

BYLAWS

OF

WASHINGTON COUNTY COMMUNITY ACTION ORGANIZATION (INC)

PREFACE

WHEREAS the 88th Congress of the United States of America enacted the Economic Opportunity Act of 1964 ((Public Law 88-452) and the President of the United States of America approved said Act on August 20, 1964, and

WHEREAS it is the purpose of the Economic Opportunity Act of 1964 to eliminate the paradox of poverty in the midst of plenty in this nation by opening to everyone the opportunity for education and training, the opportunity to work and the opportunity to live in decency and dignity, and

WHEREAS a local public agency or a private nonprofit agency, organization or institution is necessary for local coordination and implementation of the Economic Opportunity Act of 1964 in order to afford the full benefits available thereunder for the citizens and residents of Washington County, and

WHEREAS it is deemed desirable and advisable to form a nonprofit corporation under the laws of the State of Oregon to accomplish and realize more fully and completely the benefits and purposes of the Economic Opportunity Act of 1964.

NOW, THEREFORE, we, as the Board of Directors, adopt the following Bylaws:

ARTICLE I - MEMBERSHIP

- Section 1. Membership. Membership in the corporation shall be open to all residents of Washington County.
- Section 2. Annual Meeting. The annual meeting of the corporation shall be held on the second Wednesday in the month of October in each year beginning with the year 1966 at the hour of 8 p.m. for the purpose of electing the board of directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Oregon, such meeting shall be held on the next succeeding business day.

ARTICLE II - OFFICES

- Section 1. Offices. The corporation may have such offices as the Board of Directors may designate or as the business of the corporation may require from time to time.
- Section 2. Registered Office. The registered office of the corporation required by the Oregon Nonprofit Corporation Law to be maintained in the State of Oregon may be, but need not be, identical with the principal office in the State of Oregon, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III - DIRECTORS

- Section 1. General Powers. The business and affairs of the corporation shall be managed and controlled by its Board of Directors.
- Section 2. Qualifications. Directors shall be residents of the State of Oregon. At least one-third (1/3) of the Directors shall be members and representative of the recipient or poor groups in the community as commonly defined in the policies and regulations of the Federal Office of Economic Opportunity. The election or appointment procedures applied to fill vacant or new positions on the Board of Directors shall provide for the maintenance of this one-third (1/3) minimum representation requirement. The election or appointment procedures shall also provide that the Directors representing the recipient or poor groups shall be selected by these groups within the framework of these By-laws.
- Section 3. Election. The board of directors shall be elected for a term of two years by the members of the corporation present at the annual meeting. No more than a simple majority may be elected in any one year.
- Section 4. Annual Meeting. The annual meeting of the board of directors shall be held on the fourth Wednesday in the month of October in each year beginning with the year 1966 at the hour of 8:00 p.m. for the purpose of electing the officers of corporation and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Oregon, such meeting shall be held on the next succeeding business day.

- Section 5. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly on the Third Wednesday of each month at 8 p.m. If such meeting day falls on a legal holiday in the State of Oregon or is otherwise inconvenient or unsatisfactory in the opinion of the Board of Directors, the Chairman, with a majority of the Directors concurring, may fix another date in lieu of the regularly scheduled meeting date. The Board of Directors may dispense with the holding of any regular monthly meeting.
- Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any two Directors.
- Section 7. Place of Meeting. All meetings of the Board of Directors shall be held at the principal office of the corporation or at such other place within the State of Oregon as may be fixed by the Board of Directors.
- Section 8. Notice. Notice of meetings of the Board of Directors shall be given at least 24 hours previously thereto by verbal notice given personally to each Director, or such notice may be given at least two days previously thereto in writing delivered personally or mailed to each Director at his business or home address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, except as required by the Articles of Incorporation.
- Section 9. Quorum. A majority of the number of voting Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the voting Directors present may adjourn and reconvene the meeting from time to time without further notice.
- Section 10. Vote. Each member of the Board of Directors, excluding ex-officio members, shall be entitled to one vote. Whenever in the Articles of Incorporation or in the Oregon Nonprofit Corporation Act it is provided that action shall be taken by the vote of a majority of the directors in office, the ex-officio members shall not be deemed to have a vote by reason of any such provision but ex-officio members shall be counted in determining the majority of the Directors in office.

Section 11. Manner of Acting. The act of the majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation or by the Oregon Nonprofit Corporation Law.

Section 12. Salaries. Directors shall serve without salary.

Section 13. Presumption of Assent. A voting Director of the Corporation 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 dissent shall be entered in the minutes of the meeting, or unless he shall file his 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 Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 14. Resignation. Any Director of the corporation may resign at any time, either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the Secretary of the corporation. Such resignation shall take effect at the time specified therefor and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Section 15. Removal: ~~Vacancies or Numerical Increases.~~ Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors or any other reason shall be filled by the Board of Directors. In filling directorship positions, the Board of Directors shall maintain the one-third (1/3) minimum representation requirement contained in ARTICLE III of these By-laws.

Section 16. Ex-officio Members. The Board of Directors may from time to time appoint ex-officio members to the Board of Directors, to serve for such term and upon such committees as the board may direct. The number of ex-officio members at any one time shall not exceed in number one-third (1/3) the Board of Directors Membership.

ARTICLE IV - COMMITTEES

Section 1. Appointment. The Board of Directors may appoint ~~an Executive Committee and such other~~ committees as it may deem appropriate. Each such committee shall consist of two or more directors and may include such nonmembers as may be appointed by the Chairman of the Board of Directors with a majority of the Directors concurring, all committee appointments to be consistent with the one-third (1/3) minimum representation requirement contained in ARTICLE III of these By-laws. Each committee shall have and may exercise such powers as shall be conferred or authorized by the resolution appointing it, subject, however, to the limitations set forth in Section 61.141, Oregon Revised Statutes. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon him by law. The Board of Directors shall have the power at any time to fill vacancies in, to change the size or membership of, and to discharge any committee.

Section 2. Manner of Acting. A majority of any committee appointed by the Board of Directors may determine its action and may fix the time and place of its meetings unless provided otherwise by the Board of Directors. Each committee shall keep a written record of its official acts and shall submit such record to the Board of Directors at such times as requested by the Board of Directors. Failure to submit such record or failure of the Board of Directors to approve any action indicated therein will not, however, invalidate such action to the extent it has been carried out by the corporation prior to the time the record of such action was or should have been submitted to the Board of Directors as herein provided.

ARTICLE V - OFFICERS

Section 1. Number. The officers of the corporation shall be a Chairman, a Vice Chairman, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors from its membership. Such other officers and assistant officers as may be deemed necessary may be elected from time to time by the Board of Directors.

- Section 2. Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected at the organization meeting of the initial Board of Directors and annually thereafter by the Board of Directors at the annual meeting thereof. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and accepted office or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.
- Section 3. Removal. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.
- Section 5. Chairman. The Chairman of the corporation shall preside at all meetings of the Board of Directors and may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed. The Chairman shall perform such other duties as may be prescribed by the Board of Directors from time to time.
- Section 6. Vice Chairman. In the absence of the Chairman or in the event of his death, inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Secretary. The Secretary shall keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation its seal is duly authorized; sign with the Chairman, Vice Chairman or other officer or agent authorized by the Board of Directors contracts or other instruments which the Board of Directors has authorized to be executed on its behalf; and in general perform all duties incident to the office of Secretary and such other duties as may be prescribed by the Board of Directors from time to time.

Section 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such form and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of ARTICLE VII of these By-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as may be prescribed by the Board of Directors from time to time.

ARTICLE VI - EMPLOYEES

Section 1. Executive Director. The Board of Directors may appoint an Executive Director to serve at the pleasure of the Board. Such Executive Director may be a full-time employee of the corporation, and, subject to the direction and control of the Board of Directors, shall direct and supervise the business and affairs of the corporation. He shall perform such duties as may be prescribed by the Board of Directors from time to time. The salary of the Executive Director shall be fixed from time to time by the Board of Directors.

Section 2. Other Employees. The Board of Directors may establish such other positions of employment as it deems desirable from time to time and shall fix salaries for such positions. The Executive Director shall hire and discharge employees of the corporation to the prior approval of the Board of Directors.

ARTICLE VII - REPORTS

- Section 1. Annual Report. Within 60 days after the close of each fiscal year, an annual report shall be made by the Chairman on behalf of the Board of Directors, containing an accounting of receipts and expenditures for the prior fiscal year, a description of activities and affairs of the corporation, an evaluation of its work and accomplishments, and recommendations regarding the subjects of the Economic Opportunity Act of 1964. The Secretary shall cause such annual report to be presented at the annual meeting of the members of the corporation and filed with the Board of County Commissioners of Washington County.
- Section 2. Audit. An annual audit of the corporation books shall be prepared once yearly by an independent auditing firm, and such audit shall be presented at the annual meeting.

ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS AND INVESTMENTS

- Section 1. Contracts. The Board of Directors may authorize any officer or officers agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- Section 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- Section 3. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- Section 4. Investments. All investments and reinvestments of funds of the corporation shall be restricted to the classes of investment permitted by statute for funds of a municipal corporation.

ARTICLE IX - FISCAL YEAR

The fiscal year of the corporation shall end on June 30 of each year.

ARTICLE X - AMENDMENTS

These By-laws may be altered or amended by majority vote of the Board of Directors.