

BYLAWS OF THE CITY CLUB OF PORTLAND

Revised and Adopted: 11 April 2016

ARTICLE I — PURSUIT OF PURPOSE

Section 1. **General.** The purpose of the Club, as set forth in its Articles of Incorporation, shall be pursued through regular luncheon meetings; research investigations and reports; lectures, discussions, and events; and such other means as the Board of Governors may deem appropriate.

Section 2. **Governing Authority.** The affairs of the Club shall be managed by the Board of Governors, which has four primary functions: a) to set the overall mission, policy, and strategy for the Club, b) to ensure the Club's long-term viability, c) to provide final accountability for the Club's research, advocacy, and program efforts, and d) to recruit, oversee, support, and evaluate the Club's Executive Director. In performing these functions it shall determine the subject and scope of those projects to be assigned for committee research, determine the Club's designated programs, devise and propose measures and policies which in its judgment may advance the purposes of the Club, and consider and act upon such other matters as may be referred to it.

ARTICLE II — MEMBERSHIP

Section 1. **Qualification.** Any interested person who falls within one or more of the classes set forth in Section 2 of this Article may be admitted to membership in the Club upon paying the requisite dues and fees.

Section 2. **Classes.** There shall be the following classes of members:

Regular: Members 31 years of age or over.

Household: Two regular members residing at the same address.

Junior: Members 18 years of age through 30 years of age.

Student: Members who are full-time students at the high school or college/university level, or youth members who are otherwise high school age.

Non-Resident: Members who neither live nor work in Clackamas, Clark, Multnomah, or Washington Counties.

Senior: Members who have reached the age of 65 and have belonged to the Club 20 years or more.

Honorary: Individuals of deserving character who are designated by unanimous vote of the Board of Governors.

Section 3. **Membership Dues and Fees.** The Board of Governors shall establish the annual dues and fees of the Club from time to time as it deems necessary for the various classes of members, provided that notice of changes in dues and fees shall be announced in the official City Club publication mailed or transmitted to members at least 60 days before the effective date of the changes.

Section 4. **Suspension of Membership.** Any member whose dues are not paid within 90 days of the renewal date shall be suspended. Membership may be reinstated upon payment of requisite dues and fees.

Section 5. **Installment Payment.** Members may pay dues in installments for an additional handling charge as established by the Board of Governors.

Section 6. **Resignation.** Members may resign at any time, either orally or in writing, by contacting the Club office. No member who resigns shall be entitled to a refund of any dues previously paid unless otherwise determined by the Board of Governors.

Section 7. **Non-Transferable.** Membership in the Club is individual and is not transferable.

Section 8. **Termination of Membership.** The Board of Governors may terminate an individual's membership:

- (i) If the member falsely purports to represent a City Club position or interest;
- (ii) If the Board of Governors determines that a member has compromised the safety or perceived safety of another member, speaker, witness, or member of the public in the context of or as the result of a City Club-sponsored activity; or
- (iii) If the member otherwise violates the published Bylaws or policies of the City Club.

It is within the discretion of the Board of Governors to determine whether the member is subject to termination. Under any of the enumerated circumstances, the member may be terminated upon a two-thirds vote of the Board of Governors.

ARTICLE III — MEETINGS

Section 1. **Annual Meeting.** Upon resolution by the Board of Governors, the annual meeting shall be held in June of each year, at which time the election of officers and other governors shall be the first order of business.

Section 2. **Weekly Meetings.** The Club shall endeavor to hold regular weekly meetings at such time and place as the Board of Governors may designate.

Section 3. **Special Meetings.** Special meetings of the Club shall be called by the Secretary at the request of the President, the Board of Governors, or upon receipt of a petition signed by 100 of the members. The Secretary shall provide the membership of the Club notice of such meeting at least seven days before the date fixed for such meeting and stating its purpose.

Section 4. **Meeting Procedure.** Procedure at all meetings of the Club shall be governed by Robert's Rules of Order, Revised, except as otherwise expressly provided for in the Articles of Incorporation or in these Bylaws.

Section 5. **Quorum.** 75 members of the Club shall constitute a quorum for the transaction of business at any meeting, except in the instance of Club votes on Research and Ballot Measure Reports as set forth in Article VIII, Section 4; for these purposes, members present shall constitute a quorum. There shall be no voting by proxy.

ARTICLE IV — OFFICERS

Section 1. **General.** The officers of the Club shall consist of a President, a President-Elect, an Immediate Past President, a Secretary, and a Treasurer. All officers shall serve one-year terms. Officers shall, unless otherwise provided herein, be elected by the membership at the annual meeting of the Club and shall serve until their successors are elected and qualify. In addition to those duties set forth below, each officer shall also perform such other duties as may from time to time be prescribed by the Board of Governors or, where applicable, the President.

Section 2. **President.** The President shall preside at all meetings of the Board of Governors and the Club, shall be a non-voting *ex officio* member of all program boards, program committees, and standing committees, shall be a member of the Nominating Committee, and shall perform such other duties as are usually incident to such office. To serve as President a member must first have served at least one Club year on the Board of Governors at any time in the past.

Section 3. **President-Elect.** The President-Elect, in the absence of the President, shall perform the duties of the President. The President-Elect shall serve on the Development Committee. The President-Elect shall succeed as President upon completion of the President's term or as otherwise provided in Section 7.B of this Article. To serve as President-Elect a member must first have served at least one Club year on the Board of Governors at any time in the past.

Section 4. **Immediate Past President.** The Immediate Past President, in the absence of the President and President-Elect, shall perform the duties of the President.

Section 5. **Secretary.** The Secretary shall be responsible for and authenticate the governance records of the Club, shall be responsible for having minutes kept on actions taken at any regular or special meeting of the Board of Governors or of the Club membership, shall serve as chair of the Human Resources Committee, and shall perform such other duties as are commonly incident to such office. The Secretary, in the absence of the President, President-Elect, and Immediate Past President, shall perform the duties of the President.

Section 6. **Treasurer.** The Treasurer shall be responsible for the financial affairs, policies, and records of the Club, shall serve as chair of the Finance Committee and shall perform such other duties as are commonly incident to such office.

Section 7. **Vacancies.**

A. **In General.** Except as provided in paragraphs B and C of this section, any vacancy which occurs in these offices shall be filled by action of the Board of Governors.

B. **President.** If a vacancy occurs in the office of President, the President-Elect shall assume the vacant office for the remainder of the term and continue in that office for the ensuing Club year.

C. **President-Elect.** If a vacancy occurs in the office of President-Elect, that office shall be filled by special election within 90 days after the vacancy occurs, at a meeting to be fixed by the Board of Governors, upon nominations made by the Board of Governors or by any ten members of the Club made in the manner provided in Article VI, Section 1.B and with at least 30 days' notice of the election to the membership, except as follows. If the vacancy occurs within 120 days preceding the next annual meeting, the office shall remain vacant for the balance of the term and a President (unless that office is filled pursuant to paragraph B of this section) and a President-Elect shall be elected at the annual meeting.

ARTICLE V — BOARD OF GOVERNORS

Section 1. **General.** The Board of Governors shall constitute the governing body of the Club and shall direct its activities and business, at times through delegation to the Executive Director or to boards or committees of the Club.

Section 2. **Members.** The Board of Governors shall consist of the five officers and twelve elected Governors. Four Governors shall be elected at each annual meeting of the Club to serve for a term of three years and until their successors are elected and qualify.

Section 3. **Eligibility.** Only members of the Club may serve on the Board of Governors. No person may hold multiple officer or Governor positions simultaneously. No member shall be eligible to election as a member of the Board of Governors who is at the time a candidate for, or who is holding, an elective political position; and any member of the Board of Governors who shall accept, or become a candidate for, such political position during a term of office shall thereupon retire from the Board.

Section 4. **Quorum.** Six members of the Board of Governors shall constitute a quorum at a meeting called in accordance with Section 5, except in the circumstance that the number of members of the Board of Governors is less than six, in which case a quorum is the number of members of the Board of Governors.

Section 5. **Meetings.** The Board of Governors shall meet at least monthly to conduct the business of the Club. Special meetings of the Board of Governors may be called by the President, or by two members of

the Board, upon personal or written notice given at least one day in advance of such meeting and stating the actions to be considered.

Section 6. **Vacancies.** If a vacancy occurs in a Governor position, the Board of Governors may name a Club member to serve until the end of the current Club year, at which time the position shall be filled for the remainder of the term, if any, by vote of the membership.

ARTICLE VI — ELECTIONS

Section 1. **Nominations.**

A. **Nominations by Committee.** One or more candidates for each office and Governor position to be filled shall be nominated by the Nominating Committee and announced to the membership at least 30 days before the annual meeting.

B. **Nomination by Members.** Other candidates for office or for Governor positions may be nominated by any ten members of the Club, provided each such nomination is made in writing to the Board of Governors at least two weeks before the date of election. Such nomination, to be effective, shall include a signed statement from the nominee affirming that the nominee will serve if elected.

C. **Verification and Publication of Candidate Names.** The Board of Governors shall verify that the nominations comply with these Bylaws and cause the entire slate of candidates to be published in the official City Club publication before the date of election.

Section 2. **Method of Election.** When more than one person is nominated for any office or Governor position, the election for that office or position shall be by ballot with the names of the nominees presented in alphabetical order. Members shall have the option to cast either a paper ballot at a Club meeting or an electronic ballot. The combined paper and electronic ballots will be counted. A majority vote of the members in the combined tally shall be required to elect any person to an office or Governor position. The results of the combined tally shall be announced in the next member bulletin.

Section 3. **Term Limits.** Officers and elected Governors are limited in the number of terms served; for the purposes of this limit a partial term counts as a full term. The Secretary and the Treasurer are limited to three consecutive terms; elected Governors are limited to two consecutive terms. The President, President-Elect, and Immediate Past President automatically advance in position, so term limits do not apply to them. After a term limit has been met, service in a position may begin again and a new term limit will apply only after a full Club year's absence from that position.

ARTICLE VII — PROGRAM BOARDS AND COMMITTEES, STANDING COMMITTEES, AND OTHER COMMITTEES

Section 1. **General.** Appointments to program boards, program committees, and standing committees shall be made at the beginning of each Club year, with the exception of the Nominating and Executive Committees. The President, upon the approval of the Board of Governors, shall appoint the members and chairs of such program boards, program committees, and standing committees as are provided for in this Article, except where such members or chairs serve by virtue of their office. However, the chairs of program boards and program committees, with the approval of the Board of Governors, shall appoint members to their respective boards or committees. Each program board, program committee, and standing committee shall have as a member at least one member of the Board of Governors who shall serve as a liaison to the Board. The President from time to time may establish and appoint other committees under Section 5 of this Article.

Section 2. **Policies.** The Board of Governors shall assure that governing documents which describe the charge, membership, procedures, and policies of each program board, program committee, standing committee, and other committee are prepared, maintained, disseminated, and meet the approval of the Board of Governors.

Section 3. **Program Boards and Committees.**

A. **Research.** There shall be constituted a Research Board, consisting of five or more members, to whom the chair shall assign such duties as are necessary to the conduct of the Club's research program. The Research Board shall review and recommend proposals for research projects, form such study committees as may be authorized by the Board of Governors, supervise the conduct of such study committees, and review all research reports for referral to the Board of Governors for final approval.

(i) **Study Committees.** The chair of each study committee shall be appointed by the chair of the Research Board, subject to approval by the Board of Governors. The members of each study committee shall be appointed by the study committee chair, subject to approval by the Research Board. Members of study committees shall be members of the Club and, except for study committees preparing reports for information only, shall be screened to avoid conflicts of interest. Members and chairs of study committees may serve for the duration of the study.

(ii) **Research Projects.** Suggestions for research projects may be initiated by any committee or member of the Club.

B. **Advocacy and Awareness.** There shall be constituted an Advocacy and Awareness Board, consisting of five or more members, to whom the chair shall assign such duties as are necessary to the conduct of the Club's advocacy and awareness program. The Advocacy and Awareness Board shall form advocacy committees to promote the findings of adopted research reports and Club resolutions, supervise the conduct of such advocacy committees (including all regulations with respect to lobbying activities), and approve all advocacy plans for referral to the Board of Governors for final approval.

(i) **Advocacy Committees.** The chair of each advocacy committee shall be appointed by the chair of the Advocacy and Awareness Board, subject to approval by the Board of Governors. The members of each advocacy committee shall be appointed by the advocacy committee chair, subject to approval by the Advocacy and Awareness Board. Members of advocacy committees and their chairs shall be members of the Club, and may serve for the duration of the advocacy effort.

C. **Friday Forum.** The Friday Forum Committee, consisting of five or more members, shall arrange the programs for weekly meetings of the Club.

Section 4. **Standing Committees.**

A. **Executive.** The Executive Committee, consisting of the five officers and chaired by the President, may be authorized to make decisions for the Board between regularly scheduled Board meetings. Such authorization shall only be by express delegation from the Board. Four members of the Executive Committee shall constitute a quorum; a majority consisting of at least three of those members must agree before any action may be taken.

B. **Nominating.** The Nominating Committee shall act each Club year to nominate candidates for each open office and Governor position. The committee shall consist of seven members, five of which shall be members appointed by the President and announced to the membership in the official City Club publication at least 60 days before the annual meeting. The President shall appoint one of these five members to serve as chair of the committee. The President and the President-Elect shall also serve on the committee. The committee shall serve until the elections are completed, even if this extends its service beyond one Club year.

C. **Finance.** The Finance Committee, consisting of three or more members and chaired by the Treasurer, shall advise the Board of Governors and Executive Director on all financial matters pertaining to Club activities and on the maintenance of Club facilities; propose the Club's annual budget; direct collection of Club dues and advise on action regarding delinquent members; and be responsible for the managing the assets of the Club following such investment and endowment policies as may be established by the Board of Governors.

D. **Membership.** The Membership Committee, consisting of five or more members, shall welcome and provide orientation to new members; monitor member opinion; and undertake other such responsibilities as may be assigned by the Board of Governors.

E. **Development.** The Development Committee, consisting of five or more members, at least one of whom shall be the President-Elect, shall oversee and support the overall fundraising efforts of the Club.

F. **Human Resources.** The Human Resources Committee, consisting of three or more members and chaired by the Secretary, shall advise the Board of Governors and Executive Director on City Club human resource policies, staffing, employee compensation and benefits, and other employee-related matters, as well as oversee grievances.

G. **Board Development.** The Board Development Committee, consisting of five or more members, at least one of whom shall be the Secretary, shall elevate the quality of leadership of the Club by evaluating Board performance annually, creating leadership succession plans, supporting the annual nominations process, maintaining a Club policy archive, and other actions in support of its goals.

Section 5. **Other Committees.** Other committees, including program committees, task forces, or *ad hoc* groups, may be established and appointed by the President, subject to the approval of the Board of Governors, to conduct or oversee other Club program functions, carry out special tasks, or pursue specific projects or endeavors as needed.

Section 6. **Membership and Terms.** All chairs and members of program boards, program committees, standing committees, and other committees, except those serving by virtue of Club office, shall serve at the pleasure of the Board of Governors. The term of membership on each program board, program committee, or standing committee is one Club year. The chairs of program boards, program committees, and standing committees, except those serving by virtue of Club office, are limited to three consecutive terms as chair. Membership on program boards, program committees, or standing committees is limited to six consecutive terms, including any service as chair. After a term limit has been met, service as a chair or as a board or committee member may begin again (and a new term limit will apply) only after a full Club year's absence from that position. The term limits in this Section shall take effect as of 1 June 2011. The membership, terms, and term limits of other committees established and appointed under Section 5 of this Article shall be fixed by the Board of Governors and recorded in their governing documents as specified in Section 2 of this Article.

Section 7. **Publishing Reports and Committing the Club.** No board or committee shall publish any report of its action or commit the Club in any way except by authority of or delegation from the Board of Governors.

ARTICLE VIII — STUDY COMMITTEE REPORTS

Section 1. **General.** The Board of Governors and Research Board, in initiating studies and reviewing research and ballot measure reports from study committees, shall not direct the conclusions to be reached. The Board of Governors and Research Board shall limit their review to judgment of the thoroughness, accuracy, form, and objectivity of the report.

Section 2. **Board of Governors' Consideration.** Written study committee reports shall be submitted to the Board of Governors for approval. If the Board of Governors adopts a report, only then shall it be published and submitted to the membership for consideration.

Section 3. **Oral presentation.** On the recommendation of the Research Board, with approval of the Board of Governors, certain reports may be presented orally to the membership.

Section 4. **Membership Consideration.**

A. **General.** Action of the Club membership on a report shall ordinarily be taken by vote in the manner prescribed in Robert's Rules of Order, Revised, following consideration at a regular meeting. Paper ballots will be distributed only to members as they enter the meeting and will be collected at the close of the meeting. No ballot shall be cast or collected before the closing of the discussion of the measure voted, or the normal adjournment time of the meeting, whichever first occurs. Following the close of the meeting, electronic ballots on the final motion voted on by the members in attendance will be made available to members who did not vote in person. The combined paper and electronic ballots will be counted and the results of the combined tally announced in the next member Bulletin.

B. **Special Procedures—Amendment of Motion.** Upon consideration of reports by the membership, a motion to adopt a report is not subject to amendments except:

- (i) By motion to substitute a minority report for either the entire majority report or for a specified portion of the majority report; or
- (ii) By motion to accept or reject individual recommendations in the report.

C. **Special Procedures—Motions to Table and Postpone.**

- (i) A motion to table a report is out of order.
- ii) A motion to postpone consideration or further consideration of a report to a subsequent meeting is in order; provided, however, with respect to the ballot measure reports, that there will be another regularly scheduled meeting of the membership before election day, or, if a state or local vote-by-mail election ballot is used, before the day on which ballots are mailed to voters. Any member may move to postpone. The motion is debatable, but only as to the propriety of postponing. A two-thirds majority of those present and voting is required for adoption. During the period of postponement, the appropriate study committee, together with the Research Board, and with the approval of the Board of Governors, shall make whatever changes in the original report they may deem appropriate. If there is not another regularly scheduled meeting of the membership before Election Day or, if a vote-by-mail election ballot is used, before the day on which ballots are mailed to voters, a motion to postpone consideration or further consideration of the ballot measure report is out of order.
- (iii) Except with respect to ballot measure reports, a motion to postpone indefinitely consideration of a study committee report is in order at any time the report may be under consideration. Any member may make the motion. The motion is debatable. A two-thirds majority of those present and voting is required for adoption. If consideration of a study committee report has been indefinitely postponed, the report may be subsequently resubmitted to the membership by the Board of Governors.
- (iv) No other motion is in order which would delay consideration of the main motion beyond the meeting.

ARTICLE IX — EXECUTIVE DIRECTOR

The Board of Governors shall choose from outside its number an Executive Director to oversee the Club's professional staff, and shall determine the duties and compensation for such position. The Board of Governors shall oversee an annual evaluation of the Executive Director's performance, led by the Secretary. The Executive Director shall serve at the pleasure of the Board of Governors.

ARTICLE X — RIGHT OF RESOLUTION FROM THE MEMBERSHIP

Section 1. **Membership Resolution.**

- A. **Proposed Action.** Any proposal for Club action, a procedure for which is not otherwise specified in the Articles of Incorporation or in these Bylaws, may be initiated at any meeting of the Club by resolution duly seconded and adopted by a majority of the members present, except that Resolutions based on previously adopted Club positions and not in conflict with those positions may be acted upon by the Board of Governors.
- B. **Referral to Board of Governors.** A resolution so adopted shall be automatically referred to the Board of Governors for study by the Board and such response as the Board shall deem appropriate. In the case of Resolutions based on Club positions taken on previous Research or Ballot Measure Reports, the Board of Governors may act after proper notice is provided the membership through publication in the Club Bulletin, as long as the action taken is not in conflict with a prior study and action on a matter.
- C. **Board of Governors' Response.** The Board shall announce its response to the resolution at the regular Club meeting next following referral of the resolution, which response shall constitute final Club action on the matter for that Club year, except as provided in Section 2 of this Article.

Section 2. **Membership Veto.**

- A. **By Petition.** To override the Board's response to a resolution adopted under Section 1, a written petition proposing a specific alternate response and signed by at least 100 members must be submitted to the President within 30 days after the aforesaid announcement.
- B. **Publication.** Within 30 days thereafter, (i) the Board shall cause the petition to be printed in the official City Club publication mailed or transmitted to members and (ii) schedule a vote of the membership at a regular Friday meeting on the question of whether the alternate response should be substituted for the Board's response.
- C. **Consideration.** The proposed alternate response may be amended by a majority of those voting, but final passage shall require a two-thirds vote of those present.

ARTICLE XI — SOLICITATION OF MEMBERS

No solicitation for funds shall be made at any meeting of the Club, or at any meeting of any section, group, board, or committee of the Club, except as part of the Club's Annual Fund Campaign or any special endowment or other campaign for support of the Club and its activities as sanctioned by the Board of Governors.

ARTICLE XII — USE OF MEMBERSHIP LIST

The membership list of the Club is the private property of the Club. Use of the membership list is limited solely to facilitate the conduct of Club business, as determined by the Board of Governors in compliance with the Oregon Nonprofit Corporation Act.

ARTICLE XIII — AWARDS

Section 1. **General.** The Board of Governors and President may from time to time at their sole discretion make awards to members of the Club. Awards shall consist of a certificate appropriately worded as shall be designated by the Board of Governors or President.

Section 2. **City Club Award.** The City Club Award shall be made by the Board of Governors no more often than annually, in recognition of the contribution made by a member of the Club toward the accomplishment of the Club purposes. The award may not be made to any member of less than ten years continuous membership. It shall be awarded to those members who, by virtue of their long-standing service to the Club and the community, their continued demonstrated willingness to assume Club responsibilities and assignments, and their demonstrated long-time interest in the goals of the Club, warrant in the sole opinion of the Board of Governors recognition of their service by being given this City Club Award.

Section 3. **Research Award.** The Board of Governors may from time to time present an award to a member of the Club in recognition of extraordinary commitment to research and its role in civic engagement.

Section 4. **President's Award.** The President may present an award to a member or members of the Club for outstanding service to the Club during the Club year.

Section 5. **Other Awards.** The Board of Governors and the President may present awards to members of the Club for other reasons.

ARTICLE XIV — FISCAL YEAR

The fiscal year of the Club (Club year) shall be June 1 through May 31.

ARTICLE XV — BYLAW AMENDMENTS

The Board of Governors may amend these Bylaws in accordance with the following procedures:

- (i) The affirmative vote of at least two-thirds of the Board of Governors is required to amend the Bylaws;
- (ii) An amendment adopted by the Board shall become effective 60 days after it is published in the official City Club publication mailed or transmitted to the members;
- (iii) During the 60-day period, if an objection to the amended bylaw is submitted in writing to the President and is signed by at least 25 members, the amendment shall not become effective and the Board shall reconsider the subject amendment at its next meeting.
- (iv) If the Board adopts the challenged bylaw amendment without any changes, such amendment shall become effective immediately after it is republished in the official City Club publication mailed or transmitted to the members;
- (v) If the Board considers a challenged amendment and adopts an amended version thereof, the newly adopted amendment shall become effective 30 days after it is published in the official City Club publication mailed or transmitted to the members;
- (vi) Members shall have the opportunity to object to a bylaw amendment adopted pursuant to paragraph (v) in the manner prescribed in paragraphs (iii) through (v) of this Article.

These Bylaws were voted upon and adopted by the Board of Governors on the 11th day of April, 2016.

Felisa Hagins, Secretary