

BYLAWS OF PACIFIC NORTHWEST TOOL COLLECTORS

PREAMBLE

Pacific Northwest Tool Collectors (PNTC) began informally in April 1971, by tool collectors from Washington and Oregon. From 1971 through 1977, PNTC was one of three regional groups of the Early American Industries Association–West. In the years following, PNTC enjoyed a steady growth as an independent regional organization, though no geographic boundaries have ever been intended. Membership includes many from outside the region. The regional character of PNTC is merely to promote easy exchange of information and tools and is centered in Washington, Oregon and British Columbia. PNTC fulfilled the requirements to become classified by the United States Internal Revenue Service as a nonprofit 501(c)(3) corporation incorporated in Oregon in 2013.

ARTICLE 1 – NAME AND PURPOSE

Section 1: The name of the organization shall be Pacific Northwest Tool Collectors. The official abbreviation shall be PNTC. Throughout this document the terms “PNTC,” “organization” or “corporation” shall be synonymous with Pacific Northwest Tool Collectors.

Section 2: PNTC is organized exclusively for charitable and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Oregon Revised Statute 65 (ORS65) (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions). PNTC is a purely secular organization and thus there will be no religious observances made at any PNTC event. The primary purposes and objectives of the organization are

1. To engage in charitable activities permitted by law and the Articles of Incorporation such as, but not limited to, giving out scholarships.
2. To promote the study, use, restoration, collecting and preservation of antique and collectible tools and to encourage the preservation of collections within the Membership.
3. To share an understanding of early tools, trades and crafts with the Membership and others.
4. To provide an opportunity for people with common interests to meet, share their knowledge and make new friends.

ARTICLE 2 – MEMBERSHIP

The organization shall have voting and non-voting members.

Section 1. Requirements:

Membership is available to anyone interested in the PNTC purposes and objectives following completion of a membership application and payment of annual dues. Spouses and minor children of dues paying Members are automatically made Members without payment of additional dues.

Section 2. Benefits: All Members are entitled to attend all regular meetings; buy, sell or trade tools at meetings; and receive all PNTC publications. Special meetings may require an additional entry fee beyond the dues.

Section 3. Membership Classes: There are three classes of membership: Prime, Spousal or Minor Dependent and Honorary.

1. Prime (Voting) Member: A Prime (Voting) Member is a Member who has paid annual membership dues. In addition to the benefits enumerated in Section 2, each Prime Member shall be entitled to one vote on all matters described below under Powers of Prime Members for which a Membership vote is permitted by law, the Articles of Incorporation, or by the Bylaws of this corporation except that Prime Members may not amend or repeal Bylaws or adopt new ones. No proxy voting is allowed.
2. Spousal and Minor Dependent Members: The spouses and minor dependents of Prime Members become Spousal and Minor Dependent Members when their Prime Member pays annual dues. A Spousal or Minor Dependent Member may register as a Prime Member if separate dues payment is made. Spousal and Minor Dependent Members do not have voting rights.
3. Honorary Member: The Board of Directors may grant an annual membership to persons considered eminent in pursuit of PNTC objectives, or to those who have extended special effort to PNTC or to others as the Board shall decide. No charge or other requirement will be made of the recipient. Honorary Members have all the rights and benefits of Prime Members.

Section 4. Powers of Prime (Voting) Members: Prime (Voting) Members have the power to:

1. Elect the Directors of the Corporation's Board of Directors as specified in Article 6 and to remove them as specified in Article 5 Section 9 Paragraph 1, to vote on any amendments of these Bylaws or the Articles of Incorporation that relate to the number of Directors, the composition of the Board, the term of office of Directors or the method or way in which Directors are elected or selected;
2. Establish the qualifications of Prime Members and vote on any amendment to these Bylaws or the Articles of Incorporation which would reduce or eliminate any right of a Prime Member;
3. Vote on any other matters properly put by the Board of Directors before the Prime Members for an advisory vote; and

4. Inspect and copy corporate records as set forth in ORS 65.774 or its successor regulations.

Section 5. Termination of Membership:

1. Membership is for one calendar year and terminates thereafter unless dues are paid for the following year.
2. Membership may be terminated by the Board of Directors after giving the Member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the Member to be heard by the Board, orally or in writing, not less than five days before the effective date of termination. The decision of the Board shall be final and not be reviewable by any court.

Section 6. Annual Meeting: The annual meeting of the Members shall be held at a time and place set by the Board of Directors.

Section 7. Regular Meetings: Regular meetings of the Members shall be held at times and places set by the Board of Directors.

Section 8. Special Meetings: Special meetings of the Members shall be held at the call of the Board of Directors or by call of the holders of at least five percent of the voting power of the corporation by a demand signed, dated, and delivered to a PNTC Secretary. Such demand by the Members shall describe the purpose of the meeting.

Section 9. Notice of Meeting: The PNTC Secretaries shall give notice of all meetings of the Members in a fair and reasonable manner. At a minimum, notice shall include the place, date, and time of each meeting shall be distributed or publicly posted on the organization's website and/or bulletin board at least seven (7) days prior to the meeting. Announcement of the subsequent meetings during the current meeting shall also be considered sufficient notice and, in such case, no further notices shall be required.

Section 10. Quorum and Voting: Those votes represented at a meeting of the Members shall constitute a quorum. A majority of the Members represented and voting is the act of the Members unless the Bylaws or the law provide differently.

Section 11. Roster: PNTC shall keep an up to date register of the names and contact information of the Members of the organization. This membership roster shall be distributed annually to each Prime Member. Individual Members may request that their phone numbers, email addresses and/or mailing addresses be deleted from the published list. Membership rosters are issued for the convenience of Members and for purposes required by law only and their sale, rent or use other than for officially authorized club purposes is prohibited unless approved on a case by case basis by the Board of Directors.

Section 12. Action by Consent: Action by consent of the Members is not allowed.

Section 13. Voting by Written Ballot: Voting by written ballot may be authorized by the Board of Directors or by the Voting Members. Unless prohibited or limited by these Bylaws or the Articles of Incorporation, any action which may be taken at any annual, regular or special meeting of the Voting Members may be taken if the Corporation makes a good faith effort to make available a written ballot to every Voting Member entitled to vote on the matter. Votes to elect Directors shall take place as specified in Article 6 and to remove them as specified in Article 5 Section 9 Paragraph 1. Votes of the Voting Members by written ballot for all other measures shall occur by the following procedure.

1. A Secretary shall prepare ballots setting forth the proposed actions(s) and an opportunity to vote for or against each action.
2. A Secretary shall distribute ballots to the Prime (Voting) Members at the next two consecutive Washington and Oregon meetings after the vote is authorized and ensure that no Prime (Voting) Member casts more than one vote and that no others cast a vote. Voting Members not in attendance at these meetings may obtain ballots and return them by a method and a date established by the Secretary.
3. A Secretary shall collect and count the ballots. A simple majority of the votes cast shall determine whether each proposed action passes or fails. In the event of a tie vote the action fails.

Section 14. Non-Discrimination Statement: Pacific Northwest Tool Collectors (PNTC) does not discriminate on the basis of race, color, cultural heritage, national origin, religion, age, sex, sexual orientation, marital status, physical or mental disability, political affiliation, source of income, veteran's status, or any other status protected under local, state or federal law. This policy extends to all PNTC decisions and actions. PNTC does not tolerate harassment for any reason. Respect for the dignity of others shall be the guiding principle for our relations with one another.

ARTICLE 3 – COMPENSATION

No money will be appropriated or withdrawn from the PNTC treasury to compensate or reward any Director or other Member for services to the club, except for reimbursement of valid out-of-pocket expenses. No loan of PNTC money shall be made to any Director or other Member.

ARTICLE 4 – CONFLICT OF INTEREST

Directors and Members in positions of trust or influence on PNTC decisions shall have neither a conflict of interest nor the appearance of a conflict of interest. If such conflict or appearance of conflict of interest arises, it shall immediately be reported as required by the Articles of Incorporation Attachment 3, Conflict of Interest Policy, incorporated

herein by reference and the person involved shall recuse himself/herself from having any influence over decisions in the matter causing the conflict.

ARTICLE 5 – BOARD OF DIRECTORS AND OFFICERS

Section 1. Composition of the Board: The Board of Directors shall consist of the following: a President; a Treasurer; two Vice Presidents, one each from the Washington and the Oregon regions; two Secretaries, one each from the Washington and the Oregon regions; and two At-Large Directors, one each from the Washington and the Oregon regions. All Directors are required to be Prime Members in good standing. Except for the two At-Large Directors, the Directors also serve as PNTC Officers.

Section 2. Duties: The affairs of PNTC shall be managed by the Board of Directors.

President: The President shall be the chief officer of the corporation and shall act as Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Vice Presidents: Vice Presidents for Washington and Oregon shall be the chief program officers and shall be responsible for planning PNTC meetings held in their respective regions, shall act for the President when the President is absent and shall have any other powers and duties as may be prescribed by the Board of Directors.

Treasurer: The Treasurer shall have overall responsibility for all PNTC funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) maintenance of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) presentation of reports of the financial condition of the corporation to the Board of Directors and Members; (e) filing all financial and tax reports required by law; and (f) any other duties as may be prescribed by the Board of Directors.

Secretaries: The Secretaries for Washington and for Oregon shall have overall responsibility for all recordkeeping. The Secretaries shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors and Member meetings and actions; (b) provision for notice of all meetings of the Board of Directors and Members; (c) authentication and preservation of the records of the corporation; (d) maintenance of current and accurate Membership lists; and (e) any other duties as may be prescribed by the Board of Directors.

At-Large Directors: The At-Large Directors shall represent the Membership from their regions at Board meetings and have any other duties as may be prescribed by the Board of Directors.

Section 3. Board Elections and Term of Service: All Directors are elected by the Prime (Voting) Members for three year terms. No Director may serve in the same Board position for more than two terms. Directors are elected to the specific positions on the Board specified in Section 2 of this Article.

Section 4. Quorum and Action: A quorum at a Board meeting shall be a majority of the Directors in office immediately before the meeting begins. If a quorum is present, action is taken by the majority of the Directors present. Where the law requires a majority vote of Directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 5. Regular Meetings: Regular meetings of the Board of Directors shall be held at times and places to be determined by the Board of Directors. No other notice of the date, time, place or purpose of these meetings is required, except as otherwise provided in these Bylaws. After initial notice is given of the schedule for a series of regular meetings, which will occur at fixed times and places, no further separate notice is required for each of those regular meetings. Notice must state the time, date and location of the meetings. The Board of Directors may by resolution establish or change the dates of regularly scheduled meetings with proper notice given to all Directors.

Section 6. Special Meetings: Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director by appropriate means not less than two days before the meeting.

Section 7. Vacancies: When a vacancy on the Board exists, the Secretaries shall solicit and receive nominations for replacement. The Board shall choose by majority vote the replacement from these nominations. The replacement shall serve until the next election of Directors.

Section 8. Resignation: Resignation from the Board must be in writing and received by the President or a Secretary. The resignation shall be announced at Board meetings and to the Membership. Upon resignation from the Board the remaining Directors shall act expeditiously to appoint a qualified successor.

Section 9. Termination: Any Director may be removed with or without cause by a vote of the Membership or a vote of the Directors.

1. Termination by vote of the Membership: Termination of a Director shall be initiated by the Membership upon presentation to a Secretary of a petition to remove the Director signed by not less than 10 percent of the Members eligible to vote. The receipt of the petition shall be announced to the Directors and Members. A Secretary shall prepare ballots which shall give the Voting Members the choice to keep or remove the Director. A Secretary shall distribute ballots to

the Members at consecutive Washington and Oregon meetings and record which Members have received a ballot to ensure that no Member casts more than one vote. Members not in attendance at these meetings may request ballots. After the Members have voted a Secretary shall collect and count the ballots. If a majority of the ballots call for the removal of the Director, the Director is removed.

2. Termination by vote of the Directors: The Directors may terminate a Director by a two thirds vote of all the Directors in office at any meeting of the Board.
3. Upon termination of a Director the remaining Directors shall act expeditiously to appoint a qualified successor.

Section 10. Action by Consent: Action by Consent is not allowed.

Section 11. Open Meetings: All Board meetings except those the Board declares to be in Executive Session may be observed by any Members. Members may not participate in Board meetings except to observe unless called upon by the Board.

The Board of Directors may declare all or parts of Board meetings to be in Executive Session. Only Directors and those requested to attend by the Board may attend and observe Executive Sessions. The Board meeting agenda published before the Board Meeting containing an Executive Session must announce the issue(s) under consideration and the reason(s) for declaring an Executive Session. The Secretary shall record any actions taken in Executive Session in the Board meeting and publish them in the Board Meeting minutes.

Section 12. Telecommunication and Electronic Meetings: Meetings may be held or individual Directors may participate in meetings by telephone, video conferencing, internet-based communication, or any other method so long as all participating Directors can simultaneously hear and speak with one another. A Director participating in such a meeting shall be deemed present for purposes of a quorum and voting.

ARTICLE 6– ELECTIONS

Section 1. Nominating Committee: In May or earlier of an election year (the third year of a three-year term), the President shall assemble a Nominating Committee of not fewer than six Members. Committee representation should fairly represent the Washington and Oregon regions. Names of the Committee Members shall be publicized to the Membership at the earliest date, to encourage nominations from the Members at large. The Committee shall seek at least one consenting, qualified candidate for each Board position – additional candidates are highly desirable. Committee representatives shall announce all candidates nominated at each meeting before the election of Directors. Committee representatives will solicit interest during the business portion of all regular meetings before ballots are prepared. Nominations of candidates from the floor shall be specifically requested at those times. It is permissible for a member of the Committee to accept nomination for a Director Position and for Members to nominate themselves. The Election Committee shall close nominations in time for ballots to be prepared and distributed as specified in Section 2.

Section 2. A Secretary shall prepare ballots showing the names of the candidates and positions for which they are running as well as provision for a write-in candidate for each position. A Secretary shall distribute ballots to the Prime (Voting) Members at the last two consecutive Washington and Oregon meetings of the election year and ensure that no Prime (Voting) Member casts more than one vote and that no other person casts a vote. Members not in attendance at these meetings may obtain ballots and return them by a method and a date established by the Secretary. After the Members have voted a member of the nominating committee not running for Director shall collect and count the ballots. A simple plurality of the votes cast shall determine the winner for each position. In the event that the top two candidates receive an equal number of votes the winner shall be decided by coin flip.

In the event that there is only one candidate for each Director position after nominations are closed, ballots need not be distributed and the candidates shall be elected by a show of hands at the last two meetings of the election year.

ARTICLE 7– COMMITTEES

The Board of Directors may create standing or special purpose committees and committee chairpersons as it deems necessary and desirable. A committee shall consist of one or more Members.

ARTICLE 8– DISSOLUTION

Upon the dissolution of the Organization the Board of Directors shall pay all the liabilities of the Organization and shall distribute any remaining assets of the Organization exclusively for the purpose of the Organization in such manner or to such organization(s) organized and operated exclusively for charitable, educational or scientific purposes and recognized as such by the United States Internal Revenue Service as the Board of Directors shall determine. Any assets not so disposed shall be disposed as required by law.

ARTICLE 9– AMENDMENTS

The Board of Directors may amend or restate the Articles of Incorporation or these Bylaws by an affirmative vote of at least two-thirds (2/3) of the Directors in office at the time of the vote provided that such amendment or restatement does not affect the rights of Prime (Voting) Members. Only Prime (Voting) Members may approve amendments that relate to: (1) the number of Directors, (2) the composition of the Board of Directors, (3) the term of office of Directors, (4) the method or way in which Directors are selected or removed, (5) the way in which Prime Members are selected or removed, or (6) the qualifications of Prime Members. The affirmative vote of a majority of the Prime Members participating in the vote is necessary and sufficient for the approval of such amendments.

Proper written notice of any amendment must be provided to the Prime (Voting) Members and to the Directors at least seven (7) days before a vote is to be taken on the

amendment. The notice must state the text of the amendment, the time, place, and manner in which the vote is to be taken and the quorum and majority necessary to pass the amendment.

ARTICLE 10- ADOPTION

These bylaws were adopted by the Board of Directors on
