



## **BY-LAWS UPDATED & APPROVED BY THE MEMBERSHIP APRIL 15, 2023**

### **ARTICLE I – NAME**

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

### **ARTICLE II – PURPOSES AND MISSION**

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. The mission of the All-Ireland Cultural Society is to be a non-religious, non-political, and volunteer-run organization that is inclusive, respectful, and welcoming to all and does not discriminate on any basis.

### **ARTICLE III – MEMBERS**

#### Section 1. Voting Members:

1. Every person who is eighteen (18) years of age or older and 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, a Board member shall notify the new member of their acceptance and notify them that the By-Laws are available on the AICS website.

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 – THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of five officers (a President, a Vice-President, a Recording Secretary, a Corresponding Secretary, and a Treasurer), and up to six optional additional Board members, who shall be called Trustees, as long as the total number of Board members remains an odd number.

Section 2. Election of Board Members: All Board members shall be elected and installed at the business meeting in April. Board members shall be elected for a term of one year or until their successors are duly elected and installed.

Section 3. Eligibility to Serve on the Board of Directors

1. In order to be eligible to serve on the Board of Directors, a member must be a voting member of the Society and have regularly attended meetings.
2. No Board member may serve in the same position for more than three (3) consecutive years and no Board member shall hold more than one office at a time.

Section 4. 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 changes in dues to the membership.

Section 5. Meetings of the Board

1. There shall be at least four (4) 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.
3. 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 a majority of Board members.

Section 6. Removal of Board Members

1. Regular attendance is mandatory at board meetings. Absence at three consecutive meetings without qualified excuse shall terminate membership on the Board.
2. In the event a member of the Board of Directors fails to perform his/her duties, it shall be cause for removal from their position.

Section 7. Replacement of Board Members

1. 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.
2. In the event of absence or disability of any Board Member, the Board of Directors may delegate, during such absence or disability, the powers and duties of such Board Member to any other Board Member.
3. 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 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 Annual meeting.
- Section 3. Nominations may be made from the floor provided consent of the nominee has been obtained.
- Section 4. 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 THE BOARD OF DIRECTORS

## 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. 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. 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 designated Board Member and the Treasurer;
4. By April 10<sup>th</sup> 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.

Section 6. The Trustees (if in existence that year, as these positions are optional) shall perform such duties as may be prescribed by the Board of Directors.

Section 7. Special Assignments: Certain committees may require a Board member's oversight. For specifics, see Article VIII - Committees.

## ARTICLE VII – MEETINGS

### Section 1. Monthly Meetings

1. The society shall have four business meetings per year in September, November, February, and 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 the Board of 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 – COMMITTEES

Section 1. The following are Standing Committees:

1. The History Committee is appointed by the Board of Directors no later than March 1st, can consist of Board Members and/or members at large, and can be as small as one person or as large as five people. The History Committee creates a permanent record of the Society's activities from that year and submits it to the membership for approval at the Annual Meeting.
2. The Auditing Committee is appointed by the Board of Directors no later than March 1st and will consist of three Board Members and one member at large. The Auditing Committee audits the Treasurer's accounts at the close of the fiscal year and submits their report to the membership at the Annual Meeting.
3. The Program Committee is appointed by the Board of Directors promptly after the Annual Meeting, can consist of Board Members and/or members at large, and can be as small as one person or as large as five people. The Program Committee plans and prepares the year's program for the society. The plan shall be prepared and submitted to the Society for approval at the regular meeting in September.
4. The Scholarship Committee is appointed by the Board of Directors no later than February 15th, can consist of Board Members and/or members at large, and can be as small as three people or as large as five people. The Scholarship Committee selects the applicant(s) that will receive our Irish Studies Scholarship that year. The scholarship award(s) for one year shall not exceed \$1,000 but no more than \$500 per recipient. Anyone who lives in Oregon or Washington States may apply for a scholarship for Irish-related studies (including but not limited to Irish music, dance, song, literature, or Irish sports), as long as that study will take place in the future up to 12 months from the date of application. Applications may be submitted to the committee between April 1st and February 1st. The committee reviews all applications in February. Scholarships are then awarded at the discretion of the Board of Directors based on recommendations of the Scholarship Committee. Those receiving scholarship funds will be notified by the committee and announced at our St. Patrick's Day Celebration on March 17th. Funds will only be awarded after a report by the recipient(s) at a general meeting of the All-Ireland Cultural Society.

Section 2. Special Committees: The President may appoint committees for the furtherance of the purposes and consistent with the needs of the Society (examples: Sunshine Committee, Genealogy Committee, Newsletter Committee). 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 IX – 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 a majority of the Board members.

## ARTICLE X – OFFICIAL STATIONERY

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 XI – 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 XII – 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 in writing at least 30 days prior to the Annual meeting when the voting will occur. Any Board member or member at large can propose a Bylaws change or amendment, as long as they submit it in writing to the Board of Directors at least 30 days prior to the Annual Meeting so that the Board can then forward it to the entire membership, as required above.
- Section 2. The membership dues may be amended at the November meeting with a two-thirds (2/3) vote of the voting members present, providing members are notified of the change or amendment in writing at least 30 days prior to the November meeting when the voting will occur. Any Board member or member at large can propose a dues change or amendment, as long as they submit it in writing to the Board of Directors at least 30 days prior to the November Meeting so that the Board can then forward it to the entire membership, as required above.



# STANDING RULES

1. Activities are normally as follows:
 

September	Business Meeting
November	Business Meeting
December	Social Function
February	Business Meeting
March	St. Patrick's Day Celebration
April	Annual Business Meeting
May	Board Appreciation Dinner/Function
Summer	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.
  
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 \$1,000 per year but no more than \$500 per recipient, 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.