

Portland Geek Council of Commerce and Culture

**By Laws**

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ARTICLE I - Name and Purpose

**Section 1: Name** This organization is a nonprofit corporation under the laws of the State of Oregon and shall be known as the Portland Geek Council of Commerce and Culture, hereafter referred to as the PGC3.

**Section 2: Purpose** The PGC3 was formed in late 2010 by a group of like-minded geeks to forward geek culture in the Greater Portland Metro Area. We strive to unite and cultivate the Portland geeky community – those people who are enthusiastic and, perhaps, a little obsessive in the pursuit of their passions. We provide opportunities and resources to facilitate networking, community building, and targeted marketing, especially for our member organizations, but also for Portland's geek community at large.

Objectives include the following: 1.) To begin and maintain an ongoing community dialogue between geek organizations and businesses in the Greater Portland Metro Area. 2.) To promote geek culture and happenings for PGC3 member organizations. 3.) To provide real and virtual resources for members to plan and promote their own businesses, organizations, events, and doings through each other's client bases and networks. 4.) To inform and educate the populace about all things geeky in the Greater Portland Metro Area.

**Section 3: Area** The Greater Portland Metro Area shall mean and include the communities of Portland, Beaverton, Clackamas, Lake Oswego, Milwaukie, and surrounding areas.

**Section 4: Limitation of Methods** The PGC3 shall observe all local, state, and federal laws which apply to a non-profit corporation as defined in the Internal Revenue Code.

ARTICLE II : Membership

**Section 1: Eligibility** Any person, association, corporation, partnership or other entity which has an interest in the purposes of the PGC3 shall be eligible to apply for general membership.

**Section 2: Membership**

**a) General Membership** Applications for membership shall be online, on forms provided for that purpose, and signed by the applicant. Any applicant will become a member upon payment of the scheduled dues as provided on the Membership Application, unless a majority of the Board determines the applicant does not support the purpose or objectives discussed in Article I, Section 2. General members are entitled to access all marketing, promotional and event involvement pursuant to the guidelines established by the Board. General members are not entitled to vote or hold office. General Members shall pay dues in accordance with Section 3 and the fee schedule as established by the Board. General Members must attend at least one General Membership meeting each year.

**b) Council Membership** Council Members are General Members that have satisfied the additional requirements of Council Membership as set by the Board. The standards for Council Membership shall include a minimum time required as a General Member in good standing and minimum requirement for participation, meeting and event attendance. See Council Membership Requirements. Any active member of the PGC3 as of January 1, 2012 is granted Council Membership status upon becoming a General Member in good standing. Council Members are entitled to vote in Board elections and on matters in which the Council's vote is called for or deemed important by the Board. Upon a majority vote of the Board, a Council Member may lose its standing on the Council for failing to satisfy the Council requirements. Any changes the Board makes to the Council Membership requirements will not take effect until after the following Board election.

**c) Provisional Membership** The Board may grant provisional membership for up to 6 months as it deems necessary. Provisional members may attend general meetings and events but may not

have access to the marketing and promotional benefits available to General Members. Provisional members shall be exempt from payment of dues. The Board may revoke provisional membership by a majority vote at any time prior to the end of the six month period.

d) Sponsorship The Board may offer sponsorship options to existing PGC3 members or to businesses or organizations that may not directly satisfy the eligibility requirements of this sections.

Section 3: Dues Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board, payable in advance. See Membership Dues Schedule .

Section 4: Termination (Resignation, expulsion and delinquency). a) Any member may resign from the PGC3 upon written request to the Board; b) Any member may be expelled by the Board by a majority vote for nonpayment of dues after ninety (90) days from the date due; c). Any member may be expelled by a majority vote of the Board, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the PGC3 or contrary to the purpose and objectives of the PGC3.

Section 5: Voting In any proceeding in which voting by Council Members is called for, each Council Member in good standing shall be entitled to cast one (1) vote. Only one representative per membership organization may vote on any particular PGC3 matter.

Section 6: Orientation Periodically, orientation on the purposes and activities of this organization shall be conducted for the following groups: new Board, committees, and new members.

### ARTICLE III - Meetings

Section 1: Annual Meeting The annual meeting of the corporation shall be fixed by the Board and notice thereof communicated to each member.

Section 2: Additional Meetings Additional meetings may be called by the President at any time. Members may be notified via mail, fax or email at least five (5) days prior to the meeting.

Section 3: Board Meetings The Board shall set their regular meeting calendar at the first organizational meeting. Additional Board meetings may be called by the President or by the written request of a quorum of the Board. The written request must state the purpose of the meetings and be given at least two (2) days prior to the meeting by either fax or email.

Section 4: Committee Meetings Committee meetings may be called at any time by the President, Board member or by the Committee's Chair. Notice must be given at least two (2) days prior to the meeting by either telephone, fax, or email.

Section 5: Meetings Requested by Membership Members in good standing may submit a petition in writing to the President, requesting a meeting. The President and/or the Board may review this petition and determine if a meeting should be called.

Section 6: Quorums At any duly called meeting of the PGC3, a majority of the voting Council Members present shall constitute a quorum; at a Board meeting, a majority of Board members elected and appointed shall constitute a quorum; at committee meetings, a majority of the committee shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum. Board members may also vote on behalf of their organization during a Council member vote.

Section 7: Agenda & Minutes Adequate minutes are required of all official meetings of the PGC3's committees, subcommittees, task forces, Board and Executive Committees. Minutes should include time, date, location and names of those people present and absent. Minutes should be brief, yet accurately reflect all actions taken.

Section 8: Amendments These By-Laws may be amended by a majority vote by both the Board and the Council Membership.

## ARTICLE IV: The Board

Section 1: Composition of the Board The Board shall be composed of 7 members. The government and policy-making responsibilities of the PGC3 shall be vested in the Board, which shall control its property, be responsible for its finances, and direct its affairs.

### Section 2: Election of the Board

- a. Eligibility. Any representative of any Council Member organization in good standing is eligible to election to the Board of the PGC3. Only one representative from any single organization may run for election to the Board.
- b. Nominations. In order for a member to participate in the Board election process, they must be nominated by a Council Member organization in good standing. Members cannot nominate themselves for election to the Board.
- c. Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated candidate shall be ratified through a vote of the Council Membership via an online form. The names of all candidates shall be arranged on the online ballot in alphabetical order. Instructions will be to vote for the number of candidates equal to the number of seats that are open. The President shall email a link to the online ballot to all active members at least 10 days before the election close date. The Board of Trustees shall at its regular Board meeting determine the candidates with the greatest number of votes elected, and decide by vote the best way to inform the new Board members and the general membership of the results.

Section 3: Seating of the New Board All newly-elected and appointed Board shall be seated at the regular Board meeting and shall be participating members thereafter. Retiring Board members shall continue to serve until the end of their term.

Section 4: Vacancies A member of the Board who shall be absent from three (3) consecutive regular meetings of the Board may be dropped from membership on by a vote of the Board. Vacancies on the Board, or among the officers, may be filled by the Board by a majority vote of those voting at any meeting thereof. Any person elected to fill a vacancy shall be deemed to serve the remainder of that person's term.

Section 5: Policy The Board is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies shall be revised as necessary.

Section 6: Management The Board shall select a president, secretary, treasurer, and any other position needed to accomplish the goals of the PGC3 and its coming year. Votes on Board matters will not be accepted by proxy.

Section 7: Indemnification The PGC3 may, by resolution of the Board, provide for indemnification by the PGC3 of any and all current or former Board members, and employees against any fees, costs, expenses, and losses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party by reason of having been Board members or employees of the PGC3, except to matters in which such individuals shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

### **Council Membership Requirements**

The eligibility requirements for Council Membership are as follows:

1. General Member in good standing for the previous 4 Months.
2. Attend 3 "All Hands meetings" in a calendar year.
3. Complete 4 participation hours.

### **Membership Dues Schedule**

<b>Number of Organizational Members</b>	<b>Annual Dues</b>
1-5	\$25
6-15	\$50
16-25	\$75
26+	\$100