

**BYLAWS OF**  
**SPRINGBROOK NATIONAL USERS GROUP, INC.**

**ARTICLE 1**

**PURPOSE**

The corporation is organized and will be operated as an organization described in Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("IRC"). In furtherance of this purpose, the corporation will be operated exclusively for our member community by providing professional education, networking, mentoring and other relevant programs. The corporation will have all of the rights and powers available to a nonprofit corporation under the Oregon Nonprofit Corporation Act. In furtherance of the purposes described above, the corporation will promote the social welfare of the communities served by its members by (a) exchanging information and resources among its members regarding improving the use by its members of the local government software produced by Accela and (b) being the designated beneficiary of the Accela source code in the event that Accela or its successors are no longer able to support the source code.

**ARTICLE 2**

**MEMBERS**

2.1 Membership. The Springbrook National Users Group, Inc. (the "Corporation") will have two classes of members, Regular and Associate. Qualification as a Regular member is limited to units of local government. The term "units of local government" includes counties, townships, cities, political subdivisions of the foregoing, utility districts, and recognized governing bodies of Indian Tribes and Native Alaskan Villages. In addition, in order to qualify as a member, a unit of local government must (a) be licensed to use software by Accela and (b) pay dues to the Corporation in the manner determined by the Board of Directors. Membership in the Corporation is nontransferable. Regular members shall be entitled to all rights and privileges of membership including voting and holding elective office.

2.2 Associate members shall be representative(s) of a firm or corporation engaged in providing products or services to the Regular members. Associate members shall be entitled to all rights and privileges of membership except voting and holding elective office.

2.3 Termination or Suspension. Membership in the Corporation may be terminated or suspended, by the Board of Directors for failure to pay dues if: a) the member received not less than fifteen (15) days' prior written notice of the proposed suspension or termination and an opportunity to pay such dues within the notice period.

2.4 Annual Meeting. The annual meeting of the members will be held on a date to coincide with the annual user's conference of Accela (which conference generally occurs in August), at the location of the annual user's conference or at such other time, date or place as may be determined by the Board of Directors.

2.5 Special Meetings. The Corporation may hold special meetings of members at any time on call of the President or the Board of Directors, or on demand in writing by members of record representing at least ten percent (10%) of the votes entitled to be cast on any matter proposed to be considered at the special meeting.

2.6 Notice. The Corporation must notify its members of the place, date, and time of each annual meeting of members no fewer than thirty (30) nor more than sixty (60) days before the meeting. Notice for special meetings must be sent a minimum of 10 days in advance of the meeting date. Notice must be sent to each member entitled to vote at the meeting at the member's last address as set forth in the corporate records or the notice may be sent to member's last electronic mail address as set forth in the corporate records. Notice of an annual meeting must describe any matter or matters that must be approved by members under ORS 65.361, 65.404, 65.414(1)(a), 65.437, 65.464, 65.487, 65.534, or 65.624. Notice of a special meeting must describe the purpose or purposes for which the meeting is called.

2.7 Telephone or Electronic Meetings. Any or all members may participate in any meeting of the members by, or through, use of any means of communication by which all members participating may simultaneously hear or read each other's comments. A member participating in a meeting by this means is deemed to be present in person at the meeting.

2.8 Waiver of Notice. A member may, at any time, waive any notice required by these Bylaws. Except as provided in the following sentence, any waiver must be in writing, be signed by the member entitled to the notice, specify the meeting for which the notice is waived, and be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A member's attendance at or participation in a meeting waives any required notice to the member of the meeting unless the member, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

2.9 Voting. Except as otherwise provided in the Articles of Incorporation, each Regular member is entitled to one (1) vote on each matter voted on at a members' meeting. Each Regular member shall determine which person representing the member is entitled to vote. The Corporation may require written evidence of such authority before accepting the vote of any such representative.

2.10 Quorum. The members present and entitled to vote on a matter will constitute a quorum with respect to that matter at any meeting of the members. Action on a matter is approved if the votes cast in favor of the action exceed the votes cast in opposition, unless the vote of a greater number is required by the Oregon Nonprofit Corporation Act or the Articles of Incorporation.

2.11 Record Date. The Board of Directors may fix in advance a date as record date for the purpose of determining the members entitled to notice of or to vote at any meeting of the members or

any adjournment thereof, to otherwise exercise or enjoy any or all of the rights and powers of a member or in order to make a determination of registered members for any other proper purpose. The record date may be not more than seventy (70) days and, in case of a meeting of members, not less than ten (10) days prior to the date on which the particular action which requires such determination of members is to be taken.

2.12 Record Date for Adjourned Meeting. A determination of members entitled to notice of or to vote at a members' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date. A new record date must be fixed if a members' meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting.

2.13 Regional Sections. To further the purposes defined in Article 1, the members may organize themselves into regional sections. The Board of Directors may adopt policies governing the recognition of these sections.

## **ARTICLE 3**

### **BOARD OF DIRECTORS**

3.1 General Powers. The business and affairs of the Corporation will be managed by its Board of Directors.

3.2 Number and Candidates. The Board of Directors will consist of seven (7) directors. Each of the directors must be an employee of a Regular member in good standing. If an individual who is a director ceases to be employed by a member, the individual will cease to be a director and the board of directors shall appoint an individual to fulfill the balance of the resigning director's term.

#### 3.3 Election of Directors

3.3.1 If required, the election of directors shall occur in May of each year with members notified of the results no later than July 1.

3.3.2 The Nominating Committee shall be designated annually by the board of directors no later than January 1 of each elective year. The Nominating Committee shall be composed of three (3) members as follows which shall be chaired by the immediate past president. The balance of the committee shall consist of two (2) regular.

3.3.3 The Nominating Committee shall name at least one candidate for each elective position to be filled and shall file its report with the president by March 1 of each year.

3.3.4 The membership shall be notified of the Nominating Committee's report no later than April 1. The report of the Nominating Committee is subject to the right of any Regular or Associate member to make other nominations provided that a written

petition shall have first been filed with the President by May 1 of that year. Such petition shall have been signed by at least five (five) regular members. The president, thereupon, shall notify association members of any petitions so received prior to the annual elections and shall place those names on the ballot.

**3.3.5** In cases where two or more members have been nominated for the same office, election shall be by electronic ballot. In instances where two or more members have been nominated for the same office, election shall be by majority vote on the first ballot, election will be by plurality vote on a second or subsequent ballot. In the case where a single slate exists, no election will be required. Each ballot shall require a section for the voting member name and representative signature. Election results shall be announced by July 1<sup>st</sup>.

3.4 Term. Directors terms are for three (3) years and until their successors are elected and take office. Any director for whom a successor could have been but was not elected will continue to hold office until the successor is elected and takes office. Director terms shall be staggered so no more than three nor less than two directors are elected in any year. No member shall serve more than two successive terms in any elected office or more eight consecutive years on the Board of Directors.

3.5 Honorary Director. Accela may designate an honorary director. The honorary director will have no vote and will not be counted for purposes of determining a quorum.

3.6 Vacancies. Any vacancy occurring in the membership of the Board of Directors may be filled by the majority vote of the remaining directors. A director appointed to fill a vacancy will serve until the expiration of the term of the replaced director and until a successor is elected.

3.7 Annual Meeting. The annual meeting of the Board of Directors will be held immediately following the annual meeting of the members at the same location as the annual meeting of the members. The time, day or place of the annual meeting may be changed by the President if notice of that change is given to the other directors.

3.8 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or by two (2) or more directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the state of Oregon, as the place for holding the special meeting.

3.9 Notice. Notice of the time, day or place of any annual meeting and notice of any special meeting of the Board of Directors must be given at least three (3) days before the annual meeting and at least forty-eight (48) hours before a special meeting. Notice will be sufficient if actually received at the required time or if mailed with postage prepaid or emailed to the director at his or her address of record with the Corporation at least forty-eight (48) hours before the time for notice. The attendance of a director at a meeting constitutes a waiver of notice of the meeting unless the director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of the meeting.

3.10 Waiver of Notice. Whenever any notice is required to be given to any director of the Corporation, a waiver in writing, signed by the person entitled to the notice, whether before or after the meeting, will be deemed equivalent to the giving of the notice.

3.11 Quorum; Majority Vote. A majority of the number of directors in office at the time of a meeting of the Board of Directors constitutes a quorum for the transaction of business at a meeting. The act of the majority of the directors present at a meeting at which a quorum is present is the act of the Board of Directors, unless a different number is provided by law, the Articles of Incorporation, or these Bylaws. In the event of a tie vote, the President or the President's designee, in that person's sole discretion, will have the option to cast an additional vote

3.12 Telephone Meetings. Any or all directors may participate in any meeting of the Board of Directors by, or through, use of any means of communication by which all directors participating may simultaneously hear each other. A director participating in a meeting by this means is deemed to be present in person at the meeting.

3.13 Presumption of Assent. A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken will be presumed to assent to the action unless the director's dissent is entered in the minutes of the meeting or unless a written dissent is filed with the person acting as the secretary of the meeting before the adjournment or forwarded by certified or registered mail to the Secretary of the Corporation promptly after the adjournment of the meeting. A director who voted in favor of the action does not have the right to dissent.

3.14 Consent in Lieu of Meeting. Any action which is required or permitted to be taken by the directors at a meeting may be taken without a meeting if the action is taken by all of the members of the Board of Directors entitled to vote on the matter. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. The action will be effective on the date when the last director signs the consent or at an earlier or later time set forth in the consent. The consent will have the same effect as a unanimous vote of the directors. For purposes of this section, "sign" includes an electronic sound, symbol or process attached to or logically associated with a record and executed by a person with the intent to sign the record.

3.15 Director Conflict of Interest.

3.15.1 A conflict-of-interest transaction is a transaction with the Corporation in which a director of the Corporation has a direct or indirect conflict of interest.

3.15.2 For purposes of Section 2.16, a director of the Corporation has an indirect interest in a transaction if (a) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction or (b) another entity of which the director is a director, officer, or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the Corporation.

3.15.3 A conflict-of-interest transaction is neither voidable nor the basis for imposing liability on the director if the transaction is fair to the corporation when it was entered into or is approved as provided in Section 2.16.4.

3.15.4 A transaction in which a director has a conflict of interest may be approved either (a) in advance by the vote of the board of directors or a committee of the board of directors if the material facts of the transaction and the director's interest were disclosed or known to the board of directors or a committee of the board of directors or (b) by the members if the material facts of the transaction and the director's interest were disclosed or known to the members and they authorized, approved, or ratified the transaction in accordance with Section 2.16.6.

3.15.5 For purposes of clause (a) of Section 2.16.4, a conflict-of-interest transaction is authorized, approved, or ratified if it received the affirmative vote of a majority of the directors on the board of directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this section by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (a) of Section 2.16.4 if the transaction is otherwise approved as provided in Section 2.16.4.

3.15.6 For purposes of clause (b) of Section 2.16.4, a conflict-of-interest transaction is authorized, approved, or ratified by the members if it receives a majority of the votes entitled to be counted under this section. Votes cast by or voted under the control of a director who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity described in Section 2.16.2 may be counted in a vote of members to determine whether to authorize, approve, or ratify a conflict-of-interest transaction under clause (b) of Section 2.16.4. A majority of the members, whether or not present, who are entitled to be counted in a vote on the transaction under this section constitutes a quorum for the purpose of taking action under this section.

3.16 Removal. A director may be removed, with or without cause, by the vote of two-thirds (2/3) of the members.

3.17 Resignation. Any director may resign by delivering his or her resignation to the Corporation at its principal office or to the President or Secretary. The resignation will be effective on receipt unless it is specified to be effective at some later time.

## ARTICLE 4

### COMMITTEES

Subject to law, including ORS 65.354, the Board of Directors may appoint committees, including an executive committee, consisting of the number of directors and having the powers designated by the Board. During the interval between meetings of the Board, the executive committee may exercise such authority in the management of the Corporation as the Board may delegate.

## ARTICLE 5

### OFFICERS

5.1 Number. The officers of the Corporation will be President, a Vice President, a Secretary, and a Treasurer.

5.2 Election and Term of Office. The officers of the Corporation will be elected annually by the Board of Directors at the annual meeting of the Board of Directors. In order to qualify as an officer, the officer must also be a director. If the election of officers is not held at the meeting, it must be held as soon thereafter as is convenient. Each officer will hold office until a successor is duly elected or until the officer's death, resignation or removal.

5.3 Removal. Any officer or agent elected by the Board of Directors may be removed by the Board of Directors with or without cause. Removal will be without prejudice to the contract rights, if any, of the person removed. Election of an officer or agent will not of itself create contract rights.

5.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5.5 President. The president will preside at meetings of the board of directors, will ensure that the board of directors is advised on all significant matters of the Corporation's business, will act as a principal spokesperson and representative of the Corporation, will be the chief executive office of the Corporation, will have the general powers and duties of management usually vested in a chief executive officer, and will have other powers and duties that may be prescribed by the board of directors or these Bylaws.

5.6 Vice President. In the absence or disability of the President, the Vice President will have the powers of, and be subject to, all restrictions imposed by the President. The Vice President will have the duties and responsibilities prescribed by the Board of Directors.

5.7 Secretary. The secretary will be responsible for preparing minutes of meetings of the board of directors and for authenticating records of the Corporation. The secretary will keep or cause to be kept, at the principal office or such other place as the board of directors may order, a book of minutes

of all meetings of directors. The secretary also will have other powers and perform other duties that may be prescribed by the board of directors or these Bylaws.

5.8 Treasurer. The treasurer will be the chief financial officer of the Corporation and will keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation. The treasurer will deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with those depositories that may be designated by the board of directors, will disburse or cause to be disbursed funds of the Corporation as may be ordered by the board of directors, and will have other powers and perform other duties that may be prescribed by the board of directors of these Bylaws.

## **ARTICLE 6**

### **CONTRACTS, LOANS, CHECKS, AND OTHER INSTRUMENTS**

6.1 Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

6.2 Loans. No loans may be contracted on behalf of the Corporation and no evidence of indebtedness may be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. The Corporation may not loan money to or guarantee an obligation of a director or officer except as provided in ORS 65.364.

6.3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money and notes or other evidences of indebtedness issued in the name of the Corporation must be signed in the manner determined by resolution of the Board of Directors.

## **ARTICLE 7**

### **SEVERABILITY**

Any determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective will not affect or invalidate any other provision of these Bylaws.

## **ARTICLE 8**

### **AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the members. Approval or disapproval of any proposed amendment to the Bylaws of SNUG shall be voted upon by ballot. A majority of the votes cast is required for approval. Minor grammatical changes that do not alter content or intent of the Bylaws do not require a vote of the membership.



## **ARTICLE 9**

### **DEFINITIONS**

All references in these Bylaws to the sections of the Oregon Nonprofit Corporation Act will be deemed to refer also to the corresponding provisions of any future Oregon nonprofit corporation laws.

The foregoing Bylaws were duly adopted by the Board of Directors of Springbrook National Users Group, Inc. on the \_\_\_\_ day of \_\_\_\_\_, 2011.

F:\CLIENTS\21069\001\DOCUMENTS\BYLAWS.DOC

REVISED: 4/2014

VOTED & APPROVED BY MEMBERSHIP: 4/16/2014

REVISED: 7/2016

VOTED & APPROVED BY MEMBERSHIP: 8/24/2016