Oregon Association of Minority Entrepreneurs Bylaws

ARTICLE I – ORGANIZATION AND PURPOSE

The name of the Association will be the Oregon Association of Minority Entrepreneurs (OAME), known hereafter as the Association. The Association is a non-profit corporation organized and operating under the laws of the State of Oregon.

The Association will establish an effective economic development entity through its membership network. The Association aims to network concerned individuals, organizations, associations, businesses, and government entities to develop an entrepreneurship process for ethnic minorities in Oregon. It will aid minority communities in their development process, develop sound legislative initiatives for economic development, and strive to be an independent spokesperson for minorities in economic development in Oregon.

ARTICLE II – OBJECTIVES AND FUNCTIONS

Section 1: Objectives

The association's objectives are to develop and maintain an organization that will assist in minority entrepreneurship and economic development in the State of Oregon. These efforts will contribute to the greater good of the community, its citizens, existing businesses, and governmental entities.

Section 2: Functions

To achieve these basic objectives, the Association, among other things may:

a. Publish and distribute newsletters concerning entrepreneurship ideas of national, state, and local interest;
b. Conduct workshops throughout the state to exchange community and entrepreneurship development information and planning techniques;
c. Sponsor an annual statewide minority entrepreneurship conference for members and other interested individuals to facilitate widespread exchange of entrepreneurship practices, ideas, experiences and information;
d. Organize a volunteer consulting service among knowledgeable and experienced people willing and able to assist minorities and other individuals seeking entrepreneurial assistance and guidance.
e. Gather and review entrepreneurship information on a recurring basis, compile and distribute this information to Association members and others;
f. Begin a minority entrepreneurship information program

g. Compile and distribute information on colleges and universities while developing affiliations with organizations that promote educational opportunities for minority groups in Oregon.

h. Affiliate with other organizations and entities, i.e., Chamber of Commerce, Small Business Development Center, business organizations, community organizations to increase opportunities for the development and awareness of minority entrepreneurship;

i. Act as a clearinghouse for information on entrepreneurship and economic development for the minority business community.

j. Coordinate acquisition and lending of funds for minority entrepreneurship in the State of Oregon

k. Develop minority youth entrepreneurship activities;

Section 4: Board Roles and Responsibilities (Move to a "Policies & Procedure" Section)

The Association Officers shall be Chair, Vice-Chair, President, Treasurer, Secretary, and/or other officers as the Board may. Each officer shall be elected by the Board at the scheduled meeting following the adoption of these Bylaws.

Board Member Duties

Any member in a position of leadership in the organization, holding a position on the Board of Directors, or serving on the committees, who feels he or she is unable to support the policies of the association, should tender a resignation as a volunteer leader. To enable maximum efficiency of the Board of Directors, meeting attendance is expected.

A board member must meet certain standards of conduct and attention in carrying out his or her responsibilities to the organization. Some states have statutes adopting some variation of these duties, which would be used in court to determine whether a board member acted improperly. These standards are usually described as the duty of care, the duty of loyalty, and the duty of obedience.

Duty of Care

Requires directors and officers to be diligent and prudent in managing the organization's affairs. Individuals charged with governance must act with the care that an ordinarily prudent person would exercise under similar circumstances.

Board members are expected to actively participate in the governance of the organization, including regular attendance at scheduled board meetings. Each board member must attend a minimum of 9 board meetings per calendar year, either in person or through approved electronic means (such as video or teleconference).

Board members are expected to provide advance notice when unable to attend a meeting.

Repeated absences without prior notification or valid justification may be considered unexcused and subject to Board review.

Consistent participation is essential to maintaining quorum, ensuring effective decision-making, and supporting the work of the organization. Failure to meet the minimum attendance requirement may result in further action as determined by board policy.

Duty of Obedience

Requires the board to act in accordance with the organization's rules and policies, and in furtherance of its goals as stated in the mission statement, articles of incorporation and Bylaws.

Duty of Loyalty

Dictates that officers and directors must act in good faith and must not allow their personal interests prevail over the interests of the organization. In particular, the duty of loyalty requires a director to avoid conflicts of interest that are detrimental to the association. To that end, the board of directors should adopt and regularly evaluate an effective conflict of interest policy that:

- Requires directors and staff to act solely in the interests of the association without regard for personal interests.
- Includes written procedures for determining whether a relationship, financial interest, or business affiliation results in a conflict of interest; and
- Prescribes a certain course of action in the event a conflict of interest is identified.

Board of Directors and staff should be required to disclose annually in writing any known financial interest that the individual, or a member of the individual's family, has in any business entity that transacts business with the association.

Chair:

The Chair is responsible for leading the board of directors and ensuring its effective operation. They preside over board meetings, set agendas in collaboration with the president, and ensure that key responsibilities are adhered:

a. Leadership: Provide overall leadership and guidance to the board of directors.
b. Board Meetings: Preside over board meetings, ensuring effective discussions and decision-making.
c. Agenda Setting: Collaborate with the president to set the agenda for board meetings.
d. Board Operations: Ensure the board operates within its bylaws and fulfills its governance responsibilities.
e. Representation: Act as a spokesperson and representative of the organization when necessary.
f. Committee Oversight: Oversee the functioning of board committees and task forces.
g. Board Development: Participate in board member recruitment, orientation, and evaluation processes.

Vice Chair:

The Vice-Chair assists the Chair in fulfilling their duties and acts as Chair in their absence. They support continuity and effective leadership within the board of directors, and ensure that key responsibilities are adhered:

a. Support to Chair: Assist the Chair in their duties and responsibilities.
b. Leadership Continuity: Serve as acting Chair in the absence of the Chair.
c. Committee Leadership: Lead or participate in committees or task forces as assigned.
d. Board Engagement: Promote engagement and participation among board members.
e. Succession Planning: Assist in identifying and developing future board leadership.

Treasurer:

The Treasurer is responsible for overseeing the nonprofit organization's financial affairs and reporting and ensuring transparency, accuracy, and compliance with financial regulations, ensure that key responsibilities are adhered:

a. Financial Oversight: Manage and oversee the organization's financial resources.
b. Budgeting: Develop and monitor the annual budget in collaboration with the finance committee and staff.
c. Financial Reporting: Prepare regular financial reports for the board of directors.
d. Audit and Compliance: Ensure compliance with financial regulations and oversee audits as required.
e. Investment Oversight: Manage the organization's investments and financial assets.
f. Risk Management: Assess and mitigate financial risks facing the organization.

Secretary:

The Secretary is responsible for maintaining accurate records of board meetings and official correspondence, ensuring compliance with legal and governance requirements, ensure that key responsibilities are adhered:

a. Meeting Administration: Record minutes of board meetings and maintain official records.
b. Correspondence: Manage official correspondence and communications of the organization.
c. Bylaws and Governance: Ensure compliance with the organization's bylaws and governance procedures.
d. Board Communications: Facilitate communication among board members and between the board and staff.
e. Meeting Logistics: Coordinate meeting logistics and distribute meeting materials.
f. Records Management: Maintain archives and records of board actions and decisions.

Advisory Board Chair:

The Advisory Board Chair serves as a liaison between the Advisory Board and OAME leadership, providing strategic guidance, external expertise, and recommendations in support of the organization's mission and priorities. The position may be held jointly by two individuals serving as Co-Chairs, who shall share the responsibilities of the position and may divide specific duties between them as mutually agreed. The Advisory Board Chair serves in an advisory capacity and does not have fiduciary or voting authority over the organization and shall ensure that key responsibilities are adhered:

a. Advisory Board Leadership: Provide leadership and direction to the Advisory Board and help establish its purpose, priorities, and areas of focus.
b. Membership Development: Work with OAME leadership to identify areas where additional expertise, perspective, or community representation would benefit the organization and assist in recruiting appropriate Advisory Board members.
c. Meeting Facilitation: Collaborate with OAME leadership to develop focused meeting agendas, facilitate Advisory Board discussions, encourage active participation, and ensure diverse perspectives are heard.
d. Strategic Guidance: Guide Advisory Board discussions toward strategic opportunities, organizational challenges, community needs, and other matters where the Board's collective expertise can benefit OAME.
e. Recommendations and Follow-Up: Help identify, document, and track recommendations, opportunities, and actionable outcomes resulting from Advisory Board discussions.
f. Leadership Support: Serve as a trusted resource and objective sounding board for OAME's Executive Board and organizational leadership.
g. Advisory Board Effectiveness: Periodically evaluate the effectiveness, composition, and expertise of the Advisory Board and recommend changes as organizational and community needs evolve.
h. External Engagement: When appropriate, represent and support OAME in developing relationships with community partners, public agencies, businesses, and other stakeholders.

Section 4: Board Compensation

No loans shall be made to any officer or Board of Directors of this corporation. The officers shall serve without compensation but are entitled to reimbursement for necessary expenses incurred by them on behalf of the Association when approved by the Board of Directors.

Section 5: Officer Term and Replacements

Association Officers shall serve until the Board elects successors. Successors shall be elected annually at a regular Board meeting held for that purpose. A majority vote of voters present at a regular Board meeting shall fill vacant officer positions. Each of the elected Officers shall be elected for and serve a term of two (2) years and are renewable by Board approval. The Vice-Chair will serve subsequent terms as Chair and Past Chair, totaling six (6) years. Officers so elected shall serve until the annual officer elections are held. In addition to the duties described below, officers shall have additional duties as described by the Board.

ARTICLE III - MEMBERSHIP

Section 1: Classification of Members

The membership shall consist of regular members and associate members. Regular members are minority businesses that pay the annual dues established by the Board of Directors. Associate members are non-minority businesses, industries, commercial, public, and government entities, associations, and individuals interested in minority entrepreneurship and economic development who pay the annual dues established by the Board of Directors.

The Board of Directors shall have the authority types of membership or establish such other types as the Board may, from time to time, determine the interest of the Association.

Section 2: Rights of Members

Only regular members shall have the right to vote, hold office, propose amendments, participate, share, and enjoy the full privileges of the Association. Associate members shall have limited rights to share and enjoy the privileges of the Association as established by the Board of Directors.

Section 3: Cancellation of Membership

Membership in the Association shall continue until withdrawn by written notice or failure to pay dues within 90 days after receipt of dues payment notice or termination by a majority vote of the Board of Directors.

ARTICLE IV – BOARD POWER

Section 1: Power

The corporation's property, affairs, and business shall be managed by a Board of Directors comprised of not less than three and not more than eleven persons.

Section 2: Election and Term

Each Director's term shall be for a period of two (2) years, and each Director shall be eligible for re-appointment to ensuing two (2) year terms at the pleasure of the majority of the existing Board of Directors. Further, a term limit of 3 terms apply.

Section 3: Board Member Eligibility

All members of the Board of Directors must remain in good standing throughout their term of service. This includes maintaining an active membership with the Association and being current on all applicable membership dues.

Board members are expected to lead by example in fulfilling their membership obligations. Any board member who becomes delinquent in dues by more than ninety (90) days following written notice will be considered not in good standing.

The Board of Directors may, by majority vote, suspend the voting privileges of any board member not in good standing or remove that member from the Board. Reinstatement may occur upon full payment of dues, subject to approval by the Board.

Section 4: Vacancies

The sitting Board shall fill vacancies on the Board.

Section 5: Quorum

The majority of the directors' attendance at a meeting shall constitute a quorum. Board approval of a Motion is per simple majority.

Section 6: Executive Committee

The Executive Committee of the Board should be composed of the Board's officers and Executive Director and shall have and exercise the full authority of the Board in the management of the corporation, provided that such committee shall not have the full Board's authority to amend, alter or repeal the corporations bylaws; shall not elect or remove Board Directors or corporation officers; shall not amend, alter or repeal the corporation's Articles of Incorporation; shall not adopt a merger or consolidation plan with another corporation; and shall not distribute assets of the corporation for less than full value. Any action taken by the Executive Committee shall be ratified at the next regularly scheduled meeting of the Board of Directors.

Section 7: Removal

Any Director or Board Officer may be removed by a majority vote of the Directors at a regularly scheduled Board meeting.

ARTICLE V – BOARD MEETINGS

Section 1: Regular Meetings

The Board shall regularly meet as determined by the Chair.

Section 2: Special Meetings

A special meeting of the Board may be held at any time or place whenever called by the Chairperson or by at least the majority of the Directors.

Section 3: Meeting Notice

Notice of regular meetings which are held at the usual time, date and place is not required. It shall be confirmed at the previous regular Board meeting. Notice of the time and place of any special meeting or any regular meeting which is not held at the usual time, date and place shall be given by notifying each Director by telephone, or in writing at least five (5) working days prior to the meeting time.

Attendance by a Director at any meeting shall constitute a waiver of notice for such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of business because of the lack of notice. The business to be transacted and the purpose of the Board meeting must be specified in the meeting notice.

Section 4: Waiver Of Notice

Whenever any notice is required to be given to a member or Director of the corporation by the Articles of the corporation or Bylaws, or by the State of Oregon, a waiver thereof in writing signed by person or persons entitled to such notice, whether before or after the time stated therein, shall be provided to the giver of such notice.

ARTICLE VI – ACTIONS BY WRITTEN CONSENT

Any corporation action required or forbidden by the Articles of the corporation, Bylaws, or by the State of Oregon, to be taken at a meeting of members or Directors of the corporation may be taken without any prior consent in writing setting forth action taken shall be signed by all of the members or Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

ARTICLE VII - MEETING RULES

Robert's Rules of Order shall govern all meetings unless the presiding officer suspends said rules.

ARTICLE IX - STAFF

The Board of Directors shall determine the position and compensation of the Executive Director. The Executive Director shall be responsible for the policies set by the Board of Directors. The Executive Director shall develop all other staff levels. The Executive Director shall develop standard operating procedures, salary schedules, and personnel rules.

ARTICLE X – CONFLICT OF INTEREST (Move to a “Policies & Procedure” Section)

Purpose

The purpose of this conflict-of-interest policy is to protect the interests of the Oregon Association of Minority Entrepreneurs (OAME) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a board member, officer, or committee member of the Association. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definition of Conflict of Interest

A conflict of interest arises when a board member, officer, or committee member has a personal or financial interest that could influence their decision-making on behalf of the Association.
This includes, but is not limited to, situations where:

1. The individual or their family member has a financial interest in an entity with which the Association has a transaction or arrangement.

2. The individual or their family member receives any compensation, gifts, or favors from an entity with which the Association has a transaction or arrangement.
3. The individual serves on the board of another organization that has competing interests with the Association.
4. The individual, owns a business and is employed by OAME but cannot fulfill OAME job role expectations.
5. The individual, owns a business, engages their business in services for OAME without prior Board approval and later seeks compensation.
6. The individual, owns a business, and promotes a product or service they own or have a stake through meetings meant to advance OAME community initiatives.

Duty to Disclose

In connection with any actual or potential conflict of interest, an interested person must disclose the existence of their financial interest and all material facts to the board of directors or a designated committee considering the proposed transaction or arrangement.

Procedures for Addressing the Conflict of Interest

1. Determining Whether a Conflict of Interest Exists
    - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the board or committee members shall decide if a conflict of interest exists.
2. Managing the Conflict of Interest

- If a conflict of interest is determined to exist, the board or committee shall take appropriate steps to manage the conflict. This may include:
    a. Requiring the interested person to recuse themselves from discussions and votes on the matter.
    b. Appointing a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
    c. Determining whether the Association can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
    d. If a more advantageous transaction or arrangement is not reasonably possible, the board or committee shall determine by a majority vote whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. The transaction or arrangement may only be entered into if approved by a majority of the disinterested directors.

Specific Considerations for Business Owners on the Board

Given that each board member owns a business that is a member of OAME, special attention must be paid to potential conflicts of interest that may arise from this dual role. To manage these potential conflicts:

1. Disclosure of Interests
    - Each board member must annually disclose any potential conflicts of interest related to their business, including transactions or arrangements between their business and OAME.

2. Recusal from Decision-Making
   - Board members must recuse themselves from discussions and voting on any matter that directly benefits their business. This ensures impartiality in decision-making.

3. Review and Approval of Transactions
   - Any transaction between OAME and a business owned by a board member must be reviewed and approved by a majority of disinterested directors to ensure it is fair, reasonable, and in the best interest of the organization.
   - The aforementioned business owner must submit a W-9 form for any payments exceeding $600. All business engagements must be pre-approved by the Board to ensure transparency and proper financial oversight

Violations of the Conflict of Interest Policy

1. If the board or committee has reasonable cause to believe a member has failed to disclose actual or potential conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board or committee determines the member has failed to disclose an actual or potential conflict of interest, it shall take appropriate disciplinary and corrective action.

Annual Statements

Each board member, officer, and committee member shall annually sign a statement which affirms such person:

- Has received a copy of the conflict-of-interest policy.
- Has read and understands the policy.
- Has agreed to comply with the policy.
- Understands the Association is a charitable organization and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Periodic Reviews

To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. These reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

ARTICLE XI – CORPORATE SEAL

The corporation shall have the right to adopt a corporate seal.

ARTICLE XII – BOOKS AND RECORDS (Move to a "Policies & Procedure" Section)

The corporation shall keep current books and records of account and shall keep minutes of the proceedings of its Board of Directors and Committees having any authority of the Board of Directors and shall keep at its principal office a register of the names and addresses of its Directors entitled to vote. All books and records of the corporation may be inspected by any active Director of the corporation, or his/her agent, or his/her attorney for any proper purpose, at any reasonable time, after providing sufficient notice.

ARTICLE XIII – FISCAL YEAR

The fiscal year of the corporation shall be January 1 through December 31.

ARTICLE XIV – AMENDMENTS AND DISSOLUTION

Section 1: Amendments

Amendments to these Bylaws shall be by a majority vote of the entire Board.

Section 2: Dissolution

The corporation shall be dissolved according to the provisions of applicable State law and the Articles of Incorporation.

ARTICLE XV – INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1: Indemnification

The Association shall indemnify and hold harmless each member of the Board of Directors and each Officer of the Association from and against any and all expenses (including attorneys' fees), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was a Director or Officer of the Association, to the fullest extent permitted by applicable law, provided that:

a. The Director or Officer acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association, and b. With respect to any criminal action or proceeding, the Director or Officer had no reasonable cause to believe their conduct was unlawful.

Certification of Bylaws
I certify that these Bylaws were duly adopted by the Board of Directors of the Oregon Association of Minority Entrepreneurs and reflect all amendments approved through August 28, 2026.

Kenyatta Trice

Kenyatta Trice
Secretary, Board of Directors
Oregon Association of Minority Entrepreneurs