

BYLAWS

of

Portland-Khabarovsk Sister City Association, Inc. (PKSCA)

a nonprofit public benefit corporation, organized pursuant to the
Oregon Nonprofit Corporation Act, ORS Chapter 65, as amended from time to time

(last amended by unanimous vote at Board Meeting on January 30, 2024)

ARTICLE I: PURPOSES

Section 1: PKSCA is organized and operated exclusively for charitable purposes. The purposes of this corporation shall be to engage in any lawful activities, none of which is for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes and Section 501 (c) (3) of the Internal Revenue Code of 1954.

Section 2: PKSCA's primary purpose shall be the fostering of international friendship and understanding through cultural and educational exchange and the facilitating of personal, business, and governmental ties between citizens and officials of Portland and Khabarovsk.

ARTICLE II: NONMEMBERSHIP

PKSCA shall have no members as that term is defined by Oregon Revised Statutes Chapter 65, but shall have members for other purposes. These members shall have the rights or duties described in ORS Chapter 65.

ARTICLE III: BOARD OF DIRECTORS

Section 1, Duties: The corporate powers, business, and property of the corporation shall be exercised, conducted, and controlled by a Board of Directors.

Section 2, Categories of Directors:

Active Directors have full voting power to act on and carry out the business of the corporation. An active Director is one who expresses and demonstrates a willingness and availability to participate in Board activities, including, but not limited to, regular attendance at Board Meetings. The number of Active Directors on the Board may vary but shall not be fewer than five (5).

Resource Directors, having a non-voting status, may be designated, without restriction as to number, by the Board from the membership or community at large, in recognition of their special skills or interest in working to promote the purpose of the corporation from time to time as they are able to lend their energies to selected programs and events.

Section 3, Term of Office: The Active Directors shall be appointed for three-year renewable terms. A Director may be reappointed without limitation on the number of terms he or she may serve. The Board shall appoint its own members. Directors unable to complete their term of office should submit a letter of resignation to the Board or a letter requesting a change of Board Category.

Section 4, Vacancies: The Board shall appoint new Directors to fill vacancies on the Board and newly created Board positions. The Board may nominate, or members of the community may come forth or submit nominees for invitation to the Board based on willingness to serve and commitment to PKSCA's purpose.

Section 5, Removal: Any Director may be removed, with or without cause, by a vote of two-thirds of the Active Directors.

Section 6, Quorum: The attendance of four Active Directors at a regularly scheduled Board meeting shall constitute a quorum.

Section 7, Regular Meetings: The full Board of Directors regularly schedules and holds meetings monthly except for the months of December and July (or as agreed on by the Board to accommodate holidays and school breaks). All Board meetings are open to general membership, as well as the general public.

Section 8, Special Meetings: The President, when deemed necessary, shall call a special meeting of the Board of Directors, and each call for a special meeting shall be in writing or by telephone, with two (2) days notice to members of the Board of Directors, and stating the purpose of the special meeting.

Section 9, Decisions: Board decisions, except as otherwise provided herein, shall be made by a vote of a simple majority of those Directors present, if a quorum is present.

Section 10, Compensation: The Directors shall receive no compensation for expenses from the corporation for their services in acting as Directors of the corporation, provided, however, cash expenses incurred in carrying out the purposes of the corporation shall, when approved by the Executive Committee, be reimbursable, if the corporate net assets are sufficient. The Board may authorize and reimburse travel expense for Board members traveling on official PKSCA business.

Section 11, Records: The Directors shall maintain a complete record of all their business transactions, their minutes and acts, and annually present a full statement to the Mayor of the City of Portland, Oregon, showing in detail the condition of the affairs of the corporation.

Section 12, Standing and Temporary Committees: Standing or temporary committees may be appointed, from its own members, or from the public, by the Board of Directors from time to time, and the Directors may invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by the Board of Directors.

Section 13, Executive Committee: The Committee will be comprised of four (4) or more elected officers of the Active Board, including, but not limited to the President, Vice President, Secretary, and Treasurer, and shall have all powers provided by statute, except as especially limited by the Board.

ARTICLE IV: OFFICERS

Section 1, Election and Term: All Officers of the corporation shall be elected by the Directors from their numbers, except as hereinafter provided, and shall serve for a period of two years or until their successors have been elected. The term of office shall be January 1 through December 31. Election procedure shall be as follows:

- a. Qualification: A nominee shall have served at least one year as a Director.
- b. Nomination: The President and one Director designated by the board shall gather nominations and prepare a list of candidates wishing to be considered for office. The list will be distributed to Directors no less than one week prior to the vote.
- c. Voting: by paper ballot at the October meeting. (A Director may request and absentee ballot.)
- d. Run-off: Should none of the nominees for a particular officer position receive a simple majority of Directors' votes, then a run-off election will be held at the November meeting between the two nominees who received the most votes in the initial election, with a simple majority of Directors' votes determining the winner. (A Director may request an absentee ballot.)

Section 2, Number: Officers of the corporation shall be the President, a Vice President, a Treasurer, a Secretary, and such additional Officers or Assistants as the Directors may appoint. The immediate past President shall serve as an ex-officio member and advisor to the Executive Committee.

Section 3, Duties of Officers:

The President shall preside at all meetings and shall sign, as President, along with another officer, all contracts and other instruments, and submit an annual report to the Office of the Mayor of the City of Portland, according to requirements specified by the Mayor.

The Vice President shall, in the absence of the President, assume the duties of the President and assume such duties assigned to him/her from time to time by the Board of Directors.

The Secretary shall a.) keep records and minutes of all meetings of the Board of Directors; b.) sign, where required, all corporate papers in conjunction with the President; and c.) correspond for the Association as directed by the President. (In the absence of the Secretary, the Directors shall appoint one of its members for the current meeting or function only.)

The Treasurer shall a.) be custodian of all funds of the corporation, depositing such funds in banks designated by the Board of Directors; b.) disburse funds only as prescribed by the Directors or the Executive Committee; and c.) in consultation with the President, file an Annual Report with the State of Oregon (Form CT-12—Charitable Activities Section, Oregon Department of Justice), in accordance with the Oregon Nonprofit Corporation Act, to be submitted no later than May 15th, and provide an annual financial report, subject to review by the Board of Directors, for inclusion into the annual report to the Office of the Mayor of the City of Portland.

(The corporation's fiscal year shall coincide with the CT-12 submittal deadline.)

ARTICLE V: CORPORATE INDEMNITY

This corporation will indemnify its officers and directors to the extent required by Oregon law.

ARTICLE VI: AMENDMENTS TO BYLAWS

This Board may amend the Bylaws. Prior to the adoption of any bylaw change, each Director shall be given at least two days notice of the day, 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. The Mayor of the City of Portland must also approve any changes to these Bylaws adopted by the Board.

APPROVED AS TO FORM AND CONTENT BY:



Patti Pulliam, Treasurer

Martha Hickey, Secretary



Thomas Benke, President

APPROVED AS TO FORM AND CONTENT BY:

Patti Pulliam, Treasurer

Martha H Hickey

Martha Hickey, Secretary

T N Benke

Thomas Benke, President