

BY-LAWS OF THE EUGENE FOLKLORE SOCIETY

ARTICLE I Purposes of the Corporation

This corporation shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions).

This corporations' primary purpose shall be to further the understanding, appreciation, and performance of traditional folk arts by providing folk art opportunities within the Eugene community.

ARTICLE II Membership

Section 1 Classes and Voting

There shall be one class of members of this corporation. Each member shall be entitled to one vote on these matters: Amending the Articles of Incorporation; Amending, restating, or replacing the Bylaws of the corporation; Electing all members of the Board of Directors; Dissolution of the corporation; and Merger of the corporation. If a membership stands of record in the names of two or more persons, the vote of any one those persons shall count as only one vote and shall not represent the vote of any other person.

Section 2 Qualifications

An individual, 18 and older, shall become a member of the corporation by paying annual dues as set by the Board.

Section 3 Termination, Expulsion, Suspension

Membership may be terminated by the Board of Directors after giving the member at least 15 days prior written notice by first-class certified mail of the termination at the member's last address of record, and the reason(s) for the termination, as well as an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

Section 4 Annual Meeting

The annual meeting of the members shall be held in May at a time and place set by the Board of Directors.

Section 5 Special Meetings

Special meetings of the members shall be held at the call of the Board of Directors, or by the call of at least five percent of the voting members of the corporation by one or more written demands signed, dated and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose for the meeting.

If the Board calls a special meeting of the members, the members must receive proper legal notice. For a special meeting demanded by the members, the Board may set the time and place if they give notice within 30 days of the corporation's receipt of the demand; otherwise, a person who signed the demand or demands may set the time and place of the meeting and give proper notice. Only matters relating to the purpose or purposes described in the meeting notice may be conducted at the meeting.

Section 6 Notice of Meeting

Notice of all meetings of the members shall be given to each member at the last address of record, by first class mail at least 7 days before the meeting, or by means other than first class mail, at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place, and the purpose of the meeting.

Section 7 Quorum and Voting

Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members represented and voting is the act of the members, unless these Bylaws or the law provide differently.

Section 8 Proxy Voting

There shall be no voting by proxy.

Section 9 Action Without Meeting

Any action required by law or permitted by these bylaws to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all members.

ARTICLE III Board of Directors

Section 1 Duties

The affairs of the corporation shall be managed by the Board of Directors.

Section 2 Number and Qualifications of Directors

The number of Directors may vary between a minimum of five and a maximum of nine. Any member of the corporation in good standing for at least six months shall be eligible for election to the Board of Directors.

Section 3 Terms of Office and Election of Directors

The term of office for Directors shall be one year, from June 1 through May 31. A Director may be reelected without limitation on the number of terms she or he may serve. The Board shall be elected annually by ballot by the members in conjunction with the annual meeting of the members.

Section 4 Removal of Directors

Any Director may be removed, with or without cause, by the members at a meeting of the membership called for that purpose, by a majority vote of the members entitled to vote at an election of Directors, who are represented and voting at said meeting.

Section 5 Vacancies

Vacancies resulting from an increase in the number of Directors shall be filled by election by the members, by ballot, either at the annual election or at another time determined by the Board. Other vacancies on the Board shall be filled by a two-thirds vote of the Directors present, provided a quorum is in attendance. These board-appointed or newly elected Directors shall serve in these positions for the remainder of the current term.

Section 6 Quorum and Action

A quorum at a board meeting shall be a majority of the number of all Directors prescribed by the Board, or if no number is prescribed, by a majority of all Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present. Where the law requires a majority vote of Directors in office (to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters) such action is taken by that majority as required by law.

Section 7 Regular Meetings

Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No notice of the date, time, place, or purpose of these meetings is required. All regular meetings of the Board of Directors shall be open to the general membership, but voting shall be restricted to members of the Board.

Section 8 Special Meetings

Special meetings of the Board of Directors shall be held at the time and place to be

determined by the Board of Directors. The presiding officer, the President, or 20 percent of the Directors then in office may call and give notice of the meeting of the Board. Notice of such meetings, describing the date, time place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail not less than two days prior to the special meeting.

Section 9 Meeting by Telecommunication

Any regular or special meeting of the Board of Directors may be conducted through use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A director participating in such a meeting is deemed present for the purposes of a quorum.

Section 10 Compensation

Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

Section 11 Action without Meeting

Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

ARTICLE IV Committees

Section 1 Executive Committee

The Board of Directors may elect an Executive Committee from among the Directors currently in office. The Executive committee shall have the authority to make ongoing decisions between Board meetings and shall have the authority to make financial and budgetary decisions.

Section 2 Other Committees

The Board of Directors may establish such other committees as it deems necessary and desirable. Such Committees may exercise the authority of the Board of Directors or may be advisory committees.

Section 3 Composition of Committees Exercising Board Functions

Any committee that exercises any authority of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of all Directors in office at that time, and shall serve at the pleasure of the Board.

Section 4 Quorum and Actions

A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

Section 5 Limitations on Powers

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or officers. No committee may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets. No committee may fill vacancies on the Board or on any of its committees. No committee may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board of Directors. The Board may set additional limits on the powers of any committee or committees as a matter of policy.

ARTICLE V Officers

Section 1 Titles

The officers of this corporation shall, at a minimum, be the President, Secretary, and Treasurer.

Section 2 Election and Removal

The Board of Directors shall elect the officers to serve one year terms. An officer may be reelected without limitation on the number of terms the officer may serve. The Board of Directors may remove any officer at any time, with or without cause.

Section 3 Vacancies

A vacancy of any office shall be filled not later than the second regular meeting of the Board of Directors following the vacancy.

Section 4 Other Officers

The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5 President

The President shall be chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 6 Secretary

The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall

perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions; (b) provision for notice of all meetings of the Board of Directors and members; (c) authentication of the records of the corporation; and (d) any other duties as may be prescribed by the Board of Directors.

Section 7 Treasurer

The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; (e) maintaining accurate membership lists; and (f) any other duties as may be prescribed by the Board of Directors.

ARTICLE VI Amendments to Bylaws

Both the Board of Directors and the members must vote to amend or repeal these bylaws or to adopt new ones. The Board of Directors must vote to amend or repeal these Bylaws or to adopt new ones by a majority vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days notice of the date, 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 members must vote to amend or repeal these Bylaws or to adopt new ones by a 2/3 majority vote of the members represented and voting. Prior to the adoption of the amendment, each member shall be given the notice of meeting as required by the Bylaws 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.

ARTICLE VII Merger or Dissolution

Section 1 Adoption of Merger Plan

Both the Board of Directors and the members must vote to adopt a plan of merger. The Board of Directors must approve the plan by a majority vote of Directors in office. Prior to the adoption of the plan, each director shall be given at least two days notice of the date, time and place of the meeting at which the proposed plan is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed merger and shall contain a copy or summary of the proposed merger plan. The members must vote to approve the proposed merger by a 2/3 majority vote of the members represented and voting. Prior to the adoption of the plan, each member shall be given the notice of meeting as required by the Bylaws and the notice shall state that one of the purposes of the meeting is to consider a proposed merger and shall contain a copy or summary of the proposed merger plan including

certain information specified by law.

Section 2 Approval of Dissolution

Both the Board of Directors and the members must vote to approve the dissolution of the corporation. The Board of Directors must approve dissolution by a majority vote of Directors in office. Prior to the vote, each director shall be given at least two days notice of the date, time and place of the meeting at which the proposed dissolution is to be considered, and the notice shall state that one of the purposes of the meeting is to consider dissolution of the corporation and shall contain a copy or summary of the plan of dissolution. The members must vote to approve dissolution of the corporation by a 2/3 majority vote of the members represented and voting at a meeting with that purpose. Prior to the adoption of the dissolution plan, each member shall be given the notice of meeting as required by the Bylaws and the notice shall state that one of the purposes of the meeting is to consider a dissolution and shall contain a copy or summary of the proposed dissolution plan.

Section 3 Distribution of assets

In the event of dissolution, none of the remaining assets may be distributed to, or be used for the benefit of, any member or members. All records of the EFS shall be offered to The Archive of Folk Culture of The Library of Congress or to the Oregon Collection of the University of Oregon Libraries. Further remaining assets shall be distributed to a non-profit organization or organizations dedicated to purposes similar to those of the EFS, for use in continuing the support of traditional folk arts. The Board shall attempt to carry out the will of the membership in executing its responsibilities for distribution of assets in the event of dissolution of the corporation.

Date Adopted: 14 May 2011

Signature by Corporate Officer: _____