

**BYLAWS**  
**OF**  
**THE WORKING FAMILIES PARTY OF OREGON**

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KATE BROWN  
SECRETARY OF THE STATE

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**BYLAWS**  
**OF**  
**WORKING FAMILIES PARTY OF OREGON**

**ARTICLE 1. TITLE**

The name of the minor political party shall be the "Working Families Party of Oregon" and hereinafter will be referred to as the "WFP" or "the Party".

**ARTICLE 2. OFFICES**

The principal office of the Party shall be at 7095 SW Sandburg St., Tigard, Oregon, 97223. The State Committee may change the principal office from time to time by resolution.

**ARTICLE 3. OBJECTIVES**

The objectives of the Party shall be to improve the lives of working people and their families. The WFP may engage in any other lawful activities incidental or related to the above-described purposes, and to exercise all other rights and powers from time to time granted to minor political parties in the State of Oregon.

**ARTICLE 4. MEMBERSHIP**

There shall be two categories of members of the WFP:

- Registered voter members, who are Oregon voters registered as members of the Party; and,
- Dues-paying members, who are Oregon residents at least 18 years of age who pay dues to the Party and meet other eligibility criteria established by the State Committee.

Members may meet either or both criteria. Unless otherwise prohibited by law, all members shall have an equal voice in the matters of the Party as determined by these Bylaws.

**ARTICLE 5. ORGANIZATIONAL AFFILIATION**

Community organizations, issue advocacy organizations, and labor organizations may affiliate with the Party based on conditions and qualifications established by the State Committee or by the Steering Committee of the WFP at the time the Party was qualified as a minor political party by the State of Oregon as provided in Article 7.2. Affiliated organizations may pay dues on behalf of all or a portion of their members. Said organizational members may choose to be

represented in the affairs of the Party through organizational affiliation, or through local chapters, as defined in Article 6.

## **ARTICLE 6. LOCAL CHAPTERS**

6.1 The WFP shall have local chapters chartered by the State Committee. The State Committee shall determine the geographic jurisdiction of each local chapter and the eligibility criteria and minimum number of WFP members who are residents of such geographic jurisdiction required to form a local chapter. Only one chapter shall be formed and chartered in any designated geographic area. The State Committee shall have the power to grant charters to chapters that meet the stated requirements, and shall have the power to revoke charters of chapters whose membership falls below the required membership numbers, or based on other criteria determined and published by the State Committee.

6.2 The members of each local chapter shall vote for a chairperson, or co-chairpersons, secretary, and treasurer. Each of those positions shall be filled for a one year period, after which another vote shall take place to elect or reelect the persons to fill those positions. Each of those positions shall have the same authority at the local chapter level that such positions have at the State Committee level.

### 6.3 Endorsements

(a) For non-partisan, local races as well as other races for which the party's nomination process is not applicable (i.e. primaries), within the geographic jurisdiction of a Local Chapter in good standing, the Local Chapter may vote to make a recommendation to the State Committee concerning endorsements. The Chapter's representative on the State Committee shall present the recommendation at the next State Committee meeting and the State Committee shall vote on the recommendation. The State Committee may override the recommendation by majority vote.

(b) For non-partisan local races and primaries not within the jurisdiction of a Local Chapter, or when the local chapter has not considered endorsements or taken action in a particular race, the State Committee may initiate and vote on an endorsement.

(c) Local Chapters may provide the State Committee with non-binding recommendations on other jurisdictionally relevant issues.

6.4 Chapters shall not have local bank accounts, but shall be credited through a chapter ledger with a percentage of the membership dues of members in the jurisdiction as determined by the State Committee.

## **ARTICLE 7. STATE COMMITTEE**

7.1 A State Committee of at least five persons shall govern the WFP and be responsible for its general business and affairs, including but not limited to establishing criteria for membership, chapter formation, organizational affiliation, candidate endorsements and nominations, allocation of financial resources and Party policies.

7.2 Initial eligibility criteria for individual membership, organizational and local chapter affiliation shall be established by the Steering Committee of the WFP in office at the time the Party was qualified as a minor political party by the State of Oregon. Said Steering Committee shall serve until such time as eligibility criteria are established and a State Committee is appointed as provided in Section 7.3.

7.3 The State Committee shall consist of persons appointed by each organization which is officially affiliated with the WFP, and by each local chapter of the WFP chartered by the State Committee according to criteria established by the State Committee. All persons appointed to the State Committee shall be members of the WFP.

7.4 Vote Allocation. Each State Committee member appointed by an affiliated organization or chapter of the WFP shall have a number of votes on all matters presented for voting before the State Committee based upon the number of dues paying and/or registered members of the organization or local chapter according to criteria established by the State Committee. Each officer chosen pursuant to Article 9 shall have one vote in addition to any they may exercise as representative of an affiliated organization or chapter. A state-wide parent organization and local affiliate may each be members of the State Committee but they shall not count the same dues paying member more than once in determining the number of votes provided to each organization.

7.5 Removal. A member of the State Committee may be removed with or without cause, by a vote of members of the State Committee holding at least two-thirds of the total votes on the State Committee, either at a special meeting called for that purpose or at any regular meeting, provided that notice of the meeting and of the removal question are given as provided in these bylaws.

7.6 Vacancies. A vacancy on the State Committee shall be filled by another appointment by the organization or the local chapter entitled to fill the vacancy.

7.7 Compensation. Members of the State Committee may receive reimbursement of out-of-pocket expenses in accordance with policies or resolutions adopted by the State Committee. Members shall not otherwise be compensated for service in their capacity as Members of the State Committee, but may be compensated for their duties as Officers or for other services to the Party as determined and authorized by the State Committee.

7.8 Resignation. A member may resign at any time by delivering written notice to the president or the secretary. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the State Committee.

## **ARTICLE 8. MEETINGS OF THE STATE COMMITTEE**

8.1 Annual, Regular and Special Meetings. The State Committee shall hold annual meetings. The Committee by resolution may fix a time and place for other regular meetings of the Committee, to be held without notice other than such resolution. If the time and place of any Committee meeting is regularly scheduled by the Committee, the meeting is a regular meeting. All other meetings are special meetings.

8.2 Participation in Meeting or Meeting by Telephone Conference or Other Means. The State Committee may permit any or all of the members to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

8.3 Action without Meeting. An action required or permitted to be taken at a State Committee meeting may be taken without a meeting if one or more written consents describing the action taken are signed by a majority of votes cast by the members entitled to vote on the matter and included in the minutes or filed with the Party records reflecting the action taken. Action taken under this section is effective when the last member creating the majority signs the consent, unless the consent specifies an earlier or later effective date. A consent under this section has the effect of a meeting vote and may be described as such in any document.

8.4 Waiver of Notice. A State Committee member may at any time waive any notice required by these bylaws. A member's attendance at or participation in a meeting waives any required notice to the member of the meeting unless the member, at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transaction of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Except as provided in the preceding sentence, any waiver must be in writing, must be signed by the member entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the Party records.

8.5 Quorum and Voting. A quorum of the members of the State Committee shall consist of a majority of the number of members on the Committee immediately before the meeting begins, provided that the members in attendance control the majority of votes out of the total votes for all the Committee members combined as provided for in these bylaws. If a quorum is present when the meeting begins, the affirmative vote of a majority of the members present when the action is taken is the act of the State Committee, except to the extent that these bylaws require the vote of a greater number of members. Members may not vote by proxy.

## ARTICLE 9. OFFICERS

9.1 Designation; Election; Qualification. The officers of the Working Families Party shall be appointed by the State Committee and shall be two Co-Chairpersons, a Secretary, a Treasurer, and such other officers as the State Committee from time to time shall appoint. Each officer shall be a member of the State Committee and a WFP member. The initial appointment of officers shall be made by the vote of the majority of the members of the Steering Committee that was in existence at the time that the WFP was qualified by the State of Oregon as a minor political party and such officers shall serve in such capacity until such time as a State Committee of at least five persons is appointed as provided in Article 6 above, and either confirms the sitting officers or appoints others.

### 9.2 Terms of Office.

(a) The terms of office of all officers of the organization shall be fixed by the State Committee. Unless otherwise agreed by a majority of the State Committee, the term of any officer will be for one year. No officer will be appointed for a term that is longer than two years (but this limitation will not restrict the State Committee from re-appointing an officer to the same or different officer position).

(b) Any officer may be removed, either with or without cause, at any time by action of the State Committee.

(c) An officer may resign at any time by delivering notice to the Executive Committee. A resignation is effective when the notice is effective immediately, unless the notice specifies a later effective date. If a resignation is made effective at a later date and the organization accepts the later effective date, the State Committee may fill the pending vacancy before the effective date if the State Committee provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the State Committee.

9.3 Co-Chairpersons. There shall be two co-chairpersons. The chairpersons shall be the chief executive officers of the WFP and shall, subject to the control of the State Committee, supervise and control the affairs of the Party and the activities of the officers. They shall perform all duties incident to their office and such other duties as may be required by law, by these bylaws, or which may be prescribed from time to time by the State Committee. A chairperson shall preside at all meetings of the State Committee and at all meetings of the WFP. Except as otherwise expressly provided by law, or by these bylaws, either Chairperson may, in the name of the Party, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the State Committee. In the event of disagreement between the Co-Chairpersons as to a matter of policy, the Executive Committee or, failing that, the State Committee shall resolve the matter by majority vote.

9.4 Secretary. The secretary shall keep the records of the Party. The secretary shall have responsibility for preparing minutes of meetings of the State Committee and for authenticating records of the Party. The secretary shall keep or cause to be kept, at the principal

office or such other place as the State Committee may order, a book of minutes of all meetings of the State Committee and of other committees and subcommittees which have provided minutes to the secretary. All such minutes shall be open to review by any Party member. The secretary shall have such other powers and perform such other duties as may be prescribe by the State Committee or these bylaws.

9.5 Treasurer. The treasurer shall be the chief financial officer of the Party and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Party. The treasurer shall: (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Party with such depositories as may be designated by the State Committee or Executive Committee; (b) disburse, or cause to be disbursed, funds of the Party as may be ordered by the State Committee or Executive Committee; and (c) have such other powers and perform such other duties as may be prescribed by the State Committee or Executive Committee or these bylaws.

9.6 The salaries of the officers, if any, shall be fixed from time to time by resolution of the State Committee. In all cases, any salaries received by officers of this Party shall be reasonable and given in return for services actually rendered to or for the Party.

## **ARTICLE 10. COMMITTEES AND SUBCOMMITTEES**

10.1 Committees and Subcommittees. The State Committee may by resolution create one or more committees and subcommittees, including an Executive Committee, and appoint their members or designate the method of selecting such members. Each such committee or subcommittee shall consist of two or more committee members.

10.2 Committee and Subcommittee Powers and Procedures. The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the State Committee shall apply to other committees and subcommittees and their members as well. Other committees and subcommittees may, to the extent specified by the State Committee, exercise the authority of the State Committee; provided, however, that only the State Committee may:

(a) Authorize distributions, except that the Executive Committee may authorize distributions;

(b) Approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the organization's assets;

(c) Elect, appoint, or remove members or fill vacancies on the State Committee or on any other committee or subcommittees; or

(d) Adopt, amend, or repeal the bylaws.

(e) Hire and set the salary of employees, including an Executive Director, except that the Executive Committee may hire and set the salary of employees other than an Executive Director.

8.3 Executive Committee. The State Committee shall form an Executive Sub-Committee to carry out the day-to-day functions of the Party. The Executive Committee shall have all of the powers of the State Committee between State Committee meetings. The Officers of the Party shall be members of the Executive Committee along with any other persons appointed by the State Committee.

## **ARTICLE 11. NOMINATIONS AND CONVENTION**

11.1 Nominations Process. The State Committee shall appoint a Nominations Committee in each election year. The Nominations Committee may nominate candidates to partisan public offices at the General Election by the following process. Affiliated organizations and recognized chapters shall each cast the same number of votes on the Nominations Committee as they cast on the State Committee. The Nominations Committee may also include regional delegates as specified by the State Committee. Organizations and chapters may elect to have the same individual(s) represent them on the State Committee and on the Nominations Committee, or they can elect to be represented by different individuals. Representatives to the Nominations Committee must be registered members of the Working Families Party. A quorum for the purpose of making nominations shall be two-thirds of the weighted voted of the Nominations Committee. A majority of the weighted votes present shall be required to make nominations.

11.2 The WFP shall hold conventions as directed by the State Committee. Notice of the time and place of any convention shall be given to WFP members as required by Oregon law.

11.3 Voting delegates to a convention shall consist of members of the State Committee and all other WFP members present at the convention.

11.4 The State Committee may itself present, and shall adopt procedures for local chapters and WFP members to present to the voting delegates at a convention, any nomination or endorsement of a candidate, support for or opposition to any ballot initiative or measure, any WFP platform issue, or any other matter.

11.5 Unless otherwise prohibited by law, all voting delegates at a convention may vote on any matters presented to the convention by the State Committee. A majority of eligible voting delegates shall be required to approve any matter presented at the convention.

## **ARTICLE 12. NON DISCRIMINATION**

12.1 The Party shall not discriminate in providing services, hiring employees, or otherwise upon the basis of sex, race, creed, marital status, sexual orientation, religion, color, age, or national origin.

## **ARTICLE 13. CONFLICT OF INTEREST**

The State Committee shall adopt a conflict of interest policy on behalf of the Party.

## **ARTICLE 14. GENERAL PROVISIONS**

14.1 Amendment of Bylaws. Except as otherwise provided by law, the State Committee may amend or repeal these bylaws or adopt new bylaws by votes cast by two-thirds of the entire State Committee at a special meeting called for that purpose or at any regular meeting, provided that notice of the meeting and of the proposal to amend or repeal the bylaws or adopt new bylaws is given as provided in these bylaws. Whenever an amendment or new bylaw is adopted, it shall be copied in the minute book with the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in such book and place.

14.2 Inspection of Books and Records. All books, records, and accounts of the Party shall be open to inspection by the members of the State Committee in the manner and to the extent required by law.

14.3 Checks, Drafts, Etc. All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the Party shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the State Committee.

14.4 Execution of Documents. The State Committee may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Party. Such authority may be general or confined to specific instances. Unless so authorized by the State Committee, no officer, agent, or employee shall have any power or authority to bind the Party by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

14.5 Fiscal Year. The fiscal year of the organization shall begin on the first day of July and end on the last day of June in each year.

14.6 Insurance. The Party may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a member of the State Committee, officer, employee, or agent of the Party provided, however, that the Party may not purchase or maintain such insurance to indemnify any State Committee member, officer, employee, or agent of the Party in connection with any proceeding charging improper personal benefit to the State Committee member, officer, employee or agent in which such person was adjudged liable on the basis that personal benefit was improperly received by such person.

14.7 Statutory Provisions; Conflicts. All references in these bylaws to sections of the Internal Revenue Code of 1986, as amended, and Oregon Revised Statutes ("ORS") shall be deemed also to refer to the corresponding provisions of any future federal tax laws or Oregon

laws as appropriate. In the event that any provision of these bylaws is now or hereafter in conflict with a requirement of the Oregon laws relating to minor political parties, the provisions of such laws will control.

#### **ARTICLE 15. LIABILITY OF OFFICERS AND STATE COMMITTEE MEMBERS**

No State Committee member or uncompensated officer shall have any personal liability to the organization for monetary damages for conduct as a member or officer, provided that this provision shall not be deemed to eliminate or limit the liability of a State Committee member or officer for:

- (a) Any breach of such member's or officer's duty of loyalty to the Party;
- (b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) Any unlawful distribution; or
- (d) Any transaction from which such member or officer derived an improper personal benefit.

#### **ARTICLE 16. INDEMNIFICATION**

The WFP shall indemnify to the fullest extent permitted by the Oregon law any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by the organization), by reason of the fact that the person is or was a State Committee member or Officer of the Party. The right to and amount of indemnification shall be determined in accordance with the provisions of the Oregon law in effect at the time of the determination.

#### **ARTICLE 17. CARRYING OUT TAX-EXEMPT PURPOSES**

This is a tax-exempt organization under the Internal Revenue Code Section 527. All actions of the State Committee and officers, and their agents, shall be in compliance with the intent that the organization qualify at all times as an exempt organization within the meaning of Section 527 and under applicable Treasury Department Regulations and Rulings. In this regard, all monies received by the Party will be spent entirely for carrying out the stated purposes of the organization, as set forth in its bylaws, as amended from time to time, and as permitted under Section 527 in accordance with applicable law and regulations for a minor political party of the State of Oregon. No part of the net earnings of the Party shall inure to the personal benefit of its members or any other person. Any members or others using any funds of the Party for any purpose shall give a full account of expenditures to the organization. The Party is empowered to engage in fund-raising activities to carry out the stated purposes of the Party.

**ARTICLE 18. DISSOLUTION**

In the event of dissolution of the Party, the assets and funds of the Party, after payment of the lawful claims of creditors, shall be transferred to an organization which serves purposes similar to those of this Party, as permitted by the Internal Revenue Code and Oregon law.

Adopted: January 24, 2010

Barbara Dudley,  
Co-Chairperson

Jeff Anderson,  
Co-Chairperson

Cherry Harris,  
Secretary