

**BY-LAWS OF SONS AND DAUGHTERS OF OREGON PIONEERS
AMENDED JUNE 11, 2016**

ARTICLE I – GENERAL

The name of this corporation shall be **SONS AND DAUGHTERS OF OREGON PIONEERS**. It shall be organized under the non-profit corporation laws of the State of Oregon for the purposes set forth in the Articles of Incorporation on file in the offices of the State of Oregon.

ARTICLE II – OBJECT

The object of this corporation shall be the association of the descendants of the Pioneers of Oregon for educational, historical, and other purposes of mutual benefit, perpetuate in the mind of its members, and their descendants, and the people of Oregon the memories of the Pioneers of Oregon.

ARTICLE III – MEMBERSHIP

SECTION 1 – CLASSES AND VOTING RIGHTS

The membership is to consist of five classes: Regular – eighteen years of age or older; Junior – under the age of eighteen years; Life – eighteen years of age or older; Honorary; and Friends of SDOP. Each regular and life member shall have one vote at meetings of the corporation. No junior member, honorary member, or Friends of SDOP member shall be eligible to vote at meetings of the corporation, but may, when duly appointed, serve on any committee of the corporation.

SECTION 2 – QUALIFICATION AND ADMISSIONS

Any person of good character, who, with the exception of Honorary or Friends of SDOP members, is a direct descendant or is legally adopted by a direct descendant of any Pioneer of Oregon who came or settled in the Oregon Country, the Oregon Territory, or the Washington Territory before admission of the State of Oregon to the Union on February 14, 1859, may become a member by applying for membership; providing proof of eligibility; receiving approval of the Membership Committee; and paying the designated dues for the current fiscal year.

SECTION 3 – MEMBERSHIP DUES

All classes of membership, with the exception of Honorary Membership, shall pay designated dues.

SECTION 4 – TERMINATION OF MEMBERSHIP

Termination of membership shall be by resignation or non-payment of dues for the period of two consecutive years.

SECTION 5 – REINSTATEMENT OF MEMBERSHIP

A member shall be reinstated by requesting reinstatement and paying the current year's dues.

SECTION 6 – HONORARY MEMBERSHIP

Honorary membership may be conferred upon any person whether or not eligible for or qualified to be a Regular, Life, or Junior member of this corporation, at the discretion of the Board of Directors by a majority vote thereof, for the purpose of recognition of services and achievements of the person so honored in furtherance of the objectives of this corporation. This membership shall be reviewed annually and may be extended or revoked by the Board of Directors.

SECTION 7 – FRIENDS OF SDOP MEMBERSHIP

The purpose of Friends of SDOP membership is to provide an opportunity for individuals and others who are not otherwise qualified for membership, as well as institutions, corporations, agencies and other organizations to receive newsletters and mailings as well as participate in activities of the Sons and Daughters of Oregon Pioneers.

ARTICLE IV – OFFICERS AND DIRECTORS

SECTION 1 – QUALIFICATIONS

Officers and directors shall be members in good standing of the corporation. Any regular or life member may be eligible for election.

SECTION 2 – OFFICERS

The officers of this corporation shall be President, President-Elect, Secretary, and Treasurer. Officers shall serve on the Board of Directors.

SECTION 3 – PRESIDENT

The President shall preside at all meetings of the Board of Directors and of the members and shall have power to call regular and emergency meetings of the Board of Directors. The President shall sign all papers pertaining to the corporation to which the President's signature may be necessary or desirable.

SECTION 4 – PRESIDENT ELECT

In absence of the President or inability to act, the President-Elect shall assume all the President's powers, and discharge all of the President's duties. Should both the President and President Elect be absent from any meeting of the members of Board of Directors, any member of the Board of Directors shall call the meeting to order, and a chairman pro-tem be elected who would hold office during that session.

SECTION 5 – SECRETARY

The duties of the Secretary shall be to maintain a record for the enrollment of members'; make and preserve a full and correct record of the proceedings of all meetings of the corporation and the Board of Directors; conduct correspondence for the corporation; and within fifteen days of leaving office, deliver all minutes and correspondence of the corporation to the newly elected Secretary, and thoroughly familiarize the newly elected Secretary of all the duties of office.

SECTION 6 – TREASURER

The duties of the Treasurer shall be to receive and be custodian of all the moneys of the corporation; deposit the same in a bank, or other financial institution designated by the Board of Directors; submit to each meeting of the Board of Directors a summary statement, showing receipts and disbursements since the previous statement, and the balance remaining on hand; obtain authorization from the President (or designee) to make any expenditure in excess of \$100; make certain that all properties owned by the corporation are kept in the possession of a board member; file in a timely manner all tax exempt status information with the State of Oregon; and within fifteen days of leaving office, deliver all records and materials of the office to the newly elected Treasurer, and thoroughly familiarize the newly elected Treasurer of all the duties of office.

SECTION 7 – DIRECTORS AND BOARD OF DIRECTORS

The Board of Directors shall be composed of nine Directors at large, the President, President Elect, Secretary, and Treasurer. The Membership Registrar and the Immediate Past President shall be ex officio members of the Board. The Board is responsible to the membership for all decisions and actions of the corporation. All members of the Board, including ex officio members, are entitled to vote.

Amended June 13, 2015

SECTION 8 – ELECTIONS AND VACANCIES

The election of Officers and Directors shall be by vote of the Regular and Life members at the Annual Meeting of the corporation. If the President resigns or for any other reason is unable to complete the term of office, the President Elect shall assume the office of President for the balance of the unexpired term and will stand for reelection at the next Annual Meeting. All

other vacancies on the Board of Directors occurring during a term of office shall be filled, until the next annual meeting, by the Board of Directors.

Amended June 11, 2016

SECTION 9 – TERM OF OFFICE

All Officers shall serve a term of one year, with the exception of the Treasurer whose term shall be two years.. If the office of President Elect is vacant at the time of the annual meeting of the corporation, the President may be nominated and elected to serve for another term for a maximum of two consecutive terms or if the President declines to be nominated, any eligible member may be nominated and elected as the new President. Directors shall serve a term of three years and their terms shall be staggered such that three Directors terms expire each year, and may be reelected. The Membership Registrar shall be appointed by the Board of Directors for a term of two years with duties as defined in the Polices and Procedures. All terms of office shall begin at the beginning of the next fiscal year.

Amended June 11, 2016

SECTION 10 – SALARIES

All Officers and Directors shall serve without remuneration. Any person authorized by the corporation or the Board of Directors may receive compensation for specified services beyond the ordinary scope of office.

ARTICLE V – MEETINGS

SECTION 1 – BOARD MEETINGS

The Board of Directors shall meet on dates and at places designated by the President, but not less than four times per year. At least fourteen days previous to any Board meeting, the Secretary shall notify each board member, stating the time and place of the meeting. Seven board members shall constitute a quorum at any Board meeting.

SECTION 2 – ANNUAL MEETING

The Annual Meeting of the corporation shall be called by the President and be held at a location designated by the Board of Directors. Such meeting shall be held during the month of June. Effective with the fiscal year beginning July 1, 2016, the annual meeting shall thereafter be held during the month of February in conjunction with the Annual Statehood Banquet. At any meeting of the corporation, ten eligible voting members present shall constitute a quorum.

Amended June 11, 2016

SECTION 3 – SPECIAL MEETINGS

Special meetings of the corporation may be called at any time by the President, or by written request of seven Directors, or not less than fifteen voting members of the corporation.

SECTION 4 – NOTICE OF MEETINGS

At least thirty days prior to the Annual Meeting, or any Special Meeting of the corporation, each member entitled to vote shall be given written notice of such meeting by postal or electronic mail stating the time and place of meeting, and its purpose.

SECTION 5 – PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of substance or procedure not specifically covered in these bylaws.

Amended June 11, 2016

ARTICLE VI – COMMITTEES

SECTION 1 – SELECTION OF COMMITTEE CHAIRPERSONS

Unless otherwise provided for in this Article, the President shall appoint chairpersons of the Standing Committees within sixty days after the Annual Meeting. Each committee shall exist only until it has served its purpose or until a new committee is appointed. The Standing Committees are:

- a. Nominating
- b. Finance
- c. Events
- d. Governance
- e. Technology
- f. Public Relations and Membership

The President may appoint ad hoc committees as needed.

Amended June 11, 2016

SECTION 2 – NOMINATING COMMITTEE

The Nominating Committee shall have at least three and no more than a total of five members. The President-Elect shall serve as chairman of the committee and shall appoint the other members. In the event that the office of President-elect is vacant, the President shall appoint the Chair. The Nominating Committee shall nominate the Officers and Directors to be voted on at the next Annual Meeting. Nomination may also be made from the floor.

Amended June 11, 2016

SECTION 3 – FINANCE COMMITTEE

The Finance Committee shall consist of the Treasurer, President and one member-at-large selected by the President. The Treasurer shall serve as Chair of the committee. The Finance Committee shall propose an annual budget for consideration by the Board, oversee the financial affairs of the corporation, and ensure that an annual audit of all financial materials and records of the corporation is conducted in a timely manner.

Amended June 11, 2016

SECTION 4 - EVENTS COMMITTEE

The membership of the committee shall be the President, President-elect, and other members as defined in the Policies and Procedures. The committee shall plan and have management of the annual Oregon Statehood Birthday Celebration Banquet, the Annual Membership Picnic, and such other events as the Board may determine. The committee shall also recruit volunteers from the membership to help staff each event.

SECTION 5 - GOVERNANCE COMMITTEE

The President shall appoint the chair of the Governance Committee who shall recruit such other members who have an interest in serving.. The committee shall be responsible suggesting revisions, as needed, to the Policies and Procedures, Standing Rules and the Bylaws. Suggested revisions to the Policies and Procedures and Standing Rules shall be presented to the Board of Directors for disposition. Suggested amendments to the Bylaws shall also be reviewed by the Board of Directors before being submitted to the Membership at an Annual or Special Meeting.

Amended June 11, 2016

SECTION 6 - TECHNOLOGY COMMITTEE

The President shall appoint the chair and members of the Technology Committee. The committee is responsible for proposing and implementing, with the approval of the Board of Directors, such technological innovations as are deemed necessary to efficiently manage the organization and provide services and benefits to the membership.

Amended June 11, 2016

SECTION 7 - PUBLIC RELATIONS AND MEMBERSHIP

The President shall appoint the chair of the Public Relations and Membership Committee, whose other members shall be as defined in the Policies and Procedures. The duties of the committee shall include the publication of the newsletter and brochure as well as maintaining the Speaker's Bureau. The committee shall also be responsible for developing and marketing SDOP branded merchandise and devising the means to recruit and retain members. The committee shall also be responsible for such other duties as may be defined by the Board of Directors in the Policies and Procedures.

Amended June 11, 2016

ARTICLE VII – FISCAL YEAR

The fiscal year of this corporation shall be July 1 through June 30.

ARTICLE VIII – CORPORATE SEAL

The seal of the corporation shall be the one presently in use, inscribed with the words, “Sons and Daughters of Oregon Pioneers” and “Incorporated June 13, 1901”. The seal shall be in possession of either the Secretary or the Membership Chair for use on correspondence or certificates as appropriate.

ARTICLE IX – AMENDMENT OF BY-LAWS

These by-laws may be amended, repealed, or added to at any Annual Meeting of the members of the corporation, or Special Meeting called for such purpose, by a two-thirds majority vote of those members present entitled to vote; provided that a quorum be present; and provided further that written notice of the proposed by-laws changes be given to the members entitled to vote at least thirty days prior to such meeting.

ARTICLE X – DISSOLUTION

Upon event of dissolution of the corporation, its assets shall not be distributed to the members, but the Board of Directors hereof shall (after paying or making provisions for the payment of all the liabilities of this corporation) distribute all the assets to the Oregon Historical Society, a non-profit organization.

We certify that the forgoing by-laws were duly amended by the Corporation on June 11, 2016 and supersede all other by-laws in existence.

Mel Fuller, President

Dawn Alexander, Secretary