

ARTICLE I Name and Location

Section A.

- The name of the corporation shall be the Portland Pets and Handlers doing business as PDX PAH, heretofore referred to as PDX PAH or “club”.

Section B.

- PDX PAH is organized and incorporated as a not for profit corporation organized exclusively for educational and social purposes under ORS Chapter 65 and Section 501(c)(7) of the Internal Revenue Code.

Section C.

- Notwithstanding any other provision of the bylaws, the corporation shall not carry on any activities not permitted by Section 501(c)(7) of the Internal Revenue code, or corresponding section of any future successor or amendment to that code.

Section D.

- Registered Office and Agent. The name of the registered agent and office of the PDX PAH is registered with the Oregon Secretary of State’s office and is available upon request from that office or from the current Treasurer of PDX PAH.

Section E.

- Fiscal Year. The club’s fiscal year shall begin January 1 and end on December 31.

ARTICLE II Purposes

- The purpose of PDX PAH is to promote the human-pet, handler, and related lifestyles, organize social activities for its members, and educate its members and the public about human-pets, handlers, and related lifestyles.

ARTICLE III Members

Section A. Eligibility and Procedure

- PDX PAH shall not discriminate on the basis of ages 21 and older, disability, religion, race, ethnicity, color, sexual orientation, socio-economic status, indigenous origin, national origin, gender, gender expression, weight, size, or neurotype. All members shall be individuals and be 21 years of age or older. Any person eligible for membership shall become a member by completing and submitting an official application and paying dues.
- Membership may be revoked or denied for those whose actions are deemed by the Board of Directors to be injurious to the club or its members.

Section B. Dues

- Membership shall be maintained by paying dues annually.
- The amount, terms, and method shall be determined by the Board of Directors.
- The Board of Directors shall have the authority to temporarily waive dues for members.
- If a member has not paid dues by the last day of their membership year, the member shall be automatically dropped from membership in PDX PAH.

ARTICLE IV Board of Directors

Section A. Board Composition

- The Board of Directors shall be composed of members.
- The number of Board of Directors shall be a minimum of three (3).
- The exact number of which shall be fixed from time to time by resolution of the Board of Directors based on the needs of the group.

Section B. Board Powers

- The Board of Directors shall have full power and authority over the affairs of PDX PAH.

Section C. Election of Board Members

Nominations

- Nominations shall be solicited by (an) appointee(s) of the Board of Directors.
- A nominee must be a Member in good standing for a period of at least three months prior to the beginning of the election to run for a position on the board. A member who does not meet this eligibility requirement may submit to the board a request for an exception to this requirement. Acceptance or denial of such exceptions shall be determined by the board.
- Nominees must be willing to serve on the Board.
- A Member may nominate a Member as a candidate for a Board position.
- A Member may nominate themselves.
- Nominations will be open for a period no less than 28 days, beginning no later than November 1.
- Eligible nominees will be announced at the close of the nominations period.

#### Elections

- Voting will be open to Members in good standing.
- Voting will take place electronically or remotely via mail so long as the identity of the Member is documented.
- Each member will be given a ranked choice ballot with all nominees.
- Voting opens after nominees are announced, runs for a minimum of ten days, and must be concluded by December 10.
- The winners of the election will be determined by the weighted votes as tallied by the Board.
- In the event of a tie, the current board will make a determination of the outcome.
- The winners of the election will be announced prior to the annual meeting.
- The new board's term begins at the annual meeting.

#### Vacancies

- In the event of a vacancy on the Board, Board Members may elect to fill that vacancy via a special appointment by majority vote of the Board.
- Appointees filling vacancies are subject to the same qualifications as Board Nominees as detailed in this section.

#### Section D. Officer Appointment

- The Board of Directors shall appoint the officers at the annual meeting as outlined in ARTICLE V of these bylaws

#### Section E. Voting

- At a meeting of the Board of Directors, a majority vote of Board Members present shall be required to adopt any motion, amendment to motions, or resolution or to appoint an officer to a vacancy, unless a greater number is required by these bylaws, special rules of order, or the parliamentary authority.
- Outside of meetings, when conducting business remotely, a majority vote of all Board Members shall be required to adopt any motion, amendment to motions, or resolution, unless a greater number is required by these bylaws, special rules of order, or the parliamentary authority.
- All motions and votes conducted remotely will be noted in the minutes of the following monthly Board Meeting.

#### Section F. Removal

- A member of the Board of Directors may be removed from the Board by a majority vote of the current Board of Directors
- Members may petition the Board of Directors to hold such a vote.
- If a Director is removed who held an officer position, they are also removed as an officer.

#### Section G. Membership Lapses

- If a Board member's membership with PDX PAH expires during their term on the Board, they shall have 30 days to renew membership or be removed from the Board by default.
- A Board member whose membership with PDX PAH has expired will not have a vote on the Board until such time that they renew.

## ARTICLE V Officers

### Section A. Officers

- The officers of PDX PAH shall be a President, a Vice President, a Secretary, a Treasurer and a Sergeant at Paws.
- The offices of President, Secretary, and Treasurer must be filled at all times, by separate individuals, in accordance with Oregon and U.S. law.
- An officer is a member of the Board of Directors appointed to perform a specific duty, in addition to ad hoc tasks.

#### Section B. Qualifications

- The officers shall be appointed by the Board of Directors from the current Board of Directors and must be current members of the PDX PAH.

#### Section C. Duties

- Officers shall perform the duties prescribed in these bylaws, the standing rules, and the parliamentary authority, or as directed by the Board of Directors.
  - President. The President shall:
    - Preside over the meetings of the members and Board of Directors
    - Set agenda for meetings, and
    - Speak on behalf of PDX PAH, subject to guidelines established by the Board of Directors
  - Vice President. The Vice President shall:
    - Perform the duties of the President in the absence of the President, and
    - Speak on behalf of PDX PAH, subject to guidelines established by the Board of Directors.
  - Secretary. The Secretary shall:
    - Keep a record of all meetings of the members and Board of Directors,
    - Keep a record of all who attend the meetings, and
    - Keep the official records of PDX PAH.
  - Treasurer. The Treasurer shall:
    - Maintain the books of accounts,
    - Receive and disburse all funds of PDX PAH
    - Maintain all records of income and expenditures, and
    - File all necessary paperwork with government agencies.
    - Authorized Signers will be President and Secretary, and may include Treasurer.
  - Sergeant at Paws. The Sergeant at Paws shall:
    - Maintain order and discipline at meetings and in communications with the Board of Directors,
    - Strive to ensure the safety and welfare of the members, and
    - Serve as the Parliamentarian, enforcing the bylaws, regulations, and decisions of the membership and Board of Directors.

#### Section D. Appointments

- The officers shall be appointed by the Board of Directors at the annual meeting.
- Appointment of officers shall be majority vote of the members of the Board of Directors.

#### Section E. Term

- The officers shall serve from the time of appointment until the next annual meeting.

#### Section F. Other Officers

- The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable.
- The Board of Directors shall determine the authority and duties of these officers.
- The Board of Directors shall determine the term length for which they will hold the office.

#### Section G. Vacancies

- In the event of a vacancy in the office of President, the Vice President shall become President for the unexpired term.
- A vacancy in any office, except President, shall be filled by the Board of Directors for the unexpired term in a manner determined by the Board of Directors by majority vote.

#### Section H. Removal

- Officers may be removed from office by a majority vote of the Board of Directors.
- Members may petition the Board of Directors to hold such a vote.

## ARTICLE VI Meetings

### Section A. Annual Meeting

- The annual meeting will be held in January.
- The date, time, and location of the annual meeting shall be determined by the Board of Directors.
- The annual meeting shall be for the purposes of appointing officers, establishing the focus of the next year, receiving reports from the previous year's officers, and for any other business that may arise.

### Section B. Monthly Meetings

- The date, time, and location of the monthly meeting shall be determined by the Board of Directors.
- The monthly meeting shall be for the purposes of routine club business such as Treasurer's report, Secretary's report, old business, motions for new business, and anything for the Good of the Order.

### Section C. Special Meetings

- Special meetings of the members may be called by a majority of the Board of Directors or at the request of 25 percent of the members.
- The purpose of the special meeting shall be stated in the meeting notice.
- The meeting shall be conducted by an appointee of the Board of Directors.

### Section D. Notice

- The Secretary shall send a notice of the annual meeting or any special meeting to the members between ten and fifty days before the date of the meeting.
- The notice shall include the date, time, location of the meeting, and agenda.

### Section E. Quorum

- A Fifty-one percent majority of the Board of Directors of PDX PAH shall constitute a quorum.
- A quorum is the minimum number of Board of Directors required to conduct club business.

### Section F. Participation

- Closed meetings may be called by a member of the Board of Directors and approved by a majority of the Board of Directors.
- Any Director may attend a closed meeting as well as anyone called by a majority of the Board of Directors
- Open meetings may be attended by both members and the public.
- Meetings are considered open unless stated closed.

### Section G. Emergency Meetings

- An emergency meeting may be called by the Board of Directors to conduct business with imminent needs for the proper functioning of the board.
- Emergency meetings must be approved by a two-thirds majority of the Board prior to the calling of the meeting.
- Emergency meetings may occur without notice to club members prior to the meeting.

## ARTICLE VII Committees

### Section A. Budget Committee

- A Budget Committee shall be appointed by the Board of Directors during the annual meeting
- The first duty of the committee shall be to draft an annual budget for their fiscal year no later than April 1, to be approved by the Board
- The second duty of the committee shall be to recommend no later than November 30 a budget for the first quarter of the next fiscal year, to be approved by the Board
- The Treasurer will be the Chairperson of the Budget Committee

### Section B. Audit Committee

- An Audit Committee shall be appointed by the Board of Directors annually and whenever there is a change in Treasurer.
- The previous year's Treasurer shall not be a member of the Audit Committee.
- The duties of the committee shall be to audit the Treasurer's accounts and to report to the Board of Directors.

### Section C. Appointment

- The Board has the authority to appoint, remove, and replace committee chairperson(s) and members at its discretion.
- Committee members must be members in good standing.
- If a committee member's membership with PDX PAH expires during their term on the committee, they shall have 30 days to renew membership or be removed from the committee by default.

### Section D. President's Membership

- The President shall be invited to all committee meetings.
- The President shall not be barred from any committee meetings.
- The President is considered a voting member of any committee meeting they attend.

## ARTICLE VIII Notices

### Section A. Notices.

- The Board will make best reasonable efforts to send appropriate notices to members.
- Electronic Notices.
  - Any notice required to be delivered to a member may be sent electronically, provided that the member has consented to receive electronic notices and a record of that consent is kept by the Secretary.
  - A member may revoke their consent to receiving electronic notices by sending a written request to the Board.
  - In the event that the Board discovers that two consecutive electronic notices to any member could not be delivered to the destination provided, notice shall default to non-electronic methods.
- Other Notices.
  - Non-electronic methods of notice may include first-class mail.

## ARTICLE IX Member Discipline

### Section A. Procedure

- Any disciplinary actions shall require a majority board vote and be in compliance with parliamentary procedure, Oregon state laws, and U.S. federal laws.

### Section B. Appeal.

- Any member may make a compelling appeal to the Board of Directors.

## ARTICLE X Privacy Policy

### Section A. Policy

- PDX PAH may collect information on our Members for the purpose of facilitating the clubs operations
- Such information includes but is not limited to
  - Contact information
  - Club event attendance
  - Survey responses
- Individual Member data will not be shared outside of the club except for club operations.
- Removal of photos and other media from PDX PAH's platforms will be done by request.

## ARTICLE XI Parliamentary Authority

### Section A. Procedure

- The rules contained in the current edition of Robert's Rules of Order Newly Revised (the parliamentary authority) shall govern PDX PAH in all cases to which they are applicable and in which they are consistent with these bylaws, any special rules of order PDX PAH may adopt. These rules and bylaws may not contradict any federal, state, county or city laws applicable to PDX PAH.

## ARTICLE XII Safeguard Status Policy

### Section A. Policy

The affairs of PDX PAH will at all times be managed in such a way as to preserve and safeguard its 501(c)(7) tax-exempt status with respect to its transactions and arrangements with members, non-members and related organizations.

#### ARTICLE XIII Amendment

##### Section A. Selection

- These bylaws may be amended by a two-thirds vote of the Board of Directors.

##### Section B. Notice

- Members shall receive notice of the proposed amendment(s) at least 14 days prior to the Board voting on the amendment(s).
- The notice shall include the date and location of the meeting at which the vote will take place.

#### ARTICLE XIV Indemnification

##### Section A.

- To the extent permitted by law under ORS 65.387 to 65.414, PDX PAH elects to indemnify its past or present directors and officers against any and all liability and expenses actually and necessarily incurred by them in defense or settlement of any actual or threatened action, suit or proceeding in which they, or any of them, are made a party, by reason of their being or having been a director or officer of the PDX PAH.

#### ARTICLE XV Dissolution

##### Section A.

- Upon dissolution of this corporation, Assets on dissolution will be donated to one or more LGBTQ 501(C)(3) organization(s) that will be determined by the existing board and members.