

**BYLAWS OF THE
GUARDIAN/CONSERVATOR ASSOCIATION OF OREGON, INC.**

Revised 11/09/93, 11/24/94, 3/23/95, 9/12/96, 10/17/97, 4/24/98, 10/26/00, 11/16/07

ARTICLE I

NAME & SEAL

SECTION 1, NAME

The name of the Corporation is Guardian/Conservator Association of Oregon, Incorporated (“the Association”).

SECTION 2, SEAL

The Seal of the Association shall contain the words “Guardian/Conservator Association of Oregon, Inc.” and “Corporate Seal.”

SECTION 3, NAME CHANGE

The Association may, by a majority vote of the Members, change its name.

ARTICLE II

PURPOSE

The following are the Purposes for which this Corporation has been organized.

- A. To provide for the exchange of ideas, education, and communication among groups and individuals interested in providing or furthering guardianship and conservatorship services or alternative protective services to persons in need of such services. Objectives of the organization shall include, but not be limited to, the following: the promotion of relevant public policy, advocacy, research, and the development of standards for providing services to vulnerable persons who have psychiatric, physical, cognitive, or functional limitations, or who are otherwise at risk.
- B. To promote a broader understanding and acceptance of the quality guardian and conservator as an integral part of the judicial system.
- C. To promote professional ethics and encourage, establish and maintain high standards of professional education, competence and performance.

ARTICLE III

STRUCTURE

- A. The Association shall consist of a Board of Directors and Members.
- B. The Board of Directors shall consist of those Members as hereinafter defined in Article V, entitled "Board of Directors."
- C. The Members shall consist of those members as hereinafter defined in Article IV, entitled "Members and Meetings."

ARTICLE IV

MEMBERS AND MEETINGS

SECTION 1, MEMBERS

There shall be three types of Members: Individual, Organizational, and Associate. All persons and organizations with interest in the purposes of the Association shall be eligible for membership in the Association without regard to race, age, religion, national origin, sex, sexual orientation, or disability.

SECTION 2, DUTIES

- A. All Members shall be required to pay annual dues, which shall be established by resolution of the Board of Directors, unless the payment of dues for any specific Member is expressly waived by the Board of Directors. All dues will be payable on January 1st of each year by existing Members.
- B. Members not paying the annual dues within 60 days of the renewal date may be dropped from the Membership.

SECTION 3, VOTING AND ELECTIONS

- A. Each Member shall be entitled to one (1) vote on any and all matters submitted to the Members. A simple majority of votes cast will determine the outcome.
- B. The voting Members shall elect Officers and Directors in accordance with the policies established herein for the election of the governing body of the organization.
- C. Any Member may nominate an individual for election to the Board of Directors.

SECTION 4, MEETINGS OF MEMBERS

- A. The Annual Meeting of the Membership shall be held in the fourth quarter of the calendar year. The Secretary or a designee shall provide notice of the time and place of all meetings for Members not less than seven (7) days and not more than twenty-one (21) days prior to the meetings.
- B. Special meetings of the Membership may be called by the President of the Association, by majority of the Board of Directors, or by twenty percent (20%) of the Membership. The Secretary or a designee shall provide notice of the time and place of all special meetings, specifying the agenda and other matters to be discussed at the special meeting, not less than fourteen (14) days prior to the special meeting.
- C. The President, or other Board Member in the President's absence, shall preside at annual and special meetings of the Members.
- D. The greater of 10% of the total number of members, or five members, shall constitute a quorum for the transaction of business.

SECTION 5, VOTING AND NOTICE

- A. Any notice required under these Bylaws may be given by mail by depositing such notice in the U.S. Mail to the member's last known address or electronically by email to the member's last known electronic mail address. Members shall be responsible for up dating their address information as necessary. The date of notice so given shall be the date of deposit in the US Mail or electronic communication as the case may be.
- B. Any vote required or allowed under these Bylaws may be made electronically by the member after such electronic debate as the President determines is reasonable and appropriate.

SECTION 6, SUSPENSION, TERMINATION AND REINSTATEMENT

- A. Any member may be suspended from membership by the Board of Directors in the sole discretion of the Board without prior notice.
- B. Any member may be terminated from membership in the Guardian/Conservator Association of Oregon, Inc., by the Board of Directors in the sole discretion of the Board without prior notice.
- C. Any member whose membership has been suspended may be reinstated by the Board of Directors in the sole discretion of the Board.

D. The actions described in A through C above shall require a majority vote of the then sitting Board of Directors of the Guardian/Conservator Association of Oregon, Inc.

E. No actions taken by the Board of Directors under this section shall be made in violation of Federal or Oregon State laws or regulations.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1, MANAGEMENT

A. The Board of Directors shall consist of the Officers and Directors of the Association and may be referred to as “board members.”

B. The management, direction and control of the properties, operations, and activities of the Association shall be vested in the Board of Directors.

SECTION 2, QUALIFICATIONS

All board members must be voting Members during their terms of office and for at least the year preceding their election.

SECTION 3, NUMBER AND TERM

A. The Officers of the Association shall be elected by the Membership of the Association from among themselves. The officers shall be a President, a President-Elect, a Past President, a Secretary and a Treasurer.

B. The Officers shall hold the office to which they are elected until their respective successors have been duly elected. The terms of the Secretary and Treasurer shall be for two (2) years. The Treasurer shall be elected to begin serving in the odd-number years, and the Secretary shall be elected to begin serving in the even-number years. A President-Elect shall be elected each year, to serve one year as President-Elect, followed by one year as President and one year as Past President, both without further election.

C. The number of Directors shall be three (3). The Directors shall be elected by the Members following the annual meeting. The term of a newly elected Director will begin on January 1st immediately following election and continue through December 31st three years later or until his or her successor shall have been elected and qualified.

SECTION 4, POWERS AND DUTIES

- A. The Board of Directors shall determine the general policies for the corporation and control of the Association and its various activities. It shall acquire funds for the operation, maintenance and repair of the buildings and other property of the Association. It shall consider and adopt an annual budget and control the revenue and expenditures not covered by the annual budget. It shall report these matters to the Members in an Annual Report.
- B. The Board of Directors shall have direction of all funds of whatever character held for the benefit of the Association; shall have full and complete power, in the name of the Association, to convey, sell, assign, transfer, lease, mortgage, pledge, exchange, or otherwise dispose of any real or personal property of the Association, and to borrow money for its corporate purposes at such rates of interest as said Board may determine, to execute, acknowledge, and deliver conveyances, deeds, leases, notes, trust deeds, mortgages, contracts and other instruments for the purpose of effectuating said purposes, or any of them. No contracts of the Association shall be valid unless authorized or approved by the Board of Directors.
- C. The Board of Directors, by resolution, may submit any voting matter to the voting Members.
- D. The President shall preside at the meetings of the Board of Directors and at meetings of the Members, and shall also perform such other duties as the Board of Directors may from time to time assign to him or her. He or she may sign on behalf of the Association all instruments that the Board of Directors has authorized to be executed.
- E. The President-Elect, in the absence of the President, shall perform the duties of the President and when so acting have all the powers of and be subject to all the restrictions of the President.
- F. The Past President shall provide information and advice to the President in the transition from one fiscal year to the next in conducting the business of the Association. The Past President shall also mentor the President-Elect in the duties and obligations of the presidency.
- G. The Secretary shall be responsible for keeping a true and accurate record of all proceedings at meetings of the Board of Directors and Members. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law. The Secretary shall act as custodian of the Association records and of the seal of the Association. When authorized by the Board of Directors or the President, the Secretary shall affix the seal of the Association to any instrument requiring it.

- H. The Treasurer shall report on the financial matters and transactions of the Association as recorded in the books provided for those purposes and kept for the Association. The treasurer shall act as custodian of the Association's financial records. The Treasurer shall require that all monies of the Association be deposited in the name of the Association in such bank or other depository as shall be selected by the Board of Directors from time to time, and may withdraw funds therefrom by check signed by the Treasurer, President or as fixed by resolution of the Board of Directors.

SECTION 5, MEETINGS OF BOARD OF DIRECTORS

- A. Regular meetings of the Board of Directors shall be held at least quarterly on such day as the Board shall determine. The Secretary or a designee shall give not less than seven (7) days notice of any regular meeting, and, if mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail, postage prepaid and addressed to the last known address of the member of the Board.
- B. Special board meetings may be called by the President or by any three (3) members of the Board. The Secretary or a designee shall give not less than seven (7) days notice to all board members of any special meetings.
- C. Fifty-one (51%) of the Board Members currently in office shall constitute a quorum.

SECTION 6, VACANCIES

- A. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled through action by the Board of Directors for the unexpired portion of the term. An Officer or Director may be removed from that office by a 2/3 vote of the Board of Directors.
- B. Nonattendance at any two (2) regular meetings of the Board of Directors within a calendar year may be considered by the Board of Directors as a resignation of the Director or Officer.

ARTICLE VI

COMMITTEES

SECTION 1, SPECIAL COMMITTEES

The President, with the approval of the Board of Directors, shall have the power to establish and appoint special or ad hoc committees, including the chair thereof, as may be deemed necessary or expedient for properly conducting the affairs of the Association, and may vest such committees with such powers as the Board may deem advisable. Special committees shall serve until the purpose for which they were created has been accomplished. All special committees shall be subject to the control and direction of the Board of Directors and shall include at least one Board member.

SECTION 2, STANDING COMMITTEES

- A. The Standing Committee of the Board of Directors shall consist of a Nominating Committee.
- B. The Nominating Committee shall, on or before thirty (30) days before the Annual Meeting, nominate a sufficient number of persons to replace Officers and Directors whose terms are expiring. Other nominations to fill the vacancies may also be received from the Members prior to or during the Annual Meeting.

SECTION 3, COMMITTEE MEMBERSHIP

Membership on committees of the Board of Directors shall be limited to Members of the Association.

SECTION 4, COMMITTEE MEETINGS AND PROCEDURES

- A. Each committee shall establish its own procedures and otherwise conduct its affairs so long as no action by a committee conflicts with or otherwise violates the Articles of Incorporation or Bylaws of the Association.
- B. All committees, standing or otherwise, and their chairs shall be subject to the control and direction of the Board of Directors and shall make such reports from time to time as the Board of Directors or President may request.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and shall end on the thirty-first day of December.

ARTICLE VIII

INDEMNIFICATION

SECTION 1, INDEMNIFICATION

The Directors and Officers of the Association are indemnified by the Association against claims for liability arising in connection with their positions in the Association or on behalf of the Association, in accordance with the laws of the State of Oregon.

SECTION 2, LIABILITY INSURANCE

The Association may purchase and maintain liability insurance for defense of liability claims against any person who is or was a Director or Officer of the Association or who is or was serving at the request of the Association.

ARTICLE IX

AMENDMENTS

These Bylaws may be altered, amended or repealed at any time by vote of not less than two-thirds of the Board of Directors present, provided there is a quorum at any regular or special meeting thereof. No alteration, amendment or repeal of any of these Bylaws shall be valid unless written notice of the subject of the proposed amendment shall be mailed to each member of the Board not less than fourteen (14) days prior to the date of the meeting. Waiver of said notice by 51% of the Board of Directors currently in office shall be effective to meet the notice requirement. The Board's proposed Bylaws amendments shall be mailed to each member of the Association not less than 14 days prior to the meeting at which the voting Members shall vote to ratify the amendments.

ARTICLE X

DISSOLUTION

Voluntary dissolution of the Association may occur only upon a majority vote of the Members following notification. In the event of dissolution of the Association, the funds and assets of the Association, after payment of all obligations, shall be distributed to an organization which is qualified under Sections 501(c)(3) and 509(a)(1) and which has purposes and objectives similar to the Association as determined by the Board of Directors.

ARTICLE XI

RULES OF ORDER

Robert's Rules of Order shall be applicable at all times when not in conflict with the Bylaws of the Association.

ARTICLE XII

EFFECTIVE DATE

These Bylaws shall become effective as of the close of the business meeting on November 16, 2007.

Guardian/Conservator Association, Inc.
By Nancy MacDonald, President