

Bylaws of the Association of Home Businesses

Approved: 12/12/2002

Amended: 11/18/2004

1. ARTICLE I—NAME

1.1. The name of this organization shall be Association of Home Businesses (“the AHB”).

2. ARTICLE II—PURPOSE

2.1. The purpose of AHB is to assist home-based businesses by:

2.1.1. Providing business and technical information that is current and practical,

2.1.2. Promoting professional standards and image,

2.1.3. Providing an advocacy,

2.1.4. Providing appropriate group services,

2.1.5. Providing a forum for socializing and networking.

3. ARTICLE III—MEMBERSHIPS

3.1. The AHB shall have two classifications of members:

3.1.1. Home Business Member

3.1.2. Associate Member

3.2. A Home Business Member is a person, firm or corporation operating revenue producing home based business.

3.3. An Associate Member is a person, firm, agency, entity, institution, or corporation that does not operate as a home-based business, but supports and endorses the objectives of AHB.

3.4. The rights and privileges of membership shall be as follows:

3.4.1. Home Business Members shall have the right to:

3.4.1.1. attend meetings and other events,

3.4.1.2. receive publications of the AHB,

3.4.1.3. be listed in the directories published by the AHB,

3.4.1.4. have access to group benefits and advocacy offered by the AHB,

3.4.1.5. have the right to vote on resolutions, motions and actions that the board of directors puts forth to the general membership.

3.4.1.6. vote for the officers and directors of AHB.

3.4.1.7. hold office in the AHB.

3.4.2. Associate Members shall have all the rights and privileges of a Home Business member with the exception of holding the offices of President or Vice President of the AHB. No more than three Associate Members may serve concurrently on the board of directors at any time.

3.5. Prospective Members shall complete a membership application and pay the annual dues. An applicant shall become a member as soon as the board or its designate approves the application and the first year’s dues have been received.

3.6. The AHB shall not discriminate nor deny membership to any home-based business conducting lawful activity.

3.7. The membership shall be from the first of the month upon joining for a period of one year. Membership may be renewed for subsequent one-year periods.

3.8. Dues to renew membership shall be paid on or before the 15th of the anniversary month of joining. If dues remain unpaid 30 days after the renewal date, a letter shall be sent to the member advising that all rights and privileges of membership in the AHB have been suspended.

3.9. The AHB board of directors has the authority from time to time declare the amount of membership dues.

3.10. A member may resign from the AHB at any time by submitting written notification to the Board of

Directors. The resignation is affective upon receipt; however, no portion of dues for the year in which the resignation occurs shall be returned.

3.11. Membership in the AHB may be terminated or suspended for cause by the board of directors in their normal course of business. Sufficient cause for termination of membership shall be violation of the bylaws, or any rule, agreement or practice properly adopted by the AHB. No member will be terminated or suspended for cause without an opportunity to respond in writing or in person to the board of directors upon at least 14 days written notice, which notice will be satisfied by mailing 'certified mail with return receipt requested' letter to the member's address as listed in the AHB's membership dues.

3.12. No member shall be entitled to a refund of dues.

4. ARTICLE IV—MEETINGS

4.1. Meetings shall be held at such times and places as may be determined by the board of directors. Special meetings may be called by the president, board of directors or at the written request of ten voting members.

4.2. The membership shall be notified of meetings a minimum of one week in advance via the most expeditious means as determined by the Board of Directors and the Executive Director or Coordinator.

5. ARTICLE V—ELECTIONS

5.1. Elections shall be held each year at the December meeting, which is designated as the Annual Meeting.

5.2. The nominating committee shall file it recommended slate with the Board of Directors by November 15th of each year. The membership shall be notified of the nominating committee's report at least ten (10) days prior to the annual meeting. The report of the nominating committee is subject to the right of any member to make other nominations provided that a written petition shall first have been filed with the secretary at least eight (8) days prior to the December meeting of the election year. The secretary shall append the petitioners' names to the ballot if qualifications detailed in other sections of these bylaws are met. The Board of Directors has the right to suspend this rule in the case where there are no nominees listed on the ballot and a member or members submit a nomination during the election process at the annual meeting.

5.3. Notice shall be made by the secretary of the upcoming ballot seven days prior to the December meeting so that members in good standing may cast an absentee ballot. The secretary must have all absentee ballots in possession prior to the start of the December meeting. Election of officers and directors shall be conducted by voice vote or other means deemed appropriate by the President. Written permission for proxy votes shall be acceptable. In cases where two or more members are standing for election in the same office, election shall be by secret ballot.

6. ARTICLE VI—BOARD OF DIRECTORS

6.1. The AHB shall be governed by a Board of Directors. The Board of Directors shall establish policies and administer all affairs and activities of the AHB including, but not limited to:

6.1.1. Accepting new members

6.1.2. Approving annual budgets

6.1.3. Recommending annual membership dues

6.1.4. Authorizing any officer or agent of the AHB to enter into any contract or execute and deliver any instrument in the name of and on behalf of the AHB. Such authority may be either general or specific.

- 6.1.5. Establishing and disestablishing committees and overseeing their responsibilities, business and affairs.
- 6.1.6. Establishing and disestablishing special projects and overseeing their charter, responsibilities, business and affairs.
- 6.1.7. Establishing policies for the AHB.
- 6.2. The Board of Directors shall compromise not fewer than four (4) directors as follows:
 - 6.2.1. President
 - 6.2.2. Vice President
 - 6.2.3. Secretary
 - 6.2.4. Treasurer
 - 6.2.5 Immediate Past President (optional position)
 - 6.2.6 Three or more directors from the membership of the AHB, the majority of whom must be Home Business members.
- 6.3. Directors meetings will be held at least once per year at the times set by the Board of Directors and at such other times and place when requested by the President or three directors. The Board of Directors may transact all business brought before it at any meeting.
- 6.4. Written notice of directors' meetings shall be provided to the directors not less than seven (7) days prior to the meeting except that no separate notice shall be required of any meetings set by the directors and which are included in the minutes of the required meeting.
- 6.5. A majority of the directors shall constitute a quorum for the transaction of business. A majority of those present is necessary to carry a vote except as otherwise specified in these bylaws.
- 6.6. The President of the AHB shall act as Chairman of the Board of Directors and shall preside at all meetings. In his absence the Vice-President shall preside. In the absence of both, a chairman shall be selected by those present to preside at that meeting only. Recommended actions are subject to review and approval by the President.

7. ARTICLE VII—OFFICERS

- 7.1. The duties and responsibilities of the President shall be to:
 - 7.1.1. Act as chairman of the Board of Directors and preside at all meetings
 - 7.1.2. Act as chief Executive Officer of the AHB and exercise general supervision and direction of the affairs of the AHB subject to the guidance and direction of the Board of Directors.
 - 7.1.3. Execute all contracts and other instruments authorized by the Board of Directors except in those cases where directors have authorized their execution by other parties.
 - 7.1.4. Serve as the official spokesperson for the AHB or designate or designate a person for that capacity.
 - 7.1.5. The President shall appoint a nominating committee, which shall nominate a slate of directors. The slate of nominees shall be presented to the membership for approval or rejection.
 - 7.1.6. Enforce these bylaws
 - 7.1.7. Perform other duties assigned by the Board of Directors
- 7.2. The duties and responsibilities of the Vice- President shall be to:
 - 7.2.1. Assume the duties of the President in the absence of the President or when he is unable to perform his duties.

- 7.2.2. Oversee the responsibilities of membership which shall include but are not limited to:
 - 7.2.2.1. Maintaining the membership list, a complete current roster of membership
 - 7.2.2.2. Publishing the AHB Directory of Members
 - 7.2.2.3. Membership application process
 - 7.2.2.4. Recruitment of new members
 - 7.2.2.5. Perform other duties as assigned by the Board of Directors
- 7.3. The duties and responsibilities of the Secretary shall be to:
 - 7.3.1. Maintain complete and accurate historical records of the AHB
 - 7.3.2. Conduct general correspondence relating to the business of the AHB other than financial
 - 7.3.3. Maintain complete and accurate minutes of the meetings of AHB
 - 7.3.4. Act as Secretary to the Board of Directors and maintain the complete and accurate minutes of the Directors
 - 7.3.5. Issue special meeting notices
 - 7.3.6. Turn over all records in his/her possession to the successor when the successor takes office
 - 7.3.7. Perform other duties as may be assigned by the President or Board of Directors
- 7.4. The duties and responsibilities of the Treasurer shall be to:
 - 7.4.1. Share with the President charge of all money, bank accounts and valuable property of the AHB
 - 7.4.2. Collect and disburse all AHB funds as authorized and directed by the Board of Directors
 - 7.4.3. Maintain a complete record of receipts and disbursements and to make such written annual and interim reports as directed by the President and Board of Directors
 - 7.4.4. Act as or cooperate with the Chairman of the Budget and Finance Committee in the preparation of the annual budget and in the preparation of recommendations for membership dues and other financial recommendations
 - 7.4.5. Put forward budget and other financial recommendations to the President and Board of Directors
 - 7.4.6. Turn over all money, valuable properties and records to the successor when the successor is named and qualified.
 - 7.4.7. Perform such other duties as may be assigned by the President and Board of Directors
- 7.5. Vacant unexpired terms of directors shall be filled by the President with the approval of the Board of Directors
- 7.6. The Board of Directors may employ an executive director or coordinator who shall be the chief administrator and perform such duties as may be delegated by the contract
- 7.7. The Board of Directors may retain legal and other professional council and fix the terms of compensation therefor
- 7.8. The Board of Directors shall administer the finances of the AHB and shall have the sole authority to appropriate money and shall cause the compilation, review or audit of the AHB's finances, accounts and management at least annually.
- 7.9. The Board of Directors shall have the authority to adopt and enforce such policies, procedures, rules and regulations as deemed appropriate and beneficial to the general membership
- 7.10. When deemed appropriate and necessary by the President, office business of the association may be conducted by telephone, electronic facsimile transmission or mail.
- 7.11. No director or uncompensated officer of the AHB shall be personally liable to the AHB or its members for monetary damages for conduct as a director or uncompensated officer; provided, however, that this section shall not eliminate liability which may not be eliminated under the Oregon Nonprofit Corporation Act as it may from time to time be amended.

8. ARTICLE VIII—REPLACEMENT OF OFFICER

- 8.1. An officer may be removed for cause by two-thirds vote of the Board of Directors, provided the officer first has had a full and complete hearing before the Board of Directors. An officer removed by the Board may be reinstated by two-thirds vote of the full membership and may not be again removed by the board for the same cause.
- 8.2. Any officer may resign at any time by giving written notice to the Board of Directors or to the President of the AHB. Any such resignation shall take affect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 8.3. Any vacancy in an office shall be filled by the Board of Directors. The person appointed to fill a vacancy shall serve for the predecessor's unexpired term.

9. ARTICLE IX—COMMITTEES

- 9.1. Standing committees, if any, shall be determined by and responsible to the Board of Directors. A standing committee may be dissolved at any time by a majority vote of the board. The president is an ex-officio non-voting member of all standing committees.
- 9.2. The Board of Directors may from time to time appoint a committee to accomplish the general purposes or special projects of the AHB. The duration of these committees shall be determined by the Board of Directors.

10. ARTICLE X—CONTRACTS AND LETTERS OF INTENT

- 10.1. All contracts, releasing, agreements, letters of intent or commitments made in the name of or on behalf of or on behalf of the AHB shall be submitted to the Board of Directors for appropriate review and signature by duly authorized person or persons.
- 10.2. No contract may be made which will bind the AHB for amounts in excess of those provided in the current budget for the purpose unless approved in advance by the Board of Directors.

11. ARTICLE XI—AMENDMENTS

- 11.1. Amendments to these bylaws shall be proposed in writing to the Board of Directors by a special Bylaws Committee or by a request signed by five or more members in good standing of the AHB.
- 11.2. These bylaws may be amended by a majority vote of the Board of Directors subject to ratification by the membership at the either the annual meeting or the next regular meeting of the members of AHB.

12. ARTICLE XII—DISSOLUTION

- 12.1. The AHB shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall be distributed to the members of the AHB.
- 12.2. Upon dissolution of the AHB any funds remaining shall be distribution to one or more regularly organized and qualified charitable organizations to be selected by the Board of Directors.