

CONSTITUTIONAL BY-LAWS

of the

OREGON CHIMNEY SWEEPS ASSOCIATION, INCORPORATED

ARTICLE I

GENERAL: Oregon Chimney Sweeps Association, Inc., - overview

Section 1. The name of this organization shall be the Oregon Chimney Sweeps Association, Incorporated, a public benefit corporation. The mailing address shall be determined by the Board of Directors.

Section 2. At any time when the organization has designated an official emblem, any member in good standing will have the right to use such emblem for advertising his/her company's services, or for publicity, providing it be beneficial for the Corporation.

Section 3. The fiscal year of this association shall begin May 1st of each year and end April 30th of the following year. The purpose of the fiscal year is to keep an accurate record of funds for tax purposes and any earned, donated, or granted allocations of this association.

ARTICLE II

GENERAL: Oregon Chimney Sweeps Association, Inc., - objectives

Section 1. This corporation shall be non-partisan in character and shall be non-profit with purpose:

- A. To promote the interest of all persons in preserving life, limb, and property from loss due to flue fires, other solid fuel related fires, and other hazards associated with residential heating.
- B. To protect, preserve, and enjoy the history of our forefather chimney sweeps. **Chimney Sweeps and its membership**
- C. To provide and promote a standard of excellence by which all Oregon chimney and its membership sweeps may be judged.
- D. To promote fire safety in the home.
- E. To establish and maintain a liaison with the State Fire Marshal's Office and with the State Building Code Inspector's Office.
- F. To conduct advertising of an educational nature.
- G. To discourage the fixing of prices or territorial limits.

Section 2. This organization shall support, within itself, any committee deemed necessary for the betterment and safety of itself, persons, or any organization related to the chimney and venting service or hearth products industries.

Revisions approved to By-Laws of the Oregon Chimney Sweeps Association, Inc., at May Day 2012

ARTICLE III

GENERAL: Oregon Chimney Sweeps Association, Inc., - membership

Section 1. The membership to the Oregon Chimney Sweeps Association, Inc., shall be open to anyone doing business as a chimney sweep or having an interest in the chimney and venting service or hearth products industries.

Section 2. This organization shall have the following classes of membership:

- A. **Active Membership**: This membership may be held by an individual who is a charter member or who has filed a written application for membership, accompanied by payment of the first year's dues. Said applicant must show proof of insurance, bonding, and registration with the State Construction Contractors Board.
 - (a) Members residing and working outside the State of Oregon must comply with all the applicable laws of their state. Such applications shall require the approval of a majority of the Board of Directors.
 - (b) Membership dues shall be set by the Board of Directors.
 - (c) *This is a voting membership.*
- B. **Associate Membership**: This membership may be held by an individual who has filed a written application for membership, accompanied by the payment of the first year's dues and initiation fees, and who is working full or part-time for an active member.
 - (a) Associate membership dues shall be one-half (50%) of those for an active member.
 - (b) *This is a non-voting membership.*
- C. **Commercial Membership**: Membership shall be granted to any non-sweep, industry related company who has filed a written application for membership, accompanied by payment of the first year's dues. Such application shall require the approval of a majority of the Board of Directors. Said applicant is recommended and encouraged to display the organization's logo in all advertisements.
 - (a) Membership dues shall be set by the Board of Directors.
 - (b) *This is a non-voting membership.*
- D. **Honorary Membership**: This corporation, at any regular meeting, may present names for consideration to Horary Life Membership of such persons who have rendered distinguished service to the organization or who attained distinction in the chimney sweeping service or in the study and advancement of the chimney sweeping and its related history.
 - (a) Membership dues shall be waived.
 - (b) *This is a voting membership.*

Section 3. Dues and initiation fees shall be collected annually on or before the general membership meeting to be held on or about the first of May. These dues may be prorated as the Board of Directors deem feasible.

- Section 4. The Board of Directors may provide for the issuance of certificates and cards evidencing membership in the Oregon Chimney Sweep Association, Inc. Said certificates and cards shall be in such form and style as the Board may determine, and shall be signed by the President and the Secretary of the Association and show on the face thereof the member's name, class of membership, and the year for which it is issued. Furthermore, each such card and certificate shall have printed on its face, in clear type, that the Association is a non-profit corporation.
- Section 5. No member of the corporation shall be personally liable for debts, liabilities, or obligations of the corporation.
- Section 6. The membership of any person in the corporation shall automatically terminate:
- A. On the member's written request delivered personally or via U.S. Mail to the President or Secretary.
 - B. When any member fails to pay dues and/or assessments when they become due. Membership will automatically terminate sixty (60) days following delivered written notice of dues and/or assessments.
 - C. When any member fails to keep current insurance, bonding, and licensing with the State, membership shall terminate.
- Section 7. Any membership may be reinstated by submitting a written request to the Board of Directors and paying current dues or assessments for membership. The approval of the majority of the Board shall be required to effect reinstatement.
- Section 8. Membership in the Association is non-transferable and non-assignable. No association member shall have property rights in the property of the Association. The property of the Association shall be under control of the Board of Directors.
- Section 9. The privilege of holding office and voting shall belong to all active members. Each active member shall have one vote and may vote by absentee ballot. Cumulative voting is prohibited.

ARTICLE IV

- GENERAL: Oregon Chimney Sweeps Association, Inc., - meetings
- Section 1. The general membership meeting shall be held on a weekend near the first day of May at a location to be designated prior to each meeting.
- Section 2. A quorum for a general meeting shall consist of three (3) officers, one of which will be the President or Vice President, and seven (7) active members.
- Section 3. Any active member has the power of invitation for general meetings.
- Section 4. Board of Director Meetings:
- A. May be called by the President or two (2) Board Members.
 - B. The time and place shall be designated with at least seven (7) days notice.
 - C. A quorum for a meeting of the Board of Directors shall consist of 60% of Board Members.
 - D. Require a seven (7) day advance notice which will specify the location and the agenda for the meeting.
 - E. Meetings to be held quarterly.
 - F. Minutes shall be recorded and distributed to Board Members by the Secretary.
- Section 5. Special Membership meetings:
- A. May be called by the President.
 - B. May be called by two (2) Board members.
 - C. May be called by any ten (10) members.
 - D. Require a seven (7) day advanced notice which will specify the location and agenda for the meeting.
 - E. Minutes and agenda shall be recorded and distributed to Board Members by the Secretary.
- Section 6. Regional meetings:
- A. May be called by the President or by a District representative.
 - B. Time and place will be designated with a least seven (7) days notice.
 - C. Agenda and minutes shall be given to the Board of Directors.
 - D. Shall be held at least once (1) per year.
- Section 7. The rules of order at any meeting shall be "Robert's Rules of Order"
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ARTICLE V

GENERAL: Oregon Chimney Sweeps Association, Inc., - Board of Directors positions and duties.

Section 1. The authorized number of directors of the organization shall be eleven (11) to twelve (12), of which will be the President, Vice – President, Secretary, Treasurer, Past President, and seven (7) persons elected from the membership. Each of the seven elected positions of the Board will be representative of one of the six (6) districts of the State of Oregon and one (1) district representing members who reside and operate outside the State of Oregon.

- A. **President** – elected annually for one year term, not to exceed three consecutive terms.
- B. **Vice – President** – elected annually for one year term, not to exceed three consecutive terms.
- C. **Secretary** – elected annually for one year term, not to exceed three consecutive terms.
- D. **Treasurer** – elected annually for one year term, not to exceed three consecutive terms.
- E. **Past President** – one year term after holding office.
- F. **District Representatives (7)** – two year term elected on even number years.

Section 2. Duties of the President:

- A. To preside over all general membership meetings
- B. To assign committees.
- C. To co-sign checks with the Treasurer over designated amounts.
- D. To appoint persons to vacated elected positions, subject to approval of the Board of Directors.

Section 3. Duties of the Vice - President:

- A. Assume the duties of the President in his/her absence.
- B. Perform duties as so assigned by the President.
- C. To maintain all records pertaining to membership.
- D. To maintain, administer, and grade the Oregon Chimney Sweeps Association, Inc. Certification Exams.
- E. Act as Sergeant-At-Arms at general meetings.

Section 4. Duties of the Secretary:

- A. Keep all organizational records, except financial.
- B. Take minutes at general meetings and Board meetings.
- C. Handle organizational correspondence.
- D. To oversee the publication and mailing of a newsletter to the membership, quarterly.

Section 5. Duties of the Treasurer:

- A. Handle financial matters of the organization.
- B. Co-sign checks with the President, over designated amounts.
- C. Keep all corporate financial records in order and have said records in a condition satisfactory to the account's demands.

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- Section 6. Duties of the Past President:
A. Provide guidance to newly elected Executive Board members for one year after holding office.
- Section 7. Duties of District Representatives:
A. To oversee regional meetings; held annually.
B. Act as a nomination committee chair for region.
C. Moderate annual District Meeting for which elected.
- Section 8. General Duties of the Board of Directors:
A. Handle grievances and legal matters pertaining to the corporation.
B. Manage organizational property.
C. Administer discipline, fines, suspensions, or terminate membership.
D. Oversee the audit of the corporate financial records, by an accountant, if deemed necessary.
E. Review the current By-Laws every fourth year and make revisions as deemed necessary.
F. Except as otherwise provided by the Articles of Corporation or the By-Laws of the corporation and the laws of the State of Oregon, the corporate powers of the Oregon Chimney Sweeps Association, Inc., shall be exercised, its property controlled and its affairs conducted by the Board of Directors.
- Section 9. Any elected Officer or Board Member may be removed from office by 2/3 (67%) vote of the membership.
- Section 10. Appointments:
A. Vacancies in the Board of Directors shall be filled by appointment by a majority of the remaining Directors and each Director so appointed shall serve the remaining unexpired term of his/her predecessor.
B. An Officer may assume the responsibilities of a District Representative if none exists in that district, and may hold this position until such time a Director is appointed or elected by the Board.

ARTICLE VI

GENERAL: Oregon Chimney Sweeps Association, Inc., - Gifts, Donations, and Endowments.

- Section 1. Oregon Chimney Sweeps Association, Inc., has the power to make gifts, donations, or endowments, financial or material, to other organizations, formed and perpetrated for the public welfare and benefit, in the public interest.

ARTICLE VII

GENERAL: Oregon Chimney Sweeps Association, Inc., - Prohibition against Sharing Corporate Profits and Assets.

Section 1. No member, director, officer, employee, or other person connected with this corporation, nor any other private individual, shall receive at any time any of the net profits or earnings from the operation of the corporation. Provided that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the organization in effecting any of its purposes as shall be fixed by resolutions of the Board of Directors. And furthermore, no such person shall be entitled to share in the distribution of, or receive any of the organizations assets on dissolution of the corporation.

ARTICLE VIII

GENERAL: Oregon Chimney Sweeps Association, Inc., - Incorporation

Section 1. In the event of dissolution of this corporation, any property owned by the organization shall be liquidated for funds to the treasury. Any funds remaining in the treasury after payment of all debts and current due claims shall be donated to the American Cancer Society, Portland, Oregon.

ARTICLE IX

GENERAL: Oregon Chimney Sweeps Association, Inc., - Amendments:

Section 1. New by-laws may be adopted, amended, or repealed after presenting them to the membership of the organization. Amendments must be presented in writing to active members preceding the vote.

Section 2. After an amendment to the constitution and by-laws has been presented at the general membership meeting, it will require a 2/3 (67%) majority vote of the entire membership to ratify.

Section 3. If any part of this constitution is found to be illegal, it will not invalidate the entire constitution.