

**AMENDED AND RESTATED BYLAWS OF PORTLAND RELOCATION COUNCIL**

Portland Relocation Council

2024

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# ARTICLE I – NAME, PURPOSE

## Section 1. Name.

The name of the organization is Portland Relocation Council. The authorized abbreviation of the name of the organization is PRC.

## Section 2. Purpose.

The Portland Relocation Council (PRC) is an Oregon nonprofit corporation tax exempt under Section 501(c)6 of the Internal Revenue Code, organized exclusively for professionals who perform global mobility duties and activities on a day-to-day basis with the purpose of sharing relevant and timely education, exchanging of ideas related to the global mobility industry while providing networking opportunities for its members. PRC also engages in and supports charitable activities to support our community. Through regular meetings and informal events the PRC objectives is to:

* Provide industry updates and worldwide trends for domestic and international relocations.
* Best practices, benchmarking and policy development.
* Tax and legal information and updates.
* Foster cooperation within the industry to meet the needs of Councils, transferees and their families.
* Charitable community involvement and awareness.

## Section 3. Core Values.

“The mission of the Portland Relocation Council is dedicated to bringing value to the corporate and regional relocation community and the charities we support.”

# ARTICLE II–MEMBERSHIP

## Section 1. Eligibility.

There are two membership classifications: (a) Corporate Member and (b) General Member (Provider Member) for an individual of an organization that meets the eligibility requirements below.

* **Corporate Member** is an individual that is a company paid employee who is responsible for any aspect of talent mobility and/or related global mobility activities of his/her own organization’s employees.
* **Unemployed Corporate Member** who has been an active corporate member of PRC will be allowed to maintain full corporate membership benefits for one (1) year from the date of unemployment. If the member’s status changes from a Corporate Member to a General Member, the member will lose his/her Corporate Membership benefits. An unemployed corporate member’s application will be reviewed by the Board of Directors for approval.
* **General Member** is an individual whose company is directly engaged in providing products and/or services to the domestic and/or global corporate relocation industry. A General Member is an employee of their organization.
* **Unemployed General Member** is an individual who has been an active PRC member will be allowed to maintain general membership for one (1) year from the date of unemployment if all financial membership requirements are met.
* **Life Time Member** is a retired individual who has been a PRC member in good standing. By nomination and approval with a majority vote of the Board of Directors will be a life time member. No membership dues will be imposed. This member can be a corporate or general member retiree.
* **Non-Members/Guests** looking to attend events may still attend, however, must abide by qualifying membership categories and guidelines above, even if they choose not to pay for membership.

Ultimate discretion of any membership application rests with the Board of Directors. The Board of Directors reserves the right to validate any documentation requested to substantiate compliance with eligibility requirements under any category of PRC membership.

## Section 2. Categories

**Corporate Membership:** Is an individual that is a company paid employee who is responsible for any aspect of talent mobility and/or related global mobility activities of his/her own organization’s employees.

1. Human Resources; Manager, Administrator, Generalist, Comp and Benefits
2. Recruiter/Talent and Acquisition Manager
3. Global Mobility Professional
4. Corporate Accounting Manager
5. Immigration Manager
6. Tax and Legal Manager

**General Membership:** General members are individuals who are directly involved in providing relocation products and/or services to the corporate relocation industry as listed below:

1. Full-time salaried employee of a Relocation Department/Division within a real estate company approved by the Relocation Director/Manager at their place of employment.
2. An individual that is a full-time appraiser.
3. Household goods moving representative who specializes in relocation.
4. Individuals that are employed by a Relocation Management Company.
5. Individuals that are employed by a licensed general home inspection company.
6. Individuals that are employed by a consulting organization who contracts with corporate relocation professionals on issues such as policy analysis, development, administration, tax and legal.
7. Individuals who are employed by a Financial Institution with a formal mobility program and

in an Account Management, Sales Management, or Sales function if a majority of their role is dedicated to assisting in employee mobility and they participate in the service or management of that institution’s account.

1. Individuals that are employed by interim housing that are local, national and global companies.
2. Individuals that are employed by international/destination or settling in service companies.
3. Individuals that provide rental assistance.
4. Individuals that work for a real estate, mobility or relocation publication.
5. Individual that works at an executive search firm.
6. Individual that works for a Dual Career Assistance Company.
7. Individual that works for a Residential Property Management Company
8. Individual that works at a Title Company working in relocation.
9. Individual who works for organizing, downsizing, estate sale, senior services or senior transition companies.

## Section 3. Member Rights.

Members shall have no voting rights.

## Section 4. Application for Membership.

Applications for regular memberships shall be made in writing and forwarded to the Membership Committee Chairperson. The Membership Committee will evaluate the eligibility for membership at the committee’s next meeting in accordance with the aforementioned categories and criteria. The Board of Directors will review and approve membership. Membership is subject to annual payment of dues within 30 days of approval.

## Section 5. Termination of Membership.

Any Member failing to satisfy any financial obligation to the PRC within sixty (60) days of notification shall have its membership, including all rights and privileges thereof, automatically suspended until such obligation is satisfied. The Membership Committee shall promptly advise each Member whose membership has been suspended by first class mail as well as by a phone call and email.

Membership may be revoked by majority vote of the Board of Directors when a Member:

1. is at least ninety (90) days delinquent in its financial obligation to the PRC;
2. engages in activities detrimental to the PRC, as determined by the sole discretion of the Board of Directors; or
3. is otherwise ineligible as determined by a majority vote of the Board of Directors after an appropriate hearing to review the reason, create a solution forward or take a vote to revoke membership. The Board of Directors shall terminate membership only after a finding that such termination is fair and reasonable taking into consideration all of the relevant facts and circumstances.

The Board of Directors shall conduct the hearing and make the necessary determination no later than sixty (60) days after being duly notified by email of Member’s ineligibility. The Membership Committee shall promptly advise each Member whose membership has been terminated. Termination of membership shall not relieve the terminated Member of liability for unpaid dues or other charges accrued prior to the effective date of such termination. Upon termination of membership, for any reason, the right of the terminated Member to vote (if applicable) and all other rights, privileges and interests of such Member in the PRC shall cease.

The resignation of any Member shall be in writing and become effective upon submission to the Board of Directors. Any dues paid to date beyond such resignation period will not be refundable.

## Section 6. Reinstatement.

Any Member who willingly resigned and left in good standing with the PRC may submit a new application.

Any Member suspended or terminated must submit a new application to the Membership Committee who will inform the Board of Directors. The Board of Directors vote of two-thirds of all the voting members may reinstate such former Member.

# ARTICLE III–Nomination

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The officers of the organization shall be elected by the Board of Directors, from its own Members nominations. Each member in good standing has the right to nominate candidates, including self-nominations, for the Board of Directors. The Board of Directors shall serve as the elected legislative and governing body charged with directing the affairs of the PRC in behalf of the general membership.

## Section 1. Qualifications.

To be eligible as a Board Member, an individual must be a PRC member in good standing, has been a member of PRC for two consecutive years preceding nomination, and who at the time of selection meets the membership requirements as referenced in Article II – Membership Section 2 – Categories. To be eligible to continue serving as a Board Member, the Board Member must not miss two consecutive Board meetings without a valid excuse.

## Section 2. Nominations.

**Nomination Committee**

A special committee to be called the Nomination Committee, will be appointed by the Immediate Past-

President of three members in good standing. The three Nomination Committee members will serve to vet the nominations submitted, ensuring they meet the qualifications and to tally the Board Member votes. The Nomination Committee will be appointed on or before October 1st.

Nominations from the general membership shall be requested by the Nomination Committee, using various forms of communication (to include but not limited to email, social media, website, ballot) no later than October 15th, actual date to be set by Immediate Past-President. Deadline for nomination submissions is November 15th. If the annual meeting is held prior to November 15th, a last call for nominations can be solicited at that time. The PRC will make the nomination form available on their website.

Summary of Election process:

1. Nominations are made by a member in good standing nominating a member in good standing or self-nomination (self must be a member in good standing)
2. All nominees will complete a brief bio, agree that this is a volunteer position, agree that it is expected they will be available for calls, meetings and projects throughout the year, and if selected they understand the time commitment and are willing to commit should they be selected, answer a few questions and state the contributions (volunteering) they have made to the PRC the past two years.
3. Nomination Committee of three members in good standing selected and appointed by Immediate Past President.
4. Nomination Committee will vet each nomination and discuss with nominee their preferred role. If numerous nominees select the same preferred role the Committee should try and slot qualified nominees to other roles that might not have a nominee.
5. Committee will present qualified nominations to the Board for the Board members to review and vote by secret ballot (if more than one Member is presented for an office) to appoint the new Board Members. The Nomination Committee will tally the votes followed by formal notification by in-coming President.
6. Board of Directors are given the results.
7. Incoming President will contact each nominee and advise if they have been voted in. For those who have been voted to serve on the Board of Directors of PRC it is important to discuss the following items to assure they are aware of the expectations and to obtain their acceptance for:
   1. Time Commitment- January Meeting, bi-monthly conference calls, Spring, Summer and Fall Workshops.
   2. Responsibility- Explain this is a working board and each committee chair is responsible for specific duties throughout the year and may assist other committees or special projects as required.
   3. Employer Support- Explain it is important that their employer supports their participation on the Board and their employer is aware that being on the Board requires some time commitments.
8. Membership is informed of the recommended slate via email
9. Immediate Past President introduces incoming President and incoming President introduces the slate to the membership at the Spring Meeting.

## Section 3. Vacancies.

For an unanticipated vacancy, the new Board Member shall be voted in by majority vote of the Board of Directors and shall complete the current calendar year and then be allowed to serve an additional two (2) year term starting the first day of the Annual Planning meeting, regardless of the remaining time left on the previous Board Member’s term.

# ARTICLE IV–MEMBERSHIP MEETINGS

## Section 1. Meeting Schedule.

Membership meetings shall be determined each calendar year and distributed to all Members.

## Section 2. Annual Meetings.

An annual meeting of the Members shall be held each year at the time and place as the Board of Directors may designate from year to year.

## Section 3. Special Meetings.

Special meetings of the Members may be called either by the President, Board of Directors, or by a 25% of the Members.

## Section 4. Membership Meetings.

Regular meetings of the membership shall be held a minimum of two times per year at a time and place as the Board of Directors may designate.

## Section 5. Notice of Meeting

Written or printed notice stating place, date and hour of any meeting of Members shall be delivered to each Member via email, social media, and/or website by The Board of Directors.

# ARTICLE V–BOARD OF DIRECTORS

## Section 1. General Powers.

Its Board of Directors shall manage the affairs of the Council.

## Section 2. Board of Directors.

The governing body of the PRC shall be known as the Board of Directors and is authorized to handle all business and policy matters of the Council. The Board of Directors shall consist of not less than 7, or more than 20 Members, with a minimum of two Corporate Members and includes all officers and the Committee chairpersons.

## Section 3. Voting Rights.

Each PRC Board Member in good standing shall be entitled to one vote on each matter submitted to a vote of the Board of Directors. Robert’s Rules of Order shall apply to all physical or virtual attended voting sessions. A main motion shall be introduced as a new item. A member may Second the motion and the motion may be debated. The motion is then set to a vote asking to affirm or deny. The vote results are then to be announced along with any instructions. All motions shall be catalogued in the session meeting minutes.

## Section 4. Proxies.

A Board Member entitled to vote may do so by proxy, executed in writing by said Board Member. No proxy shall be valid after nine (9) months from the date of its execution, unless otherwise provided in the proxy.

## Section 5. Action without a Meeting.

When it is not expedient to call a meeting of Board Members, a vote by email and/or online on any question on which a decision is deemed necessary may be taken by all of the members of the Board of Directors. The action shall 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.

## Section 6. Board Committees

The Board of Directors may create one or more committees of the Board which exercise the authority of the Board of Directors. The executive committee of the PRC shall consist of five members.

The following shall be member of the offices:

1. Immediate Past President
2. President
3. Vice President
4. Treasurer
5. Secretary

Once appointed by the Board, the following committee chairs will serve as full members of The Board with voting rights:

1. Membership Committee Chair(s)
2. Communication Chair(s)
3. Education/ Meeting Program Committee Chair(s)
4. Event Organization Committee Chair(s)
5. Social Responsibility Committee Chair(s)
6. Website & Technology Committee Chair(s)
7. Sponsorship Committee Chair(s)
8. Bylaws Chair(s)
9. Corporate Advisor

## Section 7. Election and Term of Office.

Committee participation in previous years will be considered a *preferred* prerequisite for consideration as a board member.

All Board Members must be paid Members in good standing. Attending board meetings is a requirement of maintaining a board position.

Each Board Member shall serve for a two-year term with elections to be held every two years.

## Section 8. Board Meetings.

Board of Directors will meet monthly. The Board of Directors may, with approval of a majority of a quorum, enter into executive session to discuss or vote upon personnel matters, litigation in which the Council is or may become involved, disciplinary matters, and orders of business of a similar, confidential or sensitive nature.

## Section 9. Minutes.

A copy of the written minutes of each (non-executive session) meeting of the Board of Directors shall be submitted by the Secretary to the website to be retained online following approval of the Board of Directors. Meeting Minutes will be retained by PRC and stored on the Council website.

## Section 10. Vacancies.

Any vacancy on the Board of Directors due to death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors. A Member appointed to fill a vacancy shall serve for the remaining portion of the term of his/her predecessor.

## Section 11. Compensation.

Board Members as such shall not receive any stated salaries for their services. However, when authorized, Board Members may be reimbursed for actual pre-approved expenses incurred in the performance of their assigned duties when substantiated by a receipt for the expense incurred.

## Section 12. Quorum.

A quorum is defined as two-thirds of all Board Members. If a quorum is not present at any meeting, the meeting may be adjourned or voting on a scheduled matter may be canceled at the discretion of the President.

## Section 13. Resignation.

Any Director may resign at any time by giving written notice of such resignation to the President or to the Secretary of the Corporation. Unless the written notice of resignation specifies a later date, a Director's resignation shall be effective upon delivery.

## Section 14. Removal.

Any Director may be removed from the board by the affirmative vote of two-thirds (2/3) of all Directors, other than the Director whose removal is proposed (which Director shall not have a vote nor be counted in determining whether the necessary two-thirds vote has occurred) at any regular or special meeting called for that purpose whenever the directors determine such removal would be in the best interest of the corporation.

## Section 15. Indemnification.

No director or officer shall be personally liable for any obligations of the Corporation or for any duties or obligations arising out of any acts or conduct of said director or officer performed for or on behalf of the Corporation as duly authorized by the Board of Directors. The Corporation shall and does hereby indemnify and hold harmless each person who shall serve at any time as a director or officer of the Corporation from and against any and all claims, judgments, and liabilities to which such persons shall become subject, by reason of such person having served as a director or officer of the Corporation, and shall reimburse any such person for all legal and other expenses reasonably incurred in connection with any such claim or liability if: (a) The conduct of the individual was in good faith; (b) The individual reasonably believed that the individual’s conduct was in the best interests of the Corporation, or at least was not opposed to the Corporation’s best interests; and (c) In the case of a criminal proceeding, the individual did not have reasonable cause to believe the conduct of the individual was unlawful. The rights accruing to any person under this section shall not exclude any other right to which such person may lawfully be entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case, even though not specifically provided for herein or otherwise permitted. Notwithstanding the foregoing, the Corporation shall not indemnify a director or officer under this section in connection with: (a) A proceeding by or in the right of the Corporation in which the director or officer was adjudged liable to

the Corporation; or (b) A proceeding that charged the director or officer with and adjudged the director or officer liable for improperly receiving a personal benefit.

# ARTICLE VI–OFFICERS & DUTIES

## Section 1. Officers.

Officers of the Corporation shall consist of a Immediate Past President, President, a Vice President, a Secretary, and a Treasurer. No two offices may be held at the same time by the same person. All officers will participate in the annual audit of the Council, as needed. Detailed job duties are provided for each position and may be updated as needed by the Board of Directors.

Officer elections are held every two years and each officer shall serve for a two-year term except for the Secretary and Treasurer positions which can serve an additional two year term if invited to do so by a majority vote of the Board of Directors. After serving a two-year term, the Vice President will move into the President’s position and the current President will move to Chairman of the Board position (aka Immediate Past President). The Secretary, Treasurer and Committee Chairs may only be re-elected once to the same position for a maximum term of four years. The Immediate Past President, President and Vice-President shall each serve only one 2-year term. The Vice-President shall succeed the President. The President shall succeed the Immediate Past President.

## Section 2. Immediate Past President

The Immediate Past President will be a member of the Membership Committee and maintains historical information and provides guidance to the incoming board members and serves as a transitional advisor to guide the President through his/her term. The Past President is a full Member of the Board, with rights to participate in events as any other Board Member. The Past President facilitates activities as requested by the President. This Past President acts as a consultant to other Board members due to their previous experience as a PRC board member. The Immediate Past President oversees the Nomination Committee and nomination process for Board member selection.

## Section 3. President.

The President shall be the principal executive officer of the organization and shall in general manage, direct and control the activities and business affairs of the organization. The President is responsible for planning, organizing and executing the annual board meeting and monthly board calls. He or she shall preside at all meetings of the Members. The President may sign with the Secretary or any other proper office of the organization any contracts, leases, or other instruments with which the Board of Directors has authorized to be executed. The President has final review and approval of all communications and is responsible to transition newly elected officers. Create “Run of Show” and send out to the Board one week prior to event.

## Section 4. Vice President.

In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President. The Vice President may act as program chair for the regular meetings and may delegate or call for sharing of these responsibilities from time to time. Furthermore, the Vice President shall serve as Committee Chair Administrator responsible for coordinating with the various PRC Committee Chairs and facilitating their actions to achieve the Board’s desired results. The Vice President assesses role alignment and engagement with the Committee Chairs. Additionally, the Vice President manages members who are interested in volunteering on a committee and ensures the volunteers get placed in a role that aligns with their interest.

The Vice President is also responsible for developing and managing the survey content that is used to assess meeting performance and gather ideas for future events & programs. The Vice President coordinates with the PRC Committee Chairs to ensure the appropriate questions have been included in the survey, and also works with the Communications Chair to execute the survey within 3 days of an event, and to analyze the results. The Vice President also handles event waivers as needed and is responsible for the presentation deck format and content collection for each meeting of the PRC.

## Section 5. Treasurer.

The Treasurer shall be in charge of the organization's funds and records, presiding over meetings in the absence of the President and Vice President. The Treasurer will be entrusted with the oversight of all funds in a financial institution which has been approved by the Board of Directors and will ensure the establishment and supervision of proper accounting procedures. The Treasurer's office will report on the financial condition of PRC at all meetings or when called upon by the President. Specific duties include:

* Collecting money for all functions sanctioned by the Board, including collection of membership dues, sponsorship fees, registration monies and charity fundraising monies for all events
* Depositing or cause to be deposited all money in the name and to the credit of the corporation with such depositories as the Board may designate. Remain the primary signer and debit card holder for organization’s financial accounts
* Paying invoices, refunds and reimbursements to PRC expenses occurred by other individuals, including disbursements of donations to organization’s identified charities
* Preparing or outsourcing any and all state and local business licenses and tax/IRS requirements required of the organization
* Maintaining valid Insurance Policy for the Organization
* Performing an annual financial audit with the Vice President and President no later than January 30th of each year
* In conjunction with the current Treasurer, the final term year audit will also include participation from the incoming Treasurer, incoming President and out-going President for a final auditing of the books
* At the expiration of the Treasurer's term, the current officer shall provide the organization's future Treasurer with all PRC books, moneys and property held on behalf of the organization
* Maintain storage either electronically on PRC’s web server or in hard copy of current and previous fiscal year’s financial documents and organizational documents until the expiration of their term and transition to incoming Treasurer

## Section 6. Secretary.

The Secretary shall be responsible for compiling meeting minutes to be retained and archived on behalf of PRC and distributes an electronic copy to board members within 7 days of the monthly board meetings. The Secretary shall coordinate with the Treasurer to retain and archive legal documents (i.e. waivers, insurance contracts, confidentiality agreements, Post Office box contracts, website domain contracts, business license with the state, non-profit status, tax preparation filings, etc.) and any other business operational documents. The Secretary shall in general perform all duties assigned by the Board of Directors to the office of the Secretary. In the event that the Secretary is unavailable to take meeting minutes, they will be responsible for finding a board member replacement responsible for taking the minutes. The Secretary shall also pass along reminders to all members on action items due at the next monthly meeting.

## Section 7. Resignation.

An officer may resign at any time by giving written notice to the President or the Secretary. A resignation shall take effect on the date of receipt of the notice or at any later date specified.

## Section 8. Removal.

Any officer may be removed from office by a majority vote of the Board of Directors, when the Board determines it is in the best interest to do so.

# ARTICLE VII–FISCAL AND ELECTIVE YEAR

## Section 1. Fiscal and Elective Year.

The fiscal and elective year of the organization shall run from January 1 through December 31 of each year.

# ARTICLE VIII–COMMITTEE CHAIRS

## Section 1. Appointment.

The Board of Directors shall coordinate selection of Member representatives for committees to accomplish annual goals. No committees shall act on behalf of the Board of Directors unless specifically authorized to do so. Detailed descriptions are provided for committee chair and may be updated as needed by the Board of Directors. The Board of Directors may establish additional committees from time to time and shall prescribe their duties, duration, and size. The Board shall appoint such committees and designate the Chairperson thereof.

## Section 2. Membership Committee Chair(s).

### Supplier Membership Chair

The Supplier Membership chair(s) and their committee will ensure that membership guidelines are reflective of the needs of the organization, including education and orientation of new members. Additional responsibilities include:

* Maintain master membership list and works with the Communications Chair to facilitate membership communication
* Reviews all membership applications to ensure adherence with member guidelines
* Holds membership drives to help support the growth of the organization
* Revisits active and inactive membership data to ensure accuracy/quality of the data
* Prepares and manages the registration table at all meetings/events
* Prepares name badges for all registered attendees for all meetings/events
* Actively assists in supporting the “no business solicitation policy” at meetings and functions and follow up on any reported solicitations
* Welcomes new members and first-time meeting attendees
* Runs/track annual membership stats including:
  + Total members per year (Corp/Supplier) including company and geographical representation
  + Total new members
  + Meeting attendees (Corp/Supplier)
  + First time meeting participants
  + Retention of members YOY

### ***Section 3. Corporate Membership Chair (s)***

Same responsibilities as the Supplier Membership Chair, but duties will also include the following:

* Attract and retain Corporate Members to PRC
* Keep active corporate membership list up to date – update member information as needed
* Liaise with Corporate Advisory Committee Member(s)
* Manage and oversee the logistics for Corporate Roundtable and/or Corporate Membership events

## Section 4. Education Committee Chair(s).

The Education Chair(s) plays a crucial role in shaping the educational initiatives and strategies aimed at supporting all aspects of the mobility verticals. Plan, prepare and execute education for each meeting. Ensure that PRC effectively addresses the educational needs of those we serve.

Responsibilities include but not limited to:

* Strategic Planning:
  + Contribute to the development and review of the organization's strategic plan related to educational initiatives.
  + Provide insights, recommendations, and feedback on objectives, and priorities for education that are on trend with global workforce mobility management and/or broader HR themes, including but not limited to speakers/presenters and how the content will be presented and structured (e.g. keynote, panel, industry updates, etc.)
  + Ensure that educational initiatives align with the organization's core values and mission, as well as legal and ethical standards.
* Program Oversight and Evaluation:
  + Once themes/content/speakers are approved by the Board, the Education Committee Chair(s) are responsible for securing/confirming the speakers. They are the main point of contact in managing the logistics for the speakers/presenters, reviewing content, obtaining slides and hand-out materials, preparing the speakers for the meeting, and for pulling together education slide content.
  + The Education Committee Chair(s) is responsible for submitting content (agenda, speaker bio/picture, etc.) to the Communications Chair for publication and promotion.
  + Education Committee Chair(s) will submit for CRP and/or GMS recertification credits with werc and copies of the recertification code to the appropriate attendees
  + Effective monitor program outcomes and participant feedback in a timely manner to identify areas of success, improvement, and innovation.
* Resource Allocation:
  + Collaborate with the board members to allocate resources, including budgetary funds and any committee support.

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## Section 5. Events Committee Chair(s).

The Events chair(s) and their committee members will manage all details associated with the logistics of a meeting or event. Coordination with the meeting activities could include:

* Identify and visit potential meeting venues along with President
* Oversee venue/food/drink/linen/table set ups as needed
* Prepare a budget for each event with President that includes all aspects of potential event costs
* Work with President on overall meeting moderation, Education Chair on master meeting deck and Technology Chair for A/V needs and coordination
* Provide regular budget and meeting plan updates to the board
* Plan the venue and logistics for board and speakers’ meet & greet events for evening prior to meeting
* Assists with venue and logistics (in partnership with the Corporate Members Chair) for all Corporate Advisory events

## Section 6. Social Responsibility Committee Chair(s).

The Social Responsibility chair and the committee members will serve as a liaison with the chosen Board selected charity organization(s). They will organize and manage fundraising events during each meeting, alongside coordinating community volunteer activities. These efforts aim to showcase the PRC as a socially responsible council and to enhance social awareness in the Portland Metro region. This role will collaborate with the Communications Chair to share Social Responsibility updates regularly and work with the Treasurer to assess the success of fundraising events. The Board of Directors will evaluate the supported organizations annually.

The committee chair and the committee members will manage the PRC scholarship program. The committee is responsible for the selection, administration, and evaluation of scholarship applicants. The committee shall establish transparent criteria for eligibility and ensure equitable distribution of scholarships to deserving candidates.

## Section 7. Communications Committee Chair(s).

The Communications chair(s) and their committee members will be in charge of promoting the PRC brand and managing all communication to members. This position will partner closely with the Membership, Events, Education and Sponsorship Chairs to promote a consistent PRC brand through all communication vehicles, including, but not limited to the website, e-mail communication, social media, signage and all printed/digital marketing materials. The Communication Committee chair shall develop policies and procedures to properly manage digital communication channels subject to the Board of Directors review and approval.

* Responsible for all social media activities on PRC’s preferred mediums including meeting announcements, industry updates, sponsorship recognition, photos, etc.
* The Communications Chair works with the Sponsorship Chair to collect all sponsor logos at the beginning of the year
* Works with the Vice President to solidify survey questions and is responsible for sending out surveys to all meeting participants within 24 hours of the event

## Section 8. Sponsorship Committee Chair(s)

The Sponsorship chair and their committee members hold the responsibility of marketing, promoting, and overseeing all sponsorship revenue streams for the organization's events and productions. The duties of the Sponsorship Committee encompass various tasks, including but not limited to:

* Drafting of all communications regarding requesting and securing sources of sponsorship to enhance organizational revenue
* Drafting and educating members on value and benefits of sponsorship
* Work with Treasurer on invoicing and collection of Sponsorship monies
* Maintaining Sponsor records including, sponsor levels, payment status and as identified within benefit levels the complimentary memberships communicated with the Membership Chair and complimentary event attendance.
* Once logos are collected, the Sponsorship Chair(s) are responsible for ordering/managing signage, updating sponsor logos on the website (in partnership with the Website/Technology Chair) and ensuring sponsors are recognized on social media channels throughout the year
* Facilitating within the organization the identified sponsor benefits including placement of logos, signage, give aways and recognition at events.
* Continually review and monitor sponsorship levels align with the needs and goals of the organization, making recommendations to the President and then to the Board for approval if changes are recommended.

## Section 9. Website/Technology Committee Chair(s)

The Website/Technology Committee Chair shall manage and update the contents of the PRC website on a regular basis. Other duties include the review and management of the written and graphical content on the website; providing data analysis as needed; supervising e-mail services, interfacing with various internal and external entities for information and approvals; and pre-approving all website related expenses before payment is made. The technology chair is also responsible for creating event pages, opening/closing registrations and updating sponsorship logos as needed. The Technology Chair will also handle assigning and revoking administrator access via the council’s membership platform as needed.

Additionally, the Website/Technology Chair manages and coordinates A/V and technical needs day of PRC meetings (working with Education Chair prior to the meeting to understand the needs and Events Chair to understand the venue).

## Section 10. Bylaws Chair(s)

The Bylaws chair is responsible for maintaining the organization’s bylaws, structure and standing rules of the organization. The Bylaws Chair will provide interpretation of the existing policy, will determine if a vote of the membership is required to implement a new policy and will update the bylaws document with any changes and/or additions.

## Section 11. Corporate Advisor

The Corporate Advisor will act on behalf of the Corporate members and in collaboration with the Corporate Membership Chair to build PRC’s value for corporate members and deepen their overall engagement in the organization. Based on the feedback and information gained from the Corporate members, the Advisor will work with the PRC Board to formulate and execute plans to address the feedback and drive the value proposition. Additional responsibilities include:

* Send welcome email to new corporate members to ensure they are up to speed on upcoming meetings, events, etc.
* Promote PRC to corporate members as a resource to enhance their programs and advance their careers.
* Attend all PRC meetings and corporate roundtables
* Partner with the Corporate Membership Chair on topics and content for corporate roundtables
* Collaborate with Education Chair(s) to cultivate educational opportunities specifically targeted at corporate program administration and development needs
* Create a welcoming and inclusive environment for corporate members attending PRC events and ensure first time attendees have an existing member to help with their experience
* Enable open communication between corporate and supplier members within PRC
* Keep PRC Board apprised of key trends/issues impacting corporate members
* Educate corporate members on the PRC resources available to them
* Contribute and engage with social media related to PRC events

# ARTICLE IX–DUES

## Section 1. Annual Dues.

Annual membership dues shall be payable in advance of each fiscal year or before becoming a Member of good-standing to the Council Treasurer. The amount of dues shall be established by the Board of Directors to cover reasonable expenses of the organization while maintaining the organization's financial stability.

Dues must be paid in full within thirty (30) days of receipt of notice. Failure to meet the payment deadline will require re-application and acceptance into the PRC.

Exceptions to this policy shall be at the discretion of the Board.

# ARTICLE X–BOOKS AND RECORDS

## Section 1. Books and Records.

The PRC shall keep correct and complete financial books and records of account, which will be the direct duty of the Treasurer, with oversite of President. The Secretary shall be responsible for retaining certain documents and records as described in Article V, Section 6. The Membership Committee works in conjunction with the Treasurer to keep an accurate record of the names and contact information of all active and non-active Members. All books and records of the PRC may be inspected by any Member, or his/her agent or attorney, for any proper purpose at any reasonable time.

# ARTICLE XI–CONTRACTS, CHECKS, DEPOSITS, FUNDS, GIFTS, & ONGOING OPERATIONAL ACTIVITIES

## Section 1. Contracts.

The Board of Directors may authorize any Board Member of the PRC, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the PRC, and such authority may be general or may be confined to specific instances.

## Section 2. Checks, Drafts, and Funds.

All checks, drafts, or other orders for the payment of money shall be signed by the Treasurer of the PRC as determined by resolution of the Board of Directors.

## Section 3. Deposits.

All funds of the PRC shall be deposited in a timely manner to the credit of the organization in such banks as the Board of Directors may select.

## Section 4. Gifts.

The Board of Directors may accept on behalf of the Council any contribution, gift, bequest, or devise for any purpose of the Council.

## Section 5. Ongoing Operational Activities.

Operational activities shall be reviewed by the Board at the Annual Strategy Meeting that takes place in January.

# ARTICLE XII–AMENDMENTS TO BYLAWS

## Section 1. Procedure.

These Bylaws may be altered, amended, or repealed, and/or new Bylaws may be adopted by a majority vote of the Board of Directors who are present and vote on the issue. The corporation shall provide notice of any meeting at which an amendment is to be voted upon. The notice shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

## Section 2. Notice.

The altered, amended, or repealed, and/or new Bylaws will be posted to the PRC website.

# ARTICLE XIII–MISCELLANEOUS

## Section 1. Policy on Non-Solicitation.

Members are prohibited from soliciting business at PRC functions.

## Section 2. Authority.

No individual Member of the Council shall be deemed to have any authority to speak on behalf of the Council or to endorse, support, oppose or make any comment of any kind whatsoever with respect to any legislative or administrative action, any judicial action, or any campaign for election of a candidate for public office, on behalf of the Council unless such individual has been expressly authorized to do so by the Board of Directors.

## Section 3. Audit.

Each year the President shall appoint two (2) Committee Chairs (Auditors) to conduct an annual audit of all accounting matters and shall report to the Board on the financial condition of the PRC. The audit shall be conducted at the beginning of each fiscal year. The Treasurer shall provide the Auditors with all the necessary information to ensure the task is completed. Additional audits may be conducted at the discretion of the Board.

## Section 4. Prohibition against Sharing in Earnings.

No Director, Officer, or member of a committee of, or personal connected with PRC shall receive any of the net earnings of PRC.

## Section 5. Dissolution.

PRC may be dissolved by a vote of at least two-thirds (2/3) vote of the Board of Directors at a special meeting called for this purpose.

## Section 6. Distribution of Assets on Dissolution.

Upon dissolution of PRC, all remaining monies and/or assets of PRC, after all expenses and debts have been retired, will be donated to a charity agreed upon by a majority vote of the Board.

***Section 7. Anti-Trust Language***

It is the policy of the Portland Relocation Council that its business is conducted in full compliance with all applicable laws, including federal and state antitrust laws, of the United States, that its affairs are conducted with the highest ethical standards.

In accordance with the policies of the Portland Relocation Council (PRC), members of the association should avoid discussing matters involving price or pricing policy terms and conditions of sale, the allocation of territories or customers, bid rigging or any other subjects that would restrain competition or raise antitrust issues. Additional information can be found in the PRC bylaws which can be located on the website. Violation of the antitrust policy will subject the member to appropriate disciplinary action.

The responsibility for antitrust compliance, which includes an avoidance of even an appearance of improper activity, rests with the individual directors, officers, members and meeting attendees of PRC. It is a basic principle of American antitrust laws that competitors may not restrain competition with reference to the price, quality, or distribution of any products or services, and they may not act in concert to restrict the competitive capabilities or opportunities of the competitors, suppliers, or customers.

Penalties for violating the antitrust laws are severe, subjecting corporations to criminal penalties, as well as civil damage judgements and injunctive decrees. Individuals also are subject to criminal prosecution and may be punished by fines or imprisonment of terms of up to 10 years.

It is imperative that PRC board members, officers, directors, volunteer leaders, PRC members and meeting attendees work conscientiously to avoid discussion that may have unintended implications.

The foregoing Amended and Restated Bylaws of Portland Relocation Council were adopted by a [majority/unanimous] vote of the Board of Directors at a meeting duly called on this day of

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, President , Secretary