

By-Laws of The Friends of McLean Park and House

Article I

Name and Location

The name of this organization shall be The Friends of the McLean Park and House.

The initial (registered) office of the organization shall be located at 5350 River Street, West Linn, OR 97068, the location of the McLean House and Park.

Article II

Purpose and Objectives

The corporation is organized under the Oregon Nonprofit Corporation Law, and its purpose is to aid and assist the City of West Linn in the historic preservation of the house and grounds for the benefit of the community.

Article III

Membership and Dues

Section 1. Any persons subscribing to the objective of The Friends of McLean Park and House may become a member by making application and payment of dues for the current year (due paying year is January 1 through to December 31). Dues amounts shall be established by the board of directors.

Section 2. Honorary members are those so designated by the Board of Directors.

Section 3. Only current members shall have the right to vote and hold office.

Section 4. Annual Meeting. The annual meeting of the membership of this organization shall be held on the second Monday in May at 7:00 o'clock P.M., unless such date falls on a legal holiday when it shall be held on the next business day. It shall be held at the McLean House located at 5350 NE River Street, West Linn, OR, unless a different place shall be designated in the notice of meeting, and shall be for the purpose of electing directors for the ensuing year, the election of officers for the ensuing year and for the transaction of such other business as may be brought before the meeting.

Section 5. It shall be the duty of the Secretary to cause a written notice of the annual meeting to be mailed to each member at least ten (10), but not more than fifteen (15), days prior to the meeting. Such notice shall be deemed sufficient if deposited in the

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United States mail, first class postage pre-paid, addressed to each member at his or her last known mailing address, ten (10) days before the date of such meeting.

Section 6. When necessary, special meetings of the membership may be called by the President or by the Board of Directors. Notice of a special meeting of the membership shall be the same as for an annual meeting. A brief statement of the object or objects of such special meeting shall be included in the notice. A phone tree or electronic mail notification could be activated instead of a mailing.

Section 7. At any meeting of the membership, those members actually present in person shall constitute a quorum for the transaction of business.

Section 8. At every meeting of the membership, each member shall be entitled to vote in person only and shall not be permitted to vote by proxy.

Article IV

Officers

Section 1. Officers. Officers of the Corporation shall consist of President, Vice-president, Secretary and Treasurer, and others deemed necessary by the Board of Directors. They shall be elected by majority vote at the annual meeting and serve for one year.

Section 2. Election of Officers. Election of Officers shall be held at the annual meeting of the membership. Nominations for officers shall be made by a nominating committee and from the floor at the annual meeting.

Section 3. Duties of Officers.

- (A) The President shall preside at all meetings of The Friends of McLean Park and House and the Board of Directors, and shall have the powers usually associated with this office.
- (B) The Vice-president, in the absence of the President, shall perform the duties of the President, and shall keep a current catalog of all gifts and collections.
- (C) The Secretary shall issue notices for and keep a record of the proceedings of all meetings of The Friends of McLean Park and House and the Board of Directors. The Secretary shall keep the membership rolls (and issue membership cards to all members in good standing). The secretary shall conduct the correspondence of the corporation and issue such notices as required.
- (D) The Treasurer shall keep account of all monies received and disbursed, deposit all monies in the name of the corporation and provide a financial report at each board meeting. When the scope of the operation demands it, the Treasurer shall be bonded.

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Section 4. Executive Committee. These elected officers (A-D) shall constitute the executive committee and shall meet on the call of the President to consider necessary business between board meetings.

Section 5. The Board of Directors may expand duties of the various officers.

Article V

Management

Section 1. Board of Directors. The affairs of this corporation shall be managed by a Board of Directors composed of a minimum of three and maximum of eight board members consisting of all the officers of The Friends of McLean Park and House and up to four directors from the membership at large.

Section 2. Terms of Directors. All elected members of the Board of Directors shall serve for one year. The member-at-large directors shall serve for one year. The officer directors shall serve during their term of office.

Section 3. Election of Directors. The member-at-large directors shall be elected from the membership at the annual meeting of the membership.

Section 4. Vacancies. The Board of Directors shall fill vacancies in the Board of Directors and the person so designated shall serve until the next annual meeting.

Section 5. Annual Meeting. A regular meeting of the Board of Directors of this corporation shall be held immediately following the annual meeting of the membership, and no notice to the Directors shall be required for the purpose of holding this meeting.

Section 6. Regular Meetings. Business of the Board shall be conducted at scheduled and open meetings. All persons attending Board Meetings shall be permitted to discuss matters before the Board. Regular meetings shall be held on the second Monday of each month at 7:00 o'clock P.M. at the McLean House located at 5350 River Street, West Linn, OR 97068. No notice to the Directors shall be required for the purpose of holding these regular meetings.

Section 7. Special Meetings. Any Officer or Director may call special meetings of the Board of Directors at any reasonable time by giving notice to each Director at least four days before the date of the meeting. The notice shall be deemed sufficient if deposited in the United States mail, addressed to the last known mailing address of the Director, four days before the date of such meeting. A phone tree or electronic mail may be activated four days prior to the meeting instead of a mailing.

Section 8. Quorum at Board Meetings. A quorum of any meeting of the Board of Directors shall consist of a majority of the entire membership of the Board of Directors.

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Section 9. Attendance at Meetings. Three consecutive absences from any regular Board of Directors meeting shall constitute resignation by that Director from the Board.

Section 10. Negotiations. The President and other members of the Board of Directors shall carry on any negotiations between the Friends of the McLean Park and House and the West Linn City Administration, City Council, Parks Department or any other agency of the City and with the Oregon State Parks Department, by authorization of the Board.

Article VI

Signing of Checks Execution of Instruments

Section 1. Checks. The Treasurer or the President shall sign checks of the corporation.

Section 2. Execution of Instruments. When the Board of Directors has authorized the execution of any contract or other instrument, the President and the Secretary shall execute the same in the name of and on behalf of the corporation.

Article VII

Committees

The President, with the consent of the Board of Directors, may appoint such temporary standing committees as deemed necessary in the best interest of The Friends of McLean Park and House.

Article VIII

Fiscal Year

The fiscal year of the corporation shall be January 1 through December 31.

Article IX

Amendments

These bylaws may be amended by a two-thirds majority vote of the Board of Directors of The Friends of McLean Park and House at any regular or special meeting of the Board.

Amended in 2010, 9/11/2017, 5/14/2019, 1/13/2020