

Oregon Festivals and Events Association Bylaws

ARTICLE I – NAME AND PURPOSE

Section I - Name

This organization shall be known as the Oregon Festivals and Events Association.

Section II - Purpose and Scope

The Oregon Festivals and Events Association (OFEA) is a registered mutual benefit non- profit corporation in the State of Oregon. Its purpose will be to assist members in achieving the goals of their respective events by providing opportunities for education, promotion, networking and leadership development so as to enhance the quality of life within the community and promote a better understanding of the contributions of Special Events within the State of Oregon.

Section III – Dissolution

Upon dissolution of the corporation, the corporation will distribute its assets to an organization organized for a public or charitable purpose, a religions corporation, to the United States, to a state, or to an organization which is tax exempt under Internal Revenue Code Section 501 (c)(3). 501 (c) (6)

ARTICLE II - MEMBERSHIP

Section I - Members

Membership shall be open to organizations active in producing, managing and/or supplying goods or services to festivals, special events, civic celebrations and other similar events. Additional individuals from the same organization can also join the association but voting rights to individual members causing multiple representation for any member organization may be restricted. Individual membership will qualify for all other member benefits. The Board of Directors shall establish membership categories as deemed appropriate.

Section II - Voting Rights

Only those members whose dues are paid for that fiscal year shall be entitled to vote. There shall be one vote per member organization. There shall be one membership per organization and one individual from the organization shall be named as its voting delegate or representative. Such voting representative shall be designated on the application/renewal name for membership purposes. The voting representative may designate an alternate for any

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Original Bylaws adopted 2001.

meeting of the organization. All parties of the member organization qualify to receive member benefits exclusive of voting rights.

Section III - Annual Dues

The annual dues for members of OFEA shall be determined from time to time by the OFEA board of directors. Dues shall be paid for the calendar year to OFEA.

Section IV - Requirements for Membership

Applicants for membership, may, at the discretion of the officers and subject to applicable law, be required to provide the following:

1. Appropriate evidence of the operating status of the organization and its adherence to ethical and professional business standards and practices.
2. Willingness to abide by the rules, regulations and professional standards and practices of OFEA.

Section V - Termination of Membership

A membership may be forfeited for nonpayment of dues or for conduct, which the board of directors shall deem to be contrary to the best interests of OFEA .

Section VI - Meeting of Members

The annual meeting of the members shall be held at the annual business conference of OFEA or at such other places as the Chair may designate in the notice of such meeting. Special meetings of the members for any purposes may be called at any time by the Chair, the board of directors, or by signed resolution of ten percent of the voting members. The notice of such meeting shall state the purpose of the meeting, although other matters may be addressed and acted upon during the meeting.

Section VII - Election of Officers and Board of Directors

The nominating committee shall prepare for the board of directors and the annual meeting of the membership a list containing the names of active voting members in good standing, to be elected as officers and board of directors members for the ensuing year.

Section VIII - Quorum

At any meeting of the **members** of OFEA, the members present will constitute a quorum.

A simple majority vote by the quorum is required to approve proposals submitted to the membership.

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ARTICLE III - BOARD OF DIRECTORS

Section I - Board of Directors

The governing body of OFEA shall be the board of directors, which shall have and exercise all the power and authority granted by law to OFEA.

The board of directors is the policy making arm of OFEA. It shall, in consultation with the staff and officers, establish the OFEA budget, programming and general policy.

Section II - Number

The board of directors shall be comprised of a minimum of five and a maximum of 15 voting members, inclusive of the officers

Section III - Qualifications

Any representative of any member organization, in good standing, may be nominated and serve as elected to the board of directors.

Section IV - Term

Board members will be elected to a term of three years, unless a board member is elected to an officers position, in which case he or she can serve until he or she completes that term. If elected to the position of Chair, Board members will extend their term to accommodate the year of immediate past chair. Upon completion of term and/or officers term the board member may be re elected to serve as a board member.

1. The board at its discretion may from time to time adjust or stagger board terms prior to election in order to maintain a healthy turn-over and stagger of board terms.
2. Thereafter board terms shall commence after the election which takes place during the annual meeting of the OFEA members. Terms shall begin April 1 and expire March 31 following the second year.

Section V - Vacancies

In the event of termination of any member of the board of directors, for any reason, the Chair is authorized to fill by appointment the remaining term of the office. Once appointed the board member shall be considered interim until which time as the membership votes for that member to become a full board position.

Section VI - Resignation/Removal of Officers and Board of Directors Members

The board of directors shall have the right to declare any office, including that of a board of directors member, vacant. The board of directors may declare vacancies when officers and board of directors members have conducted themselves in a manner that reflects adversely on the principles and good name of OFEA. A minimum of 75% attendance is

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required at quarterly board meetings. Excessive absence will be grounds for removal of officer by board action.

Section VII - Quorum

One half plus one board member shall constitute a quorum of the board. A simple majority of the quorum is required to approve the actions of the board. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the Board entitled to vote with respect to the subject matter thereof or by duly verified written consent by electronic means, including consent sent by email transmission. Such consent shall have the same effect as a unanimous vote.

Section VIII - Executive Office of the Organization

The location of the current Chair will serve as the executive office of OFEA. The OFEA board of directors may designate another site to be the headquarters of the organization.

Section IX - Meetings

Meetings of the board of directors shall be held at any place and time which has been agreed upon by the board of directors, or by written consent of the majority of the board of directors members. Notice of the time and place of any and all meetings of the board of directors shall be given personally to the perspective members or sent to each respective member by mail or other form of written communication and will be delivered at least twenty-four hours prior to the time of the holding of said meeting.

Section X– Electronic Notices and Email votes

The Board of Directors may use fax and email correspondence to determine issues, survey members and members of the board and vote on non-critical financial issues. The board shall then ratify that vote at the next general meeting of the board. Email and fax meeting notices are an accepted practice for the OFEA. When possible the board shall pre-determine this method at a previous meeting.

ARTICLE IV - OFFICERS

Section I - Officers

The officers of OFEA shall be elected by the voting members, and each shall hold office for two years or until he/she shall resign, shall be removed or otherwise disqualified to serve, or until a successor shall be elected.

Section II - Composition

The officers of OFEA shall be a Chair, A vice-Chair, a Secretary, A treasurer, and an

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immediate Past-Chair by reason of title.

Section III - Duties of the Chair

The Chair is the Chief Executive Officer of OFEA and is responsible for the direction and control of the business of OFEA. The Chair shall preside at all meetings of the board of directors, officers, and/or members. The Chair shall be an ex officio member of all committees and have the general powers, duties and management usually vested in the office of Chair of a corporation.

Section IV - Duties of the Vice-Chair

In the absence, disability or refusal to act by the Chair, the Vice-Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair.

Section V - Duties of the Secretary

The Secretary shall keep or cause to be kept at the principal office of OFEA a book of minutes of all meetings of the board of directors and members. The Secretary shall also keep or cause to be kept at the principal office of OFEA, membership records containing the name and address of each member: and shall give or cause to be given the notices of regular and special meetings, to the members as provided in these Bylaws. The Secretary shall perform or cause to be performed such other and further duties that may be required by law or as may be prescribed or required from time to time by the board of directors or the Bylaws.

Section VI – Duties of the Treasurer

The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and the business transactions of OFEA, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The book of accounts shall at all times be open to the inspection by any members of OFEA (at the expense of such member).

The Treasurer shall deposit or cause to be deposited all money and other valuables in the name and to the credit of OFEA with such depositories as may be designated by the Treasurer or Chair. The Treasurer shall disburse or cause to be disburse the funds of OFEA as ordered by the Chair (or his designee) and/or the board of directors and shall render to the Chair and board of directors upon request an account of all the transactions as Treasurer, and of the financial condition of OFEA. The Treasurer shall cause an annual review to be made of the OFEA records by a certified public accountant, an accountant, or accounting firm approved by the board of directors. The Treasurer shall perform or cause to have performed such other and further duties as may be required from time to time by the board of directors or the bylaws.

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Section VI - Committees

The officers may establish, from time to time, such committees, as it may deem necessary. There shall be one (1) standing committee of the corporation: Nominating.

The Nominating Committee shall be comprised of a minimum of two (2) voting members of the organization. The Chair of the Nominating Committee shall be the Immediate Past Chair. The Chair Elect shall be an ex-officio member of the Nominating Committee. The Nominating Committee shall prepare for the annual meeting of the board of directors and the membership a list containing the names of active voting members, in good standing, to be elected as officers and board of directors members for the ensuing year. Such list may include any board of directors members or officers then and theretofore holding office.

ARTICLE V - BYLAWS

Section I - Procedure for amendment or repeal

Subject to any limitations contained in the articles of incorporation and to any provisions of law applicable to the amendment of Bylaws of non-profit corporations, these Bylaws may be altered, amended, or repealed or new Bylaws adopted by a two-thirds majority of the board of directors.

A board member or any five members may propose the repeal, amendment or adoption of new bylaws. Notice and copy of such proposed amendment shall be received by all committee members at least 14 days prior to the meeting to consider the proposed amendment.

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