

BYLAWS OF EUGENE ESTATE PLANNING COUNCIL

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ARTICLE I - NAME OF THE CORPORATION

The name of the corporation is the Eugene Estate Planning Council.

ARTICLE II - NATURE OF NON-PROFIT CORPORATION

This corporation is a public benefit corporation.

ARTICLE III - REGISTERED AGENT AND OFFICE

The Council shall continuously maintain in the state of Oregon a registered agent, who shall be an individual who resides in Oregon, a domestic business or non-profit corporation with an office in Oregon, or a foreign business or non-profit corporation authorized to transact business in Oregon with an office in Oregon. The registered office of the Council shall be the residence or office address of the registered agent. The registered agent or office may be changed from time to

time by the Board of Directors upon compliance with the requirements of the Oregon Non-Profit Corporation Act.

ARTICLE IV - PURPOSE

The purpose of the Council is to provide public education and a forum for the discussion of estate planning issues among accountants, attorneys, life underwriters, planned giving officers, trust officers and certified financial planners to educate the same and to enhance the skills and knowledge of its Members. The purposes of the Council shall be pursued by means of regular meetings, lectures and discussions and such means as the Board of Directors may deem appropriate. The Council is intended to qualify as a tax-exempt non-profit entity under Section 501(c)(3) of the Internal Revenue Code as amended from time to time, and is a public benefit organization under the Oregon Non-Profit Corporation Act, as amended from time to time.

ARTICLE V - MEMBERSHIP

1. Members: No Stock. The Council shall have Members, but shall not have shareholders. No shares of capital stock shall be issued.
2. Groups of Members. The Membership of the corporation shall consist of six groups of Members, individually referred to as: (1) “accountants group”, (2) “attorneys group”, (3) “trust officers group”, (4) “life underwriters group”, (5) “planned giving officers”, (6) “certified financial planners group, and (7) “professional fiduciaries” group.
3. Qualifications for Admission to Membership.
 - 3.1 Principal Qualifications. The principal qualifications for admission to Membership in the corporation are experience, background, and interest in estate planning, which qualifications shall be determined by the Board of Directors in the case of each applicant for Membership.
 - 3.2 Group Qualifications. An applicant for Membership shall meet one or more of the following qualifications:
 - 3.2.1 For admission to the accountants group, the applicant must be licensed as a certified public accountant by the Oregon State Board of Accountants, and maintaining an office for the practice of accounting in the state of Oregon.
 - 3.2.2 For admission to the attorneys group, the applicant must be a Member of the Oregon State Bar, maintaining an office for the practice of law in the state of Oregon.

- 3.2.3 For admission to the trust officers group, the applicant must be an officer of a trust division or a trust department of a bank or trust company, having a principal office in the state of Oregon, whose principal duties involve estate planning or estate administration.
- 3.2.4 For admission to the life underwriters group, the applicant must be a life underwriter licensed by the State of Oregon, and be a chartered life underwriter (CLU), actively engaged in estate planning for his or her clients and maintaining an office in the state of Oregon.
- 3.2.5 For admission to the planned giving officers group, the applicant must be a planned giving officer for a hospital, university, non-profit corporation, or other institution actively engaged in estate planning or educating individuals about estate planning in the state of Oregon.
- 3.2.6 For admission to the financial professionals group, the applicant must have a current designation as a certified financial planner and must:
 - i) be a certified financial planner (CFP) actively engaged in estate planning for his or her clients and maintain an office in the state of Oregon;
 - ii) be a chartered financial analyst (CFA) actively engaged in estate planning for his or her clients and maintain an office in the state of Oregon; or
 - iii) be a chartered financial consultant (ChFC) actively engaged in estate planning for his or her clients and maintain an office in the state of Oregon.
- 3.2.7 For admission to the professional fiduciaries group, the applicant must regularly provide fiduciary services as a court appointed personal representative, trustee, guardian or conservator who is exempt from trust company certificate of authority requirements pursuant to OAR 441-505-4030 and ORS 709.030(4)(g).
- 3.3 Accredited Estate Planner. For admission to any group, an applicant not meeting the foregoing requirements of section 3.2 may be admitted to that group provided that the applicant has received an Accredited Estate Planner Designation from the National Association of Estate Planners & Councils
- 3.4 Teachers. For admission to any group, an applicant not meeting the foregoing requirements of section 3.2 may be admitted to that group provided that the applicant's principal duties involve education or training of persons who are eligible for admission to that group.
- 4. Admission Procedure. Any person qualified for admission to Membership as described in paragraph 3 shall complete an application on a form prescribed by the Board of Directors and shall obtain the signature of two Members of the Council who are in good standing.

This application shall then be submitted to the Board of Directors, who shall act on the application by majority vote of its Members present at the meeting at which the completed application is received. Upon admission to the board, the new Member must submit the appropriate dues within sixty (60) days of receiving an invoice for such dues. If the appropriate dues are not paid within the forgoing described time frame, then the Board of Directors has discretion to revoke the new Member's membership.

5. Transfer Between Groups. A Member who is or becomes eligible for Membership in more than one group may, by written notice to the secretary and subject to approval of the Board of Directors, transfer from one group to another group for which the Member is eligible.
6. Retired Members. Any Member who retires from active participation in his or her profession may, by written notice to the Secretary, become a Retired Member. Retired Members shall be exempt from the payment of all dues. Retired Members may not vote or hold office. If Retired Members attend any meetings they are responsible for the payment of food and meeting costs.
7. Honorary Members. Any person who in the opinion of the Board of Directors has made a significant and demonstrable contribution to estate planning may be elected by unanimous vote of the Board of Directors to Membership as an Honorary Member. Honorary Members shall be exempt from the payment of all dues and shall not vote or hold office. If Honorary Members attend meetings they are responsible for payment of food and meeting costs.
8. Resignation, Suspension and Expulsion.
 - 8.1 Resignation. Any Member may resign from the corporation after fulfilling all financial and other obligations to the corporation and by submitting a written resignation to the secretary, which resignation will become effective upon its receipt by the Board of Directors at its first duly organized meeting after receipt of the notice by the Secretary.
 - 8.2 Suspension and Expulsion. In the discretion of the Board of Directors, any Member may be suspended for a period or expelled for cause. Cause shall include, but not be limited to, violation of any of these Bylaws or the rules of the corporation, failure to meet the qualifications of a new applicant for Membership, conduct prejudicial to the best interests of the corporation, or continued absences from meetings.
 - 8.3 Failure to Pay Dues. Any Member who, on the 60th day following the date of mailing to him at his last recorded address of any bill for annual dues, guest charges or special assessment, shall have failed to pay that bill in full without prior arrangements with the Council, shall be terminated effective on the 61st day following the date of the above referenced mailing.
9. Non-Assignability of Membership. The rights and privileges of Membership shall not be assignable or transferable. Membership terminates at death.

ARTICLE VI - MEETING OF MEMBERS

1. Annual Meeting. The annual meeting of Members (“annual meeting”) shall be held at a place and time determined by the Board of Directors. The purpose of the meeting shall be to elect directors and transact such other business as may come before the meeting.
2. Other Membership Meeting. The Board of Directors shall determine the time and place of regular meetings of the Membership which includes the sponsoring of a program.
3. Special Meetings. Special meetings of the Members, for any purpose, may be called by the President, the Board of Directors, or at least 5% of the Members of the Council who must sign, date and deliver to the Council’s Secretary one or more written demands for the meeting described and the purpose or purposes for which it is to be held. The record date for Members entitled to demand a special meeting is the date the first Member signs the demand.
4. Membership Record Date. Except as otherwise provided, the record date for purposes of determining Members entitled to notice of or to vote at a meeting of Members or any adjournment thereof, or to make a determination of Members for any other purpose shall be 20 days prior to the date set for a meeting or action requiring the determination of Members. All Members in good standing as of such date shall be entitled to such notice as may be required under these Bylaws.
5. Notice of Meetings.
 - 5.1 Annual or Special. Written or printed notice stating the place, day and hour of any annual or special meeting of Members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven nor earlier than 60 days before the meeting date, at the direction of the president or secretary, to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, first class, postage prepaid, addressed to the Member at the address as it appears on the Membership books of the Council. Notices may be oral or written and may be communicated in person, by telephone, electronic mail, or other form of wire or wireless communication or by mail or a private carrier, including publication in any newsletter or similar document mailed to a Member's or director's address and shall be effective in accordance with Oregon statute.
 - 5.2 Regular. Except as provided in this paragraph, notice of regular meetings of Members may be given in the same manner as provided above, or may be given by publication of the regular meeting schedule in any newsletter, bulletin or other writing of similar purpose established by the Council and regularly distributed to the Members by effective means.

- 5.3 Quorum of Members. A minimum of 25% of Members shall constitute a quorum at a meeting of Members. If a quorum is present, the affirmative vote of a majority of Members present at the meeting and entitled to vote on the subject matter shall be the act of the Members, unless a greater vote is required by the Oregon Non-Profit Corporation Act or these Bylaws. Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. In the absence of a quorum, a majority of those present may adjourn the meeting from time to time until a quorum exists. Any business that might have been transacted at the original meeting may be transacted at the adjourned meeting if a quorum exists.
- 5.4 Voting Rights. Except as otherwise provided in the Articles of Incorporation, these Bylaws or by applicable law, each Member shall be entitled to one vote on each matter submitted to a vote at a meeting of Members. A Member may vote only in person. No voting by proxy or mail ballot shall be permitted.
- 5.5 No Cumulative Voting. At each election of directors, every person entitled to vote shall have the right to vote, in person, for as many persons as there are directors to be elected. No Member shall have the right to vote cumulatively.
- 5.6 Waiver of Notice. A Member, either before or after a Members meeting, may waive notice of the meeting. Attendance at a Members meeting in person by a person entitled to notice shall constitute a waiver of notice of a meeting unless the Member attends for the express purpose of objecting to the transaction of business on the ground that the meeting was not lawfully called or convened.
- 5.7 Adjournment. Any meeting of Members may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by an announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present or represented, any business may be transacted which could have been transacted at the meeting originally called.

ARTICLE VII - BOARD OF DIRECTORS

1. General Powers. All corporate powers shall be exercised by, and all business of the Council shall be managed by, or under the direction and authority of the Board of Directors. The Board of Directors, shall adopt such policies and procedures from time to time for conduct of the Council's business as the Board of Directors deems appropriate or necessary.
2. Number, Qualifications, and Term of Office.
 - 2.1 Number. Except as provided in subsection 2.3 of this section, the number of directors of the corporation shall be between 9 and 13, each of whom shall be Members of the Council. No more than three directors shall be from any one group of Members (see Article V, Section 2). No director shall serve more than two terms

of office consecutively, provided, however, that if a director is elected to an office, the term of office can be added to these two terms.

- 2.2 Election. New directors shall be elected, for a term of three years each, at any meeting of the Board of Directors. Each director shall hold office for the term to which the director was elected and until the director's successor is elected and qualified, or resignation is accepted.
- 2.3 Past President. If the past president's term of office as a Board Member has expired, the immediate past president shall nevertheless serve on the Board for one year after the term as president has been completed.
3. Election Nomination. The Directors shall be elected at least annually by majority vote of the Board of Directors, at a meeting of the Board of Directors. The Board of Directors or a nominating committee, as determined by the Board of Directors, shall present a slate of candidates to the Board of Directors for the positions in sufficient time to be included in the notice of the meeting at which the elections are to be held. The Board of Directors or a nominating committee may solicit and consider additional nominations made by any Members if the nomination is forwarded by the Member(s) to the Board of Directors or nominating committee in the same time as described immediately above. The elected Directors shall be approved at least annually by the Members, following a presentation of the Board-elected slate to the Membership at a regular Member meeting.
4. Vacancy. If a director resigns or otherwise becomes unable or unwilling to complete his or her entire term of office for any other reason, including removal, more than 90 days prior to the next annual meeting of directors, the vacancy shall be filled by the remaining directors. If the vacancy occurs less than 90 days prior to the next annual meeting, the vacancy shall be temporarily filled until the next annual meeting by the affirmative vote of a majority of the remaining directors. At the next annual meeting, a successor shall be elected by the Members to fill the remainder of the term or to serve a full new term as the case may be.
5. Regular Meetings.
- 5.1 General. Regular meetings of the Board of Directors shall be held at such time and place as the directors shall determine.
- 5.2 Annual Meeting. The Board of Directors shall meet each year following the annual meeting of the Members or following the adjournment thereof for the purpose of the organization of the Board and the election or appointment of officers for the ensuing year and for the transaction of such other business as may conveniently and properly be brought before the meeting.
- 5.3 Special Meetings. Special meetings of the Board of Directors may be called by the president on his or her own initiative, and shall be called by the president at the

request of any two or more directors. The president shall fix the date, time and place for a special meeting of the Board of Directors. Requests for a special meeting by two or more directors shall be made in writing delivered to the president or secretary of the Council, and shall set forth the purpose of such meeting. If the president fails to call a special meeting and cause proper notice to be given within five business days of receiving a valid request, the directors making the demand may call the meeting, fix the date, time and place within the City of Eugene for the meeting, and cause proper notice to be given.

5.4 Notice. Notice of any special meeting or of a regular meeting at which a matter is to be considered for which notice is specifically required by the Oregon Non-Profit Corporation Act or these Bylaws, shall be given at least two days prior to the meeting, either orally or by telephone or in person or by written notice delivered personally or mailed to each director at the directors address shown on the records of the Council, or as described in the paragraph on notice for Membership above. If mailed, such notice shall be deemed delivered on the third day after deposit in the United States Mail properly addressed, with first class postage prepaid.

5.5 Waiver of Notice. Whenever any notice is required to be given to any director of the Council under the provisions of these Bylaws or under the provisions of the Oregon Nonprofit Corporation Act, 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. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.6 Quorum. A majority of the Members of the Board of Directors who hold office immediately before commencement of the meeting, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Directors shall be deemed to be present at any regular or special meeting where all directors participating may simultaneously hear each other during the meeting, irrespective of whether or not they are present in the same location, or by telephonic or video conference.

6. Manner of Acting.

6.1 At a Meeting. Unless expressly provided otherwise in these Bylaws or the Oregon Non-Profit Corporation Act, the act of a majority of the directors present at a meeting at which there is a quorum present shall be the act of the Board of Directors.

6.2 Without a Meeting. Any action required or permitted to be taken at a meeting of directors may be taken without a meeting if a written consent setting forth the action shall take and assign by all the directors entitled to vote on the action. Such consent shall have the same force and effect as the unanimous vote of the directors.

7. Adjournment. Any meeting of the Board of Directors may be adjourned from time to time. If less than a quorum is present, a majority of the directors present may so adjourn the meeting. Notice of the adjournment or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At any adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.
8. Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the secretary of the Council immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of the action.
9. Removal of Directors.
 - 9.1 By Directors. Any or all of the Directors may be removed at any time, with or without cause at a meeting of the Board of Directors called expressly for that purpose, by a vote of two-thirds of the Directors then in office.
 - 9.2 By Members. Any Director may be removed from office with or without cause at any meeting of Members at which there is a quorum by a vote of two-thirds of the Members in attendance, provided that a prior notice that removal will be considered at the meeting is given to the Members as provided in those provisions for Members.

ARTICLE VIII - OFFICERS

1. Officers. The officers of the corporation shall be a president, vice-president, a secretary and a treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.
2. Limitation of Offices. No more than one office may be held by any person.
3. Election and Term of Office. The officers of the corporation shall be elected by the Board of Directors annually, at the last meeting of the fiscal year prior to the start of the officers' term. If the election of officers shall not be held at that meeting, the election shall be held as soon thereafter as is convenient. Each officer shall hold office until his successor shall have been elected and qualified or until his death or until he shall resign or shall have been removed in the manner herein before provided.

4. Qualifications. All officers shall be Members of the Board of Directors.
5. Removal. Any officer or agent may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. Any officer, agent, or employee, other than officers appointed by the Board of Directors, shall hold office and may be removed, at the discretion of the officer appointing them. Removal of any officer, agent or employee shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.
6. Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE IX - DUTIES OF OFFICERS

1. President: Powers and Duties. The president shall be the chief executive officer of the Council and shall have general supervision of the affairs of the Council. The president shall preside at all meetings of Members and directors and discharge the duties of a presiding officer, shall present at each annual meeting of the Members a report of the affairs of the Council for the preceding year, and shall perform whatever other duties the Board of Directors may from time to time direct. The president is authorized to represent the Council at all meetings of the National Association of Estate Planning Councils.
2. Vice-President: Powers and Duties. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president. The vice-president shall also perform whatever duties and have whatever powers the Board of Directors may from time to time assign to the vice-president.
3. Secretary: Powers and Duties. The secretary shall attend all meetings of the directors and of the Members and shall keep or cause to be kept a true and complete record of the proceedings of those meetings. The secretary shall give or cause to be given notice of all meetings of the directors or of the Members and shall perform whatever additional duties the Board and president may from time to time direct. The secretary shall, in general, perform duties incident to the office of secretary, including but not limited to, compliance with record keeping and filing requirements of the Corporation Division of the Office of the Oregon Secretary of State and the Internal Revenue Service pertaining to the Council's corporate and tax exempt status, and such other duties as from time to time may be assigned to the secretary by the president or the Board of Directors.
4. Treasurer: Powers and Duties. The treasurer shall have custody of the corporate funds and securities. The treasurer shall keep full and accurate accounts of receipts and disbursements and shall deposit all corporate monies and other valuable effects in the name and to the credit of the corporation in a depository or depositories designated by the Board of Directors. The treasurer shall disburse the funds of the corporation and shall render to the

president or to the Board of Directors, whenever they may require, an audited account of the transactions as treasurer and of the financial condition of the Council. The treasurer shall, at the discretion of the Board of Directors, furnish a bond satisfactory to the Board of Directors.

ARTICLE X - CONTRACTS, LOANS. CHECKS AND DEPOSITS

1. Contracts. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or agent of the Council to enter into any contract or execute any instrument in the name of and on behalf of the Council. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, or unless inherent in the authority vested in the office under the provisions of these Bylaws, no officer, agent or employee of the Council shall have any power or authority to bind the Council by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount. The Board of Directors shall adopt policies and procedures from time to time establishing fair and reasonable procedures for awarding contracts for the provisions of goods or services to the Council.
2. Loans to Council. No loans shall be contracted on behalf of the Council and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
3. Checks, Drafts. etc. All checks, drafts or other orders for the payment of money, notes or other debt issued in the name of the Council shall be signed by such officer or officers, agent or agents of the Council and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.
4. Deposits. All funds of the Council not otherwise employed shall be deposited from time to time to the credit of the Council in such banks, trust companies or other depositories as the Board of Directors may select.
5. Prohibited Loans. The Council shall not lend money to or guarantee the obligations of any director, officer, Member or employee of the Council.
6. Committees.
 - 6.1 In General. The Board of Directors may appoint such committees as it deems appropriate. Any committees of the Council shall be comprised of Members in good standing, appointed by the President subject to approval by the Board of Directors at a meeting at which there is a quorum. The term of any committee Members shall expire at the next annual organizational meeting of the Board of Directors. The committees may consist of a nominating committee, financial committee and program committee.

6.2 Committee Quorums. A majority of any committee of the Council shall constitute a quorum for the transaction of business, unless any committee shall, by majority vote of its entire Membership decide otherwise, and a majority of the Members present at any meeting shall carry all business transacted.

6.3 Special Committees and Vacancies. The president may, at any time, appoint other committees with such duties and powers as the president may deem desirable and may fill any vacancy which occurs in the Membership of any committee.

ARTICLE XI - GUESTS

Any Member may invite one or more guests to attend any regular, special or annual meetings of the Council. The cost of each guest's attendance at such meeting shall be borne by the Member inviting such guest. Each Member desiring to invite one or more guests shall inform the secretary in a timely fashion prior to such a meeting. In addition to guests invited by a Member, as hereinabove provided, the president may, on the president's own behalf or on behalf of any other Member, invite one or more guests of the Council to attend any meeting in which event, the Council shall bear any expenses of occasion by attendance at a meeting of any guest invited by or on behalf of the Council.

ARTICLE XII - DUES

1. Amount of Dues. The dues for Membership in the Council shall be determined by the Board of Directors and shall be payable at a time and place as determined by the Board of Directors. The Board of Directors may also provide for an initiation fee.
2. Assessments. The Board of Directors may, in addition to such annual dues make special assessments upon the Members, when and if deemed advisable by a majority of the Board of Directors at a regular meeting or special meeting of the Board, which special assessment shall be payable upon rendition of the bill therefore by the treasurer.
3. Payment of Dues. The annual dues of a new Member shall be payable on the first day of the month following the month in which such Member is elected to Membership. If any Member elected to Membership shall not, within one month after his notice of his election to Membership, signify his acceptance by payment of his dues and any initiation fee, the potential Member shall be deemed to have declined to become a Member.

ARTICLE XIII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. Directors and Officers. The Council shall indemnify to the fullest extent permitted by law, any person who has made, or threatened to be made, a party to or witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including any action, suit proceeding

by or in the right of the Council) by reason fact that the person is or was a director or officer of the Council.

2. Employees and Other Agents. The Council may indemnify its employees and other agents to the fullest extent permitted by law.
3. Advances of Expenses. The expenses incurred by a director or officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise to which the director or officer is made or threatened to be made a party to or witness in, or is otherwise involved in, shall be paid by the Council in advance upon written request of the director or officer, if the director or officer:
 - a. furnishes the Council a written affirmation of his or her good faith belief that he or she is entitled to be indemnified by the Council; and
 - b. furnishes the Council a written undertaking to repay such advance to the extent that it is ultimately determined by a court that he or she is not entitled to be indemnified by the Council.

Such advances shall be made without regard to the person's ability to repay such expenses and without regard to the person's ultimate entitlement to indemnification under this paragraph or otherwise.

4. Nonexclusivity of Rights. The rights conferred on any person by this section shall be in addition to any rights to which a person may otherwise be entitled under any Articles of Incorporation, Bylaw, agreement, statute, policy of insurance, vote of the Board of Directors, or otherwise.
5. Survival of Rights. The rights conferred on any person by this section shall continue as to a person who has ceased to be a director, officer employee or agent of the Council; and shall inure to the benefit of the heirs, executors and administrators of such person.
6. Amendments. Any repeal of this section shall be prospective only and no repeal or modification of this paragraph shall adversely affect any right or protection that is based upon this paragraph and that pertains to an act or omission that occurred prior to the time of such repeal or modification.

ARTICLE XIV - LIMITED LIABILITY OF DIRECTORS AND OFFICERS

No director or uncompensated officer of the Council shall be personally liable to the Council for monetary damages for conduct as a director or officer, except that this provision shall not eliminate or limit the liability of a director or officer for any act or omission occurring prior to the date of the adoption of this article and that this provision shall not eliminate or limit the liability of a director or officer for: (a) any breach of the director's or officer's duty of loyalty to the Council; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing

violation of law; (c) any unlawful distribution; (d) any transaction from which the director or officer derived an improper personal benefit; or (e) any act or omission in violation of ORS 65.361-65.367. No amendment to or repeal of this article shall apply to or have any effect on the liability or alleged liability of any director or officer of the Council for or with respect to any acts or omissions prior to such amendment or repeal.

ARTICLE XV - TRANSACTION BETWEEN COUNCIL AND INTERESTED DIRECTORS

1. Conflict of Interest. A transaction with the Council in which a director of the Council has a direct or indirect interest is not voidable by the Council solely because of the director's interest in the transaction if either: (1) the material facts of the transaction and the director's interests were disclosed or known to the Board of Directors and the Board of Directors authorized, approved or ratified the transaction; or (2) the transaction was fair to the Council. Authorization, approval or ratification occurs if two-thirds of the Members of the Board of Directors who have no direct or indirect interest in the transaction vote to authorize.
2. Disqualification. A director of the Council shall not be disqualified by the director's office from contracting with the Council as a vendor, purchaser, or otherwise; nor shall any contract or arrangement entered into by or on behalf of the Council of which any director is in any way interested be voided on that account, provided that such contract or arrangement shall have been approved or ratified by two-thirds of the Members of the Board of Directors who have no direct or indirect interest in the transaction.

ARTICLE XVI - MISCELLANEOUS

1. Meeting Procedures. All meetings and Members, the Board of Directors or any committee shall be governed by "Roberts Rules of Order" to the extent not inconsistent with these Bylaws, the Articles of Incorporation, or the Oregon Non-Profit Corporation Act. The order of business at the meeting of the Board of Directors and the meetings of Members shall be as determined by the Board of Directors from time to time.
2. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year, or at such time as the Board of Directors shall provide.
3. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

4. Captions. The table of contents and the article and section captions are inserted only for convenience and are not a part of these Bylaws or a limitation of the scope of the particular article or section to which each refers.

THESE BYLAWS ARE ACCEPTED AND ADOPTED BY THE BOARD OF DIRECTORS ON
THIS 12th DAY OF August, 2026.

Jackie Roth
By: Jackie Roth, Board Secretary