

BYLAWS – IAWP OREGON CHAPTER
Approved May 11, 2012 • Revised April 11, 2014

**IAWP Oregon Chapter Bylaws
 Summary of Passed Revisions
 Spring 2014**

Below are the changes approved by the membership at the Business Meeting on April 11, 2014

| Section | Proposed Change/Rationale |
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| Article 1. Name and Mission Section E: Purpose | <ul style="list-style-type: none"> • CHANGES 501(c)(3) to 501 (c)6 to reflect our actual tax status |
| Article 1. Name and Mission Section F: Governance and Management of Chapter | <ul style="list-style-type: none"> • ADD new section to clarify how the chapter is organized and governed |
| Article 1. Name and Mission Section G: Political Activities | <ul style="list-style-type: none"> • ADD a new section to clarify the chapter does not lobby or actively campaign for candidates |
| Article 2: Membership Section A. Eligibility | <ul style="list-style-type: none"> • REMOVES dates associated with membership dues. Replaces with “paid in full” |
| Article 2: Membership Section E. Termination of Membership | <ul style="list-style-type: none"> • REMOVES dates associated with membership dues. Language will be added to policy and procedure manual to define “timely manner” |
| Article 10: Amending Bylaws Section C. Ratifications and Changes | <ul style="list-style-type: none"> • CLARIFIES the Executive Board determines the method of voting |
| ARTICLE 11: Dissolution of Chapter and Liquidation of Assets Section A: Dissolution | <ul style="list-style-type: none"> • CHANGES 501(c)(3) to 501 (c)6 to reflect our actual tax status |

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International Association of Workforce Professionals Oregon Chapter Bylaws

ARTICLE I. NAME and MISSION

Section A. Chapter Name

The name of this organization is the International Association of Workforce Professionals – Oregon Chapter, herein referred to as the Chapter.

Section B. Affiliation with International Organization

The Chapter is an affiliate of the International Association of Workforce Professionals (IAWP), herein referred to as International or Association.

Section C. Mission

IAWP is a worldwide professional association available to all individuals with a common interest in workforce systems. IAWP equips members for success providing the highest quality of education, leadership, information exchange, and recognition of excellence through a network of local, regional, and international chapters preparing members for the workforce challenges of tomorrow.

Section D. Inclusive Organization

The Chapter is an inclusive organization that welcomes all members, regardless of race, color, creed, religion, national origin, age, gender, sexual orientation, marital status, veteran status, and/or physical or mental impairment.

Section E. Purpose

The chapter is organized exclusively for charitable and educational purposes within Section 501 (c) (6) of the Internal Revenue code of 1986, as amended, and may make expenditures for its purpose. The chapter's purpose is to be the premiere resource for workforce development professionals in Oregon.

Section F. Governance and Management of Chapter

The Board of Directors (Board) governs and manages the chapter. The Board sets policies within the limits of these bylaws.

Section G. Political Activities

The chapter will not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda, and will not advocate or campaign for or against any proposed legislation. The chapter will not directly or indirectly participate in, including the publishing or distribution of statements, any political campaign involving any candidate for public office. This does not preclude the chapter from educating members on political issues related to the mission.

ARTICLE II: MEMBERSHIP

Section A. Eligibility

Membership in the Chapter is open to those individuals who advance the purpose and objectives of the Chapter and the Association, subscribe to, and are qualified under these bylaws. A member in good standing is one who has fulfilled the obligations set by the Chapter, and whose dues are paid for in full. Membership in this Association is not in conflict with membership in any other organization.

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Section B. Categories

Membership in the Association are categorized as introductory, full, retiree and life in accordance with qualifications as set forth in the Standing Rules, Policies and Procedures Manual of the International Association.

Section C. Dues

The Oregon Chapter Board sets the dues of the Chapter.

Section D. Membership Rights

Membership rights include the right to vote, make motions, second motions, place names in nomination, hold office, be nominated for and/or serve on one or more committees as set forth in the Standing Rules, Policies and Procedures Manual of the International Association.

Section E. Termination of Membership

1. A member in good standing may resign at any time by filing a written notice with the Chapter of their intention to withdraw from the organization.
2. A member becomes delinquent if their dues are not paid in a timely manner. Delinquent members do not have the rights of membership.
3. There will be no refund of dues paid when a member resigns.

ARTICLE III: CHAPTER OFFICERS

Section A. Officers

1. The officers of the Chapter consist of President, President-Elect, Secretary/Treasurer, and Immediate Past President.
2. The Chapter Policy and Procedures Manual prescribe the duties for each officer.
3. The officers of the Chapter shall be delegates at the International Educational Conference each year.

Section B. Conduct

All Chapter officers will conduct themselves in a manner to instill confidence and professionalism in the Oregon Chapter and the International Association.

Section C. Terms

All officers serve a one-year term with the exception of the Secretary/Treasurer who serves a two-year term starting in even years. The term of officers will begin on July 1 of the year elected.

Section D. Vacancies

When inability to serve, resignation, death or other reasons cause a vacancy in a position of an elected officer, the Chapter will use the following procedures to fill the vacancy:

Sub-section (a) President:

The current President-Elect will serve the balance of the former President's term plus the following term. Should the President-Elect defer such fulfillment of duties, the current Immediate Past President will fill the vacancy of the duration of the current term.

Sub-section (b) President-Elect and Secretary/Treasurer:

Executive Board appointment will fill a vacancy in the office of President-Elect or Secretary/Treasurer. The appointee will serve the balance of the current term for that position, with a new officer elected at the next annual election.

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Section E. Removal from Office

When the Board is considering removing a person from office, charges must be presented to the Officer at least 14 days prior to any vote of removal and the Officer must be allowed sufficient opportunity to address and defend the charges to the entire Board prior to any action being taken. Any removal from office must be approved by a 2/3 vote of the Board.

ARTICLE IV: ELECTIONS OF OFFICERS

Section A. Nominating Committee

1. The President shall appoint a Nominating Committee chaired by the President-Elect. The committee will be comprised of the President-Elect, a Subchapter President, and at least three other Chapter members.
2. The Nominating Committee will provide an opportunity for all interested candidates to apply for open positions.
3. The Nominating Committee will submit a list of qualified candidates for the positions of President-Elect to the Elections Committee. In even years, they will also submit a list of qualified applicants for the position of Secretary/Treasurer to the Elections Committee.

Section B. Elections Committee

1. Each year the President shall appoint an Elections Committee. The committee will be comprised of at least three chapter members.
2. The committee members must not be a candidate for any Chapter or Subchapter office during the upcoming election.
3. The Elections Committee will hold the annual Oregon Chapter elections, as well as assist subchapters with their elections.
4. The Elections Committee will complete and certify the Oregon Chapter election, as well as all subchapter elections prior to the spring educational conference.

Section C: Elections

A simple majority of those Chapter members, in good standing, voting will fill all positions.

ARTICLE V: EXECUTIVE BOARD

Section A. Duties and Responsibilities

The Executive Board will exercise broad supervision over all activities and general policies of the Chapter including: directing and managing all of the affairs of the organization in a manner that promotes the best interests of the Chapter; authorizing expenditures of funds, and filling vacancies occurring in the Chapter and Subchapter offices between elections when necessary. All actions must be in accordance with these bylaws and the International Association bylaws and procedures. The President will serve as the Chairperson of the Board.

Section B. Membership

The membership of the Board includes Chapter Officers, Subchapter Presidents, Subchapter Representatives, and Chairs of Standing Committees.

Section C. Conduct of Chapter Business

1. A majority of filled Board positions will constitute a quorum at all Board meetings. If a quorum is not present, those members present may adjourn until a quorum is present.
2. The act of the majority of voting Board members present at a meeting where a quorum is met will be the act of the Board unless law or these bylaws require a greater proportion.

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3. Electronic voting may be used when a decision is required prior to the next scheduled Board meeting. Board members must have at least 72 hours to discuss and amend the proposal prior to a vote. Voting is open for at least 48 hours. The minutes of the next Board meeting will reflect the result of the electronic vote.

Section D. Meetings

1. The Board shall meet at least once per quarter with the date, time, and location of the meeting announced to all Board members and the membership at least 14 days prior to the meeting.
2. Robert's "Rules of Order, Revised" will govern the Chapter in its meetings in all cases wherein they do not conflict with these Bylaws or the Chapter Policy and Procedure manual.
3. The President shall appoint a parliamentarian at each meeting.
4. Each board member has only one vote regardless of the number of positions held on the board.

ARTICLE VI: MEMBERSHIP MEETINGS

Section A. Annual Membership Meeting

Each year the Chapter shall hold an annual membership meeting. Notification to all members will take place at least 14 days in advance of any annual meeting.

Section B. Special Membership Meetings

The Board or petition of 40 percent of the members in good standing may call special membership meetings at a specific time and place. Notification to all members will take place at least 14 days in advance of any special meeting.

Section C. Quorum

Ten percent of the total Chapter membership in good standing will constitute a quorum at all membership meetings.

ARTICLE VII: SUBCHAPTERS

Section A. Division

1. The Chapter shall be broken into Subchapters determined by the Board.
2. The Board will determine into which Subchapter a newly established office belongs.
3. At the beginning of each Board year, the Board shall review current Subchapter jurisdictions and make appropriate adjustments.

Section B. Bylaws

Each Subchapter will maintain bylaws consistent with the Chapter and International bylaws.

Section C. Elections and Officers

1. Subchapters shall hold elections in the first quarter of the year to elect subchapter officers.
2. Officers will include at a minimum President, Secretary, Treasurer, and Representative.
3. Terms for all officers will be one year, except for Representative, which will be for two years.
4. The term of Subchapter officers begins on July 1 of the year elected.

Section D. Conduct

All Oregon Subchapter officers will conduct themselves in a manner to instill confidence and professionalism in the Oregon Chapter and the International Association.

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ARTICLE VIII: STANDING COMMITTEES

Section A. Committees

1. The standing committees of the Chapter are set in the Chapter Policy and Procedures Manual.
2. Chapter Policy and Procedures Manual prescribe the duties of these committees.

Section B. Committee Chairs

1. President appoints, with the advice and approval of the Board, all standing committee chairs unless otherwise stated in the Chapter Policy and Procedures Manual.
2. One person may not be chairperson of more than one standing committee.

ARTICLE IX: POLICIES AND PROCEDURES

Section A. Manual

The Chapter Policy and Procedures Manual shall be the official organizational rules, policies and operating procedures to implement these Bylaws.

Section B. Amending the Manual

The Manual may be amended by a two-thirds (2/3) vote of the Chapter Executive Board, or two-thirds (2/3) vote of the members entitled to cast a vote and casting a vote.

Section C. Superseding

No provision of the Manual, however, may supersede or conflict with these Bylaws.

ARTICLE X: AMENDMENT OF BYLAWS

Section A. Proposed Changes

1. The Board or petition of at least 20% of Chapter members in good standing may propose changes of these Bylaws.
2. The International Bylaws and Resolutions Subcommittee Chair will receive potential bylaw changes prior to a vote of the Chapter membership.

Section B. Notice of Changes

Chapter members will receive notice of proposed changes at least 14 days before voting on such measures.

Section C. Ratification of Changes

1. Changes must be approved by 2/3 majority of the votes cast.
2. Voting may take place electronically, by mail, or at a membership meeting, provided a quorum is present.
3. The Executive Board determines the method of voting.

Section D. Notification of Ratification

All Chapter members will receive notice of ratified changes no later than 60 days following adoption.

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ARTICLE XI: DISSOLUTION OF CHAPTER AND LIQUIDATION OF ASSETS

Section A. Dissolution

The chapter may be dissolved by a vote of 2/3 of chapter members. Upon dissolution of the chapter, and after all of its liabilities and obligations have been paid, satisfied and discharged, or adequate provisions made, all of the chapter's remaining assets will be distributed to one or more organizations that are organized and operated exclusively for charitable purposes within the meaning of sections 501(c)(6) and 170 (c)(2)(B) of the Internal Revenue Code of 1986, as amended.

CONSTITUTION & BYLAWS AMENDED:

| | | | |
|--------------|--------------|--------------|-------------------|
| July 1, 1985 | July 1, 1991 | May 19, 2000 | May 14, 2010 |
| July 1, 1986 | May 1, 1997 | May 16, 2003 | May 11, 2012 |
| July 1, 1987 | May 1, 1998 | May 21, 2004 | May 17, 2013 |
| July 1, 1989 | | | July 10, 2013 |
| | | | February 24, 2014 |
| | | | April 11, 2014 |