

# **Bylaws of the Women's Architectural League of Portland, Oregon**

Amended January 24, 2017

## **Article I – Name**

The name of this organization shall be the Women's Architectural League of Portland, Oregon (hereafter referred to as WAL).

## **Article II – Mission**

The mission of WAL shall be to educate members about the built environment via tours, newsletters and programs, and to provide financial support to youth education programs that stimulate interest in architecture.

## **Article III – Members**

**Section 1** – Membership is open to women who are interested in architecture, want to learn more about it, and are willing to assist in educating the public about its value.

**Section 2** – Members shall be entitled to vote at all meetings of WAL, provided they are members in good standing.

## **Article IV – Meetings**

**Section 1** – Annual meetings of the membership shall be held at a time and place to be fixed by the Board of Directors.

**Section 2** – Notice of the Annual Meeting and of the Nominating Committee's report, which lists those nominated to be officers, shall be sent to members at their last known e-mail address as indicated in WAL's records, no less than two weeks before such meeting. Such notice may be included with the flyer that announces the tour that's held the day of the Annual Meeting.

**Section 3** – At the Annual Meeting, officers shall be elected as hereafter provided. The Nominating Committee shall present its slate. Additional nominations may be made by voting members.

**Section 4** – Any business coming before any Annual or Special Meeting may be acted upon at that meeting, except for bylaws' changes, which require two weeks' notice.

**Section 5** – All matters voted upon at meetings and all elections shall be decided by majority vote of the voting members present.

## **Article V – Officers**

**Section 1** – The following officers shall be elected: President, Vice-President, Secretary, and Treasurer. They shall constitute the Executive Committee.

**Section 2** – Officers shall be elected at the Annual Meeting, and shall hold office for two years or until their successors have been duly elected. No officer may serve in the same office for more than two years, unless an interval of at least two years has passed since she held the office.

**Section 3** – The Board may fill any vacancy existing among the officers at any time, and the person so elected shall serve for the remainder of the vacant term, until her successor has been elected.

**Section 4** – The above-elected Executive Committee, the Chairs of Standing Committees, and the immediate Past President shall constitute the Board of Directors.

**Section 5** – The duties of the officers shall be those usually pertaining to their respective offices, and may be enlarged from time to time by resolution of the Board of Directors.

## **Article VI – Officers’ Powers and Duties**

**Section 1** – President – The President shall be the administrative head of WAL, and shall exercise general supervision of WAL’s affairs, except such as are placed under the administration and supervision of the Secretary and Treasurer, and shall preside at meetings of WAL and the Board. The President shall sign all contracts and agreements whereof WAL is a party, and shall perform all duties usual and incident of the office. The President shall act as a spokesman for WAL and as WAL’s representative at meetings with other organizations and committees unless some other member is asked to act in this capacity by the President of the Executive Committee.

**Section 2** – Vice President – The Vice President shall succeed to the office of President upon expiration of the President’s term. The Vice President shall possess all of the powers, and perform all of the duties, of the President in the event of the absence or disability of the President, or if the President refuses or fails to act.

**Section 3** – Secretary – The Secretary shall prepare correspondence on behalf of the Board and shall serve as recording secretary at meetings of the Board and membership. As such, she shall submit copies of minutes to members of the Board and Chairs of Standing Committees for their review before making a permanent copy; keep copies of the minutes in a notebook for reference as needed; upon learning of a member’s death, write a sympathy note to the closest family survivor; keep the bylaws up-to-date, reflecting all approved amendments, and distribute copies of them to the Board and Committee Chairs; and keep a copy of the bylaws and guidelines for all Chairs responsibilities in the Secretary’s notebook.

**Section 4** – Treasurer – The Treasurer shall receive, record, and deposit all dues payments; balance bank statements; exchange information promptly with the Membership Chair regarding paid members; reimburse (by check) members who submit written proof of payments for expenses they’ve incurred; keep accurate financial records of the above duties; and prepare financial reports to the Board as designated. Checks written by the Treasurer to the Treasurer for supplies and postage must be signed by the Secretary or other designated officer.

## **Article VII – Committees**

**Section 1** – There shall be the following Standing Committees: Hospitality, Membership, Newsletter, Communications, and Tours. The Board of Directors may create or abolish Standing Committees or Special Committees at any time. The President shall be a member, in an advisory capacity, of the Executive Committee and the Board of Directors for a term of one year after holding office.

**Section 2** – The President, with the approval of the Executive Committee, shall appoint the chair of each Standing Committee as soon as may be practical after the regular election of officers each year. Chairs of Standing Committees shall serve two years, unless their committee has been discharged by action of the Executive Committee.

**Section 3** – The Board of Directors shall choose the members of the Nominating Committee no less than two months before the Annual Meeting.

## **Article VIII – Dues and Finances**

**Section 1** – The Board of Directors may fix, before the end of any fiscal year, the annual dues to be paid by members of WAL.

**Section 2** – Only members who have paid their dues will be eligible to vote.

**Section 3** – The fiscal year shall be July 1 to June 30.

## **Article IX – Amendments**

**Section 1** – The Bylaws may be amended by a two-thirds' vote of members voting at any Annual or Special Meeting of the membership, provided that written notice is given the membership not less than two weeks before such meeting, which notice shall be given in the same manner as herein provided for notice of a meeting of the members of WAL.

**Section 2** – The Bylaws also may be changed by a two-thirds' vote of the Board of Directors present and voting at any meeting of the Board, where such action has been announced in the notice (two weeks' written or one week oral) of the meeting. Such an action may be rescinded by a two-thirds' vote of the members of WAL, present and voting, at the next Annual or Special Meeting of the members of WAL.

Amended: January 24, 2017