

**RESTATED BYLAWS
OF
OREGON RESTAURANT AND LODGING ASSOCIATION**

These Bylaws of Oregon Restaurant and Lodging Association, an Oregon nonprofit corporation (the “Association”), are intended to conform to the mandatory requirements of the Oregon Nonprofit Corporation Act, as in effect from time to time (the “Act”). These Bylaws have been adopted in connection with a merger transaction between Oregon Restaurant Association, an Oregon nonprofit corporation (“ORA”), and Oregon Lodging Association, an Oregon nonprofit corporation (“OLA”), wherein OLA has merged with and into ORA, with ORA as the surviving entity.

ARTICLE I

PURPOSES AND CERTAIN DEFINITIONS

1. Purposes. The purpose for which the Association is formed is to operate exclusively as a business league not organized for profit within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”), or any successor provision, including specifically to promote the common business interests of its membership and improve business conditions in the Restaurant Industry and Lodging Industry, both as defined below.

2. Certain Definitions. The capitalized terms set forth below shall be defined as follows:

(a) “Association” has the meaning set forth in the opening paragraph of these Bylaws.

(b) “Associate Allied Member” has the meaning set forth in Article II, Section 1(b).

(c) “Board of Directors” has the meaning set forth in Article III, Section 1.

(d) “Chairperson” has the meaning set forth in Article III, Section 16.

(e) “Director” or “Directors” means the individual members of the Board of Directors.

(f) “Honorary Member” has the meaning set forth in Article II, Section 1(c).

(g) “Immediate Past Chairperson” has the meaning set forth in Article IV, Section 5.

(h) “Lodging Industry” means the lodging, hotel, motel and/or public accommodations industries.

(i) “Lodging Industry Representative” means a Regular Member (or its representative) that (i) is significantly involved with the Lodging Industry, and (ii) has been elected to the Board of Directors under Article III.

- (j) “Merger” means the merger transaction between ORA and OLA, wherein OLA has merged with and into ORA, with ORA as the surviving entity.
- (k) “Merger Agreement” means the definitive agreement with respect to the Merger.
- (l) “Nominating Committee” has the meaning set forth in Article III, Section 5.
- (m) “OLA” has the meaning set forth in the opening paragraph of these Bylaws.
- (n) “ORA” has the meaning set forth in the opening paragraph of these Bylaws.
- (o) “President/CEO” has the meaning set forth in Article IV, Section 10.
- (p) “Regular Member” has the meaning set forth in Article II, Section 1(a).
- (q) “Restaurant Industry” means the foodservice, beverage service and/or restaurant industries.
- (r) “Restaurant Industry Representative” means a Regular Member (or its representative) that (i) is significantly involved with the Restaurant Industry, and (ii) has been elected to the Board of Directors under Article III.
- (s) “Vice Chair” has the meaning set forth in Article III, Section 16.

ARTICLE II

MEMBERSHIP

1. Membership Classes. The Association shall have three classes of members. The designation, admission and qualification requirements, rights, privileges and obligations of each class of members shall be as set forth in this Article II, Section 1 and elsewhere in these Bylaws.

(a) Regular Members. To qualify to be a regular member of the Association (“Regular Member”), an applicant must (i) be an individual, entity or other organization that owns or operates a business, or division of a business, in Oregon that derives a major portion of its revenue from (A) owning or operating a restaurant (or restaurants) or otherwise serving food and/or beverages to the public, or (B) owning or operating a hotel or motel (or hotels or motels) or otherwise providing public accommodations, and (ii) hold all necessary licenses to operate as such. Regular Members shall possess all rights and privileges of members under these Bylaws and the Act, and are “members” as defined under the Act.

(b) Associate Allied Members. To qualify to be an **associate allied** member of the Association (“**Associate Allied** Member”), an applicant must be an individual, entity or other organization that derives a portion of its revenue from providing, either directly or indirectly, services and/or products to Regular Members. Except as expressly provided under these Bylaws, **Associate Allied** Members shall possess all rights and privileges of members under these Bylaws and the Act; provided, however, that **Associate Allied** Members may not serve as officers of the Association. **Associate Allied** Members are “members” as defined under the Act.

(c) Honorary Members. Upon a majority vote of the Board of Directors, the Association may extend an invitation to an individual, entity or other organization to become an honorary member (“Honorary Member”) of the Association. To qualify as an Honorary Member, the individual, entity or other organization must (i) (A) have made outstanding contributions to either the Restaurant Industry or Lodging Industry, or (B) have provided outstanding service to the Association; and (ii) not be eligible for admission as a Regular Member or an **Associate Allied** Member. Except as expressly provided under these Bylaws, Honorary Members shall possess all rights and privileges of members under these Bylaws; provided, however, that Honorary Members shall not possess voting rights, shall not be eligible to serve as a Director, and are not “members” as defined under the Act.

(d) Application for Membership. Each prospective Regular or **Associate Allied** Member shall complete the form or forms of application that have been developed by the President/CEO; provided, however, that the Board of Directors may proscribe a form or forms. Such form or forms shall, at a minimum, contain the name, address, and telephone number of, as well as identification of the individual authorized to vote on behalf of, such prospective Regular or **Associate Allied** Member. The determination as to whether to accept a Regular or **Associate Allied** Member applicant shall be made by the President/CEO. Admission of a Regular or **Associate Allied** Member shall be conditioned upon acceptance of such terms and conditions, including an acknowledgement of the applicability of these Bylaws, as may be required from time to time by the Board of Directors.

2. Continued Membership Requirements. The Board of Directors may from time to time set requirements for continued membership of Regular Members, **Associate Allied** Members and Honorary Members, including, but not limited to, the payment of annual dues. Any member whose dues remain unpaid for more than 60 days shall become delinquent. Any member whose dues remain unpaid for 180 days shall be subject to expulsion as set forth in these Bylaws. The Board of Directors may adjust the foregoing time frames from time to time by resolution.

3. Dues and Assessments. The Board of Directors shall set by resolution (a) annual dues and (b) any assessments, for Regular Members, **Associate Allied** Members and Honorary Members. Any changes in dues or assessment shall be mailed to all effected members with an effective date of no less than 30 days from the date of the notice. This notice requirement may be fulfilled by printing the notice prominently in the Association’s publication and sending the publication to the mailing address or email address of the member as shown on the records of the Association.

4. Voting Rights. Each Regular Member and **Associate Allied** Member shall be entitled to vote on each matter submitted to a vote of the members. Honorary Members shall not be entitled to vote, except as may otherwise be required under the Act. No person, entity or other organization shall be entitled to cast more than one vote, regardless of the number of operations or units owned; provided, however, that if a person, entity or other organization owns more than one operation or unit, it shall be entitled to a vote for each such operation or unit for which it has maintained a separate membership and paid all dues and assessments relating thereto.

5. Annual Meeting. The annual meeting of the members of the Association shall be held at least once during each calendar year for the purpose of electing the Board of Directors and

transacting such other business as may be properly brought before the meeting. The Board of Directors shall designate the date, time and place of the annual meeting. In the event an election of Directors by written ballot has been conducted in accordance with Article III, Section 6(a), the results of such election will be announced at the annual meeting. In the event the Association has opted to have the election of Directors be at the annual meeting in accordance with Article III, Section 6(b), the election will be held at the annual meeting in accordance with the requirements of the Act.

6. Special Meetings. Special meetings of the members may be called by (a) the Chairperson, (b) written request of 5 or more members of the Board of Directors provided to the Secretary, or (c) written request of 25 or more members (not including Honorary Members) provided to the Secretary.

7. Place of Meeting. The annual meeting or special meetings of the members may be held at the principal office of the Association or at such other place within or without the State of Oregon as the Board of Directors may from time to time designate. If no designation is made for any annual or special meeting of the members, the place of meeting shall be the principal office of the Association.

8. Notice of Meetings. Written or printed notice of all meetings of the members stating the date, time, place and purpose of the meeting, shall be given to each member entitled to vote at the meeting at least seven days before the meeting, or if the notice is mailed by other than first class or registered mail, or provided by electronic communication as provided below, no fewer than 30 days nor more than 60 days before the meeting. This notice requirement may be fulfilled by prominently printing the notice of meeting in the Association's publication, subject to the delivery requirements described above. To the extent allowed by the Act, notice of any annual or special meeting may be provided via electronic mail or such other form of electronic communication as is consistent with the requirements of the Act.

9. Quorum and Required Vote. Twenty five (25) of the members of the Association entitled to vote, represented in person, shall constitute a quorum at a meeting of the members. If a quorum is present, the affirmative vote of the majority of the votes represented and voting shall be the act of the membership, unless a higher percentage is required under these Bylaws, the Association's articles of incorporation as in effect from time to time (the "Articles of Incorporation"), or the Act.

10. Record Date. For purposes of determining members entitled to notice of, or to vote at, any meeting of members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the record date shall be fixed as follows:

(a) For purposes of determining the members entitled to notice of a members meeting, the record date shall be the date before the day on which notice is first mailed or otherwise transmitted to members, or if such notice is waived, the day preceding the day on which the meeting is held.

(b) For purposes of determining the members entitled to demand a special meeting, the record date shall be the date upon which such demand is made to the Secretary.

(c) For purposes of determining the members entitled to vote a members' meeting, the record date shall be the date of the meeting.

11. Proxies. Every voting member shall have the right to cast his/her vote either in person or by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary before or at the time of the meeting. No unrevoked proxy shall be valid after eleven months from the date of its execution unless some other definite period of validity shall be expressly provided therein. No proxy may be effectively revoked until notice in writing of such revocation has been given to the Secretary.

12. Voting Lists. The Association shall prepare an alphabetical list of the names, addresses and membership dates of all of its voting members. The list must show the class and number of votes each member is entitled to vote at the meeting, if applicable. The Association shall prepare on a current basis through the time of the meeting a list of members, if any, who are entitled to vote at the meeting, but are not a part of the main list of members. The list of members shall be available for inspection by any member for the purpose of communication with other members concerning the meeting, beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the Association's principal office or at a reasonable place identified in the meeting notice in the city or other location where the meeting will be held. A member, the member's agent or the member's attorney is entitled, on written demand setting forth a proper purpose, to inspect and, subject to the requirements of ORS 65.774 and 65.782, to copy the list at a reasonable time and at the member's expense, during the period it is available for inspection. The Association shall make the list of members available at the meeting, and any member, the member's agent or the member's attorney is entitled to inspect the list for any proper purpose at any time during the meeting or any adjournment.

13. Resignation. A member may resign at any time. The resignation does not relieve the member from any obligations it has to the Association at the time of resignation.

14. Expulsion or Suspension. Membership may be terminated or suspended by the Association if a member fails to timely pay its dues or assessments or otherwise fails to comply with these Bylaws or the rules or regulations of the Association. The expulsion or suspension of a member does not relieve the member from any obligations it has to the Association at the time of its expulsion or suspension.

ARTICLE III

BOARD OF DIRECTORS

1. Function. The Association shall have a board of directors ("Board of Directors") in accordance with the requirements of the Act. The Board of Directors shall manage the business and affairs of the Association, and shall exercise all the powers of the Association as provided under the Act, the Articles of Incorporation and these Bylaws. The Board of Directors may by resolution delegate to committees, including an Executive Committee, or to officers of the Association, such powers and functions as it may designate from time to time.

2. Number and Qualifications. The Board of Directors shall consist of 23 Directors. All Directors must be individuals. With respect to Directors who are not themselves Regular Members or **Associate Allied** Members, each Director must be engaged in the business of owning, operating or managing a business that meets the qualifications of a Regular Member or an **Associate Allied** Member, as applicable, and which is a current member of the Association during the directorship. A Director shall become ineligible to serve on the Board of Directors in the event the Director fails to satisfy any of the foregoing requirements. In such event, the affected Director shall resign, or if the affected Director refuses or otherwise fails to resign, the affected Director shall be subject to removal upon the affirmative vote of a majority of the Board of Directors (not including the affected Director).

3. Board Composition Upon Effective Date of Merger. Upon the effective date of the Merger, the Board of Directors shall be composed of (a) 10 Restaurant Industry Representatives, (b) 10 Lodging Industry Representatives, and (c) 3 **Associate Allied** Members. The names of each of the foregoing shall be set forth in the Merger Agreement.

4. Term. Upon the effective date of the Merger, the Board of Directors shall be divided into 3 classes for the purpose of staggering Board terms. The first group ("Class 1 Directors") shall consist of (a) 3 Restaurant Industry Representatives, (b) 3 Lodging Industry Representatives, and (c) 1 **Associate Allied** Members. The second group ("Class 2 Directors") shall consist of (x) 4 Restaurant Industry Representatives, (y) 4 Lodging Industry Representatives, and (z) 1 **Associate Allied** Member. The third group ("Class 3 Directors") shall consist of (aa) 3 Restaurant Industry Representatives, (bb) 3 Lodging Industry Representatives, and (cc) 1 **Associate Allied** Member. The initial Class 1 Directors shall serve a term of 1 year. The initial Class 2 Directors shall serve a term of 2 years. The initial Class 3 Directors shall serve a term of 3 years. Thereafter, the term of each Director elected to the Board of Directors shall be 3 years. In no event shall a Director serve for more than 6 consecutive years; provided, however, that if a Director is serving as Vice Chair, Chairperson, Immediate Past Chairperson, Secretary, or Treasurer at the expiration of such 6 year period, then the Director shall be entitled to continue to serve on the Board of Directors until such time as the Director has finished serving as Immediate Past Chairperson in accordance with these Bylaws.

5. Nomination of Directors.

(a) Nominating Committee. The Board of Directors shall have a nominating committee (the "Nominating Committee") that will be responsible for nominating members to serve on the Board of Directors in accordance with these Bylaws. The Nominating Committee shall be appointed by the Chairperson. The Nominating Committee will have an equal number of Restaurant Industry Representatives and Lodging Industry Representatives.

(b) Nominating Process and Requirements. The Nominating Committee shall nominate a slate of one name for each Director whose term ends and present it to the Board of Directors for approval on an annual basis. In making nominations, the Nominating Committee shall endeavor to ensure, to the fullest extent legally possible and commercially practicable, that the Board of Directors at all times consists of (a) not less than 8 Restaurant Industry Representatives, (b) not less than 8 Lodging Industry Representatives, and (c) not more or less than 3 **Associate Allied** Members (or their representatives).

(c) Member Nominations. Any Regular Member may nominate by petition additional candidates for election as Directors. The petition shall be signed by not less than 30 Regular Members, designate the candidate and state whether the proposed candidate is an **Associate Allied** Member, a Restaurant Industry Representative or Lodging Industry Representative. Such petition shall be filed with the Nominating Committee not less than 60 days prior to the annual meeting of members at which the election for Directors shall take place. The Nominating Committee shall determine the validity of all petitions. Its determination as to validity shall be final and conclusive. If the Nominating Committee determines that a petition is valid, it shall include the proposed candidate in its slate of nominees, subject to the requirements of Article III, Section 5(b), above.

(d) Board of Director Approval. All nominations proposed by the Nominating Committee shall be submitted to the Board of Directors. Nominations will be deemed approved upon the affirmative vote of a majority of the Board of Directors.

6. Election of Directors.

(a) Written Ballot. Except as provided in Article III, Section 6(b) below, not less than 30 days before the annual meeting of members, the Association shall mail to each Regular Member and **Associate Allied** Member a ballot listing nominations for each open directorship and providing the option to vote for or against each nominee. In addition to listing the nominations, the ballot shall indicate the number of responses needed to meet the quorum requirements and include the required return date, as well as the address to which the ballot must be returned. For a vote to be counted, the member must indicate its vote, sign, and return the ballot to the designated address at least 5 days prior to the annual meeting of members. The results of the election shall be announced at the annual meeting of members, at which time members elected to the Board of Directors shall take office.

(b) Meetings. In lieu of voting by ballot as described under Article III, Section 6(a), the Association may hold elections for Directors at the annual meeting of the members. Any such elections shall be held in accordance with the terms of these Bylaws and the Act.

7. Regular Meetings. The Board of Directors shall hold at least 4 regular meetings each calendar year. The Board of Directors shall, by its own resolution, designate such dates, times and places as it may choose for such meetings. Provided such a resolution has been adopted, no formal notice shall be required for such meetings. In the event such a resolution has not been adopted, then notice shall be provided in the same manner as notice of special meetings.

8. Special Meetings and Notice. Special meetings of the Board of Directors may be called by or at the request of the Chairperson, or not less than 20% of the Directors then in office. Notice of a special meeting shall be sent via mail with postage prepaid (either regular, registered, certified, or overnight), hand-delivered or given verbally to each Director not less than 10 days prior to the meeting. In addition, to the extent allowed under the Act, notice of a special meeting may be provided by electronic mail or such other form of electronic communication as may be permitted under the Act. The notice shall include the date, time, place and agenda of the special meeting. If notice is given via mail, it shall be sent to the address of the Director as shown on the records of the Association, and shall be effective 3 days after it is deposited in mail, postage

prepaid. If notice is hand-delivered or given verbally, it shall be effective upon delivery. If notice is given via electronic mail or other form of electronic communication, it shall be effective upon receipt. This notice requirement may be fulfilled by printing the notice prominently in a publication of the Association that is sent to the address of the Director as shown on the records of the Association.

9. Waiver of Notice.

(a) A Director may at any time waive any notice required by the Act, the Articles of Incorporation or these Bylaws. Except as otherwise provided herein, such waiver must be in writing, signed by the Director entitled to notice, specify the meeting for which notice is waived and be filed with the Association's records. A waiver of notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

(b) The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

10. Quorum. A majority of the Directors then in office shall constitute a quorum at any meeting.

11. Manner of Acting. When a quorum is present, the vote of the majority of the Directors at such meeting shall be the act of the Board of Directors unless a greater vote is required by the Act, the Articles of Incorporation or these Bylaws.

12. Vacancies and Removal.

(a) A vacancy on the Board of Directors shall exist upon the death, resignation or removal of any Director.

(b) Provided that a quorum of the members is present, a Director may be removed, with or without cause, at a special meeting called expressly for that purpose by a majority vote of the members present. Absence of a Director from three consecutive meetings of the Board of Directors without an excuse deemed sufficient by a majority of the Board of Directors (other than the affected Director) may be considered as cause for removal.

(c) Any Director may resign at any time by giving written notice to the Board of Directors, the Chairperson or the Secretary. Except as otherwise provided under the Act, any such resignation shall take effect upon the receipt of such notice or at any later date specified therein. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. In the event the resignation of a Director is tendered to take effect at a future date, a successor may be appointed to take office when the resignation becomes effective.

(d) In the event of a vacancy in the Board of Directors, the Chairperson shall nominate a replacement Director for approval by the Board of Directors. If approved, such replacement Director shall serve until the expiration of the term of the replaced Director.

13. Compensation. Directors shall not be compensated for their services as Directors. The Directors may, upon approval by the Board of Directors, be reimbursed by the Corporation for necessary expenses incurred in the execution of their duties and responsibilities.

14. Action Without a Meeting. Any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if a written consent setting forth the actions so taken is signed by all the Directors. Such consent shall have the same effect and force as a unanimous vote of the Directors.

15. Telephone Meetings. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone, Web conference or similar communications equipment by means of which all persons in the meeting can simultaneously hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

16. Chairperson and Vice Chair of the Board, Secretary and Treasurer. One member of the Board of Directors shall be appointed as chairperson of the Board of Directors (the "Chairperson"), one member of the Board of Directors shall be appointed as vice chair of the Board of Directors (the "Vice Chair"), one member of the Board of Directors shall be appointed as the secretary of the Association (the "Secretary"), and one member of the Board of Directors shall be appointed as the treasurer of the Association (the "Treasurer"). The names of each of the foregoing as of the effective date of the Merger shall be set forth in the Merger Agreement.

(a) Initial Appointments. From the effective date of the Merger until the second annual meeting of the Board of Directors following the effective date of the Merger, the Chairperson shall be a Restaurant Industry Representative and the Vice Chair shall be a Lodging Industry Representative. From the second annual meeting of the Board of Directors following the effective date of the Merger until the third annual meeting of the Board of Directors following the effective date of the Merger, the person who served as Vice Chair upon the effective date of the Merger (or, upon his or her earlier resignation or removal, another Lodging Industry Representative) shall serve as Chairperson. At the second annual meeting of the Board of Directors following the effective date of the Merger, a new Vice Chair will be elected, without regard to whether the elected Director is a Restaurant Industry Representative or a Lodging Industry Representative, by a majority vote of the Board of Directors.

(b) Subsequent Appointments. At the second annual meeting of the Board of Directors following the effective date of the Merger, and at each annual meeting of the Board of Directors thereafter, (i) the Vice Chair immediately prior to the vote at the annual meeting shall be elected to serve as Chairperson and (ii) a new Vice Chair, Secretary and Treasurer shall be elected by a majority vote of the Board of Directors, without regard to whether the elected Director is a Restaurant Industry Representative or a Lodging Industry Representative.

ARTICLE IV

OFFICERS

1. Officers. The officers of the Association shall be the Immediate Past Chairperson, Chairperson, Vice Chair, Secretary, Treasurer and President/CEO. These officers, other than the President/CEO who shall not be a Director but shall be a non-voting ex officio member of the Board of Directors, shall be members of the Board of Directors. Any two or more offices may be held by the same person.

2. Election and Term of Office. With the exception of the Immediate Past Chairperson and the Chairperson, both of whom will be appointed in accordance with Article III, Section 16, the officers of the Association shall be elected by the Board of Directors at each annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such elections shall be held as soon thereafter as is convenient. Each officer shall hold office until his/her successor shall have been duly appointed and shall have qualified, or until the officer's earlier death, resignation or removal.

3. Vacancies and Removal.

(a) A vacancy in any office because of death, resignation, removal, disqualification, the creation of a new office, or any other cause, may be filled by the Board of Directors at any meeting of the Board of Directors.

(b) Any officer may resign at any time by giving written notice to the Board of Directors, the Chairperson or the Secretary. Except as otherwise provided by law, any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4. Compensation. Directors as such shall not receive any salary or compensation for service as an officer unless provided otherwise by the Act, the Articles of Incorporation or these Bylaws.

5. Immediate Past Chairperson. The Director that served as Chairperson during the preceding year will serve as immediate past Chairperson of the Association ("Immediate Past Chairperson"). The Immediate Past Chairperson shall assist the Chairperson by providing continuity for the general policy direction of the business of the Association.

6. Chairperson. The Chairperson shall preside at all meetings of the Association and the Board of Directors. The Chairperson shall appoint committees, shall chair the Executive Committee, and shall be a non-voting, ex officio member of all other committees. The Chairperson shall perform the usual and customary duties of the Chairperson. It shall be the Chairperson's duty at any time he/she is unable to attend any meeting of the Association or Board of Directors to notify the Vice Chair in advance of such a meeting.

7. Vice Chair. In the absence of the Chairperson, or in the event of his/her inability or refusal to act, the Vice Chair shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson; and shall

perform such other duties as from time to time may be assigned to him/her by the Chairperson or by the Board of Directors.

8. Secretary. The Secretary shall endeavor to attend all meetings of the Board of Directors and shall record, or cause to be recorded, all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all special meetings of the Board of Directors in accordance with the provisions of these Bylaws or as required by law, shall keep a register of the address of each Director which shall be furnished to the Secretary by each Director; and shall perform such other duties as from time to time may be assigned to him/her by the Chairperson or by the Board of Directors. Unless otherwise provided by the Board of Directors, the Secretary shall have authority to affix the corporate seal to any instrument requiring a seal, and when so affixed it shall be attested by the signature of the Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Association and to attest the affixing by the signature of the officer.

9. Treasurer. The Treasurer shall be an advisor for the Association funds, which shall be kept in financial institutions chosen by the Board of Directors to the credit of the Association, together with all other securities and valuables; and shall perform such other duties as from time to time may be assigned to him/her by the Chairperson or by the Board of Directors. The Treasurer shall chair the Finance/Audit/Bylaws Committee. The Treasurer shall, at each regular meeting, report to the Board of Directors an account of the financial condition of the Association.

10. Duties of the President and Chief Executive Officer. The Association's president and chief executive officer ("President/CEO") shall be hired and retained by the Board of Directors and shall report to the Board of Directors. The President/CEO shall be a non-voting, ex officio member of the Board of Directors. The President/CEO shall be the chief staff officer of the Association, serving at the pleasure and direction of the Board of Directors and responsible for the day-to-day operations of the Association. The duties of the President/CEO shall include:

(a) To give notice of, and attend, all meetings of (i) the members of the Association, (ii) its Board of Directors and (iii) all committees of its Board of Directors, and keep a record of the proceedings.

(b) To conduct and keep all correspondence of the Association and maintain all necessary records of membership.

(c) To maintain a permanent record of Bylaws, which shall be regularly distributed to the Board of Directors and brought to each meeting of the Bylaws Committee. It shall be the responsibility of President/CEO to write the Bylaws as directed, record their adoption date and properly index them.

(d) To provide for the execution of all orders, votes and resolutions of the Board of Directors not otherwise performed.

(e) To be responsible for the receipt and deposit of all moneys due the Association in the bank or banks approved by the Board of Directors, and to see that all accounts payable of the Association are paid promptly.

(f) To prepare and submit an annual budget of the Association to the Finance Committee for presentation to the Board of Directors, and cause to be kept full and accurate accounting of all receipts and disbursements in books belonging to the Association.

(g) To be responsible for retaining, supervising and maintaining the staff of the Association, with full authority to fill vacancies, set salaries within job description and salary schedule parameters, and train, discipline, discharge, and assign work to staff personnel.

(h) To generally devote every effort to forwarding the business of and advancing interest in the Association.

(i) To promote membership in the Association.

(j) To serve as the principal spokesperson of the Association.

(k) To perform such other duties as may be assigned by the Board of Directors from time to time or specifically described in an employment contract.

ARTICLE V

SHARES OF STOCK AND DIVIDENDS PROHIBITED

The Association shall not have or issue shares of stock. No dividend shall be paid and no part of the income of the Association shall be distributed to its Directors or officers.

ARTICLE VI

LOANS TO DIRECTORS AND OFFICERS RESTRICTED

The Association may not lend money to or guarantee the obligation of a Director of the Association.

ARTICLE VII

ACTIONS AGAINST OFFICERS AND DIRECTORS

The Association shall indemnify to the fullest extent permitted by the Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Association), by reason of the fact that the person is or was a Director or officer of the Association, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Association, or serves or served at the request of the Association as a Director or as an officer, or

as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise.

ARTICLE VIII

COMMITTEES

1. Executive Committee. The Board of Directors shall have an Executive Committee. The Executive Committee shall consist of the officers of the Association other than the President/CEO who shall be a non-voting, ex officio member of the Executive Committee as described in Article VIII, Section 6 below. The Executive Committee shall carry out such responsibilities and functions as are assigned to it by the Board of Directors except those items prohibited by ORS 65.354.

2. Finance/Audit/Bylaws Committee. A Finance/Audit/Bylaws Committee shall be appointed by the Chairperson annually and chaired by the Treasurer. The committee shall meet no less than six (6) times per year and the committee chair shall make report at each regular meeting of the Board of Directors an account of the financial condition of the Association. At least two members of the committee must at all times be members of the Board of Directors.

3. Governmental Affairs/Policy Committee. There shall be a Governmental Affairs/Policy Committee appointed by the Chairperson. The Governmental Affairs/Policy Committee shall carry out such responsibilities and functions as are assigned to it by the Board of Directors. At least two members of the committee must at all times be members of the Board of Directors.

4. Nominating Committee. There shall be a Nominating Committee appointed by the Chairperson. The Nominating Committee shall carry out such responsibilities and functions as described under Article III, Section 5. At least two members of the committee must at all times be members of the Board of Directors.

5. Other Committees. The Chairperson may establish other committees from time to time, approved by the Board of Directors, which will meet as often as necessary in order to discharge the assigned committee responsibilities. At least two members of any such committee must at all times be members of the Board of Directors.

6. Ex Officio Committee Membership. The President/CEO shall be a non-voting, ex officio member of all committees of the Board of Directors.

7. Limits on Authority of Committees. No committee, including the Executive Committee, may do any of the following:

- (a) Authorize distributions;
- (b) Approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Association's assets;
- (c) Elect, appoint or remove directors or fill vacancies on the Board of Directors or on any of its committees; or

(d) Adopt, amend or repeal the articles or Bylaws.

8. Term of Office. Each member of a committee shall continue as such until the next regular annual meeting of the Directors of the Association and until his/her successor is appointed, unless the committee shall be sooner terminated, or until the member's earlier death, resignation or removal.

9. Committee Chairs. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof except that the Chairperson shall chair the Executive Committee and the Treasurer shall chair the Finance/Audit/Bylaws committee.

10. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

11. Quorum. Unless otherwise provided in a resolution of the Board of Directors designating a committee, a majority of the entire committee then serving shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

12. Rules. Each committee may adopt rules for its own government not inconsistent with the Act, these Bylaws or rules adopted by the Board of Directors.

ARTICLE IX

CHECKS, DEPOSITS AND FUNDS

1. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by at least one person, who shall be either the Chairperson, Vice Chair, Secretary, President/CEO, or other Director or agent designated by the Board of Directors.

2. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

3. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

ARTICLE X

BOOKS AND RECORDS

1. Books and Records. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the directors entitled to vote. All

books and records of the Association may be inspected by any director, or his/her agent or attorney, for any proper purpose at any reasonable time.

2. Financial Statements. At the close of each taxable year the Directors shall engage an accountant to prepare a financial statement for the Association.

(a) Under the supervision of the Treasurer, the President/CEO shall be responsible for the accounts of the Association being maintained in accordance with the purchasing and accounting procedures adopted by the Board of Directors. The Treasurer shall cause the accounting records to be **reviewed or** audited annually by a certified public accountant designated by the Board of Directors. **If a review is authorized and performed in a given year, an audit shall take place the following year.** Accounting records shall be ~~reviewed~~ **examined** in detail by the Finance Committee. The **reviewed or** audited financial statements shall be ~~reviewed~~ **examined** by the Finance Committee, which shall report its findings, along with the **review or** audit report to the Board of Directors.

(b) No obligation or expense over \$5,000 shall be incurred by the Association without the prior approval of the Board of Directors, or in an emergency, the approval of the Executive Committee, unless such obligation or expense is included in the budget of the Association as approved by the Board of Directors. This dollar threshold may be adjusted from time to time by resolution of the Board of Directors.

(c) The President/CEO shall prepare an annual budget, including anticipated revenues and expenses, and shall submit such budget for the coming fiscal year to the Finance Committee for its study and review. The Finance Committee shall have the power and authority to suggest amendments to the Budget and shall present the completed budget to the Board of Directors. The Board of Directors shall adopt an annual budget no later than the end of the fiscal year.

(d) No organized efforts to raise funds for the Association shall be undertaken unless it is authorized by the Board of Directors.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of October and end on the last day of September in each year.

ARTICLE XII

DESIGNATED GEOGRAPHIC DISTRICTS AND ACTIVE CHAPTERS

The Board of Directors may, from time to time, authorize active chapters of the Association, each to consist of Regular, **Associate Allied** and Honorary Members from the geographical areas so designated. The Board of Directors may determine the nature and scope of authority of any such active chapter, permit the selection of, and establish selection procedures for, a governing board of such local chapters, and establish dues or fees to be levied against such active chapters. Without express written authority, no such active chapter shall have the

authority to enter into contracts, to borrow funds, to confess judgment, to make representations, to acquire property, to assign rights in Association property, to hire employees or independent contractors, to open bank accounts or to bind the Association in any way.

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Act, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-thirds (2/3) of the Regular Members and **Associate Allied** Members present in person or by proxy at any regular or special meeting at which a quorum is present, if written notice is given of the intention to alter, amend or repeal or to adopt new Bylaws at such meeting and a copy of the proposed change(s) have been communicated in writing to each Regular and **Associate Allied** Member not less than thirty (30) days prior to the meeting of the members. To the extent not prohibited under the Act, such changes may be further amended at said meeting of the members without thirty (30) days' written notice, as long as such amendments are incidental to the originally proposed change(s), and do not substantially alter the original intent of said changes.

ARTICLE XV

INSURANCE

The Association may purchase and maintain insurance on behalf of an individual or individuals against liability asserted against or incurred by the individual(s) who is or was a Director, officer, employee or agent of the Association, or who, while a Director, officer, employee or agent, is or was serving at the request of the Association as a Director, officer, partner, trustee, employee or agent of another foreign or domestic business or non-profit corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The Association may purchase and maintain the insurance even if the Association has no power to indemnify the individual against the same liability under these Bylaws or the Act.

ARTICLE XVI

DISSOLUTION

Upon the dissolution or final liquidation of the Association, after the payment or provision for payment of all of the liabilities of the Association, all of the remaining assets of the Association shall be distributed, as determined by the Board of Directors, for substantially similar uses and purposes to any other organization or organizations which would then qualify

for exemption under the provisions of Section 501(c)(6) of the Code, or any successor provision. Any assets not so disposed of by the Board of Directors shall be disposed of by the court which has general jurisdiction for the county in which the principal office of the Association is then located, exclusively to one or more organizations or entities as such court shall determine which are at such time organizations qualified for exemption under Section 501(c)(6) of the Code, or any successor provision.

ARTICLE XVII

HEADINGS

The headings contained in these Bylaws are for convenience only and shall not in any way affect the meaning or interpretation of these Bylaws.

These Bylaws were adopted by the Board of Directors and are effective as of _____, **2010 2017**.

_____, Secretary