

**BYLAWS**  
**OF**  
**OREGON EMPLOYER COUNCIL**



Adopted: \_\_\_\_\_  
(date)

## TABLE OF CONTENTS

### **ARTICLE I. PURPOSE**

Section 1. Purpose

### **ARTICLE II. TYPES OF MEMBERS**

Section 1. Nonvoting Members

Section 1a. Rights and Obligations of Nonvoting Members

Section 1b. Records of Nonvoting Members

Section 2. Voting Members

Section 2a. Rights and Obligations of Voting Members

Section 2b. Selection of Voting Members

Section 2c. Qualifications of Voting Members

Section 2d. Records of Members.

Section 3. Suspension or Removal of Voting Members

Section 4. Resignation of Voting Members

### **ARTICLE III. BOARD OF DIRECTORS / STATE BOARD**

Section 1. Duties of the Board

Section 2. Qualifications of Directors and Composition of the Board

Section 3. Number of Directors

Section 4. Terms of Directors

Section 5. Selection of Directors

Section 5a. Nominations

Section 5b Election Process

Section 5c Election Policy and Procedures

Section 5d Annual Meeting

Section 6. Removal of Directors

Section 7. Resignation of Directors

Section 8. Filling Vacancies

Section 9. Conduct of Directors

Section 10. Quorum

Section 11. Decision-Making and Voting

Section 12. Proxy Voting

Section 13. Telephonic Meetings

Section 14. Decisions Without Meetings

- Section 15. Meetings
- Section 16. Executive Session Meetings
- Section 17. Notice of Meetings
- Section 18. Waiver of Notice
- Section 19. Authority of Directors

#### **ARTICLE IV. OFFICERS, CHAIRPERSON AND STAFF**

- Section 1. Officers
- Section 2. Election and Term of Office
- Section 3. Removal
- Section 4. Vacancies
- Section 5. President
- Section 6. Immediate Past President
- Section 7. Vice President(s)
- Section 8. Coordinator
- Section 9. Treasurer
- Section 10. Immediate Past Treasurer
- Section 11. Chair
- Section 12. Executive Director and Staff

#### **ARTICLE V. COMMITTEES**

- Section 1. Establishment
- Section 2. Committees
  - Section 2a. Executive Committee
  - Section 2b. Financial Oversight Committee
  - Section 2c. Other Committees
- Section 3. Committee Members
- Section 4. Chair
- Section 5. Committee Procedures
- Section 6. Limitations on Powers

#### **ARTICLE VI. LOCAL CHAPTERS**

- Section 1. Organization and Status
- Section 2. Executive Committee
- Section 3. Officers
- Section 4. State Board Representatives
- Section 5. Ratification

Section 6. Meetings  
Section 7. Membership  
Section 8. Financial

**ARTICLE VII. MISCELLANEOUS PROVISIONS**

Section 1. Compensation of Officers and Directors  
Section 2. Conflict of Interest  
Section 3. Financial Controls  
Section 4. Annual Financial Assessment  
Section 5. Tax Year  
Section 6. No Discrimination

**ARTICLE VIII. AMENDMENTS**

Section 1. Articles of Incorporation and Bylaws

NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits the powers and procedures available to nonprofit corporations. Where any questions arise about the meaning of these bylaws, or where these bylaws are silent on an issue, the Oregon Nonprofit Corporation Act should be consulted. If you would like assistance in updating, amending or interpreting these bylaws, contact David Atkin, attorney, at Nonprofit Support Services.

**BYLAWS**  
**OF**  
**OREGON EMPLOYER COUNCIL**

ARTICLE I. PURPOSE

Section 1. Purpose. The purposes of Oregon Employer Council are exclusively those allowed for organizations defined under §501(c)(6) of the Internal Revenue Code. Within these limits, the purposes of Oregon Employer Council include the following:

- To advise offices of WorkSource Oregon Employment Department in the interest of maintaining a high standard of integrity and efficiency in the operations of the Oregon Employment Department.
- To foster and promote cooperative relationships among Oregon employers and the Employment Department and to seek solutions relating to workforce issues.
- To involve employers in a problem solving relationship with local and state Employment Department offices.
- To disseminate useful information and to educate members in the operation of the Employment Department, at state and federal levels.
- To sponsor high-quality, low-cost educational opportunities of benefit to employers.

ARTICLE II. TYPES OF MEMBERS

Section 1. Nonvoting Members. Oregon Employer Council may have NONVOTING MEMBERS at the discretion of the Board of Directors.

Section 1a. Rights and Obligations of Nonvoting Members. The Board of Directors may by resolution establish categories of nonvoting membership and determine any obligations and privileges of members in those categories. The nonvoting members will not have the power to vote on the election of directors or members, or to participate in a binding vote on any corporate matters.

Section 1b. Records of Nonvoting Members. The State Coordinator shall ensure that the organization maintains a current, formal, alphabetical record of the names, addresses and status of non-voting members

Section 2. Voting Members. Oregon Employer Council will have voting members which include the Executive Committee and one representative from each Chapter.

Section 2a. Rights and Obligations of Voting Members. Voting Members have the power to elect and also to remove the members of the Executive Committee of The Oregon Employer Council, to elect and remove voting members and to vote on any amendments to the bylaws or articles which would alter the qualification, selection, removal, obligations, rights or powers of the voting members, and to vote on any other matters properly put before them for an advisory vote by the Executive Committee. The Voting Members do not have the power to make binding or enforceable decisions on matters reserved for the Executive Committee, including adopting budgets, authorizing expenditures, setting policies, or determining the organization's programs and activities.

Section 2b. Selection of Voting Members. The President of each Local Chapter will serve as that Chapter's Voting Member.

Section 2c. Qualifications of Voting Members. Voting Members must be an Employer Member. An Employer Member is defined as an employee or owner of a private sector entity or business, whose business pays FUTA taxes that funds the employment security system. Failure to pay any applicable dues automatically disqualifies and terminates voting membership.

Section 2d. Records of Members. The State Coordinator shall ensure that the organization maintains a current, formal, alphabetical record of the names, addresses and status of voting members..

Section 3. Suspension or Removal of Voting Members and Non-Voting Members. A voting member or non-voting member may be expelled by the voting members or by the Executive Committee for serious misconduct which adversely affects the interests or reputation of the corporation.

Before the voting members can suspend or remove a voting member or non-voting member there must be not less than fifteen (15) days prior written notice of the suspension or expulsion to the member, giving the reasons therefore. Further, there must be an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or removal by the voting

members, or by a person or persons authorized to decide that the suspension or removal not take place.

Section 4. Resignation of Voting Members and Non-Voting Members. Any member may resign at any time by sending or delivering a written resignation to the Local Coordinator or State Coordinator. The Chapter will notify the State Coordinator as soon as administratively possible with the name of their new President for the local chapter.

### ARTICLE III. BOARD OF DIRECTORS/STATE BOARD

Section 1. Duties of the Board. The Board of Directors shall be known as the State Board. The Board of Directors will establish the corporation's policies and review and change them as necessary, oversee its programs, appoint or employ and supervise its staff director, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The Board must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Board members must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks. The Board must meet at least four times per year, and shall strive to do this by meeting at least once each quarter of the year. The role of the Board does not include direct management or conduct of the daily operations of the organization.

Section 2. Qualifications of Directors and Composition of the Board. Nominees for positions on the Board of Directors must have demonstrated a commitment to the mission and purposes of Oregon Employer Council, and must have expertise in areas relevant to the needs of the organization. The State Board is composed of the Local Chapter representatives and four elected positions.

Section 3. Number of Directors. The Board of Directors will consist of the total number of Executive Committee members plus the number of active local Chapter representatives.

The voting members may create new positions on the Board of Directors by passing a resolution increasing the size of the Board, and then may appoint new directors at that same meeting or at a later time to fill the newly created positions.

Section 4. Terms of Directors. Directors will serve a two year term. However, unless they formally resign or are removed from office, directors will remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a Director may serve.

Section 5. Selection of Directors.

Section 5a Nominations. Elected Directors may be re-elected and any new Directors will be elected by the then-current voting members at an annual meeting of the voting members held for that purpose. Nominations for new Board members may be made by the Board of Directors, by individual Board members or by voting members.

Section 5b Election Process. Each voting member will have the right to vote only for as many persons as there are director positions open on the Board of Directors at the time of the election. The vote must be by a secret ballot if any person so requests.

Section 5c Election Policy and Procedures. The Board may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

Section 5d Annual Meeting. The election of directors will take place at the annual meeting of the voting members, which will be held during the fourth quarter of the calendar year at an exact time and place set by the Board of Directors, unless the Board or the voting members decide by resolution to set it at a different time of the year.

Section 6. Removal of Directors. Directors may be removed with or without cause by resolution of the voting members. Proper notice must be given in advance, as required for an annual membership meeting, or for a regular meeting of the voting members, or as required for a special meeting of the voting members, whichever is appropriate, stating that the removal of a director is to be considered.

Section 7. Resignation of Directors. A director may resign at any time. The resignation of a director must be in writing and be delivered to the Board, its presiding officer, the president, or the State Coordinator. Once delivered, a notice of resignation is irrevocable.

Section 8. Filling Vacancies. The voting members may, by a majority vote, elect new directors to fill any vacancies on the Board. A director elected to fill a vacancy will serve the remainder of the term normally associated with that position.

Section 9. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the director reasonably believes to be in the best interest of the corporation.

Section 10. Quorum. At all meetings of the Board of Directors, the presence or participation by phone of a quorum, which is at least a fifty-one percent (51%) majority of the number of directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 11. Decision-Making and Voting. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote. At the request of any director, the names will be recorded in the minutes of each director who voted for, voted against, or abstained on a particular motion.

The affirmative vote of at least a fifty-one percent (51%) majority of all of the Directors participating in any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these bylaws. An abstention counts as part of the total number of votes cast, and does not reduce the number of affirmative votes required to pass a motion.

Section 12. Proxy Voting. Proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board. The voting member must notify State Coordinator in writing prior to the vote. The State Coordinator or Local Coordinators cannot serve as the proxy for voting members.

Section 13. Telephonic Meetings. Meetings may be held by telephone, video conferencing or other method, so long as all participating directors may simultaneously hear and speak with each other. A director participating in such a meeting is deemed present for purposes of a quorum.

Section 14. Decisions Without Meetings. Any decision that the Board of Directors may make at a meeting may be made without a meeting if the decision is approved by the affirmative vote of all of the members of the Board. A clearly stated motion must be sent to all of the directors on the Board by mail, fax or email, with clear instructions that this process requires 100% of the directors to vote "yes" for the motion to pass. If the motion is sent by mail or fax, then it must be signed and returned by mail or fax by each director. If the motion is sent by email then each director must send their vote by email in reply, in which case no signature is necessary. Motions are adopted and effective on

the date that all directors in office have responded with an affirmative “yes” vote. If any director votes “no,” abstains, or fails to vote, then the motion fails to pass. A printed record of each director’s vote must be kept in the corporate records.

Section 15. Meetings. The Board must meet at least four times per year, and shall strive to do this by meeting at least once each quarter of the year. Meetings of the Board of Directors may be called by the president, the chair of the Board, or 50% of the directors in office. Robert’s Rules of Order may be consulted for guidance but shall not be binding.

Section 16. Executive Session Meetings. The Board President or the Board by a majority vote of the Directors present may at any time decide to go into an Executive Session meeting. Executive Session shall be used when the Board deems it is necessary to protect the confidentiality of the matters that will be considered there. Executive Session meetings may be attended only by members of the Board of Directors, and any guests the Board invites to join the meeting, which may include an Executive Director, other staff, or any other person the Board wishes to invite. A Director may also be excluded from any portion of Executive Session meetings in which matters will be considered that present a conflict of interest for that Director. Minutes shall be properly recorded, but shall only be read or approved at a subsequent Executive Session if there is a need to continue to insure the confidentiality of the matters contained in the minutes. The State Coordinator shall take care to record in the minutes only the motions passed and information essential to comply with the law, in order to protect the confidential nature of Executive Sessions.

Section 17. Notice of Meetings. Notice must be given of every meeting of the Board, stating the date, time, and location of the meeting, and the purpose of the meeting if so required by law or these bylaws. The notice must be given not less than 2 days in advance of the meeting if delivered by telephone conversation or in person, and not less than 7 days in advance if delivered by first class mail, email, or fax to an address provided by the individual director.

Regular meetings: After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meeting. The Board may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all directors.

Section 18. Waiver of Notice. Any director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and must be given to the secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The

attendance of a director at any meeting without specific objection to the notice constitutes a waiver of the full notice of that meeting.

Section 19. Authority of Directors. No member of the Board of Directors other than the President may officially represent the positions of the organization or speak or make agreements on behalf of the Corporation without specific authorization by the Board of Directors to do so.

#### ARTICLE IV. OFFICERS, CHAIRPERSON, AND STAFF

Section 1. Officers. The officers of Oregon Employer Council must carry out the policies and decisions of the Board of Directors as directed by the Board. The officers will include a president, immediate past president, two vice-presidents, and treasurer and immediate past treasurer. The Board may also elect a chairperson, and other officers as desired. The same person may not hold two offices at the same time. Only private sector employers may be an Officer and sit on the Executive Committee.

Section 2. Election and Term of Office. The Officers of Oregon Employer Council will be elected by the State Board. As soon as possible following the election of directors, the Board of Directors will meet to elect new Officers of Oregon Employer Council. Officers will serve a two year term. However, unless they formally resign or are removed from office, Officers will remain in office until their successors are properly elected, designated or appointed. There is no limit to the number of terms, successive or otherwise, an Officer may serve.

Section 3. Removal. Any Officer elected by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the interests of the corporation would be best served by such removal. Removal will be without prejudice to the contract rights, if any, of the officer so removed. The person being considered for removal has no vote in the process of removal.

Section 4. Vacancies. If any office of Oregon Employer Council becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the remaining Directors still in office, although less than a quorum, may elect an Officer to fill such a vacancy. The elected Officer will hold office for the remaining portion of the term of that office.

Section 5. President. The President is the principal Officer of the Oregon Employer Council and will, in general, supervise or oversee the supervision of all of the affairs of the Oregon Employer Council. The president generally will preside at all meetings of the Board of Directors, unless the Board selects another person to preside. The

President will also perform other duties as may be assigned by the Board of Directors. The President may serve as an ex-officio member of any committee.

Section 6. Immediate Past President. The Immediate Past President will serve as an advisor to the Board for one year post term.

Section 7. Vice-Presidents. Two Vice-Presidents will represent local Chapters from two geographical areas as defined in the operations manual. In the absence of the President or in the event of the President's inability to act, the Vice-President will perform the duties of the President. The Vice-President, when acting as President, will have all the powers of and is subject to all the restrictions on the President. The Vice-President will also perform other duties assigned by the Board of Directors. More than one Vice-President position may be created and duties clarified, in an ordinary resolution of the Board.

Section 8. State Coordinator. The State Coordinator is not an elected position. The State Coordinator is an employee of the Employment Department. The State Coordinator will perform or oversee the performance of the following duties: a) record and keep the minutes of the meetings of the members and of the Board of Directors and of any Board committees, in one or more books provided for that purpose; b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; c) be custodian of the corporate records; d) keep a register of the mailing address of each voting member as provided by such member; e) ensure that all required state and federal reports are prepared and filed in a timely fashion; and f) perform or oversee all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors.

Section 9. Treasurer. The Treasurer will perform or oversee the performance of the following duties: a) be responsible for the proper management and control of all funds of the corporation; b) prepare full and accurate financial records on a timely basis of all the income, expenses and assets of the corporation; c) present reports at every Board meeting on the financial affairs of the corporation; d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation. The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

Section 10. Immediate Past Treasurer. The Immediate Past Treasurer will serve as an advisor to the Board for one year post term.

Section 11. Chair. The Board may elect a chair and determine his or her duties.

Section 12. Executive Director and Staff. The Board may appoint or employ an Executive Director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the organization. The Board of Directors shall evaluate the performance of the Executive Director on an annual basis. Unless the Board determines otherwise, the Executive Director will have the power, subject to the approval of the Board of Directors, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the corporation. The Executive Director shall receive notice of all Board meetings and shall ordinarily attend all Board meetings, except when the Board goes into Executive Session to meet without the Executive Director's presence.

## ARTICLE V. COMMITTEES

Section 1. Establishment. The Board may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee, the purpose of the committee and must state whether it is a "Board" committee or a "non-Board" committee, as defined below.

Section 2. Committees.

Section 2a. Executive Committee: The Executive Committee is a permanent committee. The Executive Committee will have the power to make decisions between Board meetings, including financial and budgetary decisions. The Executive Committee must comply with the provisions of the bylaws concerning the full Board as far as those are reasonably applicable to the Executive Committee. All Executive Committee decisions must be recorded in official minutes, which will be submitted to the full Board. Unless the Board of Directors decides otherwise, the Executive Committee will consist of the President, two Vice-Presidents, and Treasurer of the Oregon Employer Council .

Section 2b. Financial Oversight Committee: The Financial Oversight Committee is a permanent committee. The purpose of this Committee is to be responsible for the financial oversight of the organization's income and expenses, which shall be named the Finance and Audit Committee or the Financial Oversight Committee. The committee must consist of two or more people, including at least one person with some financial experience or experience with bookkeeping, who are not the organization's check signers or bookkeepers. The committee shall be responsible for overseeing the organization's financial transactions and the implementation of the organization's financial policies. As part of its mission, the committee shall review on a quarterly basis, or oversee a monthly review of, the organization's expenditures, financial transactions, bank statements, returned checks, and credit card statements. The

committee shall report any questions or concerns about the organization's finances to the Board. The committee shall also make the necessary arrangements for and oversee the organization's annual audit or annual financial review, which is described in these bylaws.

Section 2c. Other Committees. The Board may establish other committees, including working committees or advisory committees, which do not have the power to authorize expenditures, adopt budgets, set policy, establish programs, or make decisions for the corporation. Such committees are established through a resolution adopted by the directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors. Such committees must be established by the affirmative vote a majority of the Board. Committees must consist of two or more Board Members one of which must be on the Executive Committee. Committees must follow all of the meeting requirements that the Board of Directors itself must follow, including the requirements for proper notice, for having a quorum to conduct votes, the passage of motions, the writing of minutes, and the subsequent approval and permanent storage of Committee minutes. The Board may require further procedures that Committees must follow as well. For all Committees, the Board must pass a resolution that clearly states what powers, authority, and duties have been delegated to the committee, who is the chair of the committee, and who are the members of the committee.

Section 3. Committee Members. The Board will appoint the members of every Committee. The Board may delegate this task to the President or the Executive Committee. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 4. Chair. One member of each committee will be selected or appointed chair by the Board, or if the Board wishes, it may delegate that power to the President or the members of the committee.

Section 5. Committee Procedures. Unless otherwise specified, Committee meetings will operate with the same quorum and voting requirements as the full Board, and as far as possible will operate according to the procedures of the Board as stated in these bylaws. If any formal decisions or resolutions are voted on at a committee meeting, then the votes and the resolutions so adopted must be recorded in the form of corporate minutes and filed with the secretary.

Section 6. Limitations on Powers. No committee may a) elect, appoint or remove any officer, member of the Board of Directors, or member of the Executive Committee; b)

authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; c) authorize the dissolution of the corporation or revoke proceedings therefore; d) amend, alter, or repeal the Articles, the bylaws, or any resolution of the Board of Directors; e) authorize the payment of a dividend or any part of the income or profit of the corporation to its directors or officers.

## ARTICLE VI. LOCAL CHAPTERS

Section 1. Organization and status. An OEC Local Chapter may be organized and established in any city, county or other geographical section of the state of Oregon where there is an Employment Department field office to promote the welfare of the members in the particular area represented by such a Chapter. The Local Chapters will not be separately incorporated or separate legal entities, but are chapters of the Oregon Employer Council. All Local Chapters are encouraged to maintain a majority of employer representation. Each Local Chapter will have an Executive Committee.

Section 2. Executive Committee. Each Local Chapter shall have an Executive Committee that is responsible for overseeing the programs, activities and finances of the Chapter.

Section 3. Officers. Each Local Chapter must elect, at a minimum, a president and treasurer. Local Chapters should attempt to have a president, vice-president, treasurer, and secretary. Additional officer positions can be created as needed if the Local Chapter deems them necessary.

Section 4. State Board Representative. The President of each Local Chapter will serve as the voting member for that Chapter on the State Board of Directors.

Section 5. Ratification. New Chapters may be organized and established at any time with the approval of the State Board.

Section 6. Meetings. Each Local Chapter shall hold at least one meeting of their Executive Committee quarterly. Special meetings may be called when deemed necessary. All Local Chapters shall be bound and governed by the state bylaws and are not permitted to establish their own local bylaws.

Section 7. Membership. Membership in the Local Chapters shall be defined as written in Article III of these bylaws.

Section 8. Activities. All activities conducted by Local Chapters shall be to further the purpose of Oregon Employer Council as outlined in the statement of purpose in Article I of these bylaws.

## ARTICLE VII. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors. No officer or member of the Board of Directors will receive any compensation for fulfilling the responsibilities of a member of the Board or of an officer as defined in these bylaws. However, the corporation may pay compensation to officers and members of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Board members and their relatives who receive regular compensation from the corporation must always constitute less than a majority of the Board. Officers and members of the Board of Directors may receive reimbursement for actual expenses incurred in the course of fulfilling their responsibilities.

Section 2. Conflict of Interest. A conflict of interest is always present whenever the corporation pays money or other compensation, or provides any tangible benefits, to an officer or member of the Board or to a member of a director's or officer's family. All transactions involving conflicts of interest must be approved using the following procedures: 1) Conflict of interest transactions must be approved by the full Board of Directors; they cannot be approved by staff, the executive director, or by a committee. 2) Directors and officers who have a conflict of interest in any matter must a) declare the existence of any direct or indirect conflict of interest, b) disclose the details of the proposed transaction on the record, c) abstain from voting on that matter, and d) leave the room where the vote is to take place, until the votes have been counted. The minutes must record this to show that it was done. 3) The rest of the Board must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. The information relied upon by the Board, and its source, must be recorded in the minutes. 4) All conflict-of-interest transactions must be approved by the affirmative vote of a majority of all of the members of the Board of Directors who do not have a conflict of interest involved in that issue, as long as no less than two disinterested directors vote to approve the transaction.

All Directors and Officers must immediately disclose to the President any conflicts of interest at the time they arise.

Section 3. Financial Controls. The Board of Directors shall adopt formal Board policies that provide a system of financial controls that are adequate to prevent the misuse, embezzlement or theft of the organization's funds and assets, and that would discover it if those problems or crimes were to occur.

The State Board and Local Chapters must follow the financial policies and procedures as outlined in the Accounting Manual.

Section 4. Annual Financial Assessment. The Board must require the performance of an annual audit, financial review, financial compilation or financial assessment, which must involve the services of a trusted person with bookkeeping skills and knowledge, who does not do the bookkeeping for the organization or sign checks for the organization. This need not be a formal GAAP audit, but must at least involve a sufficiently thorough review of the organization's financial records so that it would likely discover any misuse, embezzlement or theft of the organization's funds or assets. The financial oversight committee described above shall select the person performing the annual financial assessment and shall ensure that the resulting report is presented to the entire board.

Section 5. Tax Year. The tax year of the corporation is the calendar year.

Section 6. No Discrimination. In the delivery of its services to the public, Oregon Employer Council does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, mental or physical disability, or any other protected class.

## ARTICLE XII. AMENDMENTS

Section 1. Articles of Incorporation and Bylaws. The affirmative vote of at least two thirds of the entire Board of Directors at a properly called meeting, at which a quorum is present, is necessary and sufficient, to make, alter, amend or repeal the Articles of Incorporation or the Bylaws. However, the affirmative vote of at least two thirds of all the Voting Members is necessary and sufficient for any amendment that alters the powers, rights or obligations of the Voting Members, or that alters the process for the selection or removal of Voting Members or directors. Proper written notice must be given in advance, including either a written copy or written summary of the proposed amendments.

§

CERTIFICATE of the PRESIDENT

I, the undersigned do hereby certify that the foregoing bylaws constitute the bylaws of Oregon Employer Council, as duly adopted by the Board of Directors on the

\_\_\_\_\_ day of \_\_\_\_\_, 2013.

Signed this \_\_\_\_ day of \_\_\_\_\_, 2013.

\_\_\_\_\_  
President of Oregon Employer Council