



OREGON EMPLOYER COUNCIL

ARTICLES OF INCORPORATION AND BYLAWS

Article 1

NAME

- 1.1 The name of the corporation is Oregon Employer Council (hereinafter referred to as OEC). The duration of the corporation is perpetual.

Article II

LOCATION

- 2.1 Principle office: Oregon Employer Council, 875 Union St NE, Salem, Oregon 97311. Phone: 503.947-1305; Fax: 503.947-1309

Article III

STATEMENT OF PURPOSE

- 3.1 OEC is a non-profit, public benefit corporation, 501(c)(6). OEC is organized for the following purposes:
- To advise offices of the Employment Department in the interest of maintaining a high standard of integrity and efficiency in the operations of the Oregon State Employment Department.
 - To foster and promote cooperative relationships among Oregon Employers and the Employment Department and to seek solutions relating to work force 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 both the state and federal levels.
 - To sponsor high quality, low cost, educational opportunities of benefit to employers.

Article IV

REGISTERED AGENT

- 4.1 The name of the initial registered agent shall be the State President of the Oregon Employer Council. The name and address on file of the registered agent is David Brydson, LaDara Enterprises, 11124 NE Halsey, Portland, OR, 97220; Ph 503.788-7789; fax 503.788-8047.

Article V

MEMBERSHIP

- 5.1 DEFINITIONS: Employer members is defined as private sector business individuals whose businesses pay taxes to fund the employment security system. Associate member is defined as individuals not meeting the definition "employer" but who are supportive and vested in the purpose and vision of OEC. All councils are encouraged to maintain a majority of employer representation on the local board and in the general membership.
- 5.2 CLASS OF MEMBERSHIP: OEC shall have two classes of members: voting and non-voting members.
- 5.3 VOTING MEMBERSHIP: Voting members for all non-executive board issues shall include each local council chairperson as well as each OEC executive board member. The local chairperson of each OEC local council will have one vote to cast on behalf of their local council. Local council chairperson(s) may select another individual to represent him/her by proxy vote. Changes to the bylaws will be voted on by the above named members. Voting members for all executive board issues shall include the OEC state president, two vice presidents and the treasurer. Voting members shall enjoy the same benefits as the nonvoting members.
- 5.4 NONVOTING MEMBERSHIP: The nonvoting membership (general membership) is composed of employer and associate members who have attended a minimum of two local council meetings or events in the last fiscal year.
- 5.5 EXECUTIVE BOARD: The OEC executive board shall consist of a president, two vice-presidents, and a treasurer. The vice-president will represent local councils from two geographical areas as defined in the operations manual. The president will appoint a nomination committee for the nomination of officers. The nomination committee shall present to the membership an official slate of nominees prior to or during the third quarter board meeting when an election is necessary. Executive board positions shall be filled by secret (mail) ballot, or by majority vote at the third quarter board meeting, by the voting membership present. If an executive board position remains unfilled after the election, the newly elected president, with executive board approval, will appoint an OEC member to fill an open position.

- 5.6 STATE BOARD: The state board is composed of the four elected positions, the local chairs and any other voting members as defined in section 5.3. Associate members may hold office at the state and local levels. However, at the state level, only private sector employer members may hold the offices of president and vice president.
- 5.7 TERM OF OFFICE: Each executive board member shall hold office for a period of two (2) years beginning January 1 until December 31 of the second year. If an executive board member becomes ineligible as defined in 5.6, the position will be filled as described in 5.10.
- 5.8 POWERS: The executive board shall exercise all powers necessary to carry out the affairs of the OEC with the assistance of the OEC State Coordinator.
- 5.9 RESIGNATION: An executive board member may resign by submitting a written resignation to the president.
- 5.10 VACANCIES: Vacancies on the executive board prior to an election year will be designated by the OEC president with a majority vote of approval by the executive board. This individual shall remain in office until the next election. In the case of the president's vacancy, one of the vice-presidents shall preside until the next election. In an odd year, the vice president representing OEC Area 1 shall assume the office of president for the remainder of the term; in an even year, the vice president representing OEC Area 2 shall assume the office of president for the remainder of the term.
- 5.11 REMOVAL AND VACANCY: Criteria for admission as a member, termination, expulsion, or suspension shall be established by the OEC executive board. An executive board member may be removed from office by a recall petition signed by three-fourth (3/4) of the applicable voting members (executive board and local council chairpersons). In the instance of gross negligence or gross misconduct, the president may remove or exclude any OEC member from participating in organizational activities without a vote in order to protect the integrity of the organization.
- 5.12 CONFLICT OF INTEREST: No member of OEC may participate in, or attempt to influence any decision by OEC affecting his or her own personal business interests, or otherwise use his or her membership or position for personal gain. An opportunity for declaring a potential or perceived conflict of interest will be allowed at the beginning of every state OEC meeting.
- 5.13 COMMITTEES: There shall be committees or advisors from time to time as deemed necessary by the executive board. Committees or advisors may consist of persons who are not also members of the board but are a content resource. These additional committees/advisors shall act in an advisory capacity to the board and shall be clearly titled as "advisory." Any proposed voting matters developed in committee shall be brought before the executive board as a recommendation for a vote. Service on a committee will not affect voting status. Any member may serve on a committee.

Standing committees: Committees shall have of a minimum of three members. Committees are responsible for selecting a committee chairperson. In cases where the committee does not

appoint a chairperson, the president shall appoint a chairperson. Standing committees will report to the executive board on their activities at least annually and at such other times deemed necessary by the executive board. Standing committees include, but are not limited to: Conference Committee, Legislative Committee and Nomination Committee.

Article VI

OFFICERS

DUTIES AND RESPONSIBILITIES:

- 6.1 PRESIDENT: The president shall preside at all meetings of the OEC and of the executive board. The president shall appoint members whose selection shall otherwise be provided for and shall be an ex-officio member of special committees. In the absence of the president, a vice-president shall preside in his/her absence. The president shall be empowered to call special meetings of the executive board. Ten day's notice shall be given for such meetings. In the event of a vacancy in the office of president, the vice-president shall serve as president for the unexpired term, as indicated in 5.10 above.
- 6.2 VICE-PRESIDENT: The vice president(s) shall perform the duties of the president during his/her absence or inability to act, and shall perform such other duties as the executive board or president may request. In the event of a vacancy in the office of vice president, the president with executive board approval shall designate a member from the appropriate OEC region to fill the vacancy for the unexpired term (see 5.10).
- 6.3 TREASURER: The treasurer shall have custody of OEC funds, which shall be kept in a separate checking account in a bank. The treasurer will keep a full and accurate record of receipts and disbursements belonging to OEC. The treasurer is responsible for preparing quarterly reports for the executive board, as well as preparing budgets as needed. In the event of a vacancy in the office of treasurer, the president with executive board approval will appoint a member to fill the vacancy for the unexpired term.

Article VII

FINANCIAL MATTERS

- 7.1 BUDGET: The money spent by the executive board shall be disclosed through a budget, which will be published on a regular basis to the general membership.
- 7.2 FUNDING: Funding for the executive board and statewide activities shall be funded by local council contributions. All revenue-generating activity for any purpose by or in association with a local council minus all receipted expenses associated with producing this activity is subject to the 10% net revenue calculation remitted to the state OEC.

- 7.3 REPORTING: The accounting year for OEC shall be the fiscal year that runs January 1 through December 31. Incorporation requirements provide that an internal audit (local council reporting forms) must be performed within 30 days of the end of the fiscal year for the preceding year. The treasurer and two other OEC board members will review the books and reporting forms and present audit findings to the executive board. The president, treasurer and one other member of the executive board shall sign off on the audit report, which shall then be distributed to the general membership or presented at the annual state conference.
- 7.4 LOCAL COUNCIL'S RESPONSIBILITIES: For tax purposes, each local council shall prepare a report to their local council treasury information on a form provided by the treasurer. This shall be forwarded to the OEC treasurer within 30 days of the end of the fiscal year for the preceding year. This information will be compiled and given to a tax preparer to complete the necessary paperwork required for tax reporting purposes.
- 7.5 DISSOLUTION OF ASSETS: Upon dissolution of this corporation, the remaining assets of OEC shall be distributed by the OEC Executive Board for similar purposes to any other organization(s) which could qualify for exemption under the provisions of the Internal Revenue Code as charitable, educational, scientific, or philanthropic.

Article VIII

MEETINGS

- 8.1 SCHEDULE: OEC Executive Board meetings will be held by way of conference calls. The president may convene face-to-face meetings as deemed necessary. There will be four meetings held quarterly open to all OEC members.
- 8.2 NOTICE: The OEC state president or other state executive board members may convene a meeting with a minimum of ten (10) days notice. At the president's discretion, an emergency meeting of the executive board may be called with less than ten (10) day's notice.
- 8.4 ANNUAL MEETING: There shall be at least one general membership meeting held in conjunction with the annual state conference.
- 8.5 ABSENCES: Any board member missing two consecutive meetings without an accepted excuse shall be automatically dropped from the board.
- 8.6 AGENDA: An agenda shall be prepared at the direction of the president and be mailed, e-mailed or faxed to each board member at least seven (7) days prior to a board meeting.
- 8.7 QUORUM: A majority of members of the board present will constitute a quorum, with the president having the authority to accept written proxy representation.
- 8.8 ACTION BY VOTE: At any board meeting, a majority of members present shall decide any question.

Article IX

LOCAL COUNCILS

- 9.1 **ORGANIZATION:** A local OEC council 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 council.
- 9.2 **RATIFICATION:** New councils may be organized and established at any time with the approval of the executive board.
- 9.3 **MEETINGS:** Each local council shall hold at least one meeting of their individual executive board quarterly. Special meetings may be called when deemed necessary. All local councils shall be bound and governed by their local bylaws as long as they are not substantively in conflict with the state OEC bylaws.
- 9.4 **MEMBERSHIP:** Membership in the local councils shall be defined as written in Section V of these OEC bylaws.

Article X

AMENDMENTS

- 10.1 These by-laws may be amended, modified or repealed by a vote of the OEC Executive Board and each local council Chairperson. A vote of two-third (2/3) of those members present and voting shall be necessary for the adoption of any amendment. OEC general membership may provide input relative to discussions regarding amendment change.

Signed (signatures on file):

President: _____ **Date:** _____
Dave Brydson

Vice President: _____ **Date:** _____
Gayle Caldarazzo

Vice President: _____ **Date:** _____
Deb Lightcap

Treasurer: _____ **Date:** _____
Todd Gestrin

OEC shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act, any person who has been made, or is threatened to be made, a party to an action, suit or proceeding whether civil, criminal, administrative, investigative or otherwise by reason of the fact that the person is or was a director or officer of the corporation provided that the director acted in good faith and with the care of an ordinarily prudent person in a like position under similar circumstances.

10/06