

# Bylaws of Northwest Real Estate Investors Association, Incorporated

A not for profit 501(c)6 Oregon Corporation

Revision January 2020 Final Version

## Article 1 - Name and Office

### **Section 1**

The name of this organization shall be Northwest Real Estate Investors, Incorporated, hereinafter referred to as "Northwest" or "group" or "organization" or "Association" or "NWREIA".

### **Section 2**

The principal office shall be located at the discretion of the Board of Directors.

### **Section 3**

The registered office of NWREIA, as required by the Oregon Non-Profit Corporation law shall be maintained in the state of Oregon and may be, but need not be, identical with the principal office in the state of Oregon, and the address of the registered office may be changed from time to time by the Board of Directors.

## Article II - Purposes

### **Section 1**

The mission and objectives of NWREIA are to educate its members and the general public about investing in investment grade real estate or investment grade real estate related financial instruments and provide instruction in, and dissemination of educational material in the public interest including but not limited to, material relating to investing in single family, multi-family, and commercial real property; investment grade real estate related financial instruments; and other asset protection strategies, through publications, lectures, demonstrations, workshops and discussion groups or otherwise. NWREIA's objective is to provide a forum for the exchange of ideas, knowledge, and experience in the field of real estate investing.

### **Section 2**

The purpose(s) for which the Association is organized is/are to receive and maintain a fund or funds, real and personal property, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income there from for the purpose of this organization, namely:

- (1) To provide a forum to exchange ideas, knowledge, and experience regarding investing in real property.
- (2) To provide an opportunity for both formal and informal education in real estate investing.
- (3) To provide a medium of communication with investor groups in other areas of interest and in other geographical locations.

(4) To assure that no part of the net earnings shall inure to the benefit of any Board Member or general member, all in compliance IRC 501(c)(6) of 1986, as amended.

### **Section 3**

All NWREIA members agree to abide and comply with both NWREIA's and the National Real Estate Investors Association Code of Ethics.

## **Article III – Membership**

### **Section 1**

Applicants for membership are considered members only upon payment of membership dues and the completion of a membership application. Individuals and organizations sponsoring individuals are eligible for membership without regard to race, color, creed, sex, age, national origin, sexual orientation and familial status.

### **Section 2**

The Board of Directors shall establish types and classes of memberships. Memberships may include but are not limited to individual, company or vendor class. Company or Vendor Class memberships shall be entitled to only one vote by a designated representative of the group or corporate sponsor. Individual membership shall be entitled to one vote. All other membership classes do not have the eligibility to vote.

### **Section 3**

Membership is open to anyone interested in investing in any facet of real estate or real estate financial instruments.

### **Section 4**

Membership dues, initiation fees, and membership options are determined by the board of directors as necessary to meet budgetary and membership objectives. Membership refunds will not be granted unless the Board of Directors terminates a membership.

### **Section 5**

Except as otherwise determined by the Board of Directors with respect to a given membership category, all members shall be entitled to:

- Participate in all meetings and activities.
- Receive one (1) copy of each issue of any newsletter or other group communication.
- Have access to any resource library the group may have.
- Make recommendations in writing to be acted upon by the respective members of the Board of Directors, Executive Committee, Ethics Committee, and/or the general membership.
- Seek election or appointment to any office or position of NWREIA.
- Cast one (1) vote on any matter presented for the approval of the NWREIA membership.

### **Section 6**

All members of NWREIA shall be considered a member in good standing by evidence of their adhering to the Code of Ethics of NWREIA. Failure to abide by the Code of Ethics shall subject the member to the remedies listed in Section 7. A copy of the Code of Ethics is hereby incorporated as an addendum to these Bylaws. Changes to the Code of Ethics can be made by administrative action of the Board of Directors and will not require approval by the General Membership.

### **Section 7**

Any individual, group or corporate sponsored membership is subject to and may receive disciplinary action including but not limited to a letter of warning, reprimand, probation, partial membership suspension, full membership suspension, or termination of membership for cause deemed sufficient by a majority vote of the Board of Directors. In the event of implementing any of these actions, said member shall be notified in writing within seven (7) days by certified mail return receipt, signed by the President of the Association. Any terminated member has a single right of appeal to the membership at large at the next general membership meeting following the action taken by the Board of Directors. A majority of members present and voting at such meeting may reverse such termination providing the quorum requirement is met. No member shall be disciplined or terminated on the basis of the member's race, color, creed, sex, age, familial status, sexual orientation or national origin.

Grounds for termination of membership shall include, but shall not be limited to, the following:

1. Conviction of a felony involving dishonesty, such as fraud, theft, embezzlement, forgery, securities fraud or counterfeiting;
2. Having a professional licenses suspended or revoked for cause (this shall not include termination or suspension for failure to pay any licensing fees) by the lawful authority of any state;
3. Being subject to an Order to Cease and Desist securities activities or real estate activities issued by the lawful authority of any state or federal government.

## **ARTICLE IV – Board of Directors**

### **Section 1**

The number of directors of NWREIA shall be nine (9) Board members. In order to prevent a stalemate situation an odd number of board members must be maintained. The Board of Directors shall manage the business and property of NWREIA.

### **Section 2**

Board of Directors will be elected as follows: A Nominating Committee will seek out and interview candidates. Candidates must be members in good standing for the immediate 2 years prior to their nomination. The Committee will then present the candidates to the general membership at the next general meeting of the membership, for ratification by a simple majority vote. Positions are elected to a two (2) year term expiring on the second anniversary following any given appointment. There are no limits on the number of terms a board member may serve.

The Executive Officers shall consist of the President, Vice-President, Secretary and Treasurer. The remaining Board members shall be considered as Advisory Board members. The Secretary and Treasurer are paid positions both having non-voting status and are appointed at the discretion of the Board of Directors.

### **Section 3**

Each candidate has the option to submit a voter solicitation by September 15 for voter publications prior to ballot release. Voter solicitations will be reviewed by the executive committee by the first day of the voting month.

### **Section 4**

Members of the Board of Directors shall be at least eighteen (18) years of age and be a member in good standing during their term as a board member, even if that membership is officially granted as a reward for service. If any board member shall be elected without such qualifications or shall cease to have the same, the board position shall immediately become vacant.

### **Section 5**

Members not belonging to the Board of Directors are also welcome to attend all board meetings.

### **Section 6**

The board shall meet bi-monthly and in no event less than once a calendar quarter and at other times as determined by the President or by a vote of the majority of the board members. Notification to each board member to call a previously unscheduled a board meeting shall not occur less than 5 days prior to the time of the meeting, and a quorum can be obtained. Meetings can be held via telephone conference and still satisfy this bylaw. All Board of Directors meetings will be conducted in accordance with Roberts Rules of Order.

### **Section 7**

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within the city of Portland, Oregon, unless a majority of directors agree otherwise, as the place for holding any special meeting of the Board of Directors called by them. This meeting may also be held by teleconference as needed for the convenience of the board members.

### **Section 8**

The Board of Directors from time to time may hold Executive sessions for discussion purposes only. An Executive Session is a closed session of Board members only, and is not open to attendance by the General Membership, unless by specific invitation by the Board.

### **Section 9**

Notice of any Board of Directors meeting shall be given consistent with the provisions established in section 5 of this Article IV either personally, by voice mail, email, fax, or by written notice delivered by US Mail to the last known address as recorded on the membership roll of the group. If mailed, such notice shall be deemed to be delivered seventy-two (72) hours after it is deposited in the US mail so addressed, with postage thereon prepaid. Neither the business to be transacted, nor the purpose of any regular meeting of the Board of Directors needs to be specified in the notice. Notice of special meetings called by the Board must state the purpose of the meeting.

### **Section 10**

A majority of voting board members shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority is present at a meeting, no official business can be transacted. Board member proxy voting is allowed if it's verified in writing, yet this will not count toward board member minimum attendance requirements or quorum. A two-thirds minimum board meeting member attendance is required over a rolling 12-month period at the regularly scheduled board meetings.

### **Section 11**

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, with the President breaking any tie vote only if necessary. A director appointed to fill a vacancy shall serve for the unexpired term of such director's predecessor in that position. The appointment of a replacement director shall occur within thirty days (30) of the vacancy by holding a special meeting, if necessary, for this purpose. This appointment will still require a ratification of the general membership within 30 days.

### **Section 12**

A board member may resign at any time by delivering written notice to the Board of Directors, the President or Secretary. A resignation is effective when the notice is effective under ORS 65.034 of the Oregon Nonprofit Corporation Act as amended unless the notice specifies a later effective date. Once delivered, a notice of resignation is accepted and considered irrevocable unless the Board of Directors permits revocation.

### **Section 13**

A board member of NWREIA who is present at a meeting of the Board of Directors at which action on any NWREIA matter is taken shall be presumed to have assented to the action taken, unless such board member's dissent or abstention shall be entered in the minutes of the meeting, or unless such board member shall file written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or shall forward such dissent or abstention by registered mail to the secretary of NWREIA immediately after adjournment of the meeting. Such right to dissent or abstention shall not apply to a board member who voted in favor of such action.

### **Section 14**

All or any number of board members may be removed with cause, as determined by the board, at a meeting expressly called for that purpose or at a regularly scheduled meeting, by a vote of 66% of the remaining board members. 100% of eligible board votes are to be collected for this vote. In any case no board member shall be removed nor shall a board member be removed based solely on his or her sex, religion, age, ethnic origin, race, color, sexual orientation or familial status. In the event of the entire Board of Directors removal, the membership shall appoint a 3 person Nominating Committee to select and acquire candidates to fill those positions, which will then be approved by a majority vote of membership at the next available general meeting.

### **Section 15**

All members of the Board of Directors may serve with or without compensation, as determined by a quorum of board members present. The Board of Directors shall fix the amount of any compensation by a two-thirds vote of all board members present at such meeting where the compensation issue is voted upon.

### **Section 16**

No bonus shall be paid to any officer, director, or other employee of the organization without a full resolution of the Board setting forth the reasons for the bonus. A personal financial hardship of any officer, director, or other employee of the organization shall not constitute grounds for a bonus.

### **Section 17**

The Board of Directors shall maintain adequate insurance coverages for Business Liability and Directors and Officers Liability. The amount of coverage may be adjusted from time-to-time as determined by the majority vote of the Board, but in no event shall be less than a \$1,000,000 limit for both insurance types. All members of the Board of Directors shall have any personal liability for any claims against the Board or Northwest Real Estate Investors Association.

## **ARTICLE V - Officers**

The executive officers of the NWREIA shall consist of a President, Vice President, Secretary and Treasurer.

### **Section 1**

The officers shall be members in good standing.

### **Section 2** The president shall:

- A. Preside over the General Meetings and the Board of Directors meetings;
- B. Be the liaison with other national organizations;
- C. Be the official spokesperson for NWREIA;
- D. Countersign the withdrawal of the funds of NWREIA where the expenditures exceed \$250.00;
- E. Appoint the chairperson of each standing committee subject to confirmation by the board;
- F. Exercise all powers and perform all duties normally incident to such office;
- G. Be responsible for heading the Program Committee, with the ability to delegate to another Board member or member.

### **Section 3** The vice-president shall:

- A. Perform all duties and responsibilities of the president in the absence of the latter; and
- B. Perform such other duties as the board or the president may authorize.
- C. Be responsible for heading the Governmental Relations and Lobbying Committee.

### **Section 4** The secretary shall:

- A. Record the minutes of each Board of Director meeting of NWREIA;
- B. Send a copy of the minutes to the President and Board of Directors within one week after each such Board of Directors meeting;
- C. Be responsible for keeping the records of NWREIA;
- D. Be responsible for the correspondence of NWREIA as directed by the President; and
- E. Keep a record of NWREIA property and the location of each item.

### **Section 5** The treasurer shall:

- A. Collect all monies due to NWREIA;
- B. Deposit club funds in bank account(s) approved by the board;
- C. Produce the financial statements of NWREIA;
- D. Sign or countersign withdrawal of NWREIA funds;
- E. Arrange for payment of accounts owed by NWREIA;

F. Prepare monthly financial statements for review by the Board of Directors at each board meeting.

G. Conduct all withdrawals and disbursements of NWREIA funds.

H. Board members may purchase materials for NWREIA and later be reimbursed with NWREIA funds if the following provisions are followed:

(a) The Treasurer shall reimburse the member or officer for any expenditure(s) not exceeding \$250.00 so long as this does not overdraw any account upon which the reimbursement is drawn.

(b) A majority vote of the Board is required for unanticipated or non-budgeted expenditures over \$250.00 in advance of such expenditure(s) in any given 30-day period, so long as the expenditure is within planned budget allowances. An email notice, and email approval by a quorum of board members is allowable.

### **Section 6**

The Treasurer and/or the President shall prepare an Annual Report for the annual business meeting. Any property pertaining to any office must be transferred to the incoming officer within two weeks after the annual business meeting.

## **Article VI - Standing Committees**

### **Section 1**

In addition to the Executive Committee, the optional standing committees shall be the Nominating, Program, Publicity & Marketing, Governmental Relations & Lobbying, Membership, Ethics, Vendor Fair, Picnic, and New Member Orientation. These committees shall be organized and managed by the Board of Directors.

### **Section 2**

A Nominating Committee shall be appointed when necessary to fill a vacant Board position. This committee shall be formed by 1 board member and 2 volunteer members from NWREIA's general membership, who will have the task of soliciting and receiving applications of interested parties to fill vacant board positions. Volunteers must be NWREIA members in good standing with at least 2 years of membership. The Nominating committee shall then make their majority recommendation to the general membership at the next available monthly meeting for election. The Board position appointment shall then be ratified by a majority vote of the general membership at the next available general meeting.

## **Article VII - NWREIA Governance**

### **Section 1**

The Board of Directors may authorize any officer(s) or agent(s), to enter into a contract or execute and deliver any instrument in the name of and on behalf of NWREIA, and such authority may be general or confined to specific instances. Any contracts exceeding the amount established as board policy in terms of allowable liability, requires specific ratification by majority vote of the Board, unless already approved as part of the annual budget. Speaker agreement contracts policies shall be determined as a policy decision of the Board separately from this rule.

### **Section 2**

No loans or leases shall be contracted on behalf of NWREIA and no evidences of indebtedness greater than \$250 shall be issued in its name unless authorized by a resolution of the Board of

Directors. The amount of allowable contracts shall be determined as a policy decision by majority vote of the Board.

### **Section 3**

No loans or guarantees for loans shall be made to any Director or Executive Officer.

### **Section 4**

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of NWREIA shall be signed by such officer or officers, agent or agents, of NWREIA and in such manner as shall from time to time be determined by resolution of the Board of Directors.

### **Section 5**

All real and personal property titles, rights, privileges and licenses acquired by NWREIA shall remain with NWREIA until such time as disposed of or otherwise transferred to another party or parties in accordance with and directed by the Board of Directors or to complete the dissolution of NWREIA as provided and prescribed in Article IX. These include but are not limited to:

- Submitted articles, reviews, and other such printed or electronically prepared material used in the production of NWREIA's publications or other benefit of NWREIA.
- Intellectual property developed while serving in an official or service/volunteer capacity of NWREIA unless such intellectual property has been previously copyrighted and expressly authorized for use by the copyright holder for the benefit of NWREIA.
- Property licenses and materials whether purchased, donated, gifted or otherwise granted to and for the benefit of NWREIA by its members, other corporations, or private individuals or other legal entities outside of NWREIA. No member shall convert to personal use any asset of NWREIA without the written consent of the Board of Directors and recorded in the minutes of NWREIA.

### **Section 6**

NWREIA's Board of Directors may authorize, by resolution, compensation to any member or non-member of the Association for services rendered.

### **Section 7**

NWREIA shall maintain written Policy and Procedures for governing day to day activities that are not specifically addressed in these bylaws. The Board may from time to time amend the Policy and Procedures of NWREIA by administrative action and shall not require a vote by the General Membership.

## **Article VIII – Meetings**

### **Section 1**

A general meeting of the membership shall be held each month as determined by the Board of Directors. The June general meeting is the annual business meeting. Election voting of the Board of Directors takes place the entire month of October. All members will be notified of the time, place and tentative program at least seven (7) days before each general membership meeting. Fees and guest policies shall be determined by the Board of Directors and be governed by the Policy and Procedures.

### **Section 2**



Additional meetings of the members may be held for the benefit of the members and guests of NWREIA from time to time or on a regular basis as the needs and budget of NWREIA dictate. The time and location shall be determined by those responsible for leading the meeting subject to any conditions placed by the Board of Directors. These additional meetings may include but are not limited to: round table (open discussion), workshops, classes, seminars, webinars, or any other meeting that further the goals and purposes of the Association.

### **Section 3**

Insofar as possible for the completion of ordinary business, matters of parliamentary procedure not prescribed by the Articles of Incorporation, these Bylaws, or by the applicable Oregon Revised Statutes, shall be governed by Robert's Rules of Order (revised). In general, meetings of the Board of Directors and other committees or meetings of NWREIA shall be conducted by procedures designed to foster consensus.

### **Section 4**

For all purposes not otherwise defined, a quorum of NWREIA's membership shall be ten percent (10%) of qualifying members.

### **Section 5**

Meetings of the general membership shall be held on a monthly basis. Such regular general meetings are subject to cancellation when circumstances warrant. The senior officer of NWREIA present at any meeting shall preside, unless another Board member is appointed this task by the board.

## **Article IX- Prohibited Activities**

### **Section 1**

Notwithstanding any other provisions of these articles, NWREIA shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c)(6) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

## **Article X – Dissolution**

### **Section 1**

Dissolution of NWREIA shall occur by majority vote of its members or as determined necessary by the board of directors. In the event of dissolution, and following the discharge of all NWREIA debts, the remainder of the group's assets shall be distributed as determined by the Board of Directors in order to satisfy debts and obligations, and then distributed to the paid members equally, after all operational expenses are satisfied, and in accordance with Article IX

### **Section 2**

Upon the dissolution of NWREIA, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## Article XI - Amendments

### **Section 1** (rev May 2009)

These Bylaws may be amended by a majority vote of the members present and voting at any general membership meeting provided: copies of the proposed amendment(s) are provided to the members at least seven (7) days prior to the meeting. Such amendment(s) become final only after adoption by NWREIA membership.

### **Section 2** (rev May 2009)

Any bylaw amendment can be brought up under new business for discussion. Action on any proposed amendment shall be taken at the next scheduled board of directors meeting. Minor grammatical, clarifying, or budgetary revisions shall be made directly by a 2/3 majority vote of the board of directors, and then ratified by a majority vote of the membership at the next general meeting, without the usual advance notice rules applying.

### **Section 3** (rev May 2009, re-revised March 2014)

Following the ratification of the amendment proposed therein, the terms of offices will be as follows:

- (1) The President, Treasurer and two Board members will be elected for a two year term, and elected on even year numbers.
- (2) The Vice-President, Secretary and three Board members will be elected for the regular two year term referenced in Article IV, Section 2, and elected on odd year numbers.

### **Section 4** (rev February 4 2011)

No member who is a moderator, officer or director of NWREIA shall charge a fee for mentoring or coaching other club members, except within the confines of their licensing with the state of Washington or the state of Oregon.