. The Executive Committee shall have such powers and shall perform such duties as may be delegated and assigned to the Executive Committee from time to time.
 2. All actions taken by the Executive Committee shall be by majority of those serving on the Committee if taken at a meeting or by unanimous written approval if taken without meeting. Action by the Executive Committee shall be reported to the membership.
 3. Meetings of the Executive Committee shall be called from time to time, at discretion of the President, or at the request of any member thereof. Vacancies in committee chairs, other than elected officers, shall be filled by the President.
- B. Standing Committees:
1. Finance Committee: The Finance Committee shall be responsible for preparing and overseeing the annual budget of the North Tillamook County Womens Association. The Finance Committee shall be responsible for presenting to the membership the results of the financial review and/or audit, and for executing those recommendations in the financial review and/or audit that are approved by the membership. The Finance Committee shall be chaired by the Treasurer, and others as the President may appoint.
 2. Nominating Committee: The Nominating Committee shall present a slate of officers to the membership to be voted on at the annual meeting of the membership in April of each year. Officers thus elected shall take office at the meeting in which they are elected. The Nominating Committee shall, from time to time, nominate individuals to fill vacancies as they occur. The Nominating Committee shall be comprised of the chair, plus at least two individuals from the general membership appointed by the President.
 3. Fundraising Committee: This committee shall suggest and carry out activities which raise funds in accordance with Article II, sections A and B of these by-laws.
 4. Scholarship Committee: The Scholarship Committee shall design criteria and method of selection for annual presentation to scholarship recipient(s). Said criteria shall be presented to the membership of North Tillamook County Womens Association for approval. The Scholarship Committee shall advertise the availability of scholarships, meet to make decisions about qualified recipients, and shall report their recommendations to the membership at the annual meeting in April, for ratification by the membership.

C. Other Committees: The President, with advice of the Executive Committee, may establish such other committees as they deem necessary and desirable. Such committees shall be advisory committees and shall report to the Executive Committee and/or the membership.

D. Committee Duties and Responsibilities:

1. Committee chairs shall be responsible for developing an annual checklist of procedures to be followed by its members for presentation and approval by the membership.
2. Membership on any committee shall include at least one member of the Executive Committee.
3. The members of the Executive Committee and all committees of the North Tillamook County Womens Association shall serve without compensation, provided, however, that they may be reimbursed for actual expenses incurred in the course of acting on behalf of the organization as a committee member in accordance with the approved budget.

**ARTICLE VIII
AMENDMENTS**

These by-laws may be amended, in whole or in part, by the affirmative vote of the majority of the members present at any regular meeting of the membership, as described in Article V, section A, or at a special meeting called for that purpose, provided that notice of the meeting shall state that one of the purposes of the meeting is to consider the amendment(s), and such proposed amendment(s) be made available at least five days prior to the meeting.

**ARTICLE IX
DISSOLUTION**

In the event of liquidation, dissolution or termination of the North Tillamook County Womens Association for any reason, the remaining assets and other property of the corporation, if any, shall be used for the benefit of, or be distributed to, any nonprofit organization which, in the opinion of those officers then presiding, most closely adheres to the organization's stated mission.

Adopted on February 5, 2019 [date]

President Ellen Boggs
Vice President Mary Brayman
MARY BRAYMAN

Secretary Susan L. Calhoun
Treasurer Barbara Gustafson
BARBARA GUSTAFSON