

LINCOLN COUNTY EMPLOYEES ASSOCIATION

BYLAWS

ARTICLE I PURPOSE

The Corporation shall be organized for the purposes set forth in Section 501(c)(5) of the Internal Revenue Code. Subject to the foregoing, the Corporation may engage in any lawful activities for which corporations may be organized under Oregon Revised Statutes Chapter 65 (the “**Oregon Nonprofit Corporations Act**”). Notwithstanding any other provision in these Bylaws, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purpose of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(5) of the Internal Revenue Code.

The purpose of the Lincoln County Employees Association (LCEA) shall be to represent constituent employees to the Lincoln County government or other pertinent authorities for matters relating to collective bargaining, discipline and grievances and to maintain, promote and improve the LCEA for this purpose.

The purpose of this organization shall be to enable the members to speak with a unified voice and to present individual and common interests to the Lincoln County Board of Commissioners, other pertinent authorities, and the community.

ARTICLE II NO MEMBERS

The corporation will have no Members as that term is defined by the Oregon Nonprofit Corporations Act, but may have members for other purposes as defined in these Bylaws. Any such members will have none of the rights or duties described in the Oregon Nonprofit Corporations Act.

ARTICLE III BOARD OF DIRECTORS

A. Duties. The affairs of the corporation shall be managed by the Board of Directors.

B. Number. The number of Directors may vary between a minimum of one and a maximum of twelve.

C. Term and Election. Except for the initial adjustments of shorter terms needed in order to create staggered terms, the term of office for Directors shall be two years. The Board shall make provisions to stagger the terms of Directors so that each year the terms of as close as possible to one-half of the Directors shall expire. A Director may be reelected without limitation on the number of terms he or she may serve. The Board shall be elected annually by the members via a union wide election, supervised by the election committee. A majority vote of the electorate shall select the Directors. The method of election shall be established by the Board but must have provisions for vote by secret ballot. In the event that there are less than two candidates for an open director position, the Board may recruit and appoint a director from qualified LCEA volunteers. Such appointees will

serve a full two year term unless the vacancy occurs mid-term. Then the appointee will serve the remainder of the term for the vacant position

D. Removal. Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

E. Vacancies. Vacancies on the Board of Directors and newly created Board positions shall be filled by a majority vote of the Directors then in office.

F. Quorum and Action. A quorum at a Board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the directors present, except as otherwise provided by these Bylaws. Where the law requires a majority vote of the Directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action shall be taken by that majority as required by law.

G. Regular Meetings. Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings shall be required.

H. Special Meetings. Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail (including electronic mail) not less than two days prior to the special meeting.

I. Alternative Meeting Venue. Any regular or special meeting of the Board of Directors may be conducted through use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

J. No Salary. Directors shall not receive salaries for their Board service, but may be reimbursed for expenses related to Board service.

K. Action by Consent. Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all of the Directors then in office.

ARTICLE IV COMMITTEES

A. Executive Committee. The Board of Directors may elect an Executive Committee. The Executive Committee shall have the authority to make on-going business decisions between Board meetings and shall have the authority to make financial and budgetary decisions.

B. Other Committees. The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors or may be advisory committees.

C. Composition of Committees Exercising Board Authority. Any committee that may exercise any authority of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the Directors prescribed by the Board, or if no number is prescribed, of all Directors then in office.

D. Quorum and Action. A quorum at a committee meeting exercising Board authority shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

E. Limitations on the Powers of Committees. No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or Officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles of Incorporation, these Bylaws, or any resolution by the Board of Directors.

ARTICLE V

OFFICERS, AGENTS, AND EMPLOYEES

A. Titles. The Officers of this corporation shall be the President, Secretary, Treasurer, and such other Officers as may be designated pursuant to Section G of this Article.

B. Election. The Board of Directors shall elect the Officers to serve two-year terms. An Officer may be reelected without limitation on the number of terms the Officer may serve.

C. Vacancy. A vacancy in any office shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

D. President. The President shall be the chief officer of the corporation and shall act as Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

E. Vice President. The Vice-President shall: (1) assume the duties of the President in case of the absence or resignation of the President; (2) work with one or more committees or task forces as the President may suggest; (3) assist and/or represent the President at the latter's request; and (4) any other duties as may be prescribed by the Board of Directors.

F. Secretary. The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (1) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; (2) provision for notice of all meetings of the Board of Directors; (3) authentication of the records of the corporation; and (4) any other duties as may be prescribed by the Board of Directors.

G. Treasurer. The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (1) keeping of full and accurate accounts of all financial records of the corporation; (2) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (3) disbursement of all funds when proper to do so; (4) making financial reports as to the financial condition of the corporation to the Board of Directors; and (5) any other duties as may be prescribed by the Board of Directors.

H. Grievance Officer. The Grievance Officer shall (1) represent members in matters pertaining to discipline, grievances, mediations, arbitrations, Memoranda of Understanding and other matters of collective bargaining agreement disputes and violations; (2) assist the President, Vice President, Secretary, and the Treasurer in the performance of their duties when and as required; (3) be prepared at all times to assume the duties of the Vice, President, Secretary or Treasurer; and (4) any other duties as may be prescribed by the Board of Directors.

I. Other Officers. The Board of Directors may elect or appoint other officers, agents, and employees as it shall deem necessary and desirable. Any such officers, agents, or employees shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

ARTICLE VI MEMBERS

A. Classes and Voting. There shall be one class of member of this corporation. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by the bylaws of this Corporation.

B. Qualifications. A person shall become a member of the corporation by working as an eligible employee of Lincoln County, Oregon, submitting a membership application, and submitting dues in an amount set from time-to-time by the Board of Directors.

C. Termination of Membership. Membership may be terminated by the Board of Directors, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board of Directors shall be final and shall not be reviewable by any court.

D. Annual Meeting. The annual meeting of the members shall be held on the third Wednesday of January each year.

E. Special Meetings. Special meetings of the members shall be held at the call of the Board of Directors, or by the call of at least ten-percent of the members by a written demand letter, signed, dated, and delivered to the Secretary of the Corporation. Such demand by the members shall describe the purpose for the meeting.

F. Notice of Meeting. Notice of all meetings of all the members shall be given to each member at the last email address of record, by email at least 7 days before the meeting, or by first class mail at least 14 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

G. Quorum and Voting. Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members voting is the act of the members.

H. Proxy Voting. There shall be no voting by proxy.

ARTICLE VII INDEMNIFICATION

This corporation will indemnify to the fullest extent permitted by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that such person is or was a Director, Officer, employee, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future statute) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on the corporation's obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise.

ARTICLE VIII AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a majority vote of the Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

Date Adopted: _____

By:
Its: Secretary