

PORTLAND SKYLINERS, INCORPORATED
BYLAWS
MAY 16, 2009

ARTICLE I: CLUB NAME, LOCATION, AND USE OF CLUB NAME

1.1 ***NAME AND LOCATION***

The name of this club shall be Portland Skyliners, Incorporated, hereinafter called the Club. The principal place for the transaction of business of the Club shall be in the Greater Portland, Oregon, metropolitan area.

1.2 ***USE OF CLUB NAME***

The Club name and any Club logos are the sole property of the Club and use of this property without the approval of the Board of Directors is strictly prohibited.

ARTICLE II: OBJECT

2.1 The purpose of the Club is to promote friendship and good fellowship among tall people and to sponsor activities of interest to all. Additionally, the club may promote and advocate for issues of concern to tall people.

ARTICLE III: MEMBERSHIP

3.1 ***CLASSES AND QUALIFICATIONS***

There shall be five (5) classes of membership in the Club, namely: Regular, Associate, Inactive, Honorary, and Lifetime. The qualifications for each class shall be as follows:

3.1.1 ***REGULAR MEMBER***

3.1.1.1 ***Membership Requirements***

3.1.1.1.1 Male members must be of a height not less than six feet, two inches (6'2") in stocking feet. Female members must be of a height not less than five feet, ten inches (5'10") in stocking feet.

3.1.1.1.2 All members must have passed their twenty-first (21st) birthday.

3.1.1.1.3 Acceptance for membership may not be made until the candidate has attended at least two (2) Club activities within a three (3) month period and has filed an application for membership with payment of appropriate dues with the Club.

3.1.1.1.4 An application for membership with payment of appropriate dues has been filed with the Club.

3.1.1.1.5 Attendance requirements may be waived by a two-thirds (2/3) vote of the Board of Directors for good and sufficient reasons.

3.1.1.1.6 A majority vote of the Board of Directors shall determine acceptance of a candidate as a member; however, three (3) dissenting votes will prohibit acceptance of a candidate as a member.

3.1.1.2 ***Lapse in Membership***

3.1.1.2.1 Any members more than sixty (60) days delinquent in payment of Dues shall not be allowed to vote and will not receive Club newsletters issued during the delinquent period.

3.1.1.2.2 Members who allow their membership to lapse may be readmitted using their height measurement at the time of their original application.

3.1.3 ***Member's Obligation to Abide by the Bylaws***

A regular member must abide by all other obligations incurred through membership. Before being admitted to membership, each prospective member shall have read the Bylaws and Standing Rules and by signing the

membership application agrees to abide by the Bylaws and Standing Rules. Members must conduct themselves in a manner so as not to disparage the reputation of the Club or any other member.

3.1.2 ***ASSOCIATE MEMBER***

Associate membership is granted to spouses of members in good standing except that of height. An Associate member has no voting power, may not hold office, and must abide by all obligations of the membership class to which the spouse belongs. Associate members will pay the non-member fees at club functions.

3.1.3 ***INACTIVE MEMBER***

A regular member in good standing may become an Inactive member by notice in writing to the Membership Officer and upon approval of the Board of Directors. An inactive member shall be reinstated to Regular membership by notice in writing to the Membership Officer and payment of Regular membership dues.

3.1.4 ***HONORARY MEMBER***

Honorary Membership shall be attained by performing recognized exemplary service to the Club and/or by attaining outstanding public recognition and support for the Club and to the tall movement.

3.1.5 ***LIFETIME MEMBER***

Any person who has been a Regular member of the Portland Skyliners for twenty-five (25) consecutive years shall be given a Lifetime membership upon verification by the Board. The "consecutive" requirement commences March 1988 (the date this bylaw was passed). Members in good standing as of March 1988 may have had breaks in their membership, but the breaks do not count toward accumulation of the 25 years. Membership in other tall clubs does not count toward Lifetime member status. Lifetime members shall be exempt from dues, shall receive a newsletter subscription at the current annual rate, and shall have all the privileges of Regular membership.

3.1.6 ***TRANSFER OF MEMBERSHIP***

Any candidate desiring to transfer from another member club of Tall Clubs International (TCI) or any of its affiliates must fulfill all of the qualifications and conditions set forth for membership.

3.1.7 ***SUSPENSION OF MEMBERS***

Any member may be suspended from membership for up to three (3) months by a majority vote of the membership present at a General Membership (business) meeting, or by a majority vote of the board of Directors present at a Board Meeting, as a prelude to expulsion. If no action is taken to expel the member or terminate the suspension is taken within three (3) months, such suspension is automatically terminated. A suspended member will not receive a newsletter. A suspension instigated by the Board may be appealed by the member to the General Membership and a vote taken with appropriate notification to the membership. The General Membership vote carries the decision.

3.1.8 ***EXPULSION OF MEMBERS***

Any member may be expelled for a specified time from the Club for Conduct unbecoming a member of the Club or any other just cause by a two-thirds (2/3) vote of the Board of Directors. Before any action is taken to expel a member, that member must be given written notice of the nature of the charges and an opportunity to be heard before the Board of Directors. The member may appeal to the General Membership and a vote may be taken with the appropriate notification of members. The General Membership vote carries the decision.

3.1.9 ***REINSTATING MEMBERS***

A member who has resigned or been expelled from membership may reapply for membership by conforming to the requirements and conditions set forth for membership.

3.1.10 ***LEAVE OF ABSENCE***

The Board of Directors may grant a leave of absence to any member. A member on leave of absence forfeits all rights and privileges of membership during said leave of absence. A member on leave of absence may reassume active membership upon written notice to the Membership Officer. Their date will be extended by the length of their absence.

3.1.11 **RENEWAL**

In order to renew, one must complete a Membership Renewal Form and send it with the annual dues.

ARTICLE IV: BOARD OF DIRECTORS

4.1 **MEMBERS OF THE BOARD**

The governing powers of the Club shall be vested in a Board of Directors, hereinafter called the Board. The voting members of the Board shall consist of the following officers: President, Vice-President, Membership Officer(s), Social Chairperson(s), Secretary, Treasurer, and Editor(s). Two unexcused absences from scheduled Board meetings shall be grounds for the dismissal of any Board member from office.

4.2 **DUTIES AND AUTHORITIES OF THE BOARD**

The duties and authorities of the Board shall include, but not be limited to the following: Record and preserve all pertinent records and dates; appoint temporary officers to fill any vacancy created during a term of office; dismiss an officer for failure to fulfill his/her duties; authorize all expenditures of the Club funds; prescribe the duties and fix compensation, if any, for all appointed committee persons, agents, or employees of the Club; conduct, control, and manage the affairs of the Club in accordance with these Bylaws and Standing Rules and the laws of the State of Oregon. Any Board decision may be subject to approval of the General Membership.

ARTICLE V: OFFICERS

5.1 **CLASSIFICATION AND QUALIFICATIONS**

The officers of the Club shall be President, Vice President, Membership Officers(s), Social Chairperson(s), Secretary, Treasurer, and Editor(s). All officers must be Regular members in good standing for at least six (6) months.

5.2 **NOMINATION AND ELECTION OF BOARD MEMBERS**

Meetings at which officers are to be elected shall be open to all members. Officers shall be nominated and elected by the Regular members in the sequence and manner outlined below:

5.3 **NOMINATION OF BOARD MEMBERS**

5.3.1 The Officers shall be nominated by an appointed Nomination and Election Committee and by nominations from the floor. A declaration of candidacy to the Nominations and Election Committee for an office shall constitute a nomination for that office. To be included in the published ballot, a candidacy must be declared to the Committee on or before the Board meeting of the month prior to the election.

5.3.2 Nominations and elections shall be in the following order: President, Vice-President, Membership Officer(s), Social Chairperson(s), Secretary, Treasurer, and Editor(s). A person may be nominated for only one office at a time. After the election of each office, the nominations will be reopened for the remaining offices. Candidates for Social Chairperson and Editor may run as teams of two (2) or individually. If a candidate running alone is elected, he/she shall serve alone.

5.4 **ELECTION OF BOARD MEMBERS**

5.4.1 **Balloting**

Election of officers shall be by secret ballot at the May General Membership (business) meeting. The Election Committee will include on the ballot a "Write-In" option. An absentee ballot will be mailed or otherwise delivered to Regular members at least fourteen (14) days prior to the election of officers. (See Article VI, Section 6.0) Absentee Ballots must be received three (3) days prior to tabulation date.

5.4.2 **Tabulation of Votes**

Votes shall be tabulated immediately after balloting by an appointed Tabulation Committee and the results made known to the membership at that time. In case of a tie, members in attendance will cast another secret ballot on the nominees involved. No one who is running for election shall be on the Tabulation Committee.

5.4.3 ***Votes to Determine Election of Candidate***

A majority count of the votes cast for an office will constitute the election of the candidate. If no candidate receives a majority vote, the top two candidates will face a run-off vote.

5.5 ***DUTIES AND AUTHORITIES OF BOARD MEMBERS***

5.5.1 ***President***

The President shall be the First Executive Officer of the Club and shall preside at all meetings where business is transacted. He/She shall sign all checks, drafts, etc., together with the Treasurer for the disbursement of Club funds from the savings account, or in the absence of the Treasurer, may sign checks from the regular checking account.

He/She shall serve as the Corporation's Registered agent and shall maintain all applicable documents and records pertaining to Club business. This includes copies of minutes and agendas of all meetings, rulings by the Board, legal and business correspondence, Board signature filings, and all financial and post office records.

At the conclusion of his/her term of office, the outgoing President is responsible for collecting all keys (post office box, storage areas, etc.) from other Board members and delivering these keys to the incoming President. Following his/her term, the President may be asked to serve in an advisory capacity to the next Board.

5.5.2 ***Vice-President***

The Vice-President shall assume the duties of the President in case of his/her absence or inability to act. The Vice-President, if able, assumes the office of President in the event of a mid-term vacancy, and he/she shall perform such other duties as requested by the President. If two (2) Vice-Presidents are in office, a majority vote of the Board shall determine which shall succeed the President. The Vice-President is responsible for coordinating all publicity for Club promotion and special events and may delegate this duty as desired. In the event of the absence of the President or the Treasurer, the Vice-President may approve the disbursement of Club funds from the regular checking account or with an appropriate co-signer from the savings account.

5.5.3 ***Membership Officer(s)***

The Membership Officer(s) are responsible for the promotion and coordination of membership activities including membership lists, prospect lists, height measuring, application distribution, etc. After notification from the Treasurer, the Membership Officer gives the last notification to members with delinquent dues.

5.5.4 ***Social Chair Officer(s)***

The Social Chairperson(s) shall be in charge of all social activities of the Club. The Social Chairperson(s) shall act as, appoint, or accept volunteer chairperson(s) for a particular event. They shall be empowered to appoint committees to assist them with their work. They shall supply information on proposed Club activities to the Board, incorporate the suggestions of the Board, and supply written details of upcoming events to the Editor(s) in a timely manner.

5.5.5 ***Secretary***

The Secretary shall keep a written record of all special and regular business meetings, including minutes of the meetings of the Board. He/She shall, when requested by the President, furnish all Board members with a written copy of the minutes of all meetings in a timely manner.

5.5.6 ***Treasurer***

The Treasurer shall receive and account for the funds of the Club. The Treasurer shall maintain a regular checking account with a balance not to exceed one and one-half (1.5) months' average expenses or an amount approved by the Board. This regular checking account requires only one signature of the Treasurer, President, or Vice-President. The Treasurer shall also maintain a savings account for all of the Club funds that are not in the regular checking account. Checks or drafts on the savings account shall require signatures of two of the following: Treasurer, President, or Vice-President. If two of these positions are filled by a married couple, they cannot be the two co-signers. One of them may co-sign with the third officer.

5.5.7 **Editor(s)**

The Editor(s) shall have the responsibility of publishing the Skyliners newsletter. They will schedule and oversee the paper put-out and will see to it that newsletters are mailed to all appropriate people.

5.6 **TERM OF OFFICE**

The term of office for all elected officers shall be one (1) year commencing July 1 and ending June 30. Incoming officers shall attend the last official meeting of the outgoing Board at which time members of said Board shall provide for a smooth transition of the records, effects, and affairs of the Club over to the newly elected officers.

ARTICLE VI: MEETINGS

6.1 **GENERAL MEMBERSHIP BUSINESS MEETINGS**

Regular General Membership meetings shall be held monthly unless otherwise scheduled by the Board for good and sufficient reasons.

6.2 **BOARD MEETINGS**

6.2.1 The regular meetings of the Board shall be held monthly unless otherwise scheduled by the Board.

6.2.2 A Regular member has the privilege of attending all meetings of the Board. He/She may present on behalf of himself/herself, another person, or the Club, any remarks, suggestions, or criticisms. He/She shall not have the right to vote on any business before the Board.

6.3 **SPECIAL MEETINGS OF THE GENERAL MEMBERSHIP**

Special meetings of the General Membership may be called by the Board when deemed advisable or requested by the membership provided adequate notice is given to all members. Adequate notice is preferably two (2) weeks or more, but emergency situations may require shorter notice. Special meetings may be called by petition of one-third (1/3) of the Regular members. Notification to the general membership will be faithfully implemented in the most efficient manner.

6.4 **SPECIAL MEETINGS BY THE BOARD**

6.4.1 **Special Meetings in Person**

Special meetings of the board may be called at any time by the President or a majority of the Board upon forty-eight (48) hours notice to all members of the Board.

6.4.2 **Special Meetings by E-mail**

Special meetings of the Board may also be accomplished via E-mail. If a vote is needed, votes should be E-mailed to the President or individual designated by the President. Any discussion via E-mail should be done with a "reply all" so that all board members see all of the discussion.

6.5 **GENERAL MEMBERSHIP MEETING QUORUM**

At least one-fifth of the Regular membership must be present at any General Membership meeting to constitute a quorum. Absentee ballots will count towards fulfillment of a quorum for issues on the absentee ballot.

6.6 **ABSENTEE BALLOTS**

Absentee ballots will be used on all major Club decisions as decided by the Board of the General Membership requiring a vote of the Regular members. The ballots will be issued to all Regular members at least fourteen (14) days prior to the business meeting. Absentee ballots must be received three (3) days prior to tabulation date. The ballot or a sealed envelope containing the ballot will be signed by the voting member, and the ballot will remain in the sealed envelope until the tabulation of the votes.

6.7 **PROXY VOTES**

A regular member may have another Regular member represent them at a business meeting by giving them a written and signed proxy which includes a statement of the one specific meeting for which the presentation is

valid. The proxy must be surrendered to the officer presiding over the meeting. A member may represent (hold the proxy for) only one other member at a time.

6.8 ***BOARD OF DIRECTORS MEETING QUORUM***

At any Board meeting, more than half of the Board officers must be present to constitute a quorum. No official business can be transacted without a quorum present.

ARTICLE VII: MEMBERSHIP DUES

7.1 ***DUE DATE OF DUES***

7.1.1 Membership dues shall be payable in advance on a yearly basis and will become due and payable on the first day of July each year.

7.1.2 Prospective members voted into membership will pay prorated membership dues through June 30, and yearly membership dues are due on the following July 1.

7.2 ***PRORATED DUES***

Prospective members voted into membership will pay prorated membership dues through June 30, and yearly membership dues are due on the following July 1.

7.3 ***DELINQUENT DUES***

Any members more than sixty (60) days delinquent in payment of Dues shall not be allowed to vote and will not receive the Club newsletter except by Board approval.

7.4 ***LATE PAYMENT OF DUES***

7.4.1 Full payment of delinquent dues reinstates membership from the previous July 1.

7.4.2 A member delinquent for more than one year will be considered to have resigned and must reapply for membership.

7.5 ***AMOUNT OF DUES***

7.5.1 Membership dues shall be assessed on the following basis:

7.5.1.1 ***Regular Members***

Regular members shall each pay dues of twenty-five dollars (\$25) per year, whether single or married.

7.5.1.2 ***Associate Members***

Associate members shall not pay dues

7.5.1.3 ***Inactive Members***

Inactive members shall pay dues equal to the current newsletter rate.

7.5.1.4 ***Honorary Members***

Honorary members shall not pay dues.

7.5.1.5 ***Members in the Armed Services***

Members in the U.S. Armed Forces on active duty shall not pay dues. If one member of a married couple is in the Armed Services, the amount of a Regular (Individual) Membership will be deducted from the married couple's membership dues.

7.5.1.6 ***Members on Leave of Absence***

Members on Leave of Absence shall not pay dues or receive the Club newsletter.

7.5.1.7 **Married Members**
Married couples who are both members are Regular Members and shall each pay dues of twenty-five dollars (\$25) per year.

7.5.1.8 **Board Members**
Board members are exempt from payment of dues during their term of office. Partial terms shall be prorated for payment or refund as appropriate. If any one member of a married couple serves as a Board member, 50% of the amount of the Married Membership rate will be deducted from the married couple's membership.

7.6 **REFUNDS**
Refunds shall not be refundable in any case except when filling a mid-term position or expulsion from the Club Membership. In these cases, refunds shall be prorated.

ARTICLE VIII: NEWSLETTER

8.1 The Club shall publish a newsletter containing a schedule of events including meetings of the Board of Directors and the General Membership. Said newsletter shall be mailed or otherwise delivered to the last reported address of all Regular and Inactive members as a benefit of membership. Other interested individuals may, at the discretion of the Editor and subject to the approval of the Board, receive copies of this newsletter. Prospective members will receive a minimum of three (3) issues of the newsletter.

ARTICLE IX: NOTIFICATION

9.1 Publication of any notice in the Club newsletter mailed or otherwise delivered to all Regular members at least fourteen (14) days prior to the final action of the subject notice shall be deemed adequate notice for any action.

ARTICLE X: AMENDMENTS TO BYLAWS

10.1 These Bylaws may be amended by a two-thirds (2/3) vote of the Regular members present at a business meeting, provided that adequate notice is given all members, or by ballot. Absentee ballots will count towards fulfillment of a quorum for issues on the absentee ballot.

ARTICLE XI: PARLIAMENTARY RULES OF ORDER

11.1 The rules contained in Robert's Rules of Order, Newly Revised, shall govern the Club in all cases to which they are applicable, in which they are applicable, and in which they are not inconsistent with the Bylaws and the Standing Rules of the Club.

ARTICLE XII: EFFECTIVE DATE OF BYLAWS

12.1 The Bylaws hereto existing, not included in this amended form, are hereby in all things repealed. This present form was amended and approved by the general Membership and by the Board of Directors and is effective May 16, 2009.