

BY-LAWS

ARTICLE 1 – NAME

The branch's name is the Micheal O Domhnaill Branch of Oregon, Comhaltas Ceoltoiri Eireann.

ARTICLE 2 – PURPOSE

The purpose of the branch is:

1. To promote Irish traditional music in all its forms, and provide educational opportunities to further it;
2. To promote Irish traditional dancing and provide educational opportunities to further it;
3. To promote, foster and encourage traditional singing in both Irish and English and provide educational opportunities to further it;
4. To promote the Irish language and provide educational opportunities for its study and use;
5. To train teachers, musicians, singers and dancers in these traditions;
6. To provide classes, workshops, ceilis and performances that demonstrate, support and encourage these traditions.

The branch shall have the power to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the branch is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster or attain such purposes. The powers of the branch may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

ARTICLE III – MEMBERSHIP

The Micheal O Domhnaill branch is non-political and non-denominational, supports no political party or candidate, neither advances nor profits from any commercial enterprise. Membership is open to all who subscribe to its purposes. Membership entitles each member to one vote at the annual meeting to elect a board of directors. Junior memberships are available to those less than 15 years of age in a calendar year. Junior members may not vote and may not hold office. Membership fees for both full and junior memberships are established by Comhaltas Ceoltoiri Eireann. The board may grant or refuse membership to any applicant or may expel any member for conduct which is deemed contrary to the purposes of Comhaltas. Before any member may be expelled he/she shall be notified in writing that a request has been made to the board for expulsion of that member and he/she shall have the right to appear before the board to respond to the request. The board shall weigh the evidence and by a two-thirds majority vote of the board determine if expulsion is warranted.

ARTICLE IV – BOARD OF DIRECTORS

1. Composition

The board of directors shall have 10 members consisting of the following positions and duties: In 2019 we changed this to “no less than 7 members and no more than 10, as some positions could be shared.)

- A. Chairman – sets the agenda in consultation with the secretary; controls the meeting; ensures that all issues are clearly understood before a vote and that after a vote the secretary records motions, seconding of motions and the results of the board vote; and, makes sure all board decisions are implemented;
- B. Vice-Chairman – is completely familiar with the duties of the chair and is prepared to act in the absence of the chair;
- C. Secretary/Registrar – with the chairperson prepares the meeting agendas; makes sure all board members and/or members are notified of a scheduled meeting at least a week in advance; keeps the minutes, including attendance, names of proposers and seconders of motions and records the votes on each motion; relays all correspondence received; keeps an accurate membership list and distributes membership cards; provides a current list of members and officers to the regional chair; and keeps the regional chair and public relations officer up to date on upcoming events. In 2019 we voted to separate these positions into two, with Secretary’s duties being setting Agenda with Chair, taking Minutes at meetings, posting Minutes 7 days before next meeting, then posting new Agenda for Members, and bringing to meeting, etc. Membership Coordinator replies to all official correspondence from Ireland, maintains and submits membership to Comhaltas Ireland through online tool 3 times per year, maintains and updates Members email list and ENewsletter, as well as Members and Friends Email list and ENews. Requests and sends out membership cards for all members as indicated. Of course, whoever runs for one of these positions may also run for the other, especially in years when Executive Meetings will not be occurring on monthly basis.
- D. Treasurer – receives and records monies; deposits all receipts into an appropriate bank account; makes sure that all checks issued contain two signatures and that no checks for more than \$100 are issued without prior board approval; the treasurer is responsible for the collection of annual membership fees and forwarding the established portion of those fees to Headquarters (Dublin). The treasurer will generate an annual audited statement of accounts showing all assets, receipts and expenditures to present at an Annual General Meeting (AGM) and forward a copy to the regional chair. As the end of the fiscal year for North American branches is September 30th, all monies due and owing to Headquarters should be forwarded in October to the regional chair for transmission to Headquarters (Dublin).
- E. Auditor (who may hold no other office) – reviews all books and records in preparation for the financial report to be presented at the Annual General Meeting and compares them to the treasurer’s report;
- F. Public Relations Officer (PRO) – submits the details of all upcoming branch

events to the media; maintains a list of the media to whom press releases are distributed; photographs and records all branch presentations.

- G. Gaelic Teacher – is available for Gaelic classes and any activities that can utilize the Irish language;
- H. Youth Officer – keeps in contact with other branches' youth groups to combine activities; promotes participation in the Fleadh Cheoil and seeks out other performance opportunities that aren't necessarily competitive;
- I. Delegate to the Board – offers advice and suggestions, contributes to the discussion;
- J. Delegate to the Board – offers advice and suggestions, contributes to the discussion.

No member of the board shall receive compensation for acting as a board member but is entitled to be reimbursed for expenses incurred on behalf of the branch that have previously been approved by the board.

2. Elections

The board of directors will be elected at an Annual General Meeting (AGM) to take place before October 31st of each year. The purpose of the AGM is twofold: to elect the board for the coming year and to review the branch financial statement. A list of all current members is to be circulated at this meeting and only paid up members shall be allowed to vote. Candidates will not be able to stand for reelection unless they have attended 50% of the branch meetings of their prior terms. Vacancies on the board subsequent to an election shall be filled by unanimous vote of the remaining directors and the newly elected director shall serve until the next Board election. All voting shall be done by secret ballot.

3. Meetings

The board shall hold quarterly meetings of which all branch members will be notified. One Annual General Meeting for the election of Officers and review of the Financial Statement is to be held before October 31st of each year. The business of the branch is to be conducted at board meetings except for such matter as are delegated to the branch committee by the full board.

4. Powers of the Board

A quorum of the board must be present to conduct business. Business before the board is brought on by motion, followed by a second, followed by discussion and ultimately by a vote of the board. Votes that result in an even number for and against a recommended action are moot. The vote of a majority of the directors present at a board meeting shall be deemed the act of the board. The board is empowered to establish committees and make appointments to carry out the goals of the branch. Committee recommendations are to be returned to and voted on by the board. Should there be a board vacancy between annual elections, the board, not the membership, shall elect an interim board member who shall serve the remainder of the one -year term until annual elections.

The board must approve all expenditures over \$100. Notwithstanding any other provisions of these by-laws, no director, member or representative of the corporation shall take any action or carry on any activity by or on behalf of the branch not permitted to be taken or carried on by an organization exempt under Section 501(c) 3 of the Internal Revenue Code as it now exists or may be amended. No part of the earnings of the branch shall inure to the benefit or be distributable to any director, officer, member or other private person except that the board shall authorize and empower payment of reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth above.

5. Removal of a Board Member

A director may be removed by a two-thirds vote of the board if: (a) the director is absent and unexcused for more than three meetings of the board in his/her one-year term of office. The branch chairperson is empowered to excuse directors from attendance for a reason deemed adequate by the branch chairperson. The branch chairperson shall not have the power to excuse herself/himself from attendance at a board meeting and in that case the branch vice-chairperson shall excuse the chairperson; (b) for cause or no cause, if before any meeting of the board at which a vote of removal will be taken, the director in question shall be given written notice of a request to the board for removal, the date that request will be heard and the director is given the opportunity to be heard at the board meeting.

ARTICLE V – CONTRACTS, FINANCIAL AND RELATED MATTERS

Except as otherwise provided by resolution of the board of directors, all contracts, leases, grants and other agreement of the branch shall be executed on its behalf by the treasurer or other persons to whom the board of directors has delegated authority to execute such documents.

The branch shall keep correct and complete books and records, including minutes of all meetings of the board of directors, a record of all actions taken by the board of directors, a record of all actions taken by the board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the branch shall keep a copy of the articles of incorporation and by-laws as amended to date.

ARTICLE VI – AMENDMENT OF BY-LAWS

The board of directors by a two-thirds vote shall have the power to amend, repeal or adopt new provisions to the by-laws at any regular board meeting.

ARTICLE VII – DISSOLUTION

Should the branch determine to dissolve, all monies residual in its treasury will be distributed to a non-profit, charitable entity.