OREGON NURSE Political Action Committee

BYLAWS

ARTICLE I

NAME

The name of this organization is the OREGON NURSE Political Action Committee, which has been organized as an Association of individuals who share a common interest.

ARTICLE II

PURPOSES

Section 1  ON-PAC Mission

The sole and exclusive purposes for which this organization is formed none of which is for profit, are to operate for the advancement of policy positions established by members of the Oregon Nurses Association (ONA) and its Board of Directors by effective political action, including: (A) to provide information and education services to the members relating to their effective citizenship, participation in public policy decisions related to health services for the people of Oregon and labor issues related to ONA members. (B) the encouragement and promotion of good government by involvement in the election and re-election of public officials, regardless of party, who demonstrate responsible awareness of the health needs of the citizens and of those providing services, and (C) the direct assistance to ONA members to organize themselves for effective political action and the execution of the civic responsibilities related to health care and labor issues.

Section 2  Objectives

Promoting the Oregon Nurses Association Health Policy Platform through campaign activities.

ARTICLE III

OFFICES

The office of the organization shall be located at 18765 SW Boones Ferry Road, Tualatin, Oregon 97062. The organization may also have offices at other places, either within or without the State of Oregon, as the Board of Directors may from time to time determine or as the business of the organization may require.

ARTICLE IV

BOARD OF DIRECTORS

Section 1  Powers

All affairs of ON-PAC shall be managed by its Board of Directors. Each Director will be entitled to one vote on all matters submitted to a vote of the Board of Directors.
Section 2 Composition

The Board of Directors shall consist of not less than five and not more than twenty Directors. One Director will be an ONA staff member. The remaining Directors will be appointed from the ONA membership.

Section 3 Appointments

The ON-PAC Board of Directors shall appoint, by a confirmation vote of the sitting members of the ON-PAC Board of Directors, no more than seventeen Directors. In addition the ONA Board of Directors shall appoint no more than two members. At least one of the ONA Board of Directors appointees will be a member of the ONA Board of Directors.

The management of ONA shall select one member of the ONA staff to serve as a Director.

ARTICLE V
DIRECTOR RESPONSIBILITIES

Section 1 Responsibilities

The business affairs of the organization shall be managed by its Board of Directors which may exercise all such powers of the organization and do all other lawful acts which are not prohibited or directed or required to be performed by others under the statutes of the State of Oregon or these Bylaws.

Section 2 Term of Office

A. Each Director, except the staff member, shall be eligible to serve a maximum of two consecutive two year terms. If a Director is appointed to fill a vacancy his/her service until the next appointment shall not count toward determining the total length of service allowed under this section.

B. Terms that a Director serves as an ON-PAC officer are not counted against the term limits.

C. No Director can serve more than 8 consecutive years regardless of their position as an officer of ON-PAC for a part of those years.

D. Any ON-PAC Director who has been termed-out is eligible to reapply to the ON-PAC Board of Directors after a two year absence.

Section 3 Elections

A. At each annual meeting of the Board of Directors, new Directors shall be elected by the Board of Directors (with the exception of two ONA Board of Directors appointed Directors) to begin serving a two (2) year term of office.
B. Individuals to fill the Directorships created by any increase in the number of Directors as provided in Section 2 of this Article may be elected at any regular meeting by the majority vote of all the Directors then on the Board of Directors. The new Directors will serve until the conclusion of his or her term of office.

C. Each Director on the Board of Directors shall be entitled to cast one vote for each Directorship to be filled. Votes for the election of Directors may be by proxy.

Section 4 Vacancies

Vacancy occurring on the Board of Directors shall be filled at a regular meeting or a special meeting of the Board of Directors called for that purpose by the affirmative vote of a majority of the remaining Directors.

Section 5 Meetings

A. There shall be an annual meeting of the Board of Directors. The specific date of the annual meeting shall be determined by the Directors. Notice of the time and place of the annual meeting shall be delivered personally or mailed to each Director at least 15 days prior to the date of the meeting.

B. Regular meetings of the Board of Directors, other than the annual meeting, will be held at such time and place as determined by the Board of Directors.

C. Special meetings of the Board of Directors shall be called as determined by the president or when requested in writing by one-third (1/3) of the Directors. Notice of the special meetings shall be given to each Director either in person or by mail or telephone and must be received by the Directors not less than one (1) day prior to the meeting.

Section 6 Quorum

A majority of the number of Directors prescribed by resolution of the Board pursuant to Article IV, Section 2 of these Bylaws, or, if no number is prescribed, a majority of the number in office immediately before the meeting begins, in either event including the president or other elected ON-PAC officer, shall constitute a quorum for the transaction of business at any meeting.

Section 7 Compensation

The Board of Directors of this organization shall serve without compensation. However, Directors may receive reimbursement of ON-PAC approved travel expenses.

Section 8 Removal

A. Any Director may be removed with or without cause by the Board of Directors whenever in the judgment of two-thirds (2/3) of the remaining Directors on the Board, the best interest of the organization will be served by such removal. The removal shall be without prejudice to the
contract rights, if any, to the person so removed. Prior to any removal, the Director sought to be removed must be given reasonable opportunity to speak on his or her own behalf before the Board of Directors at a regular meeting.

B. Two unexcused absences of regular meetings of the Board of Directors within a given twelve month period will constitute cause for removal from Board of Directors.

ARTICLE VI
OFFICERS

Section 1 Definition

The principal officers of this organization shall consist of a President, Immediate Past President, Vice-President, a Secretary and a Treasurer. The President, Vice-President and Treasurer shall be elected by the Board of Directors. The ONA Board of Directors shall have power to veto the selection of the President.

Section 2 Elections

A. The election of officers shall take place each year at the annual meeting of the Board of Directors, or at any regular meeting as vacancies occur.

B. Officers will be elected by a majority vote of ON-PAC Directors present, provided that the conditions for a quorum have been met.

C. The ON-PAC President will assume the position upon approval of the ONA Board of Directors.

Section 3 Terms of Office

A. Each officer shall be elected to serve a two-year term of office or until a successor is elected.

B. Officers may serve no more than two consecutive terms in the same office. All officers who have served more than half a term shall be considered to have served a full term.

Section 4 Duties

A. President

The President shall be the chief elected officer of the organization. The President shall preside at all meetings of the Board of Directors and shall be the inspector of all elections of directors and certify those who are elected as such. The President shall be the chairperson of the Board. The President will also be an ex officio member of any sub-committees, work groups or task forces created by ON-PAC.
B. Vice President

Whenever, the President is unavailable when needed or unable to fulfill one of the responsibilities of the chair the Vice-President will serve in the President’s place. The Vice-President will also work with local members to increase involvement in ON-PAC activities. The Vice-Presidency is preparation to serve as a future PAC president and as such requires participation in each level of ON-PAC activities.

C. Secretary

The Secretary shall attend all sessions of the Board of Directors and be accountable for record-keeping and reporting of meetings of the ON-PAC. The Secretary shall give notice of all meetings of the Board of Directors and committees as required by these bylaws. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he or she shall serve the Treasurer.

D. Treasurer

The Treasurer shall be accountable for the fiscal affairs of ON-PAC and shall review and provide financial reports and interpretation of the PAC’s financial condition to the Board of Directors. The Treasurer is responsible for making sure that all contribution and expenditure reports are submitted to the state elections division in a timely and appropriate manner.

E. Immediate Past President

The Immediate Past President will serve as an advisor to the current president. Duties will include those committee responsibilities delegated by the President. The Immediate Past President will also be responsible for the completion of the projects initiated under their term as President unless otherwise assigned by the incoming ON-PAC President.

ARTICLE VIII
COMMITTEES

The ON-PAC President or the Board of Directors may, appoint committees for such purposes as designated by the Board of Directors. Each committee shall have such powers and shall perform such duties as may be delegated and assigned to the committee by the Board of Directors, except such powers as are limited by Oregon law. However, all matters transacted by the committee in the name of the organization shall be submitted and ratified by the Board of Directors at its regular or special meeting. Membership of any such committee shall include at least one (1) member of the Board of Directors.

ARTICLE IX
WAIVER OF NOTICE

Whenever any notice is required to be given to any Director under the provisions of Oregon law, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice,
whether before or after the time stated therein, shall be deemed equivalent to the required notice. The presence of a Director at any meeting shall constitute a waiver of any notice required for such meeting, except where a Director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE X
ACTION WITHOUT MEETING

Any action required or permitted to be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a vote of such Directors at a regularly convened meeting.

ARTICLE XI
INDEMNIFICATION

Section 1 Indemnification

The organization may indemnify any person who was or is a party or is threatened with being made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals by reason of the fact that such person is or was a Director or officer of the organization, or is or was serving at the request of the organization as a Director, officer, partner, employee or agent of another foreign or domestic organization, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgments, decrees, fines, penalties and amounts paid in settlement actually and reasonably incurred by his or her conduct in connection with such action, suit or proceeding if he or she reasonably believed to be in or not opposed to the best interests of the organization, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her action was unlawful.

Section 2 Good Faith

The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself create a presumption that the person did not act in good faith and in the manner which he or she reasonably believed to be in or not opposed to the best interests of the organization, and with respect to any criminal action or proceeding that he or she had reasonable cause to believe that his or her conduct was unlawful.

Section 3 Successful Defense

To the extent that a Director or Officer of the organization has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or in defense of any claim, issue or matter therein, that Director or Officer shall be indemnified against expenses (including attorney fees) actually and reasonable incurred in connection therewith.
Section 4  Determination

Unless indemnification is ordered by a court having jurisdiction therein, any indemnification shall be made by the organization only as authorized in the specific case upon determination that indemnification of the Director or Officer is proper in the circumstances because the applicable standards of conduct set forth in Section 1 has been met. Such determination shall be made: (a) by the Board of Directors on a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a majority of such quorum of disinterested Directors so directs, by independent legal counsel (compensation by the organization) in a written opinion.

Section 5  Expenses

Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals) or threat thereof, may be paid by the organization in advance of final disposition of such action, suit or proceeding as authorized in Section 1 upon receipt of an undertaking by or on behalf of the Director or Officer to repay such expenses unless it shall ultimately be determined that he or she is entitled to be indemnified by the organization.

Section 6  Rights and Limitations

The indemnification provided by this Article shall not be deemed exclusive of or in any way to limit any other rights to which any person indemnified may be or may become entitled as a matter of law, Bylaws, regulations, agreements, insurance or vote of disinterested Directors or otherwise, with respect to action in his or her official capacity and with respect to action who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XII
CHECKS - AUDIT

Section 1  Checks

All checks shall be signed by the Treasurer or Secretary. Additionally, to insure that all accounting and auditing procedures are followed all checks must also be signed by a member of ONA management.

Section 2  Audit

The financial records of ON-PAC shall be audited annually by a certified independent auditing firm.
ARTICLE XIII
LIMITATIONS

Section 1 Detected Assets

The assets of this organization are irrevocably dedicated to public policy and educational, as set forth in Article II hereof, and no part of the net income or assets of this organization shall ever inure to the benefit of or be distributed to any Director, officer, or member of this organization or any other private individual or any organization organized or operating for-profit, except that this organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Section 2 Adherence to Law

Notwithstanding any other provision of these Bylaws, this organization will carry on activities permitted under Oregon or federal law.

ARTICLE XIV
LIMITATION OF LIABILITY

To the fullest extent permitted by law, no Director or Officer of the organization shall be personally liable to the organization or its members, if any, for monetary damages for conduct as a Director or Officer. Without limited the generality of the foregoing, if the provisions of the Act are amended after this Article XV becomes effective to authorize corporate action further eliminating or limiting the personal liability of Directors of the organization, then the liability of Directors and officers of the organization shall be eliminated or limited to the fullest extent permitted by the Oregon Revised Statutes, as so amended. No amendment of repeal of this Article XV, nor the adoption or any provision of these restated articles inconsistent with this Article XV, nor a change in the law, shall adversely affect any right or protection that is based upon this Article XV and pertains to conduct that occurred prior to the time of such amendment, repeal, adoption change. No change in the law shall reduce or eliminate the rights and protection set forth in this Article XV unless the change in law specifically requires such reduction or elimination.

ARTICLE XV
AMENDMENTS

These Bylaws may be amended or repealed, in whole or in part, by the affirmative vote of two-thirds (2/3) of all the Directors then on the Board of Directors unless the bylaw establishes a greater majority requirement for amendment or repeal, which will then govern. Bylaws maybe amended at any regular or special meeting called for that purpose, provided that notice of the proposed amendment is given in the notice of the meeting or notice thereof is waived in writing by all Directors. Provided, that Article IV Section 3, Article VI Section 1, Article VI Section 2-C may not be amended without the special approval described therein.