



# BYLAWS of NONPROFIT ASSOCIATION OF OREGON

## Article I. Name

The name of this Corporation is Nonprofit Association of Oregon.

## Article II. Principal Office

The registered office for the transaction of the business of this Corporation shall be located in the state of Oregon. The Board of Directors may, at any time, change the location of the registered office within Oregon. This Corporation may also have offices at more than one place in Oregon as the Board of Directors may determine and fix by resolution.

## Article III. Purpose

This Corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this Corporation shall be to engage in any lawful activities, none of which is for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

This Corporation shall hold its primary purposes to be: increasing public awareness of Oregon's 501-c-3 charitable organizations and strengthening their leadership and organizational capacity.

## Article IV. Members

**Section 1. Classes of Membership.** This Corporation shall have two classes of membership: Nonprofit Organization Members [Members] and Affiliate Members [Affiliates].

a. Members. Nonprofit organizations which are organized under the laws of, or otherwise qualified to do business or conduct operations in Oregon, and which are or would qualify as a tax-exempt organization described in Section 501(c)(3) of the Code or successor provisions of any future federal tax code shall be eligible for membership in this Corporation, subject to any additional standards which may be set from time to time by the Board of Directors. In order to be a member, nonprofit organizations shall pay annual dues in accordance with such policies and rates as the Board of Directors establishes from time to time. Each Member shall appoint a representative who will vote on behalf of the organization.

b. Affiliates. Any individual, business, or nonprofit organization other than Oregon 501(c)(3) corporations that is interested in the purpose and affairs of this Corporation shall be eligible for membership, subject to any additional standards that may be set from time to time by the Board of Directors. In order to be an Affiliate, individuals, businesses, and nonprofit organizations that are not charities shall pay annual dues in accordance with such policies and rates as the Board of Directors establishes from time to time.

## **Section 2. Voting Rights**

a. Members. Members shall each be entitled to cast one (1) vote for or against the slate of Directors presented at this Corporation's Annual Meeting. Members shall have no other voting rights. There shall be no split voting or cumulative voting.

b. Affiliates. Affiliates shall have no voting rights.

## **Section 3. Termination of Membership**

a. Nonpayment of Dues. The membership of any Member or Affiliate shall terminate in the event such member shall fail to pay its annual dues to this Corporation within ninety (90) days from the initial due date thereof.

b. Loss of Tax-Exempt Status. In the event that any Member ceases to qualify as a tax-exempt organization described in Section 501(c)(3) of the Code, such failure shall result in the automatic suspension of such organization's membership in this Corporation. Any such organization shall be eligible to have its membership status reinstated at such time as it again qualifies as a tax-exempt organization described in Section 501(c)(3) of the Code.

c. Termination by Board of Directors. The Board of Directors, upon the affirmative vote of two-thirds (2/3) of all directors in office at that time, may terminate the membership of a Member or an Affiliate with or without cause. The Board shall give the member at least fifteen (15) days written notice by first class or certified mail of the termination and the reasons for the termination. The Board shall give the member an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

Except as otherwise required by law or these bylaws, any voting right of a Member and any other rights conferred upon a Member shall cease immediately upon termination of such Member's membership in this Corporation.

**Section 4.** Transfer of Membership. Membership in this Corporation is not transferable or assignable.

**Section 5.** Meetings of the Membership.

a. Annual Meeting. The Annual Meeting of this Corporation shall be held at a time and place to be determined by the Board of Directors.

b. Special Meetings. Special meetings shall be held at the call of the Board of Directors or by a call of at least ten (10) percent of the Members of this Corporation by a demand signed, dated, and delivered to this Corporation's Secretary. Such demand by the members shall describe the purpose of the meeting.

c. Notice of Meetings. Notice of all meetings of the Members shall be given to each member at the last address of record by first class mail at least seven (7) days before the meeting, or by means other than first class mail at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

d. Quorum and Voting. For the election of Directors, one-tenth (1/10th) of the number of Members then in good standing and present in person or by proxy at any annual meeting shall constitute a quorum for the election of Directors. A majority vote of the Members represented and voting is the act of the members, unless these Bylaws or the law provide differently. Alternatively, the election of Directors may be conducted by written ballot in such manner as the Board of Directors may by resolution determine.

e. Proxies. At the Annual Meeting or at a Special Meeting a Member entitled to vote may do so by proxy executed in writing and filed with the Secretary for that meeting. A proxy is valid for eleven (11) months and may be revoked.

f. Written Ballots. Any action that may be taken at an annual or special meeting of members may be taken without a meeting if this Corporation delivers a written ballot to every member entitled to vote on the matter. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than the election of directors, and specify a reasonable time by which a ballot must be received by this Corporation in order to be counted. The number of responses needed to meet the quorum requirement shall be calculated forty-five (45) days prior to the annual meeting.

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

**Section 1.** General Powers. The business and affairs of this Corporation shall be governed by its Board of Directors.

**Section 2.** Number and Classes. The number of directors of this Corporation shall consist of no less than nine (9) and no more than twenty (20) directors. The Board shall have two classes of directors: (1) directors that are representatives of Members and (2) at-large directors. A majority of directors shall be representatives of Members.

**Section 3.** Qualification. Membership on the Board of Directors shall be open to all persons with a demonstrated commitment to advancing the interests of Oregon's nonprofit sector and will not be restricted on the basis of race, color, religion, age, national origin, gender, or sexual orientation. The Governance Committee shall strive to select a slate of candidates that is broadly representative of the State of Oregon's nonprofit sector, its stakeholders, organizations or individuals providing services to or otherwise demonstrating a significant interest in or commitment to the nonprofit sector, as well as areas of the state and various non profit sectors including education, health, economic development,

social services, cultural entities, advocacy organizations and any other sector represented within this Corporation's membership.

**Section 4. Nomination and Election.** The Governance Committee shall be responsible for identifying prospective candidates for election to the Board of Directors and shall solicit nominations from Members. Each candidate that is representing a Member must be a designated representative of that Member. No later than forty-five (45) days before the Annual Meeting, the Governance Committee shall present to the Board of Directors for review a slate of candidates composed of representatives of Members and at-large candidates. A list of candidates on the slate, the term for which each is nominated, and relevant biographical information about each candidate shall be sent to the Members along with the notice of the Annual Meeting.

**Section 5. Terms.** The term of office of each director of the corporation elected at the Annual Meeting shall be one, two, or three years. Directors may be elected to successive terms of office. A director may serve on the Board six (6) consecutive years.

**Section 6. Removal.** Any director may be removed, with or without cause, by a vote of two-thirds of the directors then in office.

**Section 7. Vacancies.** Vacancies on the Board of Directors shall be filled by an affirmative vote of a majority of the directors then in office at a regular or special meeting called for that purpose. The Governance Committee shall nominate the candidate for a vacant position. A successor director shall serve for the unexpired term of the predecessor and, at the conclusion of the unexpired term, shall be eligible for a one, two, or three year term as recommended by the Governance Committee.

**Section 8. Quorum and Action.** At any meeting of the Board of Directors a majority of the directors then in office shall constitute a quorum. If a quorum is present, action is taken by a majority vote of the directors present, except as otherwise provided by these bylaws. Where the law or these bylaws requires a majority vote of the directors in office, such action is taken by that majority as required.

**Section 9. Proxies.** There shall be no voting by proxy.

**Section 10. Regular Meetings.** Regular meetings of the Board of Directors shall be held at a time and place as shall be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

**Section 11. Special Meetings.** Special meetings of the Board may be called by the President of the Board, by any two members of the Executive Committee, or by written notice filed with the Secretary of the Board by one-third (1/3) of the directors then in office. Notice of special meetings of the Board of Directors shall be delivered to each director personally by telephone or by mail or by electronic mail or by fax not less than two (2) business days prior to said special meeting.

**Section 12. Alternative Meeting Venue.** Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications or electronic means, as long as all Board members can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. All participating directors shall be informed that a meeting is taking place at which official business may be transacted.

**Section 13. No Salary.** Directors shall not receive salaries for their board services but may be reimbursed for authorized expenses related to Board service.

**Section 14. Action by Consent.** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all the directors.

## **Article VI: Committees**

**Section 1. Standing Committees.** There shall be five standing committees of the Board of Directors: Executive, Governance, Finance, Public Policy, and Audit. Standing committees shall be chaired by a director and shall have at least one additional director as a member.

a. **Executive Committee.** The members of the Executive Committee shall be the President, the Vice-President, the Secretary, the Treasurer, and the chairs of the standing committees. The Executive Committee shall have the power to exercise all of the powers of the Board between Board meetings, except those powers specified in Section 7 below; shall cause strategic, long-range planning to be done; shall act as a Personnel Committee and Executive Compensation Committee as needed; and shall

perform other duties as the Board of Directors may prescribe from time to time. Action may be taken by an affirmative vote of a majority of Committee members, provided a quorum is present. Executive Committee actions shall be reported in full to the Board of Directors at its next regular meeting.

b. Governance Committee. The Governance Committee shall nominate new directors to the Board, shall nominate existing directors for successive terms, shall nominate officers of the Board, shall annually assess Board performance and satisfaction, shall recommend action to address problems identified in the assessment, shall periodically review these bylaws and recommend amendments as needed, shall ensure that future leadership of the Board is identified and cultivated, and shall perform other duties as the Board of Directors may prescribe from time to time. The President shall not be a member of the Governance Committee.

c. Finance Committee. The Finance Committee shall recommend the annual budget to the Board of Directors for its approval, shall regularly review and assess this Corporation's financial status and shall report on this Corporation's finances at all regular meetings of the Board and at other times as requested, shall recommend financial policies to the Board of Directors, shall review annually this Corporation's IRS 990 Form and recommend its acceptance by the Board, and shall perform other duties as the Board of Directors may prescribe from time to time. The Treasurer shall chair the Finance Committee.

d. Public Policy Committee. The Public Policy Committee shall advise the Board of Directors in setting the public policy goals and objectives of this Corporation and recommending public policy positions. The Committee shall advise and assist staff in selecting appropriate policy issues, lobbying and advocating this Corporation's positions, and in planning and implementing other activities related to the public policy program and objectives of this Corporation. The Committee shall perform other duties as the Board of Directors may prescribe from time to time.

e. Audit Committee. The Audit Committee shall hire the auditor who performs the annual audit, shall receive copies of all correspondence related to the audit, shall advise the Board on the auditor's findings and recommendations, shall recommend acceptance of the audit by the Board, and shall perform other duties as the Board of Directors may prescribe from time to time. The Finance Committee Chair/Treasurer shall not be a member of the Audit Committee.

**Section 2. Other Committees.** The Board may designate additional standing, temporary, advisory, and support committees and may invest such committees with such powers and responsibilities as it sees fit. All committees shall report periodically to the Board of Directors.

**Section 3. Committee Chairs.** With the exception of the Finance Committee, the President, in consultation with the Executive Director, shall appoint the chair of each committee.

**Section 4. Committee Members.** In consultation with the committee chair and the Executive Director and except for the Executive Committee, the President shall appoint the Board members of each committee. With the exception of the Executive Committee, committee chairs may recruit non-Board members to their committees subject to the approval of the President.

**Section 5. Terms.** The term of a committee chair and committee members shall be one year. Chairs and members may be appointed to successive terms.

**Section 6. Quorum and Action.** A quorum at a meeting of a standing committee shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of directors present.

**Section 7. Limitations on the Powers of Committees.** No committee may authorize payment of a dividend or any part of the income or profit of this Corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

## **Article VII. Officers**

**Section 1. Titles.** The officers of this Corporation shall consist of a President, Vice President, Treasurer, Secretary, and other such officers as the Board may appoint. All officers of the corporation shall be selected from the Board of Directors and must be members of the Board of Directors.

**Section 2. Nomination and Election.** Officers shall be nominated by the Governance Committee and shall be elected or re-elected at the first Board meeting following the Annual Meeting by a majority vote of a quorum of the Board.



**Section 3. Terms.** Officers shall serve for a term of one year or until their successors are duly elected except that no officer shall be elected to the same office for more than two consecutive terms. Terms of office begin immediately upon election.

**Section 4. Vacancy.** A vacancy in any office shall be filled by the Board of Directors not later than the first regular meeting of the Board of Directors following the meeting at which the vacancy was reported. The Governance Committee shall nominate the candidate for the vacancy.

**Section 5. Other Officers.** The Board of Directors may elect or appoint such other officers and agents as it shall deem necessary or desirable. They shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by the Board of Directors.

**Section 6. Removal.** Any person elected or appointed by the Board may be removed from office by a vote of a majority of the Board members then serving on the Board. Removal as an officer shall not necessarily mean removal as a Board member.

**Section 7. President.** The President of the Board of Directors shall oversee the governance of the corporation; shall preside at all meetings of the Board of Directors and Executive Committee; shall appoint the chair of each committee except the Finance Committee and shall appoint each Board member to a committee; shall approve the appointment of any non-Board member to a committee; shall coordinate the Board's employment, supervision, evaluation, and termination of the Executive Director; shall recommend to the full Board for final approval the annual compensation of the Executive Director; shall counsel and advise the Executive Director; and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have any other powers and duties as may be prescribed from time to time by the Board of Directors. The President is an ex-officio member of all committees except the Governance Committee.

**Section 8. Vice-President.** In the absence of the President or in the event of her/his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

**Section 9. Secretary.** The Secretary of the Board of Directors shall have overall responsibility for all record keeping of the Board. Under the direction and supervision of the President

of the Board of Directors, the Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of regular and special meetings of the Members of this Corporation; (b) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; (c) official recording of the minutes of all proceedings of the Executive Committee meetings and actions; (d) provision for notice of all regular and special meetings of Members of this Corporation and of regular and special meetings of the Board of Directors; (e) review revisions to the Articles of Incorporation as needed; (f) record and vote proxies from Members filed in advance of the Annual Meeting; (g) preside at meetings of the Board of Directors in the absence of the President and Vice-President; (h) retain all records relating to the hiring and performance review and termination of the Executive Director; (i) retain the Board Policy Manual and ensure that it is up to date; and (j) any other duties as may be prescribed by the Board of Directors.

**Section 10. Treasurer.** The Treasurer of the Board of Directors shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all the financial records of the corporation; (b) the deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) the disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors.

### **Article VIII. Executive Director**

The Executive Director shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall be responsible for the general operation of the Corporation. The Executive Director shall not be a member of the Board of Directors and shall have no vote.

### **Article IX. Non-Discrimination Policy**

It shall be the operational policy of this Corporation not to discriminate against any person on the basis of race, color, sex, sexual orientation, religion, creed, marital status, national origin, disability, or political belief. This policy includes, but is not exclusive of, hiring, firing, layoffs, promotions, wages, training, disciplinary action or any other terms, privileges, conditions, or benefits or employment, as well as non-discrimination in the providing of any services offered by this Corporation.

## **Article X. Corporate Indemnity**

This Corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of this Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of this Corporation. No amendment to this Article that limits this Corporation's obligations to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise.

## **Article XI. Amendment of Bylaws**

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by an affirmative vote of two-thirds of directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least ten days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

*Original Bylaws adopted by the Board: April 1, 1977*

*Original Bylaws previously amended by the Board of Directors: May 13, 1977; August 12, 1999; June 10, 2003; February 17, 2009; June 21, 2010; September 20, 2010.*

*These Bylaws adopted as amended: March 24, 2011*