

# **BY-LAWS OF Oregonians for Science and Reason an Oregon non-profit Corporation**

**(as amended February 2nd, 2013)**

## ARTICLE I: Name

The name of this corporation is Oregonians for Science and Reason.

## ARTICLE II: Offices

The Corporation shall maintain in the State of Oregon a registered office and a registered agent located at the registered office. The Board of Directors may, at any time, change the location of the registered office and the person designated as the registered agent. The Corporation may also have other offices at such places as the Board of Directors may fix by resolution.

## ARTICLE III: Purpose

This Corporation shall be organized and operated exclusively for charitable, scientific, literary and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purpose 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 and Section 501(c)(3) of the Internal Revenue Code.

The primary objectives and purposes of Oregonians for Science and Reason shall be to:

- (a) Promote the development of rational thought and action in the community;
- (b) Apply the scientific method to evaluate and expose false claims of questionable science, paranormal phenomena and superstition;
- (c) Serve as a responsible and reliable educational resource on these matters for our own members and the general public;
- (d) Foster the fellowship of like-minded individuals in the community from all walks of life; and
- (e) Coordinate with similar local, national and international groups.

## ARTICLE IV: Membership

1. Membership in Oregonians for Science and Reason is open to those persons in the State of Oregon and in communities surrounding its borders who share the concerns and objectives outlined above.
2. Applicants shall be admitted to membership upon completion of a standard membership form and tender of the first year's dues, in an amount to be decided by the Board of Directors.

3. Membership shall include a subscription to the organization's newsletter, which shall contain information concerning the group's past and current activities and future plans. Continuing membership will be granted upon the payment of annual dues in an amount to be set by the Board of Directors.

4. There is no limit to the number of members the Corporation may admit.

5. The Corporation shall keep a membership book with the name and address of each member. Termination of the membership of any member shall be recorded in the book together with the date of termination. Such book shall be kept at the Corporation's principal office and shall be used only for purposes directly related to the business of the Corporation.

6. A member of this Corporation is not, as such, personally liable for the debts, liabilities or obligations of the Corporation.

7. No member may transfer membership or any right arising therefrom. All rights of membership cease upon the member's death.

8. The membership of a member shall terminate upon the occurrence of any of the following:

(a) Upon the member's resignation in writing;

(b) Upon a determination of the Board of Directors that the member has engaged in conduct materially prejudicial to the interests and purposes of the Corporation;

(c) Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty days after written notice of delinquency is mailed to such member. A member may avoid termination by paying the amount of the delinquent dues within thirty days of the notice of delinquency.

Following the determination that a member shall be expelled under this section, the following procedure shall be implemented:

(a) A notice shall be sent by first class or registered mail to the member's address as shown in the Corporation's records, setting forth the expulsion and reasons therefor. Such notice shall be sent at least fifteen days before the effective date of the expulsion;

(b) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five days before the date of the expulsion. The hearing will be held by the Board of Directors in accordance with the rules set forth in these By-Laws for meetings of the Board. The notice to the member shall state the date, time and place of the hearing;

(c) Following the hearing the Board shall decide whether the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final;

(d) Any person expelled shall receive a prorated refund of dues already paid.

#### ARTICLE V: Member Meetings

1. The annual meeting of the members of this Corporation shall be held in the fall of each year, at a time and location to be set by the Board of Directors.

2. In addition to the annual meeting, membership meetings shall be held as planned by the Board of Directors and must be held in places open to all members and the general public. Including the annual meeting, at least one meeting shall be called in every three-month period.

3. Special meetings of the members of this Corporation may be called by the Board of Directors, or by petition of no less than five percent of the members by demand signed, dated, and delivered to the Corporation's secretary. Such demand shall describe the purpose of the meeting.

4. Written notices shall be distributed to all members at least one week prior to any membership meeting.

5. Those members present at a membership meeting constitute a quorum. Action is taken by an affirmative vote of a majority of members present, unless these By-Laws or the law provide differently. There shall be no voting by proxy.

#### ARTICLE VI: Board of Directors

1. The affairs of the Corporation shall be managed by its Board of Directors.

2. The number of Board members shall be at least three but no more than seven, which will consist of the president, secretary, treasurer, and other members at large.

3. The term of office for Board members shall be one year. A Board member may be reelected without limitation on the number of terms he or she may serve. The members shall elect the Board of Directors at their annual meeting. Only members of the Corporation may be on the Board of Directors.

4. Any and all Board members may be removed, with or without cause, at a meeting called for that purpose, by a vote of the majority of the members present.

5. Vacancies on the Board of Directors will be filled by a majority vote of the number of Board members then on the Board of Directors.

6. A quorum at a Board meeting shall be a majority of the number of all Board members in office immediately before the meeting begins. If a quorum is present, action is taken by the affirmative vote of a majority of Directors present. Where the law requires the affirmative vote of a majority of the Directors in office to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, such action is to be taken by that majority as required by law.

7. Meetings of the Board of Directors shall be held, with 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. However, all Board meetings shall be open to all members of the Corporation, and the time and place of the next Board meeting shall be available to any member who requests it.

8. Board members shall not receive any salary for their Board services, but may be reimbursed for expenses related to Board services.

9. 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 Board members.

#### ARTICLE VII: Officers and Committees

1. The functions of the president, secretary and treasurer are as follows:

(a) The president shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. The president shall preside over member and public meetings and act as the principal spokesperson for the Corporation. The president may appoint committee heads of temporary committees with the approval of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these By-Laws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors;

(b) The secretary shall keep all records of all the activities of the Corporation including, but not exclusively, the minutes of the Board and general meetings, a current copy of the By-Laws, and all correspondence. The secretary shall see that all notices are duly given in accordance with the provisions of the By-Laws or as required by law. In the absence of the president, the secretary shall preside over the affairs of the Corporation;

(c) The treasurer will be the custodian of all monies belonging to the Corporation. He or she shall keep records as required by law, be authorized to sign and issue checks and receive monies intended for the Corporation. Every quarter the treasurer shall mail a statement of the financial condition of the Corporation to each member of The Board of Directors.

2. The Board of Directors may establish standing or temporary committees for such purposes as it deems necessary. Such committees may exercise functions of the Board of Directors or may be advisory committees.

3. An officer may be reelected without limitation of terms he or she may serve. A vacancy in one of the offices shall be filled for the remainder of the term by a vote of the Board of Directors, no later than the first regular meeting of the Board of Directors following the vacancy.

#### ARTICLE VIII: Amendments to By-Laws

These By-Laws may be amended or repealed and new By-Laws adopted, by the Board of Directors by an affirmative vote of all directors present, if a quorum is present. Prior to the adoption of the amendment, each Board member 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 By-Laws and shall contain a copy of the proposed amendment.

#### ARTICLE IX: Disclaimer

Although Oregonians for Science and Reason has goals similar to those of the Committee for the Scientific Investigation of Claims of the Paranormal (CSICOP), it is an autonomous and independent group, and does not necessarily reflect the views of CSICOP in any given instance, and representatives of these groups cannot speak on behalf of each other.

#### ARTICLE X: Oregonians for Science and Reason Investment Account

1. This Corporation shall maintain an account known as Oregonians for Science and Reason Investment Account. Said account will be maintained at such institution as the Board of Directors shall determine.

2. The assets of the Oregonians for Science and Reason Investment Account shall consist of:

(a) All proceeds from a sale of a parcel of land previously donated to the Corporation; and

(b) Any other donations which the Board of Directors choose to place into said account.

3. In any given year the Board of Directors may withdraw from that account no more than:

(a) The interest and earnings from said account; and

(b) Ten percent of the principal of said account.

4. Upon the dissolution of this Corporation, any remaining funds in said account shall be donated to similar skeptic societies.

ADOPTED as amended February 2nd, 2013