



BY-LAWS UPDATED & APPROVED BY THE MEMBERSHIP APRIL 17, 2021

ARTICLE I – NAME

The name of this Society shall be the All-Ireland Cultural Society of Oregon.

ARTICLE II – PURPOSES

The purposes shall be: to promote and advance Irish social and cultural activities; to provide a facility for education, research, and exchange of information related to Irish cultural affairs, Irish history, and Irish current affairs; and to assist in social welfare activities for the benefit of the Corporate membership and immigrants from Ireland.

ARTICLE III – MEMBERS

Section 1. Voting Members:

1. Every person who is eighteen (18) years of age or older and is Irish born, of Irish descent, or the spouse of such a person, or who actively participates in and supports the purposes of the Society is eligible for membership in the Society.
2. Family membership is available to those related by blood or marriage, or living at the same address. A family membership entitles the members to two votes.
3. Upon receipt of written application and the necessary dues, the President, with the approval of the Board of Directors, shall direct the Corresponding Secretary to issue the new member a membership card and access to a digital copy of the Bylaws and Articles of Incorporation of the Society.

Section 2. Honorary Members: Certain individuals at the discretion of the Board and membership may be granted the title of Honorary Members without privileges of voting, making motions, or holding office.

ARTICLE IV – OFFICERS

- Section 1. The officers of the Society shall be: President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer. There shall be three Directors and three Trustees. (See Article V, Section 3) The officers, directors, and trustees shall constitute the Board of Directors.
- Section 2. All officers shall be elected and installed at the business meeting in April. Officers shall be elected for a term of one year or until their successors are duly elected and qualified. Trustees and Directors shall be elected to serve one three-year term consecutively in the same office, staggered in such a way that one Trustee and one Director is elected each year.
- Section 3. No officer may serve in the same position for more than three (3) consecutive terms and no member shall hold more than one office at a time.
- Section 4. The Vice-President shall fill a vacancy in the office of President. The vacancy thus created in the office of Vice-President and any other vacancy shall be filled by a ballot vote of the Board of Directors.

ARTICLE V – NOMINATIONS AND ELECTIONS

- Section 1. The Board at the regular meeting preceding the Annual Meeting in April shall appoint the Nominating Committee of three (3) voting members.
- Section 2. The Nominating Committee shall nominate one qualified candidate for each office to be filled. After securing the consent of the nominees to serve, this committee shall submit a written report of the nominees to the Board at least seven (7) days prior to the general meeting.
- Section 3. In the event that there are not enough qualified candidates to fill all three (3) Trustee and all three (3) Director positions, the Nominating Committee is authorized to fill a lesser number of openings while keeping the total number of Board members an odd number.
- Section 4. Nominations may be made from the floor provided consent of the nominee has been obtained.
- Section 5. Election of officers shall be by ballot. A plurality vote shall elect. In the event there is only one candidate for each office to be filled election may be by voice vote.

ARTICLE VI – DUTIES OF OFFICERS

Section 1. The President shall:

1. Be the chief officer and shall direct the conduct of business of the society;
2. Preside at all meetings of the members of the Society and of the Board of Directors;
3. Appoint all committees unless otherwise provided for in these bylaws or in the motion authorizing the committee;
4. Be an ex-officio member of all committees, except the nominating committee;
5. Sign all contracts, warrants, and other documents as authorized by the Board of Directors; and
6. Send Board meeting notice and agenda to the Board members.

Section 2. The Vice-President shall:

1. Preside in the absence of the President or at the request of the President;
2. Succeed to the office of President for the unexpired term in the event of a vacancy in that office; and
3. Have such duties and powers as arise from membership on the Board of Directors or as assigned by the President or the Board.

Section 3. The Recording Secretary shall:

1. Keep an accurate record of all transactions at meetings of the Society and of the Board;
2. Be custodian of the minutes, correspondence, and newsletters of the Society;
3. Provide each member of the Board with a copy of the minutes of the Board meeting prior to the monthly membership meetings;
4. Chair the History Committee; and
5. Perform such other duties as may be prescribed by the Board of Directors.

Section 4. The Corresponding Secretary shall:

1. Send notice of meetings to the members;
2. Conduct the general correspondence of the Society;
3. Keep a record of all membership applications;
4. Maintain a current alphabetical roster of the members of the Society with their residential or business addresses, e-mail addresses and telephone numbers;
5. Chair the Communications Committee; and
6. Perform such other duties as may be prescribed by the Board of Directors.

Section 5. The Treasurer shall:

1. Be an ex-officio member of all committees in which significant revenues and expenditures are planned, i.e., amounts in excess of five hundred dollars (\$500);
2. Receive all funds of the Society, issue receipts, and deposit monies in a commercial or savings bank approved by the Board of Directors in the name of the Society;
3. Have all checks in excess of five hundred dollars (\$500) co-signed by one Trustee and the Treasurer;
4. By April 10th of each year submit financial records to the Auditing Committee;
5. Ensure that all legal requirements with regard to financial reporting and accounting are in compliance; and
6. Perform such other duties as may be prescribed by the Board of Directors.

ARTICLE VII – MEETINGS

Section 1. Monthly Meetings

1. The society shall meet each month from September to April.
2. Any monthly meeting may be postponed or cancelled by a majority vote of the Board of Directors, which may be done by phone or email.
3. Regular meetings shall be held on the third Saturday of the month and shall consist of a business meeting followed by a cultural program for the benefit of the membership.

Section 2. Annual Meeting

1. The Annual Meeting of the Society shall be held in April.
2. The business at the Annual Meeting shall consist of election and installation of officers, trustees, and directors; amendments to the Articles of Incorporation and Bylaws; and regular business.

Section 3. Board Meetings

1. Board meetings will take place at such date, time, and place decided by the Board of Directors;
2. All meetings of the Board of Directors shall be open to members of the Society and they may participate in the discussion upon recognition by the Board chair.
3. Special meetings of the Board may be called by the President, or at the request of three (3) Board members, with at least 48 hours notice.

Section 4. Quorum

1. A quorum at any regular meeting of the Society shall be 15% of the membership, as determined by the roster maintained by the Corresponding Secretary. For purposes of determining this percentage, a family membership shall be counted as two members.
2. If at any regular meeting a quorum is not present, at the following regular meeting, a quorum shall consist of those members who attend, provided that at least three members of the Board of Directors are present.
3. Merger or consolidation, voluntary dissolution, sale, lease, or other disposition of all or substantially all of the property and assets of the Society will require approval by two-thirds (2/3) of the ballots cast and returned by the voting membership of the Society, by referendum ballot.
4. There shall be no proxy voting.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. The Officers, Trustees, and Directors shall constitute the Board of Directors.

Section 2. The Board of Directors, elected by the membership at large, shall conduct the business of the Society.

Section 3. Qualifications of Board Members

1. Shall have attended three (3) regular meetings since the most recent Annual meeting and be a voting member of the Society.
2. Regular attendance is mandatory at board meetings. Absence at three consecutive meetings without qualified excuse shall terminate membership on the Board.

Section 4. Directors shall perform such duties as may be prescribed by the Board of Directors.

Section 5. Trustees

1. The Trustees shall serve as members of the Auditing Committee, audit the books at the close of the fiscal year, and prepare a financial report for presentation at the Annual Meeting in April.
2. The Trustees shall perform such other duties as may be required by the Board of Directors dealing with the finances of the Society.

Section 6. Replacement of Officers, Trustees and Directors

1. In the event of absence or disability of any officer, the Board of Directors may delegate, during such absence or disability, the powers and duties of such officer to any other officer or to any director or trustee.
2. In the event of death, resignation, or removal from office, a successor shall be elected to fill the unexpired term by a majority vote of the Board of Directors at the next regularly scheduled board meeting.

ARTICLE IX – DUTIES AND POWERS OF THE BOARD

- Section 1. The Board of Directors shall have special authority in the following matters:
In the event a member of the Board of Directors or a Committee Chairman fails to perform his/her duties it shall be cause for removal from their position.
- Section 2. Duties of the Board
1. Exercise for the Society all powers, duties, and authorities vested in or delegated to the Society and not reserved to the voting membership by other provisions of these Bylaws and Articles of Incorporation.
 2. Procure and maintain adequate liability and hazard insurance on property owned and/or used for activities conducted by the Society.
 3. The Treasurer shall be authorized by the Board of Directors to conduct any and all necessary business with the financial institution including, but not limited to, changing signature authorization cards for signers.
 4. Obtain membership approval for any expenditure of five hundred dollars (\$500) or more from a Society Fund or account or for transfer of a like amount from one Society account to another.
 5. Employ individuals or agents or engage in contractual services as may be necessary to further the purposes of the Society, prescribe their duties, and fix their compensation.
 6. Recommend increase in dues to the membership.
- Section 3. Meetings of the Board
1. There shall be at least nine (9) monthly meetings of the Board each year.
 2. Special meetings of the Board may be called as outlined in Article VII. Section 3, Number 3 of these Bylaws.
- Section 4. Quorum: A majority of the Board shall constitute a quorum for transaction of business. No action of the Board of Directors shall be valid unless it is approved by affirmative vote of at least five (5) Board members.

ARTICLE X – COMMITTEES

Section 1. The following are Standing Committees:

1. Sunshine Committee: Reports to membership when members are ill or when a member dies, and sends cards from Society.
2. Communications Committee: Responsible for producing a regular newsletter for the membership; keeping information current and relevant on the website; welcoming members and guests to AICS events; and promoting the AICS and its events. The Corresponding Secretary shall chair the Communications Committee.
3. History Committee: Maintains a permanent record of the Society's activities. The Recording Secretary shall chair the History Committee.
4. Auditing Committee: Shall consist of the three Trustees and one member of the Society who is not a Board member and is appointed by the President. It is the right and duty of this committee to audit the Treasurer's accounts at the close of the fiscal year and to report to the members at the Annual Meeting.
5. Program Committee: Five members of the Society shall be appointed by the President, with the approval of the Board, promptly after the Annual Meeting, whose duty it shall be to plan the year's program of the society. A report shall be prepared and submitted to the Society for approval at the regular meeting in September. It is the responsibility of the Program Committee to arrange all activities associated with the program. The committee shall include at least one Director.
6. Scholarship Committee: Helps generate funds and selects the applicant(s) that will receive a scholarship for study of Irish Studies, here or abroad, and for learning/playing Irish music, Irish dance, Irish song and Irish sports. The scholarship award(s) for one year shall not exceed \$500. The committee shall include the Vice President.
7. Genealogy Committee: Responsible for helping members with research, study, and resources on the personal history of families and the line of descent from their ancestors.

Section 2. Special Committees: The President may appoint committees for the furtherance of the purposes and consistent with the needs of the Society. Unless otherwise provided in these Bylaws, the President, with the approval of the Board, shall appoint each Committee Chair who shall report directly to the Board of Directors.

ARTICLE XI – DUES AND FINANCES

Section 1. Dues

1. The annual dues shall be as follows:

Individual members	\$35.00
Family members	\$55.00
2. All dues are payable on or before January 1 of each year.

Section 2. Finances

1. Separate bank accounts shall be maintained as approved by the membership to include at least the following: checking account and an investment account.
2. An annual budget shall be prepared by the Board of Directors and presented to the membership at the September meeting for approval.
3. No transfer or expenditure of funds from the investment account shall take place without the consideration first of the Board of Directors and finally a two-thirds vote of the members present.
4. In the event of a motion and second concerning any donation or gift in excess of five hundred dollars (\$500) to any person (with the exception of a member of the All-Ireland Cultural Society in case of emergency), institution, organization, or cause, however worthy, the total membership shall be notified. The membership will vote on the motion at the next regular Society meeting.
5. The fiscal year of the Society shall be the period beginning April 1 and ending the following March 31, for the purpose of auditing the Treasurer's records.
6. Recommendations by the Board for expenditures in excess of five hundred dollars (\$500) shall not be made unless approved by the affirmation vote of at least seven (7) Board members.

ARTICLE XII – OFFICIAL STATIONERY

- Section 1. Society Stationery: The Board of Directors shall approve contents of all material mailed on Society stationery where solicitation of funds is the intent or when the Society's position on an issue is being conveyed.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

Robert's Rules of Order: Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws and Rules of Order of the All-Ireland Cultural Society of Oregon.

ARTICLE XIV – AMENDMENTS

- Section 1. These Bylaws may be amended at the annual meeting by a two-thirds (2/3) vote of the membership present providing members are notified of the change or amendment at the previous regular meeting and by newsletter (or other written form) prior to the meeting when the voting will occur.
- Section 2. The membership dues may be amended at the November meeting with a two-thirds (2/3) vote of the voting members present. Proposed dues amendment must be submitted to the Board of Directors for consideration in September, read to the members at the October meeting, and voted on at the November meeting.

STANDING RULES

1. Monthly activities are normally as follows:

September	Regular Meeting
October	Regular Meeting
November	Regular Meeting
December	Social Function
January	Regular Meeting
February	Regular Meeting
March	St. Patrick's Day Celebration
April	Annual Meeting
May	Board Appreciation Dinner/Function
August	Annual Picnic
2. Social functions: Shall be held at a date and venue to be determined by the board. When appropriate these shall coincide with relevant holidays or Irish cultural festivals. Business may only be conducted at a social function at the request of the President or three Board Members with at least one week's notice to the membership by mail.
3. Special Events: Each year, special events will be held in conjunction with the major holidays, St. Patrick's Day, and other folk and cultural festivals in Oregon.
4. Scholarships are available to the general public. A formal application is required. Scholarships are limited to \$500 per year and the award money will be released at the discretion of the board after a report to the Board of Directors and to the membership. The scholarship(s) will be announced at the annual St. Patrick's Day event.
5. Dues Prorating: Dues shall be prorated for new members only. A new member shall be designated as one who has not previously been a member of the All-Ireland Cultural Society or whose membership has not been renewed in the past five (5) years.

Dues are prorated as follows:

January through March	100%
April through June	75%
July through October	50%
November and December	100% to be applied to the following year.
6. If a membership has lapsed paying membership dues for more than one year, an application should accompany the renewal fees so the member's record can be updated.



ARTICLES OF INCORPORATION

of the All-Ireland Cultural Society of Oregon, Formerly the All-Ireland Social Club

The undersigned natural persons of the age of twenty-one or more, acting as incorporators under the Oregon Non-Profit Act, adopt the following Articles of Incorporation:

1. **NAME**

The name of this Corporation is the All-Ireland Cultural Society of Oregon, hereinafter referred to as the Society or Corporation (formerly known as the All-Ireland Social Club).

2. **PURPOSES**

The purpose shall be:

- To promote and advance Irish social and cultural activities.
- To provide a facility for education, research and exchange of information on matters related to Irish cultural affairs, Irish history, and Irish current affairs.
- To assist in social welfare activities for the benefit of the Corporation membership and immigrants from Ireland.
- To have and enjoy all of the powers granted and engage in any lawful activity, none of which is for personal profit, for which corporations may be organized under Oregon Revised Statutes Chapter 61, in the furtherance of its specific and primary purposes.

3. **DURATION**

The Corporation shall have perpetual existence under its corporate name.

4. **REGISTERED OFFICE AND AGENT**

The address of its initial registered office in the State of Oregon is 6105 North Omaha Avenue, Portland, Oregon 97217 (currently 13412 NE Couch Street, Portland, Oregon 97230) and the name of its initial registered agent is Mary Rose Kerg, who is a citizen of Oregon and actually resides in the State.

5. **NON-PROFIT**

The Corporation shall not have or issue shares of stock and no dividends shall be declared or paid by the Corporation. No part of the net income or earnings of the Society shall inure to the benefit of any individual member or be distributed to its members, directors or officers. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activity not permitted to be carried on

(a) By a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or

(b) By a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

6. **DISSOLUTION**

Should this Corporation become dissolved, the Board of Directors shall determine distribution of the net assets to such organizations whose purposes qualify them for tax exemption under Federal regulations, and whose endeavors are in accord with the stated purposes of this Society.

7. **MEMBERSHIP**

Qualifications for membership in the Society shall be as provided in the Bylaws.

8. **OFFICERS**

The officers shall be a President, Vice-President, Treasurer, Recording Secretary, and Corresponding Secretary.

9. **DIRECTORS**

A Board consisting of the elected officers and such members as the Bylaws prescribe, to be elected from the membership, shall manage the business of the Corporation.

10. **AMENDMENTS**

These Articles of Incorporation may be amended at the annual meeting in April with the approval of two-thirds (2/3) of the voting members present. The proposed amendment must be submitted to the Board of Directors for consideration prior to February 1. The proposed amendment shall be read at the February and March membership meetings. Written notification of proposed amendment shall be mailed to all members at least thirty (30) days prior to the annual meeting.