

# **The Capitol Club, Inc. Bylaws**

## **Preamble**

The Capitol Club is an organization of professional advocates whose primary role is to provide information on behalf of their clients to legislators and state government officials. Capitol Club members are expected to conduct themselves in accordance with the highest levels of integrity and professional responsibility. Persons not agreeing to or not adhering to acceptable standards of conduct and professional responsibility, as set forth in these bylaws shall be denied membership in the organization.

## **Mission**

The Capitol Club is organized for the purpose of undertaking action on behalf of its members on any matter or project of common interest. For the purposes of these bylaws, 'common interest' is to be determined by the procedures herein set forth.

## **Article I. Standards of Conduct**

1. Capitol Club members are committed to carrying out their professional responsibilities honestly. No member shall knowingly or willfully make any false statement or misrepresentation to any legislative or executive official, or knowing a document to contain a false statement cause a copy of such document to be received by a legislative or executive official without notifying such official in writing of the truth.

2. No member shall distribute written or printed information without identification of themselves or client as the source of the material.

3. Members shall abide by applicable Oregon lobbying and government ethics laws and rules, the rules of the House and Senate, and these Bylaws.

4. No member shall instigate the introduction of any legislative action for the purpose of obtaining employment to lobby in opposition thereto. See ORS 171.756(1).

5. No member shall lobby or offer to lobby for consideration if any part of the member's compensation for lobbying is contingent upon the success of any lobbying activity. See ORS 171.756(3).

6. No member shall attempt to influence the vote of any member of the Legislative Assembly by the promise of financial support of the candidacy of the member, by threat of financing opposition to the candidacy of the member, at any future election. See ORS 171.756(2).

7. No member, during a session of the Legislative Assembly or during the weeks in which interim committee days are held, shall make or promise to make a campaign

contribution to a legislator, to a candidate for legislative or statewide office in Oregon, or to a campaign committee that supports legislative or executive candidates for office in Oregon.

8. No member shall be in either legislative chamber when the main doors of the chamber are closed. During this period of time, the use of the halls behind either chamber is permissible only when the member has business in offices accessible only through such halls or when requested to be in such halls by a legislator.

9. No member shall communicate either orally or by any other method from the gallery of either the Senate or the House to anyone on the floor of the Senate or the House. This rule is applicable when the members of the chamber are in floor session or during a recess between sessions.

10. No member shall, in any fashion, interrupt a discussion between another person and a legislator in the capitol.

11. No member shall use state-owned facilities or equipment, including but not limited to telephones, fax machines, computers, offices, libraries and furniture, unless such use is authorized.

12. Lounges of the House and Senate are "off-limits" to members except as permitted under House and Senate rules.

13. Members shall, at the request of the committee, participate and cooperate with the Professional Responsibility Committee.

## **Article II. Members and Membership**

1. The membership period shall be from January 1st of each odd-numbered year through December 31st of each even-numbered year.

2. Regular membership shall be open to all lobbyists who are registered with the Oregon Government Ethics Commission and who adhere to the lobbying regulations set forth in ORS 171.725 to 171.785 and to the Standards of Conduct of the Capitol Club as set forth in Article I of these Bylaws. Lobbyists must apply for membership for each membership period. Membership may be denied to any member who during a previous membership period has been found by the Board upon recommendation of the Professional Responsibility Committee, to have violated the Standards of Conduct of the Capitol Club.

3. The Board of Directors shall establish the membership dues. Special assessments may be required at any time, subject to the approval of a majority of those members present and voting at a membership meeting. Dues for the next membership period shall be due and payable during December of each even-numbered year. A

recent photo of the member must accompany the dues. New members may join at any time during the membership period upon payment of dues. Members who apply during the second year of the membership period shall be required to pay one-half of the regular membership dues.

4. If a member becomes affiliated with a new firm or entity after dues have been paid, upon request and with the consent of the entity that paid the member's dues, if any, the member does not need to pay additional dues for that membership period. Alternatively, a firm or entity that paid the dues of a member who no longer works for that firm or entity may, upon request and submission and approval of a new membership application, credit that dues payment to the firm or entity's new member/applicant.

### **Article III. Meetings of Members**

1. The annual meeting of the members shall be at the call of the President and notice shall be provided to all members. Notice of the annual meeting that follows the legislative session held in odd numbered years shall include a list of nominees for office.

2. Special meetings of the members may be called by the President or upon written request by at least 20 members and it shall thereupon be the duty of the Secretary-Treasurer to give notice of such meeting.

3. Except as otherwise provided in these Bylaws, the presence of at least 20 members of the organization shall constitute a quorum for the transaction of business at all meetings of the members.

4. All meetings shall be subject to Robert's Rules of Order unless otherwise provided in these Bylaws.

### **Article IV. Officers**

1. The President shall:

a. Be the principal executive officer of the organization and shall preside at all meetings of the members.

b. Perform all duties incident to the office of President and such other duties as may be prescribed by the members from time to time.

2. In the absence of the President or in the event of the President's inability to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned by the members.

3. The Secretary-Treasurer shall:

- a. Keep the minutes of the meetings of the members.
  - b. See that all notices are duly given in accordance with these Bylaws.
  - c. Be custodian of the corporate records of the Capitol Club and keep a register of the mailing address of each member, which shall be furnished, to the Secretary-Treasurer by such member.
  - d. Keep on file at all times a complete copy of these Bylaws containing all amendments thereto, which copies shall always be open to inspection by any member, and at the expense of the Capitol Club, provide a copy of the current Bylaws to each member.
  - e. In general, perform all duties incident to the office of Secretary-Treasurer, and such other duties as from time to time may be assigned by the President.
  - f. Have charge and custody of, and be responsible for, all funds and securities of the organization.
  - g. Receive monies due and payable to the organization from any source whatsoever, and deposit all such monies in the name of the organization in such bank or banks as shall be selected by the officers of the organization.
  - h. Pay promptly all obligations, which have been duly authorized by the President or by the members at a membership meeting or as otherwise provided for.
  - i. Be responsible for seeing that current budgets are maintained and that budgeted expense limitations are not exceeded without authorization by the Board of Directors.
4. The officers shall secure and maintain adequate insurance for the protection of the organization.

#### **Article V. Board of Directors and Committees**

1. The Board of Directors shall reflect the professional diversity of members of the Capitol Club. The Board of Directors shall consist of the President, Vice President, Secretary-Treasurer, a Past President and five other members. Each director shall hold office for a term of two years beginning on the first day of each even numbered year. The President shall act as Chair.
2. The officers and other members of the board shall be elected from the membership at the annual meeting of the members in odd numbered years.

3. Any elected officer or other board member may be removed by two-thirds vote of the membership present at any regular or special meeting whenever, in its judgment, the best interest of the Capitol Club would be served thereby.

4. Except as otherwise provided in these Bylaws, a vacancy in any office or other board member may be filled by majority vote of the remaining members of the Board of Directors for the unexpired portion of the term.

5. The Board of Directors shall manage the business and affairs of the Capitol Club. The presence of five directors shall constitute a quorum for the transaction of business. The Board will prepare a biennial budget prior to December 1st in every even numbered year, a copy of which will be made available to individual members upon request.

6. The organization shall have three standing committees appointed by the President. Standing committees shall meet on call of the Chair. A majority of the members of a standing committee shall constitute a quorum for the transaction of business. The committees shall be:

- a. The Professional Responsibility Committee consisting of at least five members.
- b. The Legislative Committee consisting of at least five members.
- c. The Nominating Committee consisting of at least three members.

7. This corporation has members (as the term 'members' is defined in ORS Chapter 65). The members are entitled to vote for the election of the directors as provided in this Corporation's Bylaws, as amended from time to time.

## **Article VI. Rules of the Professional Responsibility Committee**

1. The Professional Responsibility Committee shall investigate all allegations, properly submitted, of improper behavior on the part of any lobbyist who is a member in good standing of the Capitol Club.

2. Who May File:

- a. An elected official of the Oregon Legislative Assembly or any elected official of the Executive Branch may file a complaint.
- b. Any member may file a complaint against any other member of the Capitol Club.
- c. The Professional Responsibility Committee may investigate matters on its own motion.

3. A complaint is considered justified when it:
  - a. Alleges that a Standard of Conduct as specified in Article I of these Bylaws has been violated; or
  - b. Alleges that the complainant, or an employee or agent of the complainant, has been subjected to dishonest or unprofessional treatment by a member of the Capitol Club.

4. Filing of Complaints

- a. Any complaint brought against any member of the Capitol Club must be filed in writing and delivered to an officer of the Capitol Club within ten (10) working days of the alleged occurrence of improper behavior. The officer will deliver the complaint to the Chair of the Professional Responsibility Committee within one (1) working day of its receipt.
- b. The Professional Responsibility Committee or the committee chair shall notify the accused within one (1) working day of the receipt of the complaint, or if the accused is not readily available, as soon as is practicable. A copy of the complaint shall be delivered to the accused.
- c. "Delivery" in this Article VI may be accomplished through personal delivery, electronic mail, telecopy, express mail service or US Postal Service first class mailing. If delivery is by US Postal Service first class mailing, it shall be deemed delivered 3 days after mailing.

5. Mediation - Seeking Informal Dispute Resolution

- a. When the legislature is in regular or special session, if both the complainant and the accused agree to mediation, the Professional Responsibility committee may hold an initial mediation meeting between the complainant and the accused within five (5) working days of the delivery of the complaint to the accused.
- b. When the legislature is not in regular or special session, if both the complainant and the accused agree to mediation, the Professional Responsibility Committee may hold an initial mediation meeting between the complainant and the accused within ten (10) working days of the delivery of the complaint to the accused.
- c. The purpose of the mediation session or sessions is to informally resolve the matter in a mutually agreeable manner. Mediation sessions will be open only to the accused, the complainant and the Professional

Responsibility Committee members unless the committee decides otherwise.

d. If either the complainant or the accused refuses to participate in mediation or other informal efforts to resolve the complaint, the committee shall proceed to consider the complaint pursuant to the formal dispute resolution provisions of section 6 of this article. The committee also may initiate formal proceedings at any time it determines that further informal proceedings are unlikely to be successful.

e. Unless it agrees otherwise, the Professional Responsibility Committee shall decide within five (5) working days of the initial mediation session whether the matter should go to a formal hearing because mediation has failed or whether the matter should go to a hearing if conditions agreed to at the mediation are not fulfilled. Nothing in this section shall be construed to preclude the committee, the committee chair or a subcommittee from meeting individually with the accused or the complainant in order to resolve the complaint informally.

f. The complainant and accused may agree to extend any of the deadlines in this Article VI.

## 6. Hearing - Formal Dispute Resolution

a. When the legislature is in regular or special session, in the event the Professional Responsibility Committee decides to conduct a formal hearing, the hearing shall be held within ten (10) working days of delivery of the complaint to the accused or within five (5) days of the Professional Responsibility Committee's decision to hold the hearing, whichever is later.

b. When the legislature is not in regular or special session, in the event the Professional Responsibility Committee decides to conduct a formal hearing, the hearing shall be held within twenty (20) working days of delivery of the complaint to the accused or within five (5) days of the Professional Responsibility Committee's decision to hold the hearing, whichever is later.

c. Each party to the complaint shall have a full opportunity to be heard, to call witnesses on their behalf and to be represented by counsel. The hearing shall be open only to the Professional Responsibility Committee members, the accused, the complainant, counsel and to witnesses only during their testimony.

d. Within five (5) working days of the end of the hearing, the Professional Responsibility Committee shall render its conclusion that the accused is

either guilty or innocent of the charges set forth in the complaint. If the committee concludes that the accused is guilty, written findings of fact and recommended sanctions, if any, shall be forwarded immediately to the Board of Directors, for their review and concurrence prior to any sanction being officially imposed.

e. Complaints and Professional Responsibility Committee proceedings will be treated as confidential.

f. If the accused is found guilty of the charges, the sanctions that may be imposed by the Board include one or more of the following:

1. Verbal reprimands.
2. Probation with a return to full membership status dependent upon the satisfactory completion of conditions designed to rectify the violation, such as the execution of a formal written apology to those involved.
3. Termination or non-renewal of membership under such terms and conditions as the board deems warranted.
4. Notice of the decision of the Board distributed to the members of the Capitol Club.

g. Both the complainant and the accused shall be notified by:

1. The chair of the Professional Responsibility Committee if the accused is found not guilty of the complaint.
2. The President of the sanction or sanctions determined by the Board upon a finding of guilt by the Professional Responsibility Committee.

## 7. Appeal

In the event of a finding of guilty, the accused may elect to appeal the matter to the full membership of the Capitol Club at the next annual meeting or at a special meeting called by the Board of Directors. For purposes of this appeal, full membership means all members present at the meeting. Either party to the complaint shall have a full opportunity to be heard and to be represented by counsel during such an appeal. The Capitol Club membership, by a majority of those voting, shall dispose of the complaint by affirming the sanction or sanctions imposed by the Board of Directors, by reversing the Board's decision to impose sanctions, or by modifying the sanction or sanctions imposed by the Board.

## **Article VII. Contracts and Checks**

1. Except as otherwise provided in these Bylaws, the President may authorize any officer, officers, or members to enter into any contracts or execute and deliver any instrument in the name of and on behalf of, the Capitol Club and such authority may be general or confined to specific instances.

2. All checks, drafts or other orders for payment of money and all notes or other evidence of indebtedness issued in the name of the organization shall be signed by either the President or the Secretary-Treasurer of the Capitol Club.

3. After payment of all debts and obligations, the assets of this Corporation will be distributed to another nonprofit organization organized under similar statutory provisions as determined by this Corporation's Board of Directors.

## **Article VIII. Amendments**

These Bylaws may be amended by a vote of the majority of the members present at any regular or special meeting of the members at which there are 50 members or 25 percent of the current membership, whichever is less, provided that a written notice of such meeting containing the proposed amendment, or amendments, has been mailed, or otherwise delivered, to all members not less than 20 days before such meeting. The Bylaws may be amended by mail if duly authorized by the Board of Directors. Mail ballots will be tallied no earlier than 30 days from the date of the mailing. A majority of ballots returned shall determine the outcome of the proposed amendment.

## **Article IX. Non Profit Status**

This corporation is a mutual benefit nonprofit corporation.

## **Article X. Liability and Indemnification**

1. No director or uncompensated officer of the Corporation shall have any personal liability to the Corporation for monetary damages for conduct as a director or officer, except that this provision shall not eliminate a director's or officer's liability for any conduct for which liability may not be eliminated under ORS Chapter 65. No amendment to ORS Chapter 65 that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or officer for any act or omission that occurs prior to the effective date of the amendment.

2. The Corporation shall indemnify a director or uncompensated officer of the corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer of the Corporation was a party because of being a director or officer of the Corporation, against reasonable expenses actually incurred by the director in connection with the proceeding.