

Oregon Association Chiefs of Police

BYLAWS

Preamble

The Oregon Association Chiefs of Police (OACP) was formed for the intended purpose of enhancing the professionalism and ensuring the integrity of law enforcement in Oregon. Our mission is to promote the highest ethical and professional standards in law enforcement at all levels throughout the state. At its inception, the OACP was envisioned as an organization that would promote training and information sharing to facilitate the professional growth of police chiefs and officers statewide. The OACP has always been a leader, both on the state and national level, in the effort to enhance the profession. The strength of an organization is found in the membership and those who give of themselves to better the whole. In this regard, the OACP has been fortunate to have a long legacy of fine leaders who worked tirelessly to meet the goals of the association and the needs of the citizens we serve.

On February 27th, 1953, thirty-nine police chiefs from throughout the State of Oregon gathered in the capitol city at the invitation of Salem Police Chief Clyde Warren to form a new organization called the Oregon Association Chiefs of Police. During the inaugural meeting, Chief Ted D. Brown of Eugene was elected the first OACP President, Chief Clyde Warren of Salem was elected Vice President and Chief Carl M. Dalles from Grants Pass was elected Secretary-Treasurer.

Over the years, the Oregon Association Chiefs of Police has grown in scope and membership, but our commitment to our core values and to the law enforcement code of ethics has remained steady and sure. After more than 60 years, the OACP continues to grow in image and stature within the state. Membership in the OACP has grown to over 200 law enforcement executives along with a significant number of law enforcement and private sector partners.

The OACP accomplishes its mission by hosting conferences and trainings, distributing college scholarship money to second year (or later) students in criminal justice programs, and developing and running community outreach programs geared for municipal police agencies.

The membership of the Oregon Association Chiefs of Police is committed to support and maintain the highest standards of public safety and police service for the people who live, work and play in the State of Oregon.

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ARTICLE 1 - GENERAL

Section 1: Name

The name of this Corporation is the Oregon Association Chiefs of Police, hereinafter referred to as "Corporation," "Oregon Association Chiefs of Police," "Association," or "OACP."

Section 2: Location

The Association shall maintain a registered office and a registered agent in the State of Oregon. The Board of Directors may change the location of the registered office and the person designated as the registered agent periodically. The Association may establish other offices at such places as the Board of Directors may determine by action of the Board.

Section 3: Duration

The Association shall have perpetual existence.

ARTICLE 2 - PURPOSE

This Association shall be organized and operated exclusively for charitable and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this Association shall be to engage in any lawful activities, none of which are for profit, for which Associations may be organized under Chapter 65 of the Oregon Revised Statutes and Section 501(c)(3) of the Internal Revenue Code of 1993 (as amended or such corresponding future statutes as may become law).

This Association's foremost purposes will be the following:

- To advance the science and art of police administration, crime prevention and the delivery of law enforcement service; to advance the capacity of law enforcement agencies for effective police work; to foster and encourage cooperation and coordination, the exchange of information, and the sharing of knowledge and expertise among police administrators throughout the State of Oregon; to foster and assist the enlistment and training of qualified persons in the police profession; to study and make recommendations, and provide information and lend expertise to assist legislators to further the efficiency of law enforcement and the welfare of the citizens of the State of Oregon through a better understanding of issues facing the criminal justice system; and to encourage the adherence of all police officers to the highest professional standards of conduct.
- To invest moneys received by it and to exercise control over the disbursement of the income to enhance Police service with the principal to be conserved and retained by this

Association. Association principal shall not be used for regular operating expenses. Gifts accepted for specific purposes shall be spent for those purposes.

In furtherance of its values and purposes, the Oregon Association Chiefs of Police hereby adopts the Law Enforcement Code of Ethics, as adopted by the International Association Chiefs of Police (IACP) and the Oregon Department of Public Safety Standards and Training (DPSST) and as may be amended periodically.

ARTICLE 3 - MEMBERSHIP

Section 1: Classes of Membership

The Association shall have the following membership classes: Active, Life, Retired, Associate, and Honorary.

Section 2: Active Membership

Those eligible for Active membership are any Chief of Police or Police Superintendent or second in command or the equivalent ranks in the police agencies of any city, tribe, special district, state police, division of the Oregon Department of Justice, railroad police, or other political division in the state of Oregon or any Assistant Chief of Police, Assistant Police Superintendent or those, who by their title are designated by the Chief of Police or Superintendent to carry on the duties of a Chief of Police or Police Superintendent during the absence of such Chief or Superintendent from their jurisdiction. All Active Members must possess at least a Management level training certificate from the Oregon Department of Public Safety, Standards and Training (DPSST) to be eligible to hold an office. Those persons who were Active Members prior to February 1, 2005 are exempt from the Management Certification requirement. Active Members must obtain police officer certification from DPSST within one (1) year of membership to remain in good standing.

Section 3: Life Membership

Persons completing their term as President of this Association, and any Active Member in good standing for a period of at least fifteen years of continuous membership in the Association, shall become a Life Member. Any member who shall have served this Association with honor and distinction may be elected a Life Member upon the unanimous recommendation of the Board of Directors at the business session of an annual meeting of the Association by a two-thirds vote of the members present and voting. Subject to the limitations of this section, a Life Member shall have all the rights and privileges of an Active Member. Life Members shall pay the same annual dues as Active Members, except that from and after retirement from law enforcement or upon attaining "normal retirement age" (as defined for purposes of PERS benefit administration, if the member was not then employed in law enforcement) the Life Member will not be required to pay annual dues.

A Life Member who is not otherwise qualified as an Active Member is ineligible to vote or to hold an officer or board position except as described in Article 3, Section 4 below.

Section 4: Retired Membership

When an Active Member of the Association who is not qualified for Life membership retires from regular employment in good standing, the member shall become a Retired Member. Except for the office of Immediate Past President and for other positions as described in Article 7, Sections 7 and 8, Retired Members may not vote and may not hold an officer or board position. Retired members may participate fully as voting members of the Retired Member's Committee and any other committee to which the Retired Member is appointed. Retired Members shall be exempt from annual dues requirements upon attaining "normal retirement age" as defined for purposes of PERS benefit administration when and during such periods that the member is not employed in law enforcement.

Section 5: Associate Membership

Associate membership is available to those persons otherwise ineligible for Active membership who are or were previously certified by the Oregon Department of Public Safety Standards and Training, who serve or served as a federal law enforcement officer, who are currently employed in the management of law enforcement personnel in an "exempt" status for purposes of FLSA overtime eligibility, or who are employed to manage and direct security and/or criminal investigation activities of a private enterprise (such as a financial, banking, public utility or corporate entity with bona fide security needs and interests consistent with those of the OACP) in this state, and other persons who are distinguished because of their office, title, or special service to the Association. Associate Members may not vote and may not hold office in the Association. Annual dues for Associate Members shall be determined by the Board of Directors upon recommendation of the Executive Board.

Additionally, a police officer otherwise ineligible for Active membership but who is certified by DPSST at the supervisory level or higher and who is designated by a chief law enforcement executive or designee to manage the law enforcement functions of a law enforcement unit under an ORS 190 or other contractual arrangement to and on behalf of a different unit of local government is eligible to participate as an Associate Member, if the police officer holds command rank and performs duties and responsibilities such that the police officer is exempt from representation under the Public Employees Collective Bargaining Act and from the overtime requirements of the FLSA as an administrative, executive or supervisory employee of the employing law enforcement unit.

Section 6: Honorary Membership

Any member may propose a candidate for Honorary Membership to the Board of Directors by submitting a letter setting forth the reason. If the Board of Directors approves, the Board may

recommend the candidate for vote at the next regular annual meeting. The Association by two-thirds vote of members present at any general membership meeting may elect to recognize honorary membership.

Honorary Members may not vote, may not hold office in the Association and shall be exempt from payment of dues.

Section 7: Continued Membership

The Board of Directors may authorize continued membership to any person holding Active Membership prior to February 1, 2005, regardless of their ability to satisfy the requirements of membership established in this Article.

Section 8: Application for Membership

Except for Honorary Membership, membership in the Association shall be by application and a vote of acceptance by the Board of Directors. Applications for membership must be completed in their entirety (including the sponsor information). The Membership Committee shall review the applications for eligibility (as described elsewhere in these bylaws). If eligible, the names of the applicants shall be submitted to the general membership for comment no less than one week prior to the board meeting in which the applicants will be considered. If a member has a concern about an applicant and makes written notification to the Membership Committee, the committee shall examine the concern for eligibility. If an applicant is deemed ineligible, the applicant shall be advised, and his or her name shall not be forwarded to the Board of Directors for a vote.

Section 9: Membership Dues

The annual dues for Active Members shall be established by the Board of Directors for the calendar year and shall be considered in arrears if unpaid after February 1. New members' dues shall be proportionately reduced during the first year based on the quarter in which their membership is approved by the Board of Directors.

Dues for Life membership shall be the same as the dues for Active and Associate membership during the time when the Life Member is employed as a law enforcement officer.

If Association dues for an Active Member serving as a chief law enforcement executive are paid by an agency of the state or federal government or by a unit of local government, upon cessation of such Active Member's employment and Active membership in the Association, if the paying agency makes application for a dues credit for the benefit of the chief executive who succeeds the Active Member, the Association shall grant a dues credit for the successor for the months remaining in the membership year for which the agency had paid dues in full.

Section 10: Membership List

The Secretary-Treasurer shall prepare or cause the Executive Director to prepare an alphabetical list of the names of all the members entitled to notice of a meeting. Members not entitled to vote shall be listed separately. The membership lists shall be made available for inspection by any member, at any time, beginning two business days after notice of a meeting is given and continuing through the meeting, at the Association's office, or online. Unavailability of the list, or refusal or failure to prepare or make available the list to a member, shall not affect the validity of an action taken at any meeting. The membership list is for internal use only and shall not be distributed outside the organization.

ARTICLE 4 – BOARD OF DIRECTORS

Section 1: Authority

The Association shall be governed by a Board of Directors (the "Board"). All corporate powers of the Association authorized by law shall be exercised and all activities and affairs of the Association shall be conducted by or under the direction of the Board of Directors, subject to the limitations described in Article 2 and these Bylaws.

The Board of Directors shall perform the following:

- A. Perform any and all duties imposed on the Board by the Articles of Incorporation of this Association or by these Bylaws, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Directors reasonably believe to be in the best interest of the Association.
- B. Be responsible for the governance and operations of the Association, subject to the rights of members described in these Bylaws.
- C. Contract, establish accounts and take all other actions deemed by the Board to be appropriate, necessary and consistent with Association purposes.
- D. Employ, evaluate, discharge, prescribe the duties, and fix the compensation of the Executive Director and such other employees and volunteer staff as the Board may determine appropriate periodically, subject to the prerogatives of the President as hereinafter defined with regard to the President/Executive Director working relationship.
- E. Act in such manner as is consistent with the direction, decisions, policies, and responsibilities adopted and revised by the Board of Directors and the values and principles stated in the Law Enforcement Code of Ethics.
- F. Meet at such times and places as required by these Bylaws.

The Board of Directors may perform the following:

- A. Designate and delegate to committees, and appoint to each committee, or confirm appointments to each committee made by the President from among the members of the Association. Rules governing procedures for meetings of any committee may be established by the Board of Directors, and in the absence thereof, each committee may establish rules governing its procedures. The President may appoint the chairperson of each committee or may defer such designation to the committee.
- B. Direct the Executive Board to establish operating policies and procedures consistent with these Bylaws to govern operations of the Association.

The Board of Directors, its members, including the Officers of the Association, shall not engage in the following prohibited actions:

- A. No Director shall discuss, debate or vote on any decision regarding a contract, the expenses of which are to be paid with Association funds, if any of the following persons has a financial interest in the contract: the Director; the Director's spouse or domestic partner; or the parent, sibling or child of the Director, the Director's spouse or the Director's domestic partner. In addition, no Director shall discuss, debate or vote on any such decision if the Director knows that the Director's business associate has a financial interest in the contract. For purposes of this provision, "financial interest" includes any reasonable, objective expectation of financial gain or avoidance of financial detriment.
- B. A Director shall not be deemed to be a trustee with respect to the Association or with respect to any property held or administered by the Association, including, without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.
- C. Restricted actions prohibited under Article 9 of these Bylaws when acting for, on behalf of, or in the name of the Association.

Section 2: Membership of Board of Directors

The Board of Directors shall be comprised of six Officers of the Association and seventeen Directors, representing each of the districts of Oregon and a Director who represents the Retired Member's Committee and the Retired Members as defined by these Bylaws.

Section 3: Officers of the Association

President. The President is the Chief Executive Officer of this Association and will, subject to the direction of the Board of Directors and in consultation with any Committee with subject-matter expertise and jurisdiction over particular subject-matter, supervise, manage and control the affairs of the Association. The President shall perform all duties incident to the office of President

and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

The President shall preside at the meetings of the Association, the Board of Directors and the Executive Board.

The President shall appoint such standing and special committees as are authorized by these Bylaws or by the Board of Directors. The President shall be responsible to the Board of Directors for the proper functioning of committees and shall perform such other duties as may be assigned periodically by the Board of Directors or by action of the Association taken by the membership. The President is responsible to advise, supervise and direct the Executive Director on behalf of the Executive Board and Board of Directors.

First and Second Vice Presidents. The Vice Presidents shall assist the President and perform such duties as may be assigned to him or her by the President or by the Board of Directors. The First Vice-President shall, at the request of the President or as a consequence of the President's inability to act, perform the duties of President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. In the event and during such period that the First Vice President is unavailable or unable to act, the Second Vice President shall perform the duties of President.

Immediate Past President. The Immediate Past President (or "Past President") shall serve as an advisory resource for the President, perform such other duties as the President may assign, and shall be a member of the Nominating Committee (see Article 7, Section 4). If the office cannot be filled by the immediate past president, then the office shall remain vacant.

Vice President at Large. The Vice President at Large does not hold an ascending office, and shall be elected to serve a term of three years. The Vice President at Large shall act as parliamentarian, ensuring proper protocol is followed during meetings, and Sergeant at Arms, ensuring proper decorum during meetings, and shall administer elections. The Vice President at Large may serve as a liaison between the Executive Board and the Board of Directors.

Secretary-Treasurer. Generally, the Secretary-Treasurer shall be responsible for the following:

- A. Keep the minutes of the proceedings of the Board of Directors and of any committees directed by the Board to record minutes.
- B. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- C. Perform all duties incident to the office of Secretary.
- D. Perform such other duties as may be assigned periodically to him or her by the President or by the Board of Directors.

Regarding financials, the Secretary-Treasurer, assisted by the Budget and Finance Committee and the Executive Director, shall be responsible for the following:

- A. Serve as the chairperson or co-chairperson of the Budget and Finance Committee.
- B. Prepare the Association's annual budget.
- C. Ensure the Association's financial records are audited as described in Article 11, Section 7.

In addition to above, the Secretary-Treasurer shares joint responsibility with the Executive Director for the following:

- A. Keeping a correct record of the transactions of every meeting of the general membership and of the Board of Directors.
- B. Maintaining a roll of Active Members and Life Members who are not retired; that is, those members who are eligible to vote.
- C. Ensuring the corporate records and of the seal of the Association are maintained and available.
- D. Demanding, receiving, and providing receipt for all monies due the Association.
- E. Safely keeping and disbursing Association monies under direction of the Board of Directors.
- F. Having charge and custody of all funds of this Association, depositing the funds as required by the Board of Directors, keeping and maintaining adequate and correct accounts of the Association's properties and business transactions, and rendering reports and accountings to the Directors.
- G. Upon request of the President or Executive Board, providing a written, itemized report of receipts and disbursements and of the cash position of all accounts.

Section 4: Executive Board

The Executive Board of the Board of Directors shall consist of the Officers of the Association.

The Executive Board shall have authority to make decisions binding upon the Association in circumstances where action by the full Board is impracticable. The Executive Board will have and exercise the authority of the Board of Directors in the management of the Association to the extent provided and permitted by law as described in Article 2 and in these Bylaws, including but not limited to the following:

- A. During the intervals between meetings of the Board of Directors, the Executive Board shall possess and may exercise all the powers of the Board of Directors in the management and direction of the affairs of the Association in circumstances which the

President determines constitute an unforeseen emergency which dictates prompt action when calling an emergency meeting of the Board of Directors is impractical. All actions taken by the Executive Board shall be reported to the Board of Directors at its meeting next succeeding such action, and shall be subject to ratification, revision and/or alteration by the Board of Directors, provided, however, that no rights of third parties shall be dismissed by any such action of the Board of Directors.

- B. To receive, act upon or implement any recommendation made by any standing or special committee or by the President not reserved to the Board of Directors under these Bylaws.
- C. To expend funds of the Association.
- D. To review and recommend to the Board approval of the annual budget, which may be delegated to the Budget and Finance Committee.
- E. To set the salary and benefits of employees, if any, of the Association and evaluate employees' performance.
- F. To authorize the execution of any contracts by any Officer of the Association within the contracting authority of the President or Executive Director as granted by these Bylaws or by action of the Board of Directors.
- G. If the President declares that an emergency exists, the Executive Board may act without the Board of Directors but such action must be submitted to and receive ratification of the Board of Directors within 15 days.
- H. To have such other power and authority as the Board of Directors may delegate to it periodically.

Notwithstanding the foregoing, the authority of the Executive Board shall be subject to the following restrictions:

- A. The Executive Board shall not deviate from the direction established by the Board of Directors and these Bylaws except as specifically authorized by these Bylaws.
- B. The Executive Board shall not approve any single expenditure or financial commitment in excess of Five Thousand Dollars (\$5,000.00) unless authority to do so in the fiscal year has been delegated by resolution of the Board of Directors.
- C. The Executive Board shall not authorize the payment of income or profit of the Association to any Director or Officer of the Association.
- D. The Executive Board may not adopt, amend, or repeal the Articles of Incorporation or Bylaws of the Association.

Section 5: Executive Director

The Board of Directors may appoint an Executive Director upon recommendation of the Executive Board to serve at the pleasure of the Board of Directors. The Executive Director shall serve subject to the terms of a contract of employment or other contractual service arrangement, if any, under the direct supervision and authority of the President. The Board of Directors may designate one member of the Executive Board to serve as an interim Executive Director if necessary.

The Executive Director shall perform the following:

- A. Direct the activities of the staff, including assignment of responsibilities, who shall serve at the pleasure of the Executive Director.
- B. Facilitate the work of and provide assistance, counsel and support to the Executive Board and Board of Directors, and as requested by the President assist and support particular standing committees.
- C. Facilitate and assist as appropriate in the preparation of the annual operating budget and the work of the Finance Committee.
- D. Formulate administrative rules and procedures and policies for the operation of the Association and other functions and activities of the Association, not inconsistent with the Board and these Bylaws.
- E. Execute contracts as described in Article 10, Section 1.

Section 6: Compensation

No member of the Board of Directors shall receive compensation for his or her service as a Director.

ARTICLE 5 - COMMITTEES

Section 1: Committee Formation and Types

“Special Committee” means an ad-hoc committee formed and approved by the Executive Board to serve for a defined purpose and limited duration.

“Standing Committee” means a regular, continually existing committee established and approved by the Board of Directors to serve on an ongoing and regular basis.

Section 2: Committee Rules and Minutes

Each committee may fix its own rules and procedures not inconsistent with these Bylaws or rules adopted for committees by the Board of Directors, and shall meet as provided by such rules or by resolution of the Board and at the call of its chairperson. Minutes of committee meetings may

be maintained at the discretion of the chairperson, and, if minutes are not kept and published to the Board of Directors, a representative of the committee shall report any action taken by the committee to the next meeting of the Board of Directors.

Section 3: Committee Membership and Leadership

All committees shall have an Executive Board liaison and no fewer than two general members (i.e., members who are not chairs or liaisons). The President shall appoint all committee members and assign all committee chairpersons and co-chairpersons. The President shall endeavor to assign a member of the Executive Board to serve as liaison to each committee. Such assignments should be made by May 1st of each year. Upon appointment as committee chairperson and prior to June 1st of each year, the chairperson(s) should contact the committee membership for purposes of confirmation of appointment and committee service.

Section 4: Committee Meetings and Annual Reports

Each committee shall meet as necessary to conduct its business. Meetings and committee business can be in person or via teleconference, and actions may be taken without a meeting in accordance with these Bylaws. At a minimum, committees shall meet twice annually.

The Executive Board liaison shall be included in all correspondence and/or meetings of the committee. The Executive Board shall be informed as soon as practical of any meeting and/or topic that involves potential risk to the Association or potential to become a matter of media or public interest.

See also Article 6, Sections 2 and 5.

ARTICLE 6 – MEETINGS OF THE ASSOCIATION

Section 1: Standing Rules for Meetings

The Board of Directors or the membership by resolution may establish standing rules relating to the conduct of meetings of the general membership, the Board of Directors, the Executive Board, and of committees of the Association. Any standing rule may be modified or set aside with respect to and during a meeting, by a vote of the majority of the members in attendance at that meeting.

Section 2: Voting, Generally

See Article 7, Section 5 for the procedure for electing Directors and Officers.

Quorum of Board of Directors or Executive Board. For the purpose of any meeting of the Board of Directors or Executive Board, fifty percent (50%) of the membership of the boards shall constitute a quorum, which shall be required for the conduct of business. In the absence of a

quorum, the Directors, Officers, or members may meet and discuss Association business, but no action may be taken unless taken in compliance with these Bylaws by adhering to the procedure for taking an action without a meeting.

If a quorum is present when a vote is taken, the affirmative vote of a majority of those present is the act of the Board of Directors unless the Articles of Incorporation, these Bylaws, or applicable law requires the vote of a greater number of Directors.

A Director who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless he or she takes one or more of the following actions:

- A. The Director objects at the beginning of the meeting or promptly upon the Director's arrival to holding the meeting or transacting business at the meeting.
- B. The Director's dissent or abstention from the action taken is entered in the minutes of the meeting.
- C. The Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Association immediately after announcement of the meeting.

The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Quorum of Membership Meeting. At any meeting of the members, the quorum required to conduct business shall be at least 10% of the members who were members on the date of the meeting notice.

Quorum of Committee Meeting. At any committee meeting, a majority of the membership of the committee shall constitute a quorum.

Limitations on Voting - Each member eligible to vote on actions required or permitted under these Bylaws at a meeting of the Board of Directors, of the Executive Board, at a general membership meeting, or at a committee meeting shall have one vote except that no member may vote by proxy and no member shall be eligible to vote at any election or on any motion if his or her dues are in arrears.

Effect of Vote. Action on a matter is approved if the votes cast by those entitled to vote favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required under these Bylaws or by law. Action on a matter shall be evidenced by a written statement that describes the action and vote, signed by the President and delivered to the Secretary-Treasurer for inclusion in the minutes and records of the Association. Such action shall be effective when the President signs the action or minutes of the meeting at which the action is taken, unless the resolution or minutes specify an earlier or later effective date.

Section 3: Meetings of the Board of Directors

Generally. The Board of Directors shall meet at least three times during each calendar year and shall hold one meeting at the Association's Annual Conference. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than the resolution.

Special Meetings. A special meeting of the Board of Directors may be called at the request of the President, and the President must call a special meeting of the Board if he or she receives a written request for such a meeting signed by a majority of the members of the Board of Directors. The President, or persons authorized to call such a meeting of the Board of Directors, may fix any place within the State of Oregon as the place for holding such special meeting of the Board of Directors.

Notice of Meetings. Notice of the date, time and place of any special meeting of the Board of Directors shall be given to each member of the Board at least two (2) days in advance of a meeting conducted by telephonic or electronic communication, and at least seven (7) days in advance of any other meeting. The notice shall identify who is calling the meeting and the primary purpose(s) of the meeting.

Attendance at or participation in a meeting waives all required notice to the Director of the meeting unless the Director or member at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

A Director may at any time waive any notice required by law, the Articles of Incorporation or these Bylaws. Except as otherwise provided in these Bylaws, the waiver shall be in writing, shall be signed by the Director entitled to the notice, shall specify the meeting for which notice is waived and shall be filed with the minutes or appropriate records.

Minutes of Meetings. Minutes of all meetings of the Board of Directors shall be kept. See also Article 4, Section 3, Secretary-Treasurer.

Meetings of the Executive Board. See Article 4, Section 4(A) for meetings of the Executive Board.

Section 4: Meetings of the General Membership

The association shall hold one general membership meeting annually for the election of Officers and Directors and the transaction of other business, noticed by email and held in conjunction with the Association's Annual Conference. Additional meetings of the general membership can be called by the Board of Directors through the Executive Board and shall be noticed by email.

The Annual Conference and concurrent general membership meeting of the Association shall be held at such time and place as shall be determined by majority vote of the general membership at the Annual Conference.

A member who attends a meeting of the members shall be deemed to have waived notice of such meeting unless the member objects in a timely fashion.

Any member who desires to offer a motion or to speak at a general membership meeting of the Association shall rise, be recognized by the President, and announce his or her name, agency, and occupation.

Section 5: Committee Meetings

Standing and special committees and such ad-hoc committees as may exist periodically may meet at a time and place designated by the President or the Chair of the committee. In the absence of a quorum, the committee may meet and discuss committee business, but no action may be taken unless taken in compliance with these Bylaws by adhering to the procedure for taking an action without a meeting. Any OACP member who is employed or compensated by a non-law enforcement organization that has a fiscal interest and does business with a special or standing committee shall be deemed to have a conflict of interest and shall not be a voting member of the committee. Any such member shall serve only in an advisory capacity to the committee.

See also Article 4, Section 4.

Section 6: Telephonic Meetings

The Board of Directors, Executive Board, or any committee may permit any or all members to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all participants may simultaneously hear each other during the meeting. A member participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 7: Action without a Meeting

Action required or permitted by law to be taken at a meeting of the Board of Directors, the Executive Board, or a committee of the Association may be taken without a meeting if the action is taken by all members of the Board, Executive Board, or committee. The action shall be evidenced by written, faxed, or e-mail consents signed by each Director, Officer, or other committee member describing the action taken and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director or committee member signs the consent or sends e-mail consent, unless the consent specifies an earlier or later effective date. A written consent under this section has the effect of a meeting vote and may be described as such in any document.

ARTICLE 7 - ELECTIONS AND VACANCIES

Section 1: Election of Officers and Directors

Officers and Directors shall be elected at the annual general membership meeting of the Association.

Section 2: Eligibility to Serve as Officer or Director.

To serve as an Officer or Director, an individual shall be an Active Member of the Association (except as noted in Article 7, Sections 7 and 8) and hold police and executive certification of DPSST and be a member of the Association in good standing at the time of nomination and election.

Section 3: Terms of Office

Each Officer and each Director will be elected to serve a one-year term of office except for the three-year term of the Vice President at Large. A Director may serve consecutive terms without limitation.

Section 4: Nominating Committee

At each annual meeting of the Association, the President shall appoint a Nominating Committee which shall be comprised of all Past Presidents of the Oregon Association Chiefs of Police who are in attendance. The committee will meet for the purpose of identifying qualified candidates to serve in each Officer and Director position.

The Nominating Committee will certify that candidates are qualified based on the committee's assessment of their good standing and active involvement with the Association and their ability to commit the amount of time necessary to serve. The Nominating Committee may hold interviews with candidates and consider any materials available to the committee.

The Nominating Committee will develop a slate of qualified candidates for each Officer and Director position as follows:

- A. For the purpose of the Secretary-Treasurer position, the Nominating Committee will include all candidates on the slate of nominees who submit a letter expressing interest in the position and who the committee certifies as qualified.
- B. Officers who are completing their term as Secretary-Treasurer, Second Vice President, First Vice President or President shall ascend as the presumptive nominees for election to the next office in ascension unless deemed not qualified.

C. Whenever the three-year term of the Vice President at Large concludes, the Nominating Committee will include all candidates on the slate of nominees who submit a letter of interest to serve in the position and who the committee certifies as qualified.

D. The Directors shall be nominated one from each of the following districts:

District 1

Clatsop, Tillamook & Columbia Counties

District 2

Washington County

District 3

Multnomah County & Railroad Police

District 4

Clackamas County

District 5

Yamhill & Polk Counties

District 6

Marion County & Oregon State Police

District 7

Benton, Linn & Lincoln Counties

District 8

Lane County

District 9

Douglas County

District 10

Coos & Curry Counties

District 11

Josephine, Jackson and Klamath Counties

District 12

Hood, Sherman, Wasco, Gilliam, Wheeler & Morrow Counties

District 13

Crook, Deschutes, Lake & Jefferson Counties

District 14

Harney, Malheur & Grant Counties

District 15

Baker, Union & Wallowa Counties

District 16

Umatilla County

E. The Nominating Committee shall nominate one qualified candidate from among the Retired Members, including retired Life Members, to represent the Retired Members:

District 17

Retired Members

F. A spokesperson for the Nominating Committee shall present the slate of qualified candidates to the general membership for approval during the annual meeting.

Section 5: Process for Electing Officers and Directors

Voting for Officer and Director positions during the annual general membership meeting of the association shall be conducted by the Vice President at Large using the following procedure:

- A. The spokesperson for the nominating committee shall present the slate of candidates for the Officer and Director positions.
- B. The Vice President at Large shall invite nominations from the floor for any Officer or Director position.

- C. Where more than one candidate is seeking election for an Officer or Director position, the Vice President at Large shall set aside an equal amount of time for each candidate to address the membership.
- D. For positions where only one candidate is seeking election, the Vice President at Large may entertain a motion to elect those positions en bloc. In this circumstance, the positions may be elected by voice vote or by hand at the discretion of the Vice President at Large.
- E. A vote by secret ballot shall be conducted for any position contested by two or more candidates. The Vice President at Large shall determine a process for counting ballots cast and certifying the result of any election conducted by secret ballot.
- F. For each Officer or Director position, the candidate receiving the majority of votes cast shall be declared elected and shall hold office for one year or until a successor has been qualified and elected, except that persons elected to Vice President at Large shall hold that office for three years.

Section 6: Removal of a Director or Officer

At a regular or special meeting, an Officer or Director may be removed by majority vote of the Board of Directors for misconduct defined by Article 3, Section 10 or Article 8, Section 1 of these Bylaws pertaining to expulsion of a member, or for failure to carry out the duties of the office as prescribed by these Bylaws; provided however, that any Officer proposed to be removed is entitled to at least five (5) business days' notice of the meeting at which the removal shall be considered, and notice of the basis of allegations and the conclusion that removal is warranted. Any such Officer shall be afforded the opportunity to address the Board of Directors prior to action of the Board.

A Director may be removed by majority vote of the Board of Directors based upon recommendation of the members of the represented district and a Board finding that the Director has failed to act in the best interests of the Association or failed to adequately represent the district.

Section 7: Vacancy of an Officer

Except for the Vice President at Large, a vacancy in any office for any reason shall be filled in order of ascension in accordance with these Bylaws. In the event the office of the President becomes vacant or is declared vacant by the Board of Directors, the First Vice President shall automatically become President to fill the unexpired term and shall remain eligible for the nomination to that office as though the First Vice President had not been called upon to fill the vacancy.

In the event the office of Vice President at Large or the office of Secretary-Treasurer becomes vacant more than 90 days prior to the next Annual Conference of the Association, the President shall form a Nominating Committee (as defined in Section 4) and the Nominating Committee shall recommend to the Board of Directors two or more qualified nominees from whom the Board of Directors shall select a member to fill the vacancy for the remainder of the term of office. If such a vacancy occurs within 90 days of the next Annual Conference, the Executive Board shall designate a member of the Association or the Executive Director to discharge the responsibilities of the office until a successor is nominated and elected.

Notwithstanding the above, the Board of Directors may act affirmatively and declare that an Officer shall be eligible to fulfill the term of office to which the Officer was elected or appointed if the vacancy would otherwise be due to his or her retirement or cessation of employment in good standing.

Filling of vacancies shall occur at the next quarterly meeting after the vacancy occurred.

Section 8: Vacancy of a Director

If a position of Director becomes vacant, the Board of Directors shall elect an eligible Active Member to fill the unexpired term of the prior incumbent; however, the Board of Directors may act affirmatively and declare that a Director shall be eligible to fulfill the term to which the Director was elected or appointed if the vacancy would otherwise be due to his or her retirement or cessation of employment in good standing.

Filling of vacancies shall occur at the next quarterly meeting after the vacancy occurred.

ARTICLE 8 – MISCONDUCT OF A MEMBER

Section 1: Authority of Board

The Board of Directors shall have sole responsibility for conducting inquiries into allegations of misconduct by a member. When the Board receives an allegation of conduct of a nature that reflects adversely upon the Association or is contrary to the values of the Association and the Law Enforcement Code of Ethics the Board has exclusive purview and responsibility to determine the validity of the allegation.

Section 2: Validating Allegations of Misconduct

In determining the validity of an allegation of misconduct the Board shall:

- A. Determine by majority vote whether there is sufficient information to warrant a formal inquiry by the Board.

- B. Assign responsibility to investigate the validity of the allegation and identify the parameters of that inquiry if the Board determines that the allegation warrants investigation.
- C. Incur all costs associated with the investigation unless the Board has made other arrangements.
- D. Upon receipt of the report or other investigation results, determine by majority vote whether to hold a hearing, as specified in Article 8, Section 3 or to dismiss the allegation.
- E. Notify the complainant in writing of the Board's decision.

Section 3: Hearing and Disqualification of Members

After a referral as described in Article 8, Section 2, a hearing before the Board of Directors shall be called by the President. Whenever action is taken by the President, all members of the Board of Directors and the accused member shall be notified in writing at least ten days prior to the hearing and such notice shall include the allegations, documentation of facts and explanation of standard allegedly violated. The accused member shall have the right to appear in person and be represented by counsel of his choosing at his/her own expense. The proceedings of the Board in such matters shall be in private session.

The Board of Directors may, following a hearing, and upon a vote of the majority of its members participating in the hearing, suspend or terminate the membership of any member found to have engaged in conduct which the Board finds contravenes the values of the Association and the law enforcement profession and has disturbed the order, dignity or harmony or impaired the good name, reputation, or public acceptance and effectiveness of the Association.

The decision of the Board of Directors shall be final and conclusive. The Secretary-Treasurer shall make a record which shall include the notifications and documentation and any disqualification determination of the Board which shall be in writing.

Section 4: Revoked Certification

Notwithstanding Sections 1 through 3 of this Article, any member whose certification has been revoked by the Board on Public Safety Standards and Training is not eligible to be a member and the current membership and dues will be forfeited.

ARTICLE 9 – RESTRICTIONS ON ACTIONS

The Association shall not act in violation of law as described in this Article.

All the assets and earnings of the Association shall be used exclusively for its nonprofit purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to

the benefit of any employee of the Association or be distributed to its Directors, Officers, or any private person, except that the Association shall be empowered to pay reasonable compensation for services rendered, reimburse reasonable expenses and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.

Notwithstanding any other provision of these bylaws, the Association shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Association shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, Officers, and private property of the subscribers, Directors or Officers shall not be liable for the debts of the Association.

The Association shall not participate in any political campaign on behalf of or in opposition to any candidate for public office.

In particular, but not without limitation of the generality of the foregoing paragraph, during such time as the Association may be considered a private foundation as defined by Section 509(a), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, it shall not do any of the following:

- A. Fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- B. Engage in any act of self-dealing as defined in Section 4941(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- C. Retain any excess business holdings as defined in Section 4943(c), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- D. Make any investment on such manner as to subject it to tax under Section 4944, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- E. Make any taxable expenditure as defined in Section 4945(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

ARTICLE 10 - CONTRACTS, CHECKS, DEPOSITS, AND OTHER FUNDS

Section 1: Contracts

The Board of Directors may, except as otherwise provided in these Bylaws, authorize any Officer or agent of the Association to enter into any contract or execute any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, or authorized under the provisions of these Bylaws, no Officer, agent or employee of the Association shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

Section 2: Checks, Drafts and Orders of Payment

All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Association shall be signed by an Officer of the Association or Executive Director or other authorized agent of OACP designated periodically the Board of Directors by formal action stated in the minutes of the Association.

Section 3: 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 designate.

Section 4: Gifts

The Directors—collectively or individually—any Officer, or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Association.

Section 5: Loans

No Director, Officer or agent shall have the authority, on behalf to the Association, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

ARTICLE 11 – INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1: Indemnification

Any person who serves at the Association’s request as a Director, Officer, employee, or member of any committee shall be deemed to be the Association’s agent for purposes of this Article and an indemnified person. Such persons shall be indemnified by the Association against expenses (including attorney’s fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of such service, provided such person acted in good faith and in a manner reasonably believed to be in the best interests of the Association and, with respect to any criminal action or proceeding, such person had no reasonable cause to believe his or her conduct was unlawful. Decisions concerning indemnification shall be made by the Board of Directors, with any interested Director abstaining.

Section 2: Period of Indemnification

Any indemnification provided for in this Article shall be applicable to acts or omissions that occurred prior to the adoption of this Article; shall continue as to any indemnified party who has ceased to be a Director, Officer, employee or agent of the Association; and shall inure to the benefit of the heirs, trustees and personal representatives of an indemnified party. The repeal or amendment of all or any portion of these Bylaws shall not affect any right of indemnification with respect to acts or omissions occurring prior to such repeal or amendment.

Section 3: Insurance

By action of the Board of Directors, the Association may purchase and maintain insurance, in such amounts and with such terms as the Board may deem appropriate, on behalf of any person indemnified hereunder and/or insuring the Association against any liability it might have for indemnification under these Bylaws or applicable law.

Section 4: Right to Impose Conditions to Indemnification

The Association shall have the right to impose such reasonable requirements and conditions as the Board of Directors may deem appropriate in each specific case of indemnification, including but not limited to the following: (a) that any counsel representing the person to be indemnified shall be acceptable to the Association and/or its insurer; (b) that the Association shall have the right, at its option, to assume and control the defense and/or settlement of any claim or proceeding initiated or threatened against the person to be indemnified and retain all counsel (including insurance defense counsel designated by the Association’s insurer(s)); and (c) that the

Association shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery.

Section 5: Definitions

The term "indemnified person" will mean any person who is or was a Director, Officer of the Board of Directors, Officer of the Association, or a member of a committee formed pursuant to these Bylaws. The Association shall indemnify employees acting within the course and scope of their employment in accordance with Oregon law and the terms and conditions of insurance maintained by the Association. This definition does not limit the indemnity or defense provided to Indemnified Persons and others, excluding employees of the Association pursuant to any contract of insurance.

The term "proceeding" includes any threatened, pending or completed action, suit or proceeding, whether brought in the right of the Association or otherwise, and whether of a civil, criminal, administrative or investigative nature, in which an indemnified person may be or may have been involved as a party or otherwise by reason of the fact that the person is an indemnified person.

Section 6: Limitation of Liability

The Directors shall not be personally liable for the debts, liabilities or other obligations of the Association. The civil liability of trustees and Officers limited to the fullest extent permitted under the Oregon Nonprofit Corporation Act (including ORS 65.391, ORS 65.394, and ORS 65.404) and other laws affording protection from civil liability. No Director or Officer of the Association shall be liable to the Association for monetary damages for conduct as a trustee or Officer, provided that nothing in these Bylaws shall eliminate or limit the liability of a Director or Officer for any act or omission occurring prior to the date when such indemnity becomes effective, and such indemnity terms and insurance shall not eliminate or limit the liability of a Director or Officer for ORS 65.361 to 65.367.

Section 7: Auditor

The Board of Directors, under the direction of the Secretary-Treasurer, shall designate the auditor of the Association's financial records. The auditor's reports shall be reviewed and evaluated by the Directors annually. The auditor appointment shall be re-evaluated by performance bid at least every five (5) years, and the Board of Directors shall consider the benefit to the Association and the appointed auditor of periodic audit process review.

ARTICLE 12 – GENERAL PROVISIONS

Section 1: Rules of Order

Robert's Rules of Order shall generally govern the proceedings of this Association in all cases not provided for in these Bylaws.

Section 2: Account Books and Records

The Association shall keep correct and complete books and records of account. All of the books and records of the Association may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time.

Section 3: Fiscal Year

The fiscal year of the Association shall be established by the Board of Directors.

Section 4: Conveyances and Encumbrances

Property of the Association may be assigned, conveyed or encumbered by such Officers of the Association as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Association shall be authorized only in the manner prescribed by applicable law.

Section 5: Designated Contributions

The Association may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in its articles of incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Association shall reserve all right, title and interest in and to, and control of, such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Association shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Association's tax-exempt purposes.

Section 6: Conflicts of Interest

If any person who is a Director or Officer of the Association is aware that the Association is about to enter into any business transaction directly or indirectly with himself or herself, any member of his or her family, or any entity in which he or she has any legal, equitable or fiduciary interest or position, including without limitation as a Director, Officer, shareholder, partner, member or

beneficiary, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Association of his or her interest or position; (b) aid the persons charged with making the decision by disclosing any material facts within his or her knowledge that bear on the advisability of such transaction from the standpoint of the Association; and (c) not be entitled to vote on the decision to enter into such transaction.

Section 7: Loans to Directors and Officers Prohibited

No loans shall be made by the Association to any of its Directors or Officers.

Section 8: No Private Inurement

In addition to the prohibitions stated elsewhere in these Bylaws and limitations on the actions of trustees, there shall be no private inurement. The Association is not organized for profit and is to be operated exclusively for the purposes stated in the Association's Articles of Incorporation. Any net earnings of the Association shall be devoted solely to the purposes of the Association and shall not inure to the benefit of any individual. No Director or person from whom the Association may receive any property or funds shall receive or shall be entitled to receive any earnings from the operation of the Association, and in no event shall any part of the funds or assets of the Association be paid as salary or compensation to, or be distributed to, or inure to the benefit of any member of the Board of Directors; provided, however, that (a) reasonable compensation may be paid to any Director while acting as an agent, contractor or employee of the Association for services approved and rendered in effecting one or more of the purposes of the Association; (b) any Director may, with prior Board approval, be reimbursed for his or her actual and reasonable expenses incurred in connection with the administration of the affairs of the Association; and (c) the Association may, by resolution of the Board of Directors, make distributions to persons from whom the Association has received contributions previously made to support its activities to the extent such distributions represent no more than a return of all or a part of the contributor's contributions.

Section 9: References to Internal Revenue Code

All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code, as amended, and shall include the corresponding provisions of any subsequent federal tax laws and regulations

Section 10: Severability

The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 11: Dissolution

Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Association, including the costs and expenses of such dissolution, dispose of all the assets of the Association exclusively for the exempt purposes of the Association or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any Officer or Director of the Association. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

ARTICLE 13 – STATEMENT OF NONDISCRIMINATION

The Association shall not discriminate against any member, employee, applicant, contractor, vendor or participant on the basis of sex, gender, sexual preference, age, race, color, ethnicity, national origin, disability or other classification protected by Oregon or federal law.

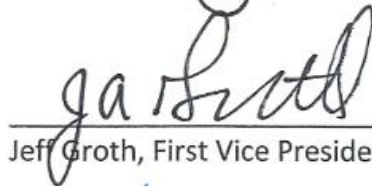
ARTICLE 14 – BYLAWS CHANGES AND AMENDMENTS

These Bylaws may be changed or amended only upon referral to the general membership by the Board of Directors. The proposed changes and amendments shall be distributed to the Active Members no fewer than 48 hours prior to approval by vote of no less than two-thirds of the Active Members present at a meeting of the general membership as described in Art 6, Sec 4.

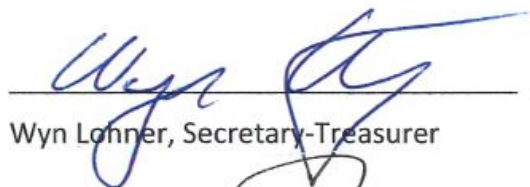
Adoption of Bylaws

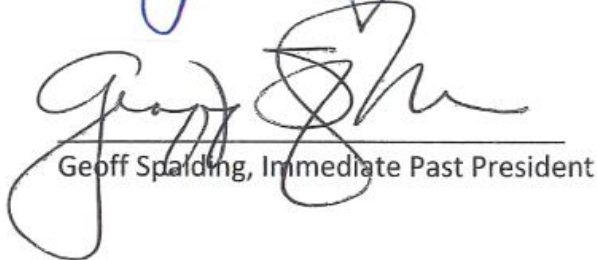
Recommended to the membership by the Board of Directors by resolution and vote of the Directors on this 27th day of September, 2017:


John Teague, President


Jeff Groth, First Vice President


Kris Allison, Second Vice President


Wyn Lohner, Secretary-Treasurer


Geoff Spalding, Immediate Past President


Jeff Fossholm, Vice-President at Large

ADOPTED BY MAJORITY VOTE OF THE ACTIVE MEMBERS PRESENT AT THE 2017 FALL MEETING
OF THE GENERAL MEMBERSHIP:

ATTEST: 
John Teague, President