

BY-LAWS
Of
SALEM EXECUTIVES ASSOCIATION
Revised, April 5, 2005

ARTICLE I. **Name and Location**

- Section 1. The name of the organization shall be the “SALEM EXECUTIVES ASSOCIATION”.
- Section 2. The office, principle place of business, and permanent headquarters of the Association shall be at Salem, Oregon.

ARTICLE II. **Object**

- Section 1. To create and encourage cooperative business efficiency and service to its members and to bring its members in contact with each other.
- Section 2. To exchange business information, methods and research among its members.
- Section 3. To encourage local and foreign trade expansion.
- Section 4. To develop the mental capacities and business efficiency of its members.
- Section 5. To provide for the social, scientific, educational, and fraternal interests of its members.

ARTICLE III. **Seal and Year**

- Section 1. The Association shall have a seal which shall be the usual form, bearing upon its face the words “Salem Executive Association”.
- Section 2. The Association shall operate and make all reports on a calendar year basis.

ARTICLE IV. **Membership**

- Section 1. Any adult person of good character, any firm or corporation in the City of Salem or vicinity, in good standing, actually engaged in business, is eligible to membership in the association; such adult person, firm or corporation shall not maintain or hold membership in a conflicting organization.
- Section 2. The membership in this Association shall consist of three classes, namely: Active, Alternate, and Honorary.

- Section 3. Active membership shall be limited to a person, firm or corporation owning his/her or its own business or profession, and, if it be a corporation or firm, it shall be represented in the Association by one of its owners, officers, managers or executive heads to be designated by such firm or corporation, subject to the approval of the Board of Directors of the Association. Provided, that any change in ownership, management or the designated person so representing any firm or corporation shall cause the membership to be terminated in 4 weeks and the representative of the firm and the firm shall both be immediately notified in writing of such fact. Provided, further, that such firm or corporation whose membership termination has been so notified may immediately apply for membership to the Board of Directors and may be accepted for membership by the Board of Directors without further procedure and without the payment of any admission fee.
- Section 4. The Board of Directors shall classify the different lines of business and professions and each active member shall represent one classification provided that not more than one member shall represent any particular classification. When a member of the Association represents a classification, no application for membership for said classification shall be accepted as long as said member retains their membership in the Association.
- Section 5. Alternates shall be limited to managers or executive heads in job title and authority and shall be approved by the Board of Directors. Alternates shall pay no dues and shall be entitled to attend all meetings of the Association.
- Section 6. Honorary memberships may be granted by the Board of Directors. Honorary members shall not pay any admission fee, shall pay no dues and shall not be entitled to vote, but shall be entitled to all other privileges of an active member. Any Honorary membership so granted, may at any time be recalled by the Board of Directors in the event such member shall be employed by a firm competitive to any member of this Association, or in any other event that the Board of Directors, in its sole discretion, may deem proper cause and in the best interests of the Association.
- Section 7. Any active membership whose dues are paid and in attendance will be entitled to one vote; said one vote shall be by the active member or their alternate.
- Section 8. Discrepancies and/or disputes over membership, ownership or alternates, will be handled on a case by case basis by the Board of Directors.

ARTICLE V.

Application for Membership

Section 1. Application for membership shall be presented to the Chairperson of the Membership Committee. The Membership Committee shall report its recommendation to the Board of Directors for consideration at their next regular meeting and if the Membership Committee and Board recommendation is favorable, the Board shall notify the membership of the application for two (2) consecutive weeks. Any member may file written objections with the Membership Committee, to such applications for membership, stating their objection. Such objection shall be confidential with the Membership Committee, or with the Board. At the next regular meeting of the Board of Directors, the Board of Directors shall hear the report of the Membership Committee, and should no objection have been filed with the Membership Committee by any member of the Association (which objection may be overruled by the Board of Directors) the applicant shall be declared elected to membership upon favorable votes by two-thirds (2/3) of the membership in attendance.

a) A sponsoring member may invite the prospective member to one lunch meeting as his or her guest, after approval from a screening committee consisting of the President-Elect (the Membership Chair), the Past President and one member at large.

Section 2. The President-Elect shall be the Chairperson of the Membership Committee.

Section 3. Any member not in arrears in dues or other fees may voluntarily resign from the Association by filling a written resignation with the Board of Directors.

Section 4. Members are subject to expulsion from the Association as determined by the Board of Directors for non-payment of dues and for failure to attend satisfactory attendance at regularly scheduled meetings. Attendance will be considered to be satisfactory if a member, or their alternate, is present for at least 75% attendance, up to two attendances per quarter will be counted if any excused absence is communicated to the Executive Secretary prior to or within 24 hours after the regular meeting.

A member granted a leave of absence will not be required to meet attendance requirements. A leave of absence may be granted to a member in good standing for a period not exceeding three months upon action of the Board of Directors, provided the member's dues will be paid during such leave of absence.

Section 5. Members are subjected to expulsion from the Association by two-thirds (2/3) vote of the members present at a regular meeting upon recommendation of the Board of Directors for infraction of the By-Laws, or in any case where the conduct of the member is unseemly or generally unsatisfactory or inimical to the best interests of the Association; such recommendation shall be reported at a regular meeting one week prior to the voting, provided that the member shall have the right to submit a written appeal to be read prior to a vote of the membership.

ARTICLE VI. **Admission Fees and Dues**

- Section 1. The admission fee of Active members shall be set by the Board of Directors. Alternate members shall pay no admission fee.
- Section 2. The dues of Active members shall be established by the Board of Directors at the first regular meeting in January and these dues will be payable quarterly in advance of the first meeting in any quarter.
- Section 3. Any members whose dues are not paid in full when due shall be notified immediately by letter that unless their dues are paid in full within the following thirty (30) days, their membership category shall be automatically vacated. The Board of Directors, however, shall have the power to suspend this provision in individual cases for what they deem to be good and sufficient cause.
- Section 4. Any changes in dues must be ratified by two-thirds (2/3) of the membership in attendance at a regular meeting.

ARTICLE VII. **Officers and Directors**

- Section 1. The Officers of the Association shall be President, President-Elect, Secretary and Treasurer. The President, President-Elect and Secretary shall be elected by majority vote of the membership in attendance at the last regular meeting in June and the last regular meeting in December. Treasurer shall be elected by majority vote of the membership in attendance at the last regular meeting in June. The said officers are automatically members of the Board of Directors in addition to the seven Directors provided for an Article VII, Section 2, following.
- Section 2. There shall be seven Directors who may be an active member or an alternate member, providing, however, that either must maintain a 75% membership attendance. Three shall be elected at the last regular meeting in June and December. The outgoing President shall automatically become a Director for six months immediately following their term of Presidency.

- a) The President, President-Elect, Secretary or Treasurer shall be a past or present Board Director and the individual must be an active attending member for a minimum of three years.
- b) Directors shall be an active or alternate member and the individual must be an active attending member for a minimum of one year.

Section 3. The Directors shall serve twelve months commencing the first regular meeting following the month in which they were elected, or until their successors are duly elected and qualified.

Section 4. Six Directors shall constitute a quorum.

Section 5. A vacancy in the Board of Directors shall be filled by the remaining members thereof, to serve until a new Board is duly elected and qualified.

Section 6. Any Director may be suspended by written notice at the discretion of the Board for non-attendance at three or more consecutive meetings of the Board, without sufficient excuse for such absence.

Section 7. The Board shall hold regular meetings at least once a month and such special meetings as the interest of the Association may require. Special meetings shall be called by the President or by the Secretary at the request of three or more Directors by timely notice or sent to each Director.

Section 8. The Board shall prescribe its own order and rules of procedure. Subject to Robert's Rules of Order and these By-Laws.

ARTICLE VIII.

Duties and Powers of the President

Section 1. The President shall serve for six months, or until their successor shall be duly elected and qualified.

Section 2. The President shall preside at all meetings of the Board of Directors and meeting of the membership and shall have a casting vote. The President shall appoint special committees from the Board of Directors or from the membership and shall have the authority to call a special meeting of the membership at any time.

Section 3. The President shall appoint an Auditing Committee, or Auditor, or Certified Public Accountant, consisting of members of the Association, unless otherwise directed by the membership, which appointment shall be approved by a majority vote of the membership, and vouchers of the Secretary and the Treasurer,

and report the conditions thereof at the next meeting of the Board of Directors.

Section 4. The President, Treasurer and/or Secretary shall counter-sign all checks covering bills approved by the Board of Directors.

ARTICLE IX.

Duties of the President-Elect

Section 1. The President-Elect shall serve for six months or until a successor shall be duly elected and qualified, and shall be elected at the last regular meetings of the membership in June and December and shall become the next President.

Section 2. The President-Elect shall be presiding officer in the absence of the President at the meetings of the Board of Directors or members and in the absence of the President shall be vested with all the powers and perform all the duties hereinabove specified as belonging to the President.

Section 3. The President-Elect shall be in charge of any special activities of the Association.

ARTICLE X.

Duties of the Secretary

Section 1. The Secretary shall serve for six months, or until a successor shall be duly elected and qualified, and shall be elected at the last regular meetings of the membership in June and December.

Section 2. The Secretary shall keep full minutes of all meetings of the Association and of the Board of Directors, and shall be the custodian of all the records and files of the Association and shall countersign, with the President or Treasurer, all checks covering bills approved by the Board of Directors. The Secretary may delegate such of their duties as they deem necessary to the Executive Secretary.

ARTICLE XI.

Duties of the Executive Secretary

Section 1. The Executive Secretary need not be selected from among members of the Association.

Section 2. The Executive Secretary may be removed by a majority vote of the Board of Directors for any cause which to them seems sufficient.

Section 3. The compensation of the Executive Secretary shall be fixed by the Board of Directors.

Section 4. It shall be the duty of the Executive Secretary to keep an accurate record of all business information turned in to the office, and to notify promptly, either by bulletin, letter or telephone, the members or member entitled to said information; to maintain and preserve a correct roll of membership in the Association; to take charge of and preserve all other papers belonging to the Association; at the discretion of the Board of Directors, a bond to be paid by SEA may or may not be required of the Executive Secretary. Which bond shall be in the custody of the President; to receive all monies paid to the Association and deposit same in a bank designated by the Board of Directors; to present to the Board of Directors at their special or regular meetings all bills and claims against the Association and to see that all bills are promptly paid, the payment of which shall have been approved by the Board of Directors; to collect all dues; to make at each monthly meeting of the Board of Directors a report of their work, and to perform such other duties relative to their office as may from time to time be authorized and directed by the Board of Directors.

Section 5. The Executive Secretary will report to the Board of Directors within the first thirty (30) days of each quarter the names of members whose dues are not current, and will furnish the Board of Directors a complete attendance record of all members at the first regular meeting following the end of each quarter.

ARTICLE XII.

Duties of the Treasurer

Section 1. The Treasurer shall serve for twelve months, or until a successor shall be duly elected and qualified, and shall be elected at the last regular meeting of the membership in June.

Section 2. It shall be the duty of the Treasurer to direct an accurate audit of all money received and disbursed by the Association and to make a report to the Board of Directors of such audit at each monthly Board of Directors meeting; to counter-sign with the President or Secretary all checks covering bills approved by the Board of Directors.

Section 3. The Treasurer shall present a financial accounting to the membership on a quarterly basis.

ARTICLE XIII.

Power of the Board of Directors

Section 1. The Board of Directors shall have the following powers: They shall have general supervision over the affairs of the Association, have charge of its business management, subject to these By-Laws and subject to the direction of the membership. They shall have power to call special meetings of the membership when

deemed necessary. Not less than two days' notice of such meetings shall be given to each member by mailing to their last known address notice of said meetings. The purpose of such meetings shall be set forth in such notice. To consider all cases of violation of these By-Laws or infraction of the rules of this Association and penalize as may be deemed best in their judgment. To consider all charges preferred against members for violation of these By-Laws. They shall have such other power as provided by these By-Laws or given to them by the membership.

ARTICLE XIV.

Duties of the Members

- Section 1. All business information or bulletins emanating from this Association shall not be divulged to any non-member, and all supplies, books and property will be returned to the Association when a membership is terminated.
- Section 2. It is recommended that every member supply the office of the Executive Secretary with advance business information which may be of interest to fellow members.
- Section 3. The exchange of business information is of vital importance to the existence of the Association, and such information received by members shall be repaid with information furnished in return.
- Section 4. Members shall attend all regular membership meetings and serve on committees when appointed by the President.

ARTICLE XV.

Charges

- Section 1. All charges by members of conduct unbecoming of a member or of violation of these By-Laws must be submitted in writing, together with such evidence as may be at hand, to the Executive Secretary or a member of the Grievance Board.
- Section 2. The Grievance Board shall be the elected officers of the Association and the Executive Secretary.
- Section 3. The Board of Directors shall prepare and submit to the membership, a written procedure for handling grievances and charges of misconduct by any member. Such written procedures must be approved by a simple majority vote of the members present in good standing, at a regular meeting or a special meeting called for that purpose. For grievance procedures see Exhibit A.

ARICLE XVI.

Committees

- Section 1. All committees shall be appointed by the President, and the Chairman of each standing committee shall be a member of the Board of Directors.
- Section 2. There shall be the following standing committees:
- a) *Membership Committee*: The duties shall be to investigate all applications for membership and protests thereof and make their findings and recommendations to the Board of Directors.
 - b) *Leads Committee*: The members shall represent as nearly as practicable different general kinds of business. It shall have general jurisdiction, under the direction of the Board, of business information passing through the Association.
 - c) *Attendance Committee*: The committee shall investigate the attendance of members and make recommendations from time to time for the purpose of increasing same.
 - d) *Spotlights Committee*: This committee shall arrange and present 5-minutes presentations by one member after visiting another member.
 - e) *Program Committee*: This committee shall arrange for members to present themselves and their business at a regular meeting.
 - f) *Nominating Committee*: This committee shall consist of five members composed of a past president, two members of the Board of Directors, and two members from the membership at large, and shall be appointed by the President at least two weeks prior to the semi-annual date of election and such Committee shall report for nomination on the regular meeting day one week prior to said election day, two members to fill each vacancy arising on the Board of Directors and among the officers with the exception of the President. One name shall be nominated for President. No member shall be elected to the same office for two consecutive terms. Nominations of any members in good standing by any member in good standing shall also be accepted from the floor on said day one week prior to Election Day. The slate of candidates thus made up shall be submitted to the membership in good standing on said Election Day by written ballot.

ARTICLE XVII.

Meetings and Quorums

- Section 1. Regular meetings of the membership shall be held each week, except on legal holidays.
- Section 2. Notice of special meetings and the subject thereof shall be mailed to each member in good standing at least two days in advance and no other business shall be transacted at such meetings except that stated in the notice.
- Section 3. The members in good standing and present in person shall constitute a quorum at any meeting.
- Section 4. Attendance at all meetings shall be open to active and alternate members only; provided, however, that unless otherwise directed by the President, members may bring as their guest employees or executives of a member firm or persons residing outside the Salem area, provided that their guest does not create present or potential conflict with any SEA member category.

ARTICLE XVIII.

Terms of Existence and Property

- Section 1. This Association shall remain in existence until such time as two-thirds (2/3) of its Active members in good standing may vote to disband it.
- Section 2. No member shall have any right, title or interest in the assets of the Association.
- Section 3. In case of disbanding, any remaining assets of the Association shall be distributed to a charity or educational institution as may be agreed upon by the majority of the Board of Directors, and affirmed by a two-thirds (2/3) vote of the membership.

ARTICLE XIX.

By-Laws – How Amended

- Section 1. The By-Laws may be amended by two-thirds (2/3) vote of the members present and in good standing, at a regular meeting or a special meeting call for that purpose.

ARTICLE XX.

Order of Business

Section 1. The order of business shall be as follows:

1. Report of Officers and Standing Committees
2. Report of Secretary
3. Unfinished Business
4. New Business
5. Nomination and Election of Directors and Officers
6. Good of Association
7. Adjournment

EXHIBIT A

GRIEVANCE PROCEDURES

Any member in good standing may file a charge of misconduct against any other member. Such charge must be submitted in writing, together with such evidence as may be at hand to the Executive Secretary or a member of the Grievance Board (The Grievance Board is composed of the elected officers of the Association and the Executive Secretary).

1. Upon receipt of a charge, the Grievance Board will evaluate the information contained in the complaint. If the facts alleged are insufficient to constitute misconduct, the Grievance Board will, within 20 days of receipt of the complaint, dismiss the matter and notify the complainant of the dismissal.
2. If the facts alleged are sufficient to constitute misconduct, the Grievance Board, shall within 20 days after receipt of the complaint, mail a copy to the member involved and will then notify the member that he or she must respond in writing within 20 days.
3. If after considering both the complaint and the response, the Grievance Board determines that the facts are insufficient in order to constitute misconduct the complaint shall be dismissed.
4. If the member furnishes a response from which the Grievance Board determines there was misconduct, or fails to furnish a response, the matter shall be referred to the Board of Directors with a recommendation for expulsion of the member or some lesser sanction.
5. The Board of Directors will review the complaint, response and recommendation of the Grievance Board and shall penalize the offending member as may be deemed in the best interest of the Association.