



Bylaws
Of
Cultural Coalition of Washington County
As Proposed, Voted and Adopted by the Board of Directors
On
May 20th, 2021

Article I: Name

The name of the non-profit corporation is “Cultural Coalition of Washington County” (CCWC), located in Washington County, in the State of Oregon.

Article II: Mission

Mission Statement: the Cultural Coalition of Washington County (CCWC) is the re-granting board of the Oregon Cultural Trust in Washington County. The CCWC also promotes the cultural identity, quality of life and economic vitality of Washington County and its arts, heritage and humanities organizations.

Article III: Non-Membership

The corporation shall have no members. The organization shall consist of a self-selecting volunteer Board of Directors (hereafter referred to as “Directors”).

Article IV: Board of Directors

Section 1: Duties

The day-to-day affairs of Cultural Coalition of Washington County shall be managed by the Chair of the Board of Directors. The Board of Directors will oversee all general operations of the organization.

Section 2: Officers of the Board of Directors

The Board of Directors shall consist of a minimum of three and not more than fifteen voting Directors.

- A. Chair
- B. Vice Chair
- C. Secretary
- D. Treasurer
- E. Up to eleven additional Directors

Section 3: Terms and Election of Board Members

- A. Directors shall be residents of Washington County, or own property in Washington County, own a business or rent studio space in Washington County, or operate an arts/cultural/heritage group or school based in Washington County.
- B. Nominations for the Board of Directors can be made by any director and submitted to the Board electronically between meetings.
- C. Voting may occur at the next regular meeting after nominations are made. Voting may also take place at specially-called meetings.
- D. Notice of resignation from the Board shall be submitted to the Board Chair in printed or electronic writing prior to vacating the position.
- E. The term of office for Directors shall be three years from the month they are appointed. A Director may be elected for up to two consecutive three-year terms. Directors may serve additional terms after at least a one-year hiatus from Board service.
- F. Any Director may be removed, with or without cause, by an affirmative vote of two-thirds of the Directors then in office.

Section 4: Terms and Election of Officers

The Board of Directors shall elect the Chair, Vice Chair, Secretary, and Treasurer to serve one-year terms that follow the calendar year. An officer may be re-elected to a particular office without limitation. In the case of a vacancy, an officer may be appointed mid-term to serve the remainder of the term. An officer may hold two offices simultaneously, if necessary.

Section 5: Resignation of Officers

Notice of resignation from an elected position shall be submitted to the Board Chair in printed or electronic writing.

Section 6: Vacancy of Officers

A vacancy in any office will be filled at the next board meeting, with Chair or Vice Chair assuming duties until that time.

Section 7: Other Officers

The Board of Directors may elect or appoint other officers, agents and employees, as it deems necessary and desirable. Those appointed shall hold their offices or positions for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 8: Chair

The Chair shall be the chief officer of the corporation and is a full voting member. The Chair shall have other powers and duties as prescribed or limited by the Board of Directors.

Section 9: Vice Chair

The Vice Chair shall perform the duties of the Chair in the event of the Chair's absence and perform any other duties as prescribed by the Board of Directors.

Section 10: Secretary

The Secretary is responsible for keeping all records of the Board. The Secretary will also be responsible for the performance of all state-mandated duties required of the position of Secretary. Some or substantially all the functions of the Secretary may be performed by another individual appointed by the Board.

Section 11: Treasurer

The Treasurer shall have the responsibility of reviewing all assets and accounts of the Board. The Treasurer shall keep the Board informed of the financial status of the corporation and make such recommendations, as deemed necessary. The Treasurer is responsible for the performance of all state-mandated duties required of the position of Treasurer. Some or substantially all of the functions of the Treasurer may be performed by another individual appointed by the Board.

Section 12: Quorum and Action

A quorum at a Board meeting shall be a majority of the appointed number of Directors, that is: fifty percent plus one. If a quorum is present, action is taken by an affirmative vote of a majority of the participating Directors, except as provided otherwise by these bylaws.

Section 13: Regular Meetings

Regular meetings of the CCWC Board of Directors shall be held at least quarterly at the time and place to be determined by the Directors.

Section 14: Special Meetings

Special meetings of the CCWC Board of Directors shall be held at the time and place to be determined by the CCWC Chair, or at least three CCWC Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be communicated in any form to all Directors no less than two days in advance.

Section 15: Meeting by Telecommunications

Any regular or special meeting of the Board of Directors may be held by telephone or via telecommunications in which all Directors participating may hear each other in compliance with state law. A vote can be called by email if action needs to be taken before the next regularly scheduled Board meeting and if a special meeting or telecommunication meeting is not called. All procedures for voting must comply with ORS Chapter 65.

Section 16: No Salary

Directors are volunteers, and shall not receive salaries for their Board services.

Article V: Committees of the Board of Directors

Section 1: Standing and Ad Hoc Committees

The Executive Committee shall consist of the elected officers of the Board: Chair, Vice Chair, Secretary and Treasurer. The Board of Directors may establish standing or ad hoc committees, as

it deems necessary. Ad hoc committees may exercise functions of the Board of Directors or may be advisory committees. All actions taken by ad hoc committees will be subject to an affirmative vote of the Board of Directors.

Section 2: Limitations on the Powers of Committees

No committee may authorize the payment, transfer, or use of any of the assets of the corporation unless otherwise authorized in the budget or via motion at a board meeting. No committee may authorize the election, appointment, or removal of Directors or fill vacancies on the Board or any of its committees. Nor may any committee amend, or repeal the Articles, bylaws, or any resolution of the Board of Directors. All of these functions must be carried out by vote of a quorum of the full Board of Directors.

Article VI: Corporate Indemnity

This corporation will indemnify its officers and directors to the fullest extent allowed by current or future law. The CCWC Chair (or other appointed Director(s)) will be responsible for maintaining various types of insurance to fully indemnify the Board and Corporation to a prudent and reasonable extent and shall yearly notify the Board as to the coverage.

Article VII: Finances

Section 1: Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December.

Section 2: Financial Records

The financial affairs of The CCWC shall be carried out as follows:

- A. The Board of Directors may authorize any officer or officers to enter into any contract in the name of and on behalf of the corporation. Such authority may be specific or confined to specific circumstances.
- B. No checks, drafts or other orders for the payment of money may be made with corporate assets without the prior approval of the Board of Directors, except as otherwise authorized by Board policy.
- C. No loans, gifts or grants exceeding \$20 per occurrence shall be made by the corporation to any current officer, Director, or their immediate family members. Nothing in this section prevents the payment or reimbursement of expenses incurred by such persons as authorized by Board policy.
- D. The corporation shall use its assets solely in the interest of nurturing and promoting arts, culture, heritage, and humanities in Washington County and the surrounding region, for the exclusive objectives and purposes specified in these Bylaws and its Articles of Incorporation, and for defraying reasonable administrative expenses. No corporate asset shall inure to the benefit of its Directors, except as otherwise authorized by these Bylaws.

Section 3: Conflict of Interest

In the event that a member engages in business with the County or an arts organization in a way that could present a potential conflict of interest with matters within the CCWC's purpose, such member will declare the potential conflict of interest and refrain from voting on any such matters.

Section 4: Dissolution Procedure

Upon dissolution of the CCWC, any assets remaining shall be distributed to one or more corporations, regularly organized and qualified, or to one or more charitable, educational, scientific, or philanthropic organizations such as those defined in sections 501(c)(3) and 501(c)(6) and any applicable regulations of the Internal Revenue Code.

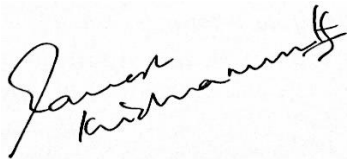
Article VIII: Amendments

These Bylaws may be amended or repealed, and new Bylaws adopted by the Board of Directors by a majority vote of Directors present if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least seven days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider proposed amendments to the bylaws and shall contain a copy of the proposed amendment.

Article IX: Day-to-day policies

Specific policies not addressed in the Bylaws will be addressed in other documents such as, but not limited to, the "Cultural Coalition of Washington County Policies and Procedures Manual." These policies can be changed at will by a majority of the Board (where a change would not conflict with a state or federal law), and any motions in a Board meeting that adopt new, or change existing policies, will immediately become part of the Policies and Procedures Manual.

Adopted: May 20, 2021, by the Cultural Coalition of Washington County Board of Directors



Signature

Ramesh Krishnamurthy
Vice-Chair/Secretary
Beaverton, OR 97007

Amendments:

- 1. Amended September 02, 2021 – Updated Article VII, Section 1 : Fiscal Year. shall begin on the first day of ~~July~~ January and end on the last day of ~~June~~ December.**