

**BYLAWS  
OF  
OREGON CITY - TATESHINA CULTURAL EXCHANGE COMMITTEE, INC.  
doing business as the  
OREGON CITY - TATESHINA SISTER CITY COMMITTEE**

**ARTICLE I. OFFICES**

**Section 1.1 Principle Office.**

The principle office of the Corporation in the State of Oregon shall be located at the City Hall of Oregon City, 625 Center Street, Oregon City, Oregon 97045. The Corporation may have such other offices, either within or without the State of Oregon, as the Board of Directors may designate or as the business of the Corporation may from time to time require.

**Section 1.2 Registered Office.**

The registered office of the Corporation required by the Oregon Business Corporation Act to be maintained in the State of Oregon may be, but need not be, identical with the principal office in the State of Oregon, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II. GENERAL MEMBERSHIP**

**Section 2.1 Individual Membership.**

Membership in the Corporation shall be open to any person of good moral character residing or working in the City of Oregon City and vicinity. The individual membership classifications shall be Individual and Family.

The Mayor of the City of Oregon City shall, ex-officio, be an honorary member of the Corporation and membership dues for said membership shall be waived.

**Section 2.2 Organization Membership.**

Organization membership in the Corporation shall be open to any organization or business enterprise in the United States which endorses the purposes and goals of the Corporation. An organization member shall designate one official

representative to attend meetings and the functions of the Corporation, who shall have the rights and privileges of any Individual Member, and who shall be registered annually with the Secretary.

### Section 2.3 Applications.

Any person, business or nonprofit organization meeting the requirement of Section 2.1 or 2.2 of this Article may be admitted to the membership of the Corporation by acceptance of the membership application by the Board of Directors and upon payment of the applicable membership dues.

### Section 2.4 Membership Dues and Benefits.

The membership dues and privileges and benefits for each membership classification shall be as established by the Board of Directors from time to time.

### Section 2.5 Annual Meetings.

The annual meeting of the Members shall be held on the second Monday of each year, beginning with the year 1998, at 7:00 P.M., for the purpose of electing directors and for the transacting such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Oregon, such meeting shall be held on the next succeeding business day. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Corporation.

### Section 2.6 Failure to Hold Annual Meeting.

If the annual meeting is not held at the designated time, the Board of Directors may call the annual meeting at a time fixed by them not more than 60 days after such designated time by proper notice designating the meeting as the annual meeting. If the annual meeting is not held at the designated time or during the 60 day period thereafter, the annual meeting may be called by not less than twenty percent (20%) of the Members entitled to vote at the meeting. In such event, notice shall be given not more than 15 days after the expiration of such 60 day period. Such notice shall fix the time of the meeting at the earliest date permissible under the applicable notice requirements.

### Section 2.7 Special Meetings.

Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Board of Directors, or shall be called by the President at the request of not less than twenty percent (20%) of the Members of the Corporation entitled to vote at the meeting.

#### Section 2.8 Place of Meeting.

The Board of Directors may designate any place, either within or without the State of Oregon, as the place of the meeting for any annual meeting, or special meeting called by the Board of Directors. Alternatively, a waiver of notice signed by all Members entitled to vote at a meeting may designate any place, either within or without the State of Oregon, as the place for holding of such meeting. If no designation is made the place of annual, regular and special meetings shall be at the principal office of the Corporation in the State of Oregon.

#### Section 2.9 Notice of Meeting.

Written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not fewer than 10 nor more than 50 days before the date of the meeting, either personally or by mail, to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member's address as it appears on the books of the Corporation, with first class postage paid.

#### Section 2.10 Fixing of Record Date.

For the purpose of determining Members entitled to notice of, or to vote at, any meeting of Members or any adjournment of such meeting, or in order to make a determination of Members for any other proper purpose, the Board of Directors of the Corporation may provide that the Corporate books shall be closed for a stated period but not to exceed, in any case, 50 days. If the Corporate books shall be closed for the purpose of determining Members entitled to notice of, or to vote at, a meeting of Members, such books shall be closed for at least 10 days immediately preceding such meeting. In lieu of closing the Corporate books, the Board of Directors may fix in advance a date as the record date for any such determination of Members, such date in any case to be not more than 50 days, and, in case of a meeting of Members, not fewer than 10 days prior to the date on which the particular action requiring such determination of Members is to be taken. If the

Corporate books are not closed and no record date is fixed for the determination of Members entitled to notice of, or to vote at a meeting of Members, the date on which notice of the meeting is mailed shall be the record date for such determination of Members. When a determination of Members entitled to vote at any meeting of Members, has been made as provided in this section, such determination shall apply to any adjournment to a date specific of such meeting.

#### Section 2.11 Voting Record.

The officer(s) or agent(s) having charge of the Corporate books shall make, at least 10 days before each meeting of Members, a complete record of the Members entitled to vote at such meeting, or any adjournment to a date specific of such meeting. Said record shall be arranged in alphabetical order, with the address of record on file at the registered office of the Corporation, and shall be subject to inspection by any Member upon reasonable notice and prearrangement. Such record shall also be produced and kept open at the time and place of the meeting, and shall be subject to the inspection of any Member during the whole time of the meeting.

#### Section 2.12 Quorum.

Those members of the Corporation, represented in person or by proxy, present at a regular or special meeting of members for which ten day prior written notice has been given, shall constitute a quorum.

#### Section 2.13 Proxies.

At all meetings of Members, a Member may vote in person, by proxy executed in writing by the Member, or by the Member's duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of, the meeting. No proxy shall be valid after 11 months from the date of its execution.

#### Section 2.14 Voting of Members.

Each Member entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of Members, except as otherwise provided in the Articles of Incorporation. The vote of a majority of the Members present and entitled to vote at any duly organized meeting shall decide any question unless the vote of a greater number shall be required by law or the Articles

of Incorporation.

#### Section 2.15 Informal Action by Members.

Any action required to be taken at a meeting of the Members, or any other action which may be taken at a meeting of the Members, may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by a majority of Members entitled to vote with respect to the subject matter of the action.

### ARTICLE III. BOARD OF DIRECTORS

#### Section 3.1 General Powers.

The business and affairs of the Corporation shall be managed by its Board of Directors.

#### Section 3.2 Number, Tenure, and Qualifications.

The number of the directors shall be not less than five (5) nor more than twenty (20) directors. *It is desirable that at least one of the directors be a student between the ages of 14 and 18 years old.* Each director shall hold office for a one year term, and until the director's successor shall have been duly elected and qualified.

#### Section 3.3 Regular Meetings.

Regular meetings of the directors shall be held at least quarterly at a date, time and place in the City of Oregon City as determined by the Board of Directors.

#### Section 3.4 Special Meetings.

The President, or three (3) members of the board, may call a special meeting of the Board of Directors and each call for a special meeting may be in writing or by telephone and shall state the purpose of the meeting.

#### Section 3.5 Telephone Conference Meeting.

Any regular or special meeting of the Board of Directors may be by means of conference telephone or similar communications equipment allowing all persons

participating in the meeting to hear each other. Participation in such a meeting shall constitute presence in person at the meeting.

#### Section 3.6 Quorum.

A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Each director shall have one (1) vote. If less than a majority is present at a meeting, the director or directors present may adjourn the meeting without further notice.

#### Section 3.7 Manner of Acting.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

#### Section 3.8 Removal.

All or any of the directors may be removed, with or without cause, at a special meeting of Members called for that purpose, by a vote of the majority of the Members then entitled to vote at an election of directors.

#### Section 3.9 Vacancies.

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, even though there is less than a quorum of the Board of Directors as a result of the vacancies, or by a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office.

#### Section 3.10 Compensation.

The directors shall receive no compensation or expenses from the Corporation for acting as director. However, expenses advanced or incurred in carrying out the purposes of the Corporation may be reimbursed upon approval of the Board. Expenses incurred without prior approval of the Board of Directors are incurred at an individual's own risk.

#### Section 3.11 Presumption of Assent.

A director of the Corporation who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken, unless the director's dissent shall be entered in the minutes of the meeting, or unless the director shall file their written dissent to the action with the person acting as the Secretary of the meeting before the adjournment of the meeting, or unless the director shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right of dissent shall not apply to a director who voted in favor of such action. Any Director can abstain by declaring such abstention prior to or during the vote abstained from. Such abstention shall be entered in the minutes of the meeting.

#### Section 3.12 Action Without a Meeting.

Any action that may be taken at a meeting of the directors may be taken without a meeting if a signed consent in writing, setting forth the action so taken, shall be signed by a majority the directors entitled to vote with respect to the subject matter of the action, or at the next meeting at which there is a quorum said action is ratified by the Board.

### ARTICLE IV. OFFICERS

#### Section 4.1 Number.

The officers of the Corporation, shall be a President, a Vice-President, a Secretary and a Treasurer each of whom shall be elected by the Board of Directors. Such other agents as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.

The Mayor of the City of Oregon City shall, ex-officio, be the honorary Chairman of the Board of the Corporation.

#### Section 4.2 Election and Term of Office.

The officers of the Corporation shall be elected annually by the Board of Directors at the conclusion of the Annual Meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until their successor shall have been duly elected and have qualified, or until the officer's death, or until the officer shall resign or shall have been removed in the manner provided in Section 4.3 of this Article IV.

#### Section 4.3 Removal.

Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served by such removal, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

#### Section 4.4 Vacancies.

Any vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

#### Section 4.5 Compensation.

Officers shall receive no compensation as salary from the Corporation, but may receive expenses for special activities on behalf of the Corporation only as may be approved by the Board of Directors. Expenses incurred without prior approval of the Board of Directors are incurred at an individual's own risk.

#### Section 4.6 President.

The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise all the business affairs of the Corporation. The President shall, when present, preside at all meetings of the Members and the Board of Directors. The President may sign, with the Secretary, or any other proper officer of the Corporation so authorized by the Board of Directors, any instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution of any of the same shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

#### Section 4.7 Vice-President.

In the absence of the President or in the event of the President's death, or

inability or refusal to act, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the President.

#### Section 4.8 Secretary.

The Secretary shall (1) keep the minutes of the proceedings of the Members and of the Board of Directors; (2) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (3) be custodian of the corporate records; (4) keep a register of the mailing address of each Member which shall be furnished to the Secretary by such Member; and (5) in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board of Directors.

#### Section 4.9 Treasurer.

The Treasurer shall (1) have charge and custody of, and be responsible for, all funds of the Corporation; (2) receive and give receipts for, monies due and payable to the Corporation from any source, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories; and (3) in general perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Board of Directors.

### ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS

#### Section 5.1 Contracts.

The Board of Directors may authorize any officer, officers, or agents to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

#### Section 5.2 Loans.

No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

#### Section 5.3 Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness in the name of the Corporation, shall be signed by such officer, officers, agent, or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors.

#### Section 5.4 Deposits.

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories, as the Board of Directors may select.

### ARTICLE VI. WAIVER OF NOTICE

Whenever any notice is required to be given to any Member or director of the Corporation under the provisions of these bylaws, under the provisions of the Articles of Incorporation, or under the provisions of the Oregon Business Corporation Act, a waiver of the notice in writing, signed by the person or persons entitled to notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of the notice.

### ARTICLE VII. INDEMNIFICATION; INTERESTED PARTIES

#### Section 7.1 Indemnification.

The Corporation shall indemnify to the fullest extent permitted by the Oregon Business 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 (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust, or other enterprise. The right to, and the amount of, indemnification shall be determined in accordance with the provisions of the Oregon Business Corporation Act in effect at the time of the determination.

#### Section 7.2 Interested Parties.

A director of the Corporation shall not be disqualified by the

director's office from contracting with the Corporation as vendor, purchaser, or otherwise; nor shall any contract or arrangement entered into by or on behalf of the Corporation in which any director is in any way interested be voided on that account, provided that such contract or arrangement shall have been approved or ratified by a majority of the Board of Directors, without counting in such majority the director so interested, although such a director may be counted toward a quorum.

#### ARTICLE VIII. AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the Members by a majority vote of the Members at any regular or special meeting called for that purpose.