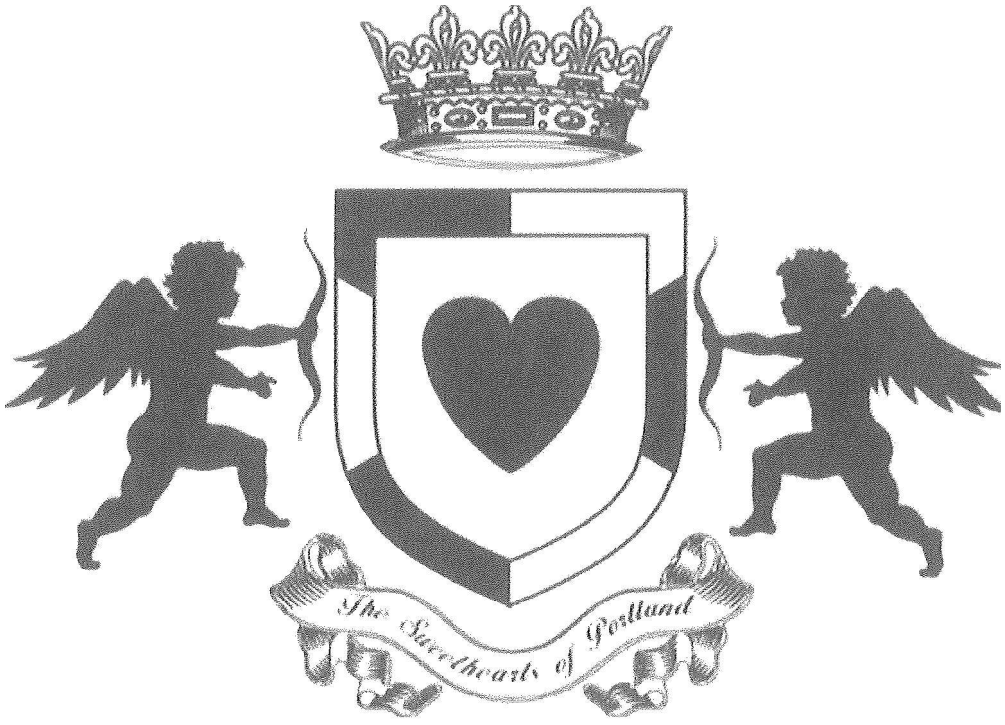

The Sweethearts of Portland, Inc. Bylaws

Adopted by the Sweethearts of Portland Board of Directors

on 28th November 2019

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I - NAME - The name of this organization shall be: The Sweethearts of Portland, Inc.

II - OFFICES

The corporation shall maintain in the State of Oregon. Keep a registered office and a registered agent located at the office. The board of directors may, at any time change the location of the registered office and the person designated as the registered agent

III - STATEMENT OF PURPOSE

The Sweethearts of Portland, Inc. is a 501c3 nonprofit organization whose sole purpose is to provide resources, support and contributions for charitable organizations.

IV - BYLAWS

1. The Sweethearts of Portland, Inc. shall be governed by its bylaws.
2. The bylaws will be reviewed and amended at least twice a year.
3. The bylaws can be amended by a simple majority vote of the board of directors in office; however, there must be at least 7 board members present to vote to amend these bylaws.
4. Submissions for bylaws amendments must be submitted in writing 30 days prior to the next scheduled board meeting.
5. The updated amendments will be forwarded to the Attorney General of the state of Oregon, as soon as they become available.

V - BOARD OF DIRECTORS

A - The purpose of the board of directors

1. The purpose of the board of directors shall be to support and facilitate the successful reign of the current Mr/Miss/Mx Sweethearts of Portland. In addition, the board of directors are to ensure the continued success of the organization both financially and morally.
2. The board of directors must consist of at least eleven directors but no more than fifteen members.
3. Among the board members there must be five executive board members: the President, Vice President, Secretary, Treasurer, and Media Liaison. In addition a Mr/Miss/Mx Sweetheart of Portland, and at least three members at large.
4. The term of office for all board members will be 1 year, beginning at the annual meeting, with the exception of the Mr/Miss/Mx Sweetheart which are named at the annual Sweetheart Ball.
5. All board members and applicants must be at least 21 years of age at the time they become board members.
6. The board of directors has complete authority for the approval of contracts, charities, applicants, candidate's approval of our organization's business and is the sole interpreter of these bylaws.
7. The board of directors shall not receive a salary but may choose to be reimbursed for approved expenses related to their job. Reimbursements will only be made if the original receipts are presented no later than 7 days after the event in question.

B - Election of members at large of the board of directors

1. The board of directors will elect new board members at the annual meeting by a simple majority vote of all its existing members.

2. A current board member may be reelected without limitations on the number of terms they may serve.

C - Election of the executive board offices-

1. The Sweethearts board of directors will elect executive officers at the annual meeting from among the members at large by a simple majority vote of the board. The executive board members will include the President, Vice President, Secretary, Treasurer and Media Liaison.
2. The Mr/Miss/Mx Sweetheart will accept nominations and distribute voting ballots for each position, one at a time, starting with the President.
3. Once the officers are elected, the Mr/Miss/Mx Sweetheart will adjourn the meeting.
4. The new President's first duty will be to open the regularly scheduled board meeting.
5. The Mr/Miss/Mx Sweetheart cannot hold any other position on the board white they are the current Sweetheart.

D - Vacancy or removal of a board member

1. In case of resignation, death or removal of a board member, the remaining board of may elect a successor, with the exception of a current Mr/Miss/Mx Sweetheart.
2. The vacancy of a board of director's position will be declared when a member fails to attend three consecutive board meetings, without approval from the board of directors.
3. A vacancy of a member of the board will be declared when any member fails to attend four board meetings in a ten month period for any reason. Including with or without prejudice for future board of directors service.
4. A board member can be removed by a 2/3 majority vote of the board of directors for any reason, at a special meeting called for that purpose or at a regular scheduled meeting with at least seven days' notice that this item is on the agenda.
5. If a Mr/Miss/Mx Sweetheart resigns during their year or is removed for any reason they are automatically removed from the board of directors as well.

E - Meetings

1. The Sweetheart board of directors shall have its annual meeting, the second meeting after the Sweethearts Ball. The annual meeting must include the election of the new board of directors, a report from the President declaring the status of the organization (or an appointee designated to do this for them in their absence), and a complete financial accounting for the past 12 months.
2. The Sweethearts board of directors will have a regularly scheduled board meeting each month on or around the fourth Monday of the month; however. additional meetings may take place at the discretion of the board of directors with at least 48 hours notice.
3. Any two members of the board may call a meeting.
4. No meetings may be held by telephone, email or any other electronic method.
5. All budgets, advertising, contracts, receipts and donations must be brought before the board of directors for approval.
6. All meetings will be held in an open and public place unless a closed format is requested from a majority vote.

F - Quorum

1. A quorum of at least 2 Executive Board Members and 3 Members at Large is a must to hold any Sweetheart Board of Directors meeting. Without quorum planning and discussion may take place but no motions to approve or voting may take place. The current Mr/Miss/Mx Sweetheart are considered Members at Large.
2. Proxy voting is forbidden.

VI - OFFICER DUTIES

A. President

1. The President of the board of directors is required to lead all meetings and call for all votes.
2. The President, when acting alone, may not call a meeting at any time.
3. The President will assist all titleholders during their year.
4. The President shall appoint members to committees as needed to support the needs of the organization. The President will serve as a standing member of all committees.
5. The President will cosign all approved checks.
6. The President will serve as the registered agent for the organization and will ensure that the 13l form is tiled with the Oregon Secretary Of State within 30 days of the election.
7. The President shall be the operator of the post office box and will be the responsible party to pick up the mail in a timely manner; however, they may designate another board member to do this on their behalf.
8. In the event of a tie for the board of directors the President will cast the deciding vote.
9. The President shall execute the selection of a ball coordinator for the Mr/Miss/Mx Sweetheart Ball and the Duke/Duchess/DuchX Ball and be approved by a majority vote of the board.

B - Vice President

1. The Vice President will assist the President as they may direct.
2. The Vice President will preside over board meetings in the absence of the President and adhere to the duties and responsibilities of the President.
3. The Vice President will approve and finalize all public relations media submissions.

C - Secretary

1. The Secretary will record and keep all current minutes and maintain all past files of the organization. Including but not limited to: copies of all the Treasurer reports, accompanying documents and bank statements for at least seven years.
2. The Secretary will compile and send board correspondence, maintain a contact phone number, email and mailing addresses for all the members of the board.
3. The Secretary will make the agenda available before any meeting. However agenda items must be submitted to the Secretary prior to the board meetings.
4. The Secretary will be the second signer for all approved checks.
5. The Secretary is responsible for filing the 139 change of officer form and the change of registered Agent 131 form with the Secretary of State following the election of officers or any change in the President or Secretary Positions.

D - Treasurer

1. The Treasurer will maintain a general checking account for all the funds of the organization.
2. The Treasurer will deposit all monies raised into the general checking account within two business days.
3. The Treasurer and other designated board members will collect all money at Sweetheart functions
4. The Treasurer will maintain a written record of all income and expenditures at every regularly scheduled meeting or when specifically instructed by the President at any time. This report should include itemized reports of expenses, a copy of the most recent bank statements and copies of all supporting documents.
5. If there is no Treasurer's report given at two consecutive board meetings it is grounds for dismissal.
6. The Treasurer is responsible for the annual report, filing the Internal Revenue Service 990 form or its equivalent Ct-12 Oregon tax document.

E - Media Liaison

1. The Media Liaison will assist with planning, and developing any public relation strategies that can target fund-raising opportunities, and responding to other nonprofit organizations with the Mr. /Miss Sweetheart of Portland.
2. The Media Liaison will assist with research, writing and distributing press releases to targeted media with the Vice President.
3. The Media Liaison will assist with the creation of fliers, posters, programs, business cards, websites, artwork, brochures, tri--fold, and handouts.
4. The Media Liaison will help manage the public relation business duties should a potential crisis arise within the organization with the other executive officers.
5. The Media Liaison will replace the Vice President of the board should the position become vacant due to removal, resignation or death.
6. The Media Liaison will be an executive board position.

VII - TITLE HOLDERS

1.01 MR/MISS/MX SWEETHEART OF PORTLAND

A - Definitions

1. In 2019 the Mx Sweetheart title was created to create a spirit of inclusivity for trans and non-binary identifying individuals.

B - Responsibilities

1. The Mr/Miss/Mx Sweethearts will take office as member at large board members immediately following the annual Sweetheart Ball.
2. The Mr/Miss/Mx Sweetheart will attend all the board of director meetings unless otherwise excused.
3. The Mr/Miss/Mx Sweetheart will hold at least one joint function during their year, one personal fundraiser each (camp titles are exempt), as well as the Holiday show and step down.
4. The Mr/Miss/Mx Sweetheart will designate (with approval from the board of directors) a charity as the beneficiary of their step down.
5. The Mr/Miss/Mx Sweetheart will acquire the raffle prizes as well as furnish the grand prize for their step down.
6. The Mr/Miss/Mx Sweetheart will consult the board of directors and seek approval for any official Sweetheart activities.
7. The Mr/Miss/Mx Sweetheart will elect a ball coordinator from the board of directors and will plan their own step down with the assistance of their ball coordinator.
8. The Mr/Miss/Mx Sweetheart will attend the Imperial Sovereign Rose Court annual coronation ball in the fall.
9. The Mr/Miss/Mx Sweetheart must assist the Media Liaison with the commemorative program should they choose to have one.
10. All camp titles, fundraisers, and pageants held through the Sweetheart of Portland organization immediately become property of the organization within 60 days unless otherwise approved differently by the board of directors.
11. The Mr/Miss/Mx Sweetheart must attend the Duke, Duchess and DuchX Ball unless excused in advance.

C - Vacancy or removal of a Mr/Miss/Mx Sweetheart

1. In the case of a resignation from the board by a Mr/Miss/Mx Sweetheart the remaining members of

the board of directors will meet within two weeks to decide on a course of action.

2. A vacancy of a Mr/Miss/Mx Sweetheart will be declared when a Mr/Miss/Mx Sweetheart fails to attend four meetings in a ten month period for any reason or three consecutive meetings without approval of the board.

1.02 DUKE/DUCHESS/DUCHX OF HEARTS

A - Definitions

1. In 2019 the DutchX of Hearts title was created to create a spirit of inclusivity for trans and non-binary identifying individuals.

B - Responsibilities

1. The Duke/Duchess/DuchX will hold 1 combined event of their choosing to benefit a charity of their choosing (unlike the Duke, Duchess and DuchX Ball, this event is not a 50/50 charity. All donations will go to one charity of their choosing).
2. The Duke/Duchess/DuchX will attend The Sweetheart's Holiday Show
3. The Duke/Duchess/DuchX will each attend 8 of 12 Board of Directors meetings, unless excused by the board.
4. The Duke/Duchess/DuchX cannot hold a Board of Directors position while holding the title.
5. The Duke/Duchess/DuchX will attend the Duke, Duchess and DuchX Ball.
6. The Duke/Duchess/DuchX will attend the Sweethearts Ball unless excused in advance.

C - Vacancy or Removal of a Duke/Duchess/DuchX

1. A vacancy of a Duke/Duchess/DuchX will be declared when a Duke/Duchess/DuchX fails to attend four meetings in a ten month period for any reason or three consecutive meetings without approval of the board.

1.03 REMOVAL OF A TITLE HOLDER

Title holders not meeting their requirements can be removed from their position by a majority vote of the Board of Directors held at a meeting with a 14 day notice prior to the meeting. Notices must be sent to all Board Members as well as Title Holder(s) by mail or e-mail. Failure to attend this meeting by Title Holder(s) will result in automatic removal.

VIII - MEMBER AT LARGE POSITIONS

A - Responsibilities

1. To serve and assist with the organization to succeed in its goals for the year.
2. Volunteer for committee work as needed to complete the target objectives necessary.
3. Any board member of the organization can be nominated to be the ball coordinator for the annual Mr/Miss/Mx Sweetheart of Portland ball. The ball coordinator does not need to be a member of the board of directors, but must receive approval by the board of directors.

IX - PAGEANTS AND BALLS

1.01 MR, MISS AND MX SWEETHEART OF PORTLAND CONTEST

A - Applications

1. Applicants for the annual Sweetheart contest and title must meet the minimum qualifications for the board of directors.
2. The board of directors will approve the application used for the next year's ball no later than the December meeting. Any fees, due dates or addition requirements must be approved at the same time.
3. All applicants must attend an interview at the time and place set in the application to be considered for candidacy.
4. The board of directors in attendance at the interviews must determine who is accepted as candidates for the
5. Mr/Miss/Mx Sweetheart position.
6. Interviews are a closed board meeting to the current board of directors and past Mr/Miss/Mx Sweethearts.
7. Past Mr/Miss/Mx Sweethearts may participate in the interviews and discussion but have no vote.

B - Contest Rules

1. The Sweetheart contest is not a judged pageant. It is based on funds raised for charity during the campaign season. The candidate who sells the most raffle tickets or cash donations during their campaign period is determined to be the Mr/Miss/Mx Sweetheart for the next year.
2. The winner of the Mr/Miss/Mx Sweetheart title shall be declared at the annual Sweetheart Ball, held on or around Valentine's Day each year.
3. Sweetheart candidates must attend crowning ceremonies to be declared the winner, unless previously approved.
4. The executive board members cannot serve as a candidate however non-executive members potentially can be granted a leave of absence to run for the position of Mr/Miss/Mx Sweetheart by a 2/3 majority vote of the remaining board members. If this opportunity is granted their duties and voting privileges are suspending leading up to and during the duration of the pageant
5. The Sweetheart candidates must individually raise at least $500.00 to be declared the winner.
6. Only a member of the Board of Directors or current Title Holders are allowed to handle money at events put on by the Sweethearts Organization. This is a must with the exception of those approved to be candidates for the position of Mr/Miss/Mx Sweetheart during the annual campaign and raffle.
7. It is the responsibility of the President of the Board to aid in the selection of a Ball Coordinator to be approved by a majority vote of the Board of Directors and create a pageant committee to ensure the completion and success of the event.

1.02 DUKE, DUTCHESS AND DUCHX OF HEARTS BALL

A - Event Management

It will be the responsibility of the President of the Board.

B - Applications

1. Applicants must fill out an application and submit an application fee at the time of the interviews.
2. Applicants must be 21 years of age at the time of interviews and must provide age verification at interviews (such as a state issued ID).
3. Applicants must live in the Portland Quad County Area or Lower SW Washington State and provide

proof or residence.

4. Applicants are interviewed by the Board of Directors and must be approved by a majority vote to become a candidate

C - Contest Rules

1. The Duke, Duchess And DuchX Pageant is to be a Judged competition.
2. No more than 4 judges will be recommended by the President or the Duke, Duchess And DuchX Pageant Committee/Coordinator to be approved by a majority vote by the Board of Directors. 3 for pageant judging, and 1 as a backup judge.
3. The contestants will be judged on four categories worth 25 points per category per judge.
4. Categories for judging will be: (A) Creative Look/Crafted Attire. (B) Judges Interview - Each judge will ask each candidate questions, totaling 3 questions per candidate. (C) Formal Look (D) Talent Number (4 Minute Maximum)
5. The candidate with the highest score for each position (Duke/Duchess/DuchX) will be declared the winner(s).
6. In the event of a tie for Duke/Duchess/DuchX, the candidate with the highest combined score in Judges Interview will be declared the winner(s)

X - MISAPPROPRIATION OF FUNDS OR PROPERTY

1. Misappropriation shall be defined as malicious discrepancy, theft or questionable acts involving funds or property raised or held for the Sweetheart, its charities or in the name of the Sweetheart organization.
2. Any misappropriation will be dealt with officially at the next scheduled board meeting and a certified letter
3. will be sent to the persons involved informing them of the agenda item further inviting them to attend that meeting. Any actions required from the board of directors will be completed by the following board meeting.
4. If the board of directors determines by a 2/3 majority vote that one of its board members, Sweethearts or candidates has misappropriated funds or property the individual is subject to one or all of the following: Reprimand, suspension, removal, making the said persons ineligible to hold future titles, ineligible to serve on future board of directors, ineligible to participate at Sweetheart functions and potentially prosecution to the fullest extent of the law.
5. In the event of a determination of misappropriation of funds or property the Oregon State Department of Justice will be notified with all pertaining information required as prescribed by law.

XI - CONFLICT OF INTEREST

The Sweethearts of Portland organization understands that actual or perceived conflicts of interest may affect the legal status and community perception of this organization. Because of that any person who may have a conflict of interest is required to declare that potential conflict prior to voting on an issue. Once a person declares a possible conflict of interest, the Board President will immediately call for a discussion and motion on the issue. If a board member is determined to have a conflict of interest they forfeit the right to vote on that issue during the meeting. If the board determines that they do not have a conflict of interest they may vote as usual. All possible conflicts shall be noted in the minutes along with the result of the vote.

Our board members are encouraged to announce a possible conflict of interest when:

1. They have a financial interest in the outcome of the vote.
2. They are a volunteer or staff member of the charity we are considering funding.
3. They are currently or have been in a personal relationship with the person in question; including shared housing or financial responsibilities.

XII - LITIGATION

It is in the best interest of the board of directors to protect itself from potential litigation claims or threats. If anyone attending, serving on the board of directors, working with the organization, or volunteering for the Sweethearts of Portland threatens legal action in anyway, they will be immediately suspended from attending any and all Sweetheart sanctioned functions and trespassed during board meetings, pending an internal investigation from the board of directors. If the said persons, organization, businesses or individuals are serving on the board of directors currently this suspension period will not count against their attendance requirements until such time it can be decided if the organization will continue having a business

C - Ticket and Cash Handling

1. The President, Treasurer and designated volunteers will issue tickets to each candidate.
2. The candidates are responsible for the return of any unsold tickets and the reimbursement of money lost for missing tickets.
3. No candidate is to have an excess of $200.00 in ticket sale money at one time. Any candidate in excess of a $200.00 will submit the money to the President or Treasurer for accounting immediately. Candidates must also submit at least once a week or upon gathering $200.00.
4. Candidates are required to submit all money raised and unsold tickets no later than the time specified by the board of directors at the start of campaign. Failure to turn in all charity money raised or tickets will result in the forfeit of candidacy. The deadline for cash donations is the same as the deadline for ticket sales.
5. Raffle ticket sales will commence at least two weeks prior to the date of the annual Sweetheart ball.
6. No candidate can receive money from a charity organization designated as the charity recipient of the annual Sweetheart raffle.
7. Any applicant or candidate who is found to have discouraged ticket sales or maliciously discouraging another person from applying for candidacy may be removed as a candidate and potentially held ineligible to run again by a 2/3 majority vote of the board of directors.

XIII - EVENT MANAGEMENT

1. The Sweethearts organization must receive permission from any Non-Profit 501c3 charities/organizations they wish to raise money for. This permission must be received in written form
    a. i.e. E-mail or mailed letter to the Sweetheart organization before the date of the event.
2. 2. A minimum of 2 members of the Board of Directors must be present at all Sweetheart events to work the door and for event management.

XIV - GOVERNANCE

The Sweethearts of Portland shall be governed by the following in hierarchical order:

1. The internal revenue service regulations.
2. The state of Oregon laws and regulations.
3. The Sweetheart articles of incorporation.
4. The Sweetheart bylaws.

The board may produce other documents (operations manual, applications, fliers etc.) to assist in managing or promoting of the organization but they are not considered legal documents for the purpose of the organizational governance.