

## **Bylaws**

### **Linn County Cultural Coalition**

#### **Article 1: Purpose**

##### **Section 1. IRC Section 501(c)(3) Purposes**

The Linn County Cultural Coalition is organized and operated exclusively for public or charitable purpose as specified in Section 501(c)(3) of the Internal Revenue Code. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions).

##### **Section 2. Special Objectives and Purposes**

As an independent, non-profit corporation, Linn County Cultural Coalition is organized for the purpose of enhancing development of the arts, heritage, and humanities in Linn County through periodic distributions of grant monies from the Oregon Cultural Trust to eligible grantees. This Coalition shall qualify as a tax exempt organization under Internal Revenue Code so that it may receive, hold, and distribute funds to augment allocations from the state endowment pursuant to ORS 359.426(3)(b) and ORS 359.436.

##### **Section 3. Business Office**

The Linn County Cultural Coalition shall maintain an office and hold meetings at the Linn County Parks & Recreation office: 3010 SW Ferry, Albany, OR 97322 until it determines a permanent headquarters.

#### **Article 2: Non-membership**

**Section 1.** This Coalition shall have no members.

#### **Article 3: Board of Directors**

##### **Section 1. Number**

This Coalition shall have not more than fifteen directors and collectively they shall be known as the Board of Directors. No more than five of the directors shall be ex-officio members serving as liaisons from such organizations as City Council, Linn County Fair and Expo, Albany Boys and Girls Club, Albany Downtown Association, the Albany Chamber of Commerce, and the Linn County Board of Commissioners. Ex-officio members will have the right to vote on motions brought before the board.

## **Section 2. Qualifications**

Coalition directors shall be eighteen years of age or older who represent the breadth of Linn County and have demonstrated interest and or expertise in varied cultural activities and disciplines. At least one director shall represent each of the three main categories mandated by the Oregon Cultural Trust: arts, heritage, and humanities. The Coalition directors will also represent both urban and rural areas in Linn County and provide representation from key segments of the region; such as business, the media, libraries, and colleges.

## **Section 3. Powers**

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation, the activities and affairs of this Coalition shall be conducted under the direction of the board of directors.

## **Section 4. Duties**

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws.
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Coalition.
- c. Supervise all officers, agents, and employees of the Coalition to assure that their duties are performed properly.
- d. Meet at such times and places as required by these bylaws.
- e. Register their reasonable contact information with the secretary of the Coalition, so that notices of meetings, events, and distributed information through such contact avenues shall be valid notices thereof.

## **Section 5. Special Teams**

The board of directors may create special teams as it may deem necessary to carry out specific functions of the coalition. Members of special teams may include persons not serving on the board. Teams may be dissolved as the board sees fit.

## **Section 6. Term of Office**

Each director shall hold office for a period of three years and/or until his or her successor is elected and qualifies. A director may be reelected without limitation of the number of terms she or he may serve. The board shall elect its own directors, except that a director shall not vote on his or her own position.

### **Section 7. Compensation**

Directors shall serve without compensation but shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance.

### **Section 8. Vacancies**

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased. Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board of directors and newly created board positions shall be filled by a majority vote of the existing board of directors or by a sole remaining director.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors. Such resignation shall take effect at the time specified by the resigning director.

Any person elected to fill an unexpired term shall serve for the remainder of the term of the vacating director. That person may be considered for election to a term of three years in his or her own right after fulfilling the unexpired term of another.

### **Section 9. Removal**

When it is determined that such action is in the best interest of the Coalition, directors may be removed from office at any duly-announced Coalition meeting, with or without cause, by a vote of two-thirds of the board of directors as permitted by and in accordance with the laws of this state.

### **Section 10. Regular Meetings**

The Coalition shall act in the spirit of Oregon's open meetings and records policies. Business meetings of the Coalition shall be open to the public. Business meetings of the Coalition shall be scheduled as determined by the Coalition directors but not less than quarterly.

### **Section 11. Special Meetings**

Special meetings of the board of directors shall be held at the time and place to be determined by the board of directors. Notice of such meetings, describing the date, time, place and purpose of meeting, shall be delivered to each director personally or by telephone or by mail or by e-mail not fewer than three days prior to the special meeting.

### **Section 12. Alternative Meeting Venues**

Any regular or special meeting of the board of directors may be conducted through use of any means of communication by which all directors participating may simultaneously hear each other (i.e. conference calling) or within a prearranged time frame, read and respond to each other's comments (i.e. electronic communications).

### **Section 13. Quorum for Meetings**

A majority of Coalition directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

### **Section 14. Conduct of Meetings**

Meetings of the board of directors shall be presided over by the president of the Coalition, or in his or her absence, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the Coalition shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting. When a quorum is present, voting will be carried by a majority of those present.

### **Section 15. Non-liability of Directors**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Coalition.

### **Section 16. Action by Consent**

Any action required or permitted by law to be taken at a meeting of the board may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all the directors.

## **Article 4: Officers**

### **Section 1. Designation of Officers**

The officers of the Coalition shall be President, Secretary, and Treasurer. The Coalition may also have a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board of directors.

### **Section 2. Qualifications**

Any director may serve as officer of this Coalition.

### **Section 3. Election and Term of Office**

Officers shall be elected by the board of directors, at any time, and each officer shall hold office for one year, or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. An officer may be reelected without limitation of the number of terms the officer may serve.

#### **Section 4. Removal and Resignation**

Any officer may be removed, either with or without cause, by a two thirds votes of the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the Coalition. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **Section 5. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. A vacancy in any office shall be filled not later than the first regular meeting of the board of directors following the vacancy.

#### **Section 6. Duties of President**

The president shall:

Be the chief executive officer of the Coalition and shall, subject to the control of the board of directors, supervise and control the affairs of the Coalition and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, the president shall preside at all meetings of the board of directors. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the Coalition, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

#### **Section 7. Duties of Secretary**

The secretary shall:

Have overall responsibility for office record keeping with the exception of financial information designated to the treasurer.

Certify and keep the original, or a copy, of these bylaws as amended or otherwise altered to date.

Shall perform, or cause to be performed the official recording and keeping of the minutes of all proceedings of the board of directors meetings and actions, and, if applicable, meetings of committees and of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof and will sign minutes of all board meetings.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Exhibit at all reasonable times to any director of the Coalition, or to his or her agent or attorney, on request therefore, the bylaws, the participant roster, and the minutes of the proceedings of the directors of the Coalition.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

### **Section 8. Duties of Treasurer**

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Coalition, and deposit all such funds in the name of the Coalition in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the Coalition from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Coalition as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Coalition's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the Coalition, or to his or her agent or attorney, on request therefore.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the Coalition.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports and present the financial reports to the board.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

### **Article 5: Corporate Indemnity**

This Coalition will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of the Coalition or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the Coalition. No amendment to this Article that limits the Coalition's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The Coalition shall interpret this indemnification provision to extend to all persons covered by it provisions the most liberal possible indemnification—substantively, procedurally, and otherwise.

## **Article 6: Amendments to Bylaws**

These bylaws may be amended or repealed, and new bylaws adopted, by the board of directors by a majority vote of the directors, if a quorum is present. Prior to the adoption of the amendment, each director shall be given at least two 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 a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

### ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this Coalition, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 7 preceding pages, as the bylaws of this Coalition.

Dated: December 8, 2008

President: \_\_\_\_\_  
Audie Hekkila

Secretary: \_\_\_\_\_  
Brian Carroll

Treasurer: \_\_\_\_\_  
Michael Medley

Director: \_\_\_\_\_

Director: \_\_\_\_\_

Director: \_\_\_\_\_

Director: \_\_\_\_\_

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