



Oregon Bears Inc.  
Oregon Bears Bylaws Enacted 03 March 2010  
By Oregon Bears Board of Directors  
(Reviewed: November 2009)

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**ARTICLE I. DEFINITIONS**

**Section 1.01 THE CLUB MISSION STATEMENT**

- (a) The mission statement and scope of the Oregon Bears Inc. and its general membership (hereinafter referred to as "The Club") is to organize events and activities that provide for the social enjoyment and camaraderie of its members, and to provide resources (financial and otherwise) to selected charitable organizations.

**Section 1.02 THE CLUB'S FISCAL YEAR**

- (a) The Club's fiscal year shall be the first day of February through the last day of January of the following year.

**Section 1.03 THE BOARD OF DIRECTORS**

- (a) The purpose and scope of the Board of Directors (hereinafter referred to as "The Board") is to administer and maintain the business of The Club. Any action of The Board shall stand as valid unless challenged and overturned by two-thirds majority of active current membership.

**Section 1.04 MEMBER IN GOOD STANDING**

- (a) To be considered as having membership in The Club "In Good Standing", A member must comply with the following:
  - (i) Membership dues are current.
  - (ii) The member has no outstanding financial obligations owed to the club that is over more than 60 days.
  - (iii) Adherence to the bylaws, mission and all other rules and policies set forth by The Club.

**ARTICLE II. THE CLUB: MEMBERSHIP, ACTIVITIES, AND EVENTS**

**Section 2.01 MEMBERSHIP QUALIFICATIONS AND POLICIES**

- (a) BASIC TERMS OF MEMBERSHIP

(i) Membership in The Club shall be open to those who are in agreement with The Club's Mission Statement as stated in Article 1, Section 1, above. Membership shall be open to anyone regardless of sex, race, religion, and political beliefs, country of origin, sexual orientation or gender identity.

1) Applicants for Club membership must:

a) Be at least 21 years of age and able to provide proof of age.

b) Agree with the mission statement of The Club as stated in Article 1, Section 1 of these Bylaws.

c) Submit required dues- the amount of which equal to one full year's membership, or as many as three (3) years at one time.

d) Complete an Application for Membership- the periodicity of which is determined by the number of years of membership purchased (i.e.: one, two, or three years, respectively).

(ii) A standard membership period shall be for one year and shall date from the approval of membership to one year from that date. Members shall have the option to purchase more than one year's membership at start of membership, or at time of renewal. Memberships may be paid up to three (3) years in advance. Membership cards and/or receipts shall be provided to members. Membership shall remain active as long as all dues and obligations are paid. Membership dues are established at \$15 per year effective August 1, 2002.

(b) SPECIAL MEMBERSHIPS

(i) The Board reserves the right to create "special memberships" or "membership classes" as is deemed necessary for the function of The Club. Characteristics, requirements, and qualifications for these memberships shall be determined by the Board in keeping with the specified nature of that membership class, and may be different from the terms of "basic membership".

1) That active membership supersedes any special membership.

2) HONORARY MEMBER

a) The Board shall determine who is eligible for this class of membership, and shall determine what characteristics this membership is granted, based on an at-will basis, and is not subject to membership approval. This Special Class of membership shall have limitations to the extent of membership privileges. The following are limitations to all those who are granted the Honorary Membership- but not necessarily the only limits:

i) Honorary members are not granted the same rights and responsibilities of a standard membership.

ii) The Honorary Member shall not have voting rights.

iii) This member shall not have the right to run for office or the Board of Directors, nor serve on a committee.

- iv) The Board shall reserve the right to remove this special membership at will.
- v) The duration of this membership is to be determined by the Board at time of granting membership.
- vi) Approval of honorary memberships requires a minimum of a two-thirds (2/3) vote of the Board.

(c) **REVOCAION OF MEMBERSHIP**

- (i) Membership in the Club may be revoked from those members whose actions are deemed by the Board to be patently injurious to the club or its members. Revocation shall require a majority vote of The Board.

**Section 2.02      ACTIVITIES AND EVENTS**

- (a) The Club shall, at its discretion, establish events and activities which further The Club's Mission Statement. The official event of The Club, as established by The Board, is the regular monthly membership meeting (A.K.A. Bear Bust). The resources of The Club shall be available, at the discretion of the Board, for individual members to organize events and activities.
- (b) The Membership may form committees with the consent of the Board.
  - (i) Committee members must be Club Members in Good Standing. Committees shall require Board approval by majority vote on all major changes to events or Club representations. Major changes shall be defined by the Board. Examples would include, but are not limited to, event names or Club logo changes. The Board will determine if changes are of a significant enough nature to be sent to the membership for a period of comment.
- (c) The board must approve all committee chairs; newly formed committees may submit committee chairman nominations to the board for approval. The Board has the authority to appoint, re-appoint and replace committee chairs and members at its discretion.
- (d) All committees are required to have co-chair persons. The board must approve all committee co-chairs; newly formed committees may submit committee co-chair person's nominations to the board for approval. The Board has the authority to appoint, re-appoint and replace committee co-chairs and members at its discretion.
- (e) Committees shall send a representative to monthly board meetings to report on event planning.
- (f) All committees shall send one of the co-chairmen to monthly board meetings to report on event planning.
- (g) A review of committees, whose events collect funds for admission or charity, will be undertaken within 60 days of the event. The purpose of this review is to evaluate the success of the events and ensure that financial accounting is completed.
- (h) All committees that collect funds must establish a budget consisting of projected revenues and expenses. The board reserves the right of oversight and review of any proposed budget. This includes the authority to revise or amend sed budget.

### **Section 2.03 CONFLICTS OF INTEREST**

- (a) All members of all designated workgroups and committees formed by the Board shall be required to disclose all potential conflicts of interest and sign the applicable Conflict of Interest Disclosure Form within 60 days of assuming office. Potential conflicts of interest not previously in existence or acknowledged during the course of service must be formally recognized and the applicable documentation updated within 60 days, as well.
- (b) The Administrative Secretary shall keep record of all Conflict of Interest Forms and see that they are updated, as necessary.
- (c) All declarations of potential conflicts of interest shall be noted in all minutes of the meeting in which they occur.
- (d) The Conflict of Interest Disclosure Form shall be made available in online format. Furthermore, any previously completed Disclosure Form may be requested for public review in a written, dated request to the Board of Directors by any Oregon Bears Member in Good Standing. The Administrative Secretary has 30 days to comply with the request and the party or parties named in the request shall be notified.

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

### **Section 3.01 COMPOSITION OF THE BOARD**

- (a) The membership of The Board shall consist of nine voting members. Except as provided in Article 3, Section 4, all members shall be elected by a majority vote of all Club members in good standing returning a ballot by mail-postmarked by no later than February 15th of each year. The current Oregon Bears titleholders, Mr. Oregon Bear and Mr. Oregon Cub — unless elected as Board Members, shall serve as ex-officio (non-voting) members of The Board, and shall not be considered in establishing a quorum. The titleholders may serve as board officers, with the exception of the office of President, while serving their titles.

### **Section 3.02 BOARD ELIGIBILITY**

- (a) Any Club member in good standing for a period of at least 6 months prior to a club election may run for a position on The Board. A member who does not meet this eligibility requirement may submit to The Board a written request for an exception to this requirement. Acceptance or denial of such exceptions shall be determined by The Board in accordance with the Bylaws herein.

### **Section 3.03 ELECTED BOARD MEMBERS TERMS OF OFFICE**

- (a) Board Members elected in February shall begin serving during the March Board meeting. Term of office will be for two years. Five Board Members shall be elected in odd-numbered years and four Board Members shall be elected in even-numbered years.

### **Section 3.04 VACANCIES**

- (a) If a vacancy on The Board should occur due to resignation, termination, removal, disability, or death, a new Board Member shall be appointed by a majority vote of the remaining Board Members. This pro-tem Board position shall last the duration of the regular board position, and shall be declared up for re-election at the next election for that position. Eligibility for filling the vacancy shall be the same as for regular election procedures of new board members. A minimum of (15) fifteen days notice of the vacancy shall be given to the membership. The Vacant position shall be filled at the next regular board meeting, where the min-

imum waiting period has been satisfied.

(i) **RIGHT OF SUPERSEDEENCE**

- 1) In the event of a vacancy of a Board seat, a currently seated Board member may claim the Right of Supersedence over the usual selection process. This parliamentary lateral accession procedure shall occur only when the following stipulated criterion have been satisfied:
  - a) The periodicity of the vacated term is longer than the term of the seated applicant member.
  - b) The applicant member must have been elected to their current position through the general election process, and not by appointment.
  - c) The applicant member must vacate their current seat, to be filled through the normal selection processes. Said seat may not be superseded by another seated Board member.
  - d) The usual minimum of 15 days notice must be given for this newly vacated seat.
  - e) The Supersedence must be approved by a unanimous vote of the remainder of the Board.
- 2) If Supersedence is granted, the applicant member may not apply for a Right of Supersedence for another vacancy for at least one election cycle- and no more than three (3) occurrences in total.
- 3) The applicant may not necessarily assume any Club Officer position held by the vacated Board seat.
- 4) A Club Titleholder may not apply for a Right of Supersedence, as they are de- facto Board members, and were not elected to their position by the general membership.
- 5) A granted Supersedence may be challenged by the submission of a written statement of cause, and the support of no less than 20% of the membership. A hearing will thereby be held by the Board.

**Section 3.05 REMUNERATION**

- (a) Board members shall not receive remuneration in any form, or any other forms of benefit, for their Board service; however, Board members may be reimbursed for authorized expenses.

**Section 3.06 CONFLICTS OF INTEREST**

- (a) No member may benefit, either directly or indirectly, another organization or business from their membership within the Board of the Oregon Bears. This includes, but is not limited to, dependent charities, other social groups, political or religious organizations, etc.
- (b) All Oregon Bears Board of Directors members shall be required to disclose all potential conflicts of interest and sign the applicable Conflict of Interest Disclosure Form within 60 days of assuming office. Potential conflicts of interest not previously in existence or acknowledged during the course of service must be formally recognized and the applicable documentation updated within 60 days, as well.
  - (i) The Administrative Secretary shall keep record of all Conflict of Interest Forms and see that they are updated, as necessary.
  - (ii) All declarations of potential conflicts of interest shall be noted in all minutes of the meeting in which they occur.
  - (iii) The Conflict of Interest Disclosure Form shall be made available in online format. Furthermore, any previously completed Disclosure Form may be requested for public review in a written, dated request to the Board of Directors by any Oregon Bears Member in Good Standing. The Administrative Secretary has 30 days to comply with the request and the party or parties named in the request shall be notified.

### **Section 3.07      REMOVAL OF BOARD MEMBER**

- (a) The Board, by a majority vote of those present and forming a quorum, shall have authority to terminate Board membership for the following reasons:
  - (i) The theft of money, merchandise, real property, or intellectual property from The Club in accordance with the definition of such intellectual property as set down in the “Administrative Rules”.
  - (ii) Non-attendance at three Board meetings without prior notice to the Board.
  - (iii) Violation of the Bylaws and policies of The Club.

### **Section 3.08      SELECTION OF BOARD OFFICERS**

- (a) The Board members at the first Board meeting following the election shall appoint officers by majority vote of the new board. The officers of The Board shall be President, Treasurer, Administrative Secretary, Membership Secretary, Assets Secretary and Historian. The Board may create additional officers as it deems necessary.

### **Section 3.09      BOARD OFFICER RESPONSIBILITIES**

- (a) PRESIDENT
  - (i) The President shall preside at Board meetings and represent The Club in an official capacity at any public events at which The Club is present. The President shall serve as the executive officer of The Board. The President shall communicate with the var-

ious Club committees and groups and coordinate their activities. The President shall not vote on matters before The Club except to break a tie; voting in this regard will be at the President's discretion. The president shall not be either a chairman or co-chairman of any committee, but may serve as a member of any committee. The president will also validate the Treasurer's monthly bank reconciliation of the club's treasury. The president shall also act to protect the reputation and material assets of The Club when an emergent need arises.

(b) TREASURER

- (i) The Treasurer shall receive and be accountable for all funds; pay all obligations incurred by The Board; maintain banking accounts; conduct monthly bank reconciliation; render monthly financial reports; prepare and submit annual financial reports to the appropriate government agencies; and maintain accurate and timely records in accordance with generally accepted accounting principles. Decisions on Major Expenditures, above routine expenditures of conducting business, shall require affirmation by the Board via recorded vote on a motion from a Board Member. The Board shall define Major Expenditures. Such definition shall be a part of The Club's Administrative Rules, Policies and Procedures. In the absence of the president, the treasurer shall act as president in accordance with the responsibilities of president.

(c) ADMINISTRATIVE SECRETARY

- (i) The Administrative Secretary shall keep records of the official proceedings of The Board (minutes); official copies of Incorporation papers, Bylaws, and Resolutions to Bylaws; and prepare the monthly Agenda in consultation with the President and Board Members. The Administrative Secretary shall officially correspond on behalf of The Board. The Administrative Secretary shall be the official correspondent for Club members, other Bear Clubs, external organizations, and local and national media. In the absence of the president and the treasurer, the administrative secretary shall act as president in accordance with the responsibilities of president.

(d) MEMBERSHIP SECRETARY

- (i) The Membership Secretary shall maintain official membership records; and, report regularly to The Board on the status of membership. The Membership Secretary shall send and receive membership applications and renewals; and, collect membership dues and transmit them to the Treasurer. The Membership Secretary shall provide to other Board Members selected membership information necessary to the business of The Club. The Membership Secretary shall provide current membership information to the Media Committee, as well as other relevant Committees, as determined by The Board.

(e) ASSETS SECRETARY

- (i) The Assets Secretary shall be custodian of inventory, merchandise and equipment. The Assets Secretary will coordinate with various committee chairpersons and the Treasurer on arrangements for purchasing merchandise and equipment for The Club. The Assets Secretary will provide the Treasurer with an inventory of Club assets and merchandise by January 15th of each year. The assets secretary will be responsible for coordinating availability of club property and merchandise at events.

(f) HISTORIAN

- (i) The Historian shall collect and maintain all historical data pertaining to The Board and Committee meetings, and other activities of The Club, which will include, but not be limited to, reports, minutes, agendas, announcements, pictures, fliers, pamphlets, voting ballots etc. to be kept in appropriate condition for future reference. The Historian is encouraged to research the history of the Club. No document, letter, or company record is to be destroyed without being presented to him. The Historian will not dispose of documents, letters, written matter or mementos, without approval of the Board. The Historian shall be charged with the responsibility of compiling, assembling and displaying some or all such materials at Annual Events and on such other

occasions desired by the Board. The Historian can ask the Assets Secretary to store items in the Club storage till such time items can be cycled out at site locations.

### **Section 3.10 BOARD MEETINGS**

- (a) Board meetings shall be held each month at a day, time and location determined by The Board and as advertised to the general membership. Board meetings shall be open to all members. Board meetings shall be conducted by the President according generally to the rules of the current edition of Robert's Rules of Order (Simplified versions may be used). If the President is unable to conduct the meeting, the President or the Board shall choose another Board member to act as President to conduct the meeting. The Acting President shall not vote on matters before The Club except to break a tie; voting in this regard will be at the Acting President's discretion. The Board may meet in a closed Executive Session to discuss personal confidential issues, generally related to a Board Member's service, when such a session is requested by the President and approved by a majority of The Board Members.

### **Section 3.11 QUORUM**

- (a) A quorum for Board business shall consist of 5 Board members. If a quorum cannot be established at a future date, the general membership shall be convened to elect sufficient Board Members to form a quorum.

## **ARTICLE IV. TITLEHOLDERS**

### **Section 4.01 TITLES AND TITLEHOLDERS**

- (a) CREATION AND PURPOSE OF TITLES

- (i) The Club shall, at its discretion, create and grant to representatives of The Club titles to further the purpose, goals and representation of The Club. The Board shall reserve the right to revoke any title from any person at any time upon a majority vote of The Board.

- (b) CLUB TITLES OF MR. OREGON BEAR AND MR. OREGON CUB

- (i) The Oregon Bears shall elect through open process and competition, two representatives of The Club to hold the titles of "Mr. Oregon Bear" and "Mr. Oregon Cub", respectively. The official title of the representatives shall be either "Mr. Oregon Bear" or "Mr. Oregon Cub" without any assumption of gender or gender identity derived from the title. It is at the discretion of the titleholders- Mr. Oregon Bear and Mr. Oregon Cub, Hereafter referred to as "The Titleholders", to choose or designate their personal preference of mode of address of such honorifics as "Mr.", "Ms.", "Mrs.", etc., along with their respective representational title. The intent of this option is to respect the personal gender-identity of our representatives, and to further the purpose, goals and representation of The Club and the community at large.

### **Section 4.02 ELIGIBILITY FOR MR. OREGON BEAR AND MR. OREGON CUB**

- (a) To be eligible to participate as a candidate for either title position, an individual must have been a member “In Good Standing” of the Oregon Bears for a minimum of six months prior to the competition at which the titleholders are selected. An exception to this rule may be requested by a member by submitting a written request to The Board. The Board in accordance with the Bylaws herein shall determine acceptance or denial of the request.

#### **Section 4.03 OBLIGATIONS AND EXPECTATIONS AND BOARD PARTICIPATION OF MR. OREGON BEAR AND MR. OREGON CUB**

##### **(a) OBLIGATIONS AND EXPECTATIONS**

- (i) The Titleholders shall at all times be reflective of maintaining the knowledge that they represent The Oregon Bears, and must act accordingly. The obligations and expectations of The Titleholders shall include, but not be limited to:
  - 1) The Titleholders shall represent the Oregon Bears at all community events and functions, either local or non-local, in a positive manner. The Titleholders are encouraged to attend as many of the Oregon Bears sanctioned events, as well as other GLBT events, as possible but those, which shall not constitute a financial burden.
  - 2) The Titleholders are expected to attend Camp Oregon Bears, International Bear Rendezvous (IBR) in San Francisco, and the Beartown event at the end of their title year for purpose of step-down. The registration fees for the above listed events shall be paid on behalf of the titleholders from the Oregon Bears general fund.
  - 3) The Titleholders are expected to participate in Camp Oregon Bears and Beartown events to the capacity requested by the respective committee. The Titleholders are expected to represent The Club at the annual Portland gay pride celebration.
  - 4) The Titleholders may speak on behalf of The Club, but may not make any arrangements, promises or commitments of any kind for The Club without approval of the board.

##### **(b) TITLEHOLDERS AS BOARD MEMBERS**

- (i) Both Mr. Oregon Bear and Mr. Oregon Cub will be considered ex-officio (non-voting) members of The Board of Directors (unless elected as Board members) and are highly encouraged to attend as many board meetings and events as possible. Their terms on The Board will run concurrent with their titles for one year starting and ending at election of the new Mr. Oregon Bear and Mr. Oregon Cub. The Titleholders may run and be elected to The Board and would serve under the terms of the by-laws.

#### **Section 4.04 CONFLICTS OF INTEREST**

- (a) All current Titleholders shall be required to disclose all potential conflicts of interest and sign the applicable Conflict of Interest Disclosure Form within 60 days of assuming office. Potential conflicts of interest not previously in existence or acknowledged during the course of service must be formally recognized and the applicable documentation updated within 60 days, as well.
- (b) The Administrative Secretary shall keep record of all Conflict of Interest Forms and see that they are updated, as necessary.

- (c) All declarations of potential conflicts of interest shall be noted in all minutes of the meeting in which they occur.
- (d) The Conflict of Interest Disclosure Form shall be made available in online format. Furthermore, any previously completed Disclosure Form may be requested for public review in a written, dated request to the Board of Directors by any Oregon Bears Member in Good Standing. The Administrative Secretary has 30 days to comply with the request and the party or parties named in the request shall be notified.

## **ARTICLE V. GENERAL AND MISCELLANEOUS**

### **Section 5.01 AUDITS**

- (a) An audit of the clubs treasury books shall be conducted semi-annually. This audit is to be conducted by an audit team. The audit team is to be approved by the board. The audit team is to be made up from a board member (excluding the clubs president and treasurer) and a member of the general membership (which should not be a partner of the president or the treasurer).

### **Section 5.02 LOANS**

- (a) The corporation shall make no monetary loans. The Board may advance money to Committees from time to time as necessary to conduct business.

### **Section 5.03 BYLAWS**

- (a) The Bylaws of The Club shall be the primary operating document for The Club. Amendments to the Bylaws shall be enacted by a majority vote of a quorum of the Board. A Bylaws review shall be held at least once each year. A special committee, consisting of board and non-board members, shall conduct Bylaws review. The membership shall be allowed 30 days following presentation to the Board by the Bylaws Committee to review and make suggestions to the Bylaws proposals. After the 30 day review, the Board shall act to amend (or not amend) the Bylaws.

### **Section 5.04 BOARD RESOLUTIONS**

- (a) Resolutions of the Board shall be construed as changes or additions to established Bylaws. Such Resolutions shall be incorporated into the Bylaws when the annual review of the Bylaws is performed by The Board. The effective date of Resolutions shall be the day on which the Board approved them.

### **Section 5.05 ADMINISTRATIVE RULES, POLICIES AND PROCEDURES**

- (a) The Board shall, at its discretion, enact rules, policies and procedures (hereinafter called Administrative Rules). Administrative Rules shall be enacted by a majority vote of a quorum of the Board.