



MARCH 2025 MEETING

BOARD OF DIRECTORS

Thursday, March 27, 2025

Addendum A

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COMMUNITY ACTION PROMISE

Community Action changes people’s lives, embodies the spirit of hope, improves communities, and makes America a better place to live. We care about the entire community, and we are dedicated to helping people help themselves and each other.

Helping People Changing Lives

Mid-Willamette Valley Community Action Agency

Proposed By-Law Revisions

2025

This document outlines proposed amendments to the By-Laws of the Mid-Willamette Valley Community Action Agency (MWVCAA) aimed at streamlining governance practices, aligning with current legal and operational standards, and clarifying organizational processes. The By-Laws were last adopted in July 2022. The Board is requested to review these amendments and provide feedback, with the goal of formal adoption at the March 2025 Board meeting. If approved, the By-Laws will be updated accordingly.

The following changes are proposed for consideration and approval by the Board of Directors.

1. Section 4.6 (Page 5) - Election of Board Members; Vacancies

- **Current Text:** By-Laws refer to the Board Governance and Personnel Committee, a committee not formally convened by the for over 5 years.
- **Proposed Change:** Replace with Board Development and Nominating Committee to match current operations.

2. Section 4.15 (Page 7) - Conflict of Interest

- **Current Text:** By-Laws contain a general conflict of interest clause but has limited guidance for Board members with potential financial or personal interests.
- **Proposed Change:** Add Section B, which reads as:
"Whenever a Board Member, Voting Board Member, or officer has a financial or personal interest in any matter coming before the Board of Directors, the Board shall ensure that:(i) The interest of such Board Member or officer is fully disclosed to the Board of Directors; and (ii) No interested officer, Board Member, or Voting Board Member may vote or lobby on the matter or be counted in determining the existence of a quorum of the meeting of the Board of Directors at which such matter is voted upon."

3. Section 4.16 (Page 7) - Meetings of the Board of Directors Compliance with Oregon Public Meeting Law

- **Current Text:** By-Laws refer to an outdated ORS statute concerning compliance with Oregon's public meeting law.
- **Proposed Change:** Replace the previous ORS reference with ORS 329.175(11).

4. Section 5.1 (Page 8) - Number of Officers

- **Current Text:** By-Laws currently include a "Chairperson Elect" title.
- **Proposed Change:** Remove the "Chairperson Elect" title to match the new title used in Section 5 (Officers) listing "First Vice-Chairperson/Treasurer."

5. **Section 5.2 (Page 8) - Appointments and Term of Office**

- **Current Text:** By-Laws do not define term limits for officers.
- **Proposed Change:** Add one-year, renewable, officer term limits with the following language:

"The officers of the corporation shall be appointed by the Voting Board Members for a term of one year and may serve up to three consecutive annual terms. After serving three consecutive terms, an officer must take a one-year break before being eligible to serve an additional term. Officers shall hold office until their successor has been duly appointed and qualified, until the officer's death, resignation, or removal as provided in Section 5.3. Board Members may hold successive terms, subject to the limitations outlined above. The designation of a specified term does not grant the officer any contract rights, and the Voting Board Members may remove an officer at any time before the termination of the term."

6. **Section 5.5 (Page 8) - First Vice-Chairperson/Treasurer**

- **Current Text:** By-Laws currently include a "Chairperson Elect" title.
- **Proposed Change:** Remove the "Chairperson Elect" title to become "First Vice-Chairperson/Treasurer". Further adding "There shall be a first vice-chairperson/treasurer, who will lead the Board's oversight of the corporation's financial wellbeing." to the current text.

7. **Section 7.2 C (Page 10) - Standing Committees**

- **Current Text:** By-Laws currently list the Executive Committee and the Board Governance and Personnel Committee.
- **Proposed Change:**
 - Edit "Executive Committee" to "Executive-Finance Committee."
 - Remove Section C (Board Governance and Personnel Committee), as it has not convened for five years. The committee's duties and tasks are now reported to the full Board for regular review and voting. Move committee to ad-hoc status.

8. **Section 7.3 (Page 10) - Dissolution**

- **Current Text:** By-Laws mention the "Executive Committee" in relation to the dissolution process.
- **Proposed Change:** Edit "Executive Committee" to "Executive-Finance Committee."

**RESTATED BYLAWS
OF THE
MID-WILLAMETTE VALLEY
COMMUNITY ACTION AGENCY, INC.
An Oregon Nonprofit Corporation**

OUR MISSION

*Empowering people to change their lives and exit poverty by providing
vital services and community leadership.*

OUR VISION

*All people are respected for their infinite worth and supported
to envision and reach a positive future.*

ARTICLE 1 – PURPOSE

1.1 Mid-Willamette Valley Community Action Agency, Inc. ("the corporation") shall be restricted to activities of a religious, charitable, scientific, literary, or educational nature consistent with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended. No part of earnings of the corporation shall inure to the benefit of, or be distributable to, its officers, directors, employees or agents or any other private person or organization, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the religious, charitable, scientific, literary or educational purposes of the corporation. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The fiscal year of the corporation shall run from the first day of July through the 30th day of June.

1.2 Except as restricted pursuant to Section 501(c) (3) of the Internal Revenue Code of 1986 as described, the corporation may engage in any activity lawful for public benefit corporations pursuant to the Oregon Nonprofit Corporation Act.

1.3 In the event that the corporation engages in programs regulated as a Head Start agency under the Head Start Act, as amended, 42 USC 9801 et seq. ("the Act"), the corporation shall

adopt policies and procedures as may be necessary or desirable to conform to the requirements of the Act and its applicable regulations.

ARTICLE 2 – OFFICES

2.1 Business Office. The principal office of the corporation shall be located at 2475 Center St. NE, Salem, Oregon 97301, or such other location within the state of Oregon as may be designated in the corporation's most current Annual Report filed with the Oregon Secretary of State. The corporation may have such other offices, either within or without the state of Oregon, as the board of directors may designate or as the business of the corporation may require from time to time.

2.2 Registered Office. The registered office of the corporation, required by ORS 65.111, shall be located at the corporation's principal office.

ARTICLE 3 – MEMBERS

No Members. The corporation shall have no members.

ARTICLE 4 – BOARD OF DIRECTORS

4.1 General Powers. The board of directors shall consist of both voting and non-voting members. All corporate powers shall be exercised exclusively by, or under the authority of, the voting members of the board of directors (“Voting Board Members”) and the business and affairs of the corporation shall be managed exclusively under the direction of the Voting Board Members.

4.2 Specific Powers.

- a) Pursuant to the Community Services Block Grant (“CSBG”) Program, 42 U.S.C. Chapter 106 Sec.9910, if the corporation receives CSBG funds, it shall administer the CSBG program through a tripartite board that fully participates in the development, planning, implementation, and evaluation of the program to serve low-income communities.
- b) Pursuant to the Head Start Reauthorization Act of 2007, 42 U.S.C. 9837, if the corporation receives Head Start funds, the governing body shall have legal and fiscal responsibility for the Head Start Agency (the Corporation).

4.3 Number of Directors. The authorized number of directors shall be no less than 9 members and no more than 18 members, or as amended from time to time by resolution adopted by the directors.

4.4 Board Composition and Selection. The Voting Board Members shall be composed so as to assure that:

- a)** Pursuant to the Community Services Block Grant Program, if the corporation received CSBG funds;
- i)** 1/3 of the members of the board are elected public officials, holding office on the date of selection, or their designees, except that if the number of such elected officials reasonably available and willing to serve on the board is less than 1/3 of the membership of the board, membership on the board of appointive public officials or their designees may be counted in meeting such 1/3 requirement;
 - ii)** Not less than 1/3 of the members are persons chosen in accordance with democratic selection procedures adequate to assure that these members are representative of low-income individuals and families in the community;

Each representative of low-income individuals and families selected to represent a specific community under clause (ii) resides in the community represented by the member; and
 - iii)** The remainder of the members are officials or members of business, industry, labor, religious, law enforcement, education, or other major groups and interest in the community served.
 - iv)** Not less than one (1) member shall have lived experience of homelessness.
- b)** Pursuant to the Head Start Reauthorization Act, if the corporation receives Head Start funds:
- i)** Not less than one (1) member shall have a background and expertise in fiscal management or accounting.
 - ii)** Not less than one (1) member shall have a background and expertise in early childhood education and development.
 - iii)** Not less than one (1) member shall be a licensed attorney familiar with issues that come before the governing body.
 - iv)** Additional members shall:
 - 1)** Reflect the community to be served and include parents of children who are currently, or were formerly, enrolled in Head Start programs; and
 - 2)** Be selected for their expertise in education, business administration, or community affairs.
 - v)** If a person described in clause (i) (ii) or (iii) is not available to serve as a member of the Board, the Board shall use a consultant, or another individual with relevant expertise, with the qualifications described in that clause, who shall work directly with the Board.

- c) **Residence Requirement.** Each Voting Board Member shall reside or work in the area served by the corporation unless otherwise permitted under applicable laws or regulations. Geographic diversity of the Board will be an important consideration at the time of new Voting Board Member selection. Public officials and the designees may be excluded from this requirement.

4.5 Term.

- a) Board Members will be divided into the following four classes:
 - i) **Class I (Elected Officials):** Class I Board Members consist of elected officials or their designee. All Class I Board Members are Voting Board Members.
 - ii) **Class II (Head Start Policy Council Representatives):** Class II Board Members consist of Head Start Policy Council Representatives. All Class II Board Members are Voting Board Members.
 - iii) **Class III:** Class III Board Members consist of all other Voting Board Members.
 - iv) **Class IV (Non-voting Community Outreach Representatives):** Class IV Board Members consist of Community Outreach Representatives. All Class IV Board Members are non-voting members of the board of directors, and do not count toward the establishment of quorum nor the total number of Board Members specified in 4.3. Each Class IV Board Member will have a sponsor from Class I, Class II or Class III.
- b) Terms of Board Member service shall be as follows:
 - i) **Class I (Elected Officials):** Each term of office of a Class I Board Member, or his or her designee, shall be the period of time that the Class I Board Member holds public office, provided that each term shall not exceed three (3) years. Class I Board Member designees may be removed earlier at the discretion of the government body.
 - ii) **Class II (Head Start Policy Council Representatives):** Each term of office of a Head Start Policy Council representative shall be one (1) year.
 - iii) **Class III (All other Voting Board Members):** Class III Board Members are voting members of the board of directors. Class III Board Members are further divided into three sub-classes: Class III(A), Class III(B), and Class III(C). Such sub-classes will be as nearly equal in number as possible. All Class III Board members will serve three-year terms and until their successors are elected and qualified. However, such terms will be staggered so that the term of only one sub-class will expire each year. When the number of Board Members is changed within the limits provided in these Bylaws, any newly created directorships, or any decrease in directorships, will be so apportioned among the Class III sub-classes as to make all sub-classes as nearly equal as possible, but no decrease in the number of directors constituting the Board will shorten the term of any incumbent Board Member.

- iv) Class IV (Community Outreach Representatives): Each term of office of a Community Outreach Representative shall be one (1) year.
- c) There are no limits on the number of terms a person may serve on the Board.
- d) The term of a Board Member elected to fill a vacancy expires at the end of the unexpired term which such Board Member is filling. However, if the Board Member's term expires, the Board Member may continue to serve until the Member is removed, the Board Member's successor is elected, or until there is a decrease in the number of Board Members.
- e) A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date) may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

4.6 Election of Board Members; Vacancies. All Board Members, except the initial directors, shall be elected by a majority of Voting Board Members present at a meeting where a quorum is present. When a vacancy on the board of directors occurs due to resignation, death, removal or otherwise, the board of directors shall consider whether the vacancy is for a Class I Board Member, or that of another Class.

If the board of directors determines the vacancy is for a Class I Board Member, the Chair of the Board or the Board Development and Nominating Committee shall ask the government body to nominate a replacement Board Member. The Board Development and Nominating Committee is responsible for vetting any replacement Board Member nominated by the government body and making a recommendation to the board of directors at the next regularly scheduled board meeting.

If the vacancy is for a Class II, Class III or Class IV Board Member, the Chair of the Board may appoint an interim Board Member to serve out the remainder of the term, subject to ratification of the appointment by the Voting Board Members at the next regularly scheduled board meeting after appointment. The Chair of the Board shall ask the Board Development and Nominating Committee to recruit and recommend all interim Board Members prior to making an appointment decision. Persons appointed by the Board Chair on an interim basis may stand for election to a full term at the end of the term to which they were appointed.

4.7 Regular Meetings of the Board of Directors. The board of directors will hold no fewer than ten (10) meetings per year.

4.8 Annual Meeting of the Board of Directors. The board of directors shall have an annual meeting in January for the purpose of holding elections and transacting such other business as may properly come before the meeting.

4.9 Special Meetings of the Board of Directors. Special meetings of the board of directors may be called by or at the request of the Chairperson, the Executive Director or any two Voting Board Members. The special meeting may be held by telephone.

4.10 Quorum. A majority of the number of seated Board Members, not on approved

leave of absence, shall constitute a quorum for the transaction of business at any meeting of the board of directors.

4.11 Board Members, Manner of Acting. The act of the majority of the Voting Board Members present at a meeting at which a quorum is present when the vote is taken shall be the act of the board of directors unless the articles of incorporation or these bylaws require a greater percentage.

A Voting Board Member who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

- a) The Voting Board Member objects at the beginning of the meeting (or promptly upon the director's arrival) to holding it or transacting business at the meeting;
- b) The Voting Board Member's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- c) The Voting Board Member delivers written notice of the voting Board Member's dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Voting Board Member who votes in favor of the action taken.

4.12 Participation in Meetings by Remote Communication. Board Members that are not physically present for a meeting may be permitted to participate in a regular or special meeting by use of any means of communication by which either of the following occurs:

- a) All Board Members participating may simultaneously hear or read each other's communications during the meeting; or
- b) All communications during the meeting are immediately transmitted to each participating Board Member, and each participating Board Member is able to immediately send messages to all other participating Board Members.

If any meeting is conducted by remote communication:

- a) All participating Board Members shall be informed that the meeting is taking place at which official business may be transacted; and
- b) A Board Member participating in the meeting by remote communication is deemed to be present in person at the meeting.

4.13 Removal of Board Members. The Voting Board Members may remove one or more Board Members at a meeting called for that purpose if notice has been given that a purpose of the meeting is such removal. The removal may be with or without cause unless the articles provide that Board Members may only be removed with cause.

incorporation, by resolution of the board of directors, each Voting Board Member may be paid expenses, if any, of attendance at each meeting of the board of directors, but shall not receive any other compensation as Voting Board Member or for attendance at each meeting of the board of directors or both.

4.15 Conflict of Interest.

- a) No Board Member shall have a direct or indirect interest in a transaction to which the corporation is a party unless (i) the transaction is approved by all of the Voting Board Members then holding office who do not have an interest in the transaction, after the material facts of the transaction and the director's interest are disclosed or known and documented in the minutes of the corporation; (ii) if one-third or more of the Voting Board Members have a direct or indirect interest in the transaction, the transaction is approved by the Oregon Attorney General, or by the Circuit Court for the State of Oregon in an action in which the Oregon Attorney General is joined as a party; or (iii) the transaction is fair to the corporation. The Board of Directors will formally adopt a Conflict of Interest policy.
- b) Whenever a Board Member, Voting Board Member or officer has a financial or personal interest in any matter coming before the Board of Directors, the board shall ensure that: (i) the interest of such Board Member or officer is fully disclosed to the Board of Directors; and (ii) no interested officer, Board Member or Voting Board Member may vote or lobby on the matter or be counted in determining the existence of a quorum of the meeting of the Board of Directors at which such matter is voted upon.
- c) No employee or applicant for employment of Mid-Willamette Valley Community Action Agency may serve concurrently on the Board of Directors.

4.16 Meetings of the Board of Directors Compliance with Oregon Public Meetings

Law. The board of directors shall comply with Oregon's Public Meeting Law, ORS 192.610 to 192.690, for such time that compliance is mandatory pursuant to ORS 329.175(11). The board of directors shall provide for and give public notice, reasonably calculated to give actual notice to interested persons including news media which have requested notice, of the time and place for holding regular meetings including a list of the principal subjects anticipated to be considered at the meeting. No special meeting shall be held without at least 24 hours' notice, but in the case of an actual emergency a meeting may be held upon less than 24 hours' notice if the minutes for such emergency meeting described the emergency justifying less than 24 hours' notice.

ARTICLE 5 – OFFICERS

5.1 Number of Officers. The officers of the corporation shall be a Chairperson, a First Vice-Chairperson/Treasurer, and a Second Vice-Chairperson/Secretary, each of who shall be appointed by the Voting Board Members. Such other officers and assistant officers as may be deemed necessary may be appointed by the Voting Board Members. If specifically authorized by

the Voting Board Members, an officer may appoint one or more officers or assistant officers.

5.2 Appointments and Term of Office. The officers of the corporation shall be appointed by the Voting Board Members for a term of one year and may serve up to three consecutive annual terms. After serving three consecutive terms, an officer must take a one-year break before being eligible to serve an additional term. Officers shall hold office until their successor has been duly appointed and qualified, until the officer's death, resignation, or removal as provided in Section 5.3. Board Members may hold successive terms, subject to the limitations outlined above. The designation of a specified term does not grant the officer any contract rights, and the Voting Board Members may remove an officer at any time before the termination of the term.

5.3 Removal of Officers. Any officer or agent may be removed by the Voting Board Members at any time, with or without cause. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or agent shall not of itself create contract rights.

5.4 Chairperson. The chairperson shall, when present, preside at all meetings of the board of directors. The chairperson may sign, with the secretary or any other proper officer of the corporation authorized by the Voting Board Members, deeds, mortgages, bonds, grant applications, or other instruments that the Voting Board Members have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Voting Board Members 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; and in general shall perform all duties incident to the office of chairperson and such other duties as may be prescribed by the board of directors from time to time.

5.5 First Vice-Chairperson/Treasurer. There shall be a first vice-chairperson/treasurer, who will lead the Board's oversight of the corporation's financial wellbeing. In the absence of the chairperson or in the event of the chairperson's death, inability, or refusal to act, the first vice-chairperson/treasurer (or in the event there be more than one vice-chairperson, the vice-chairpersons in the order designated at the time of their election, or in the absence of any designation, then in the order of their appointment) shall perform the duties of the chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairperson. (If the office of first vice-chairperson/treasurer is vacant, then the second vice-chair/secretary shall perform such duties of the chairperson.)

5.6 Second Vice-Chairperson/Secretary. Shall:

- a) Ensure minutes of the proceedings of the board of directors are maintained in accordance with laws and regulations (agency will provide staff support for taking board minutes).
- b) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- c) Be custodian of the corporate records and of any seal of the corporation and if there is a seal of the corporation, see that it is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized;

- d) When requested or required, authenticate any records of the corporation; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the chairperson or by the board of directors.

5.7 Salaries. The officers of the corporation shall receive no compensation for their services, but may receive reimbursement for authorized expenses incurred on behalf of the corporation.

ARTICLE 6 – EXECUTIVE DIRECTOR

The Voting Board Members shall cause the corporation to employ an Executive Director. The Executive Director shall be the principal executive, operating manager and general manager of the corporation and, subject to the control of the Voting Board Members, shall in general supervise and control all of the business and affairs of the corporation. The Executive Director shall have the authority to determine the organizational structure, operational policies and procedures, and the authority to hire, fire, discipline, etc. The executive Director shall attend all meetings of the Voting Board Members, including executive session (other than executive session for the purpose of evaluating the performance of the Executive Director or setting compensation for the Executive Director). The Executive Director may sign contracts, agreements, grant applications, and other instruments within the ordinary course of business and affairs of the corporation, and such other contracts, agreements, and other instruments as the Voting Board Members may authorize the Executive Director to execute; and in general, the Executive Director shall perform all duties incident to the office of the Executive Director, operating officer and general manager of the corporation, and such other duties as may be prescribed by the Voting Board Members from time to time.

ARTICLE 7 – COMMITTEES

7.1 Creation. The Voting Board Members may create committees. Committees shall be composed of at least three Board Members. The Committee may include non-Board Members from other segments of the Community as non-voting members of the Committee, at the discretion of the Board Chair. Notice, quorum, and voting rules, which are applicable to the board of directors shall apply equally to all committees. Except where certain officers are required by these bylaws to serve on a committee, members of a committee shall be appointed by the Chairperson, after consultation with the Executive Director (except in the case of an ad-hoc committee established under Section 7.2(d), if the Executive-Finance committee determines that the Executive Director shall not be a member of such ad-hoc committee), and shall serve at the pleasure of the Voting Board Members.

7.2 Standing Committees (may include the following):

- a) **Executive-Finance Committee.** There shall be an Executive-Finance Committee. The members of this Committee shall be the officers of the corporation and two other Board Members appointed by the Chairperson. The Executive Director shall

be a non-voting member of the Executive-Finance Committee. This Committee may exercise all authority of the board of directors, *except* the authority to authorize distributions; dissolution, merge or sale, pledge or transfer of all or substantially all of the corporation's assets; elect, appoint or remove Board Members or fill vacancies on the board or on any board of directors committee; or adopt, amend or repeal the articles or bylaws. The Executive-Finance Committee will cause to have prepared an annual Administrative operating budget for submission to and approval by the board of directors. Members of the Executive-Finance Committee will work with the Executive Director and the Chief Financial Officer to review agency financial policies, budgets, financial policies and financial needs. Activities to include: review of program and agency annual budgets, review quarterly agency financial statements, assess agency financial needs, develop a fund resource development process, conducts and oversees agency public relations needs and activities, assures the agency regularly conducts a Request for Proposal for an independent audit processes, reviews RFP proposals and selects the independent audit firm. The Executive-Finance Committee will develop an Executive Director evaluation tool, and oversee the annual evaluation process of the Executive Director. As part of the annual evaluation of the Executive Director, the Executive-Finance Committee will make Executive Director salary recommendations to the full Board membership. Additional activities include, but are not limited to: setting the monthly board meeting agendas, review of the work of the other Committees and development of an annual meeting calendar.

- b) **Program Committee.** Members of the Program Committee work with the Executive Director and Chief Program Officers to ensure the agency and the programs are following state and federal laws, review and evaluate program activities and needs. Activities to include: review organizational operations and structure, review program audits and or evaluations, reviews changes to the strategic plan, review interim strategic plan updates, helps identify areas for improvement, review proposed new programs, review proposed program expansions.
- c) **Ad Hoc Committee.** The Voting Board Members may, from time to time, create and dissolve other committees, such as Fund-Raising Committee, Strategic Planning Committee, Board Development and Nominating Committee, as well as Board Governance and Personnel Committee as it deems desirable. The Executive Director may be a non-voting member of any Ad Hoc Committee, as determined by the Executive-Finance committee of the board of directors.

7.3 Dissolution. Committee dissolution may be considered by the board of directors following a recommendation by the committee chairperson and/or the Executive-Finance Committee.

ARTICLE 8 – INDEMNIFICATION OF DIRECTORS, OFFICERS, AGENTS AND EMPLOYEES

8.1 Indemnification of Board Members. Unless otherwise provided in the articles of incorporation, the corporation shall indemnify any individual made a party to a proceeding because the individual is or was a Board Member of the corporation, against liability incurred in the proceeding, but only if the corporation has authorized the payment in accordance with ORS 65.404 and a determination has been made in accordance with the procedures set forth in ORS 65.404 that the Board Member met the standards of conduct in Sections 8.1(a)(i)-8.1(a)(iii).

- a) **Standard of Conduct.** The individual shall demonstrate that:
 - i) The individual conducted himself or herself in good faith; and
 - ii) The individual reasonably believed that the individual's conduct was in the best interests of the corporation, or at least not opposed to its best interests; and
 - iii) In the case of any criminal proceeding, the individual had no reasonable cause to believe his or her conduct was unlawful.
- b) **No Indemnification Permitted in Certain Circumstances.** The corporation shall not indemnify a Board Member under this Section 8.1:
 - i) In connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation; or
 - ii) In connection with any other proceeding charging improper personal benefit to the director, whether or not involving action in the director's official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.
- c) **Indemnification in Derivative Actions Limited.** Indemnification permitted under this Section 8.1 in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.
- d) **Mandatory Indemnification.** In addition, unless limited by the articles of incorporation, the corporation shall indemnify a Board Member who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a Board Member of the corporation against reasonable expenses incurred by the director in connection with the proceeding.

8.2 Advances for Expenses of Board Members. Unless otherwise provided in the articles of incorporation, the corporation may pay for or reimburse the reasonable expenses incurred by a Board Member who is a party to a proceeding in advance of final disposition of the proceeding, if:

- a) The Board Member furnishes the corporation a written affirmation of the Board Member's good faith belief that the Board Member has met the standard of conduct described in Section 8.1;
- b) The Board Member furnishes the corporation a written undertaking, executed personally or on the Board Member's behalf, to repay the advance if it is ultimately

determined that the Board Member did not meet the standard of conduct (which undertaking must be an unlimited general obligation of the Board Member but need not be secured and may be accepted without reference to financial ability to make repayment); and

- c) A determination is made that the facts then known to those making the determination would not preclude indemnification under Section 8.1 or ORS65.387-65.414

8.3 Indemnification of Officers, Agents, and Employees Who Are Not Board Members.

Unless otherwise provided in the articles of incorporation, the Voting Board Members may indemnify and advance expenses to any officer, employee, or agent of the corporation, who is not a Board Member of the corporation, to any extent consistent with public policy, as determined by the general or specific action of the board of directors.

ARTICLE 9 – LOANS, CHECKS AND DEPOSITS

9.1 Loans to the Corporation. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

9.2 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money shall be signed by the Executive Director and such other officer or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board. All note or other evidences of indebtedness issued in the name of the corporation shall be signed by the Chairperson or such other officers and agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board.

9.3 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 may select.

ARTICLE 10 – RECORDS

The corporation shall maintain the following records, as provided by law:

10.1 Articles of Incorporation. The corporation shall maintain articles or restated articles of incorporation and all amendments to them currently in effect.

10.2 Bylaws. The corporation shall maintain bylaws or restated bylaws and all amendments to them currently in effect.

10.3 Minutes. The corporation shall keep, as a part of its permanent records (1) minutes of all meetings of the board of directors, (2) a record of all corporate action taken by the board of directors without a meeting, and (3) a record of all actions taken by committees of the board of directors in place of the board of directors on behalf of the corporation.

10.4 Accounting Records. The corporation shall maintain sufficient accounting records to comply with the requirements of the Internal Revenue Laws, the Oregon Charitable Solicitation Act, and agencies making grants to the corporation. The corporation shall also keep the last three financial statements of the corporation, if any. If financial statements are prepared for the corporation on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis. The corporation shall also retain the last three accountant's reports, if annual financial statements are reported upon by a public accountant. The accounting period of the corporation is July 1 through June 30.

10.5 List of Board Members. The corporation shall maintain an alphabetical list of the names, business and home addresses of the current Board Members and officers of the corporation.

10.6 Notices and Annual Reports. The corporation will retain notices of approvals or meetings for three years. The corporation shall also keep a copy of the most recent annual report delivered to the Secretary of State under ORS 65.787.

ARTICLE 11 – AMENDMENTS

The Corporation's Voting Board Members may amend or repeal the Corporation's bylaws.

Adopted: 28 July 2022.

**RESTATED BYLAWS
OF THE
MID-WILLAMETTE VALLEY
COMMUNITY ACTION AGENCY, INC.
An Oregon Nonprofit Corporation**

OUR MISSION

*Empowering people to change their lives and exit poverty by providing vital services
and community leadership.*

OUR VISION

*All people are respected for their infinite worth and supported to envision
and reach a positive future.*

ARTICLE 1 - PURPOSE

1.1 Mid-Willamette Valley Community Action Agency, Inc. ("the corporation") shall be restricted to activities of a religious, charitable, scientific, literary, or educational nature consistent with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended. No part of earnings of the corporation shall inure to the benefit of, or be distributable to, its officers, directors, employees or agents or any other private person or organization, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the religious, charitable, scientific, literary or educational purposes of the corporation. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The fiscal year of the corporation shall run from the first day of July through the 30th day of June.

1.2 Except as restricted pursuant to Section 501(c) (3) of the Internal Revenue Code of 1986 as described, the corporation may engage in any activity lawful for public benefit corporations pursuant to the Oregon Nonprofit Corporation Act.

1.3 In the event that the corporation engages in programs regulated as a Head Start

agency under the Head Start Act, as amended, 42 USC 9801 *et seq.* (“the Act”), the corporation shall adopt policies and procedures as may be necessary or desirable to conform to the requirements of the Act and its applicable regulations.

ARTICLE 2 - OFFICES

2.1 Business Office. The principal office of the corporation shall be located at 2475 Center St. NE, Salem, Oregon 97301, or such other location within the state of Oregon as may be designated in the corporation's most current Annual Report filed with the Oregon Secretary of State. The corporation may have such other offices, either within or without the state of Oregon, as the board of directors may designate or as the business of the corporation may require from time to time.

2.2 Registered Office. The registered office of the corporation, required by ORS 65.111, shall be located at the corporation's principle office.

ARTICLE 3 - MEMBERS

No Members. The corporation shall have no members.

ARTICLE 4 - BOARD OF DIRECTORS

4.1 General Powers. The board of directors shall consist of both voting and non-voting members. All corporate powers shall be exercised exclusively by, or under the authority of, the voting members of the board of directors (“Voting Board Members”) and the business and affairs of the corporation shall be managed exclusively under the direction of the Voting Board Members.

4.2 Specific Powers.

- a) Pursuant to the Community Services Block Grant (“CSBG”) Program, 42 U.S.C. Chapter 106 Sec.9910, if the corporation receives CSBG funds, it shall administer the CSBG program through a tripartite board that fully participates in the development, planning, implementation, and evaluation of the program to serve low-income communities.
- b) Pursuant to the Head Start Reauthorization Act of 2007, 42 U.S.C. 9837, if the corporation receives Head Start funds, the governing body shall have legal and fiscal responsibility for the Head Start Agency (the Corporation).

4.3 Number of Directors. The authorized number of directors shall be no less than 9 members and no more than 18 members, or as amended from time to time by resolution adopted by the directors.

4.4 Board Composition and Selection. The Voting Board Members shall be composed so as to assure that:

- a) Pursuant to the Community Services Block Grant Program, if the corporation received CSBG funds;
 - i) 1/3 of the members of the board are elected public officials, holding office on the date of selection, or their designees, except that if the number of such elected officials reasonably available and willing to serve on the board is less than 1/3 of the membership of the board, membership on the board of appointive public officials or their designees may be counted in meeting such 1/3 requirement;
 - ii) Not less than 1/3 of the members are persons chosen in accordance with democratic selection procedures adequate to assure that these members are representative of low-income individuals and families in the community;

Each representative of low-income individuals and families selected to represent a specific community under clause (ii) resides in the community represented by the member; and
 - iii) The remainder of the members are officials or members of business, industry, labor, religious, law enforcement, education, or other major groups and interest in the community served.
 - iv) Not less than one (1) member shall have a lived experience of homelessness.
- b) Pursuant to the Head Start Reauthorization Act, if the corporation receives Head Start funds:
 - i) Not less than one (1) member shall have a background and expertise in fiscal management or accounting.
 - ii) Not less than one (1) member shall have a background and expertise in early childhood education and development.
 - iii) Not less than one (1) member shall be a licensed attorney familiar with issues that come before the governing body.
 - iv) Additional members shall:
 - 1) Reflect the community to be served and include parents of children who are currently, or were formerly, enrolled in Head Start programs; and
 - 2) Are selected for their expertise in education, business administration, or community affairs.
 - v) If a person described in clause (i) (ii) or (iii) is not available to serve as a member of the Board, the Board shall use a consultant, or another individual with relevant expertise, with the qualifications described in that

clause, who shall work directly with the Board.

- c) **Residence Requirement.** Each Voting Board Member shall reside or work in the area served by the corporation unless otherwise permitted under applicable laws or regulations. Geographic diversity of the Board will be an important consideration at the time of new Voting Board Member selection. Public officials and the designees may be excluded from this requirement.

4.5 Term.

- a) Board Members will be divided into the following four classes:
 - i) **Class I (Elected Officials):** Class I Board Members consist of elected officials or their designee. All Class I Board Members are Voting Board Members.
 - ii) **Class II (Head Start Policy Council Representatives):** Class II Board Members consist of Head Start Policy Council Representatives. All Class II Board Members are Voting Board Members.
 - iii) **Class III:** Class III Board Members consist of all other Voting Board Members.
 - iv) **Class IV (Non-voting Community Outreach Representatives):** Class IV Board Members consist of Community Outreach Representatives. All Class IV Board Members are non-voting members of the board of directors, and do not count toward the establishment of quorum nor the total number of Board Members specified in 4.3. Each Class IV Board Member will have a sponsor from Class I, Class II or Class III.
- b) Terms of Board Member service shall be as follows:
 - i) **Class I (Elected Officials):** Each term of office of a Class I Board Member, or his or her designee, shall be the period of time that the Class I Board Member holds public office, provided that each term shall not exceed three (3) years. Class I Board Member designees may be removed earlier at the discretion of the government body.
 - ii) **Class II (Head Start Policy Council Representatives):** Each term of office of a Head Start Policy Council representative shall be one (1) year.
 - iii) **Class III (All other Voting Board Members):** Class III Board Members are voting members of the board of directors. Class III Board Members are further divided into three sub-classes: Class III(A), Class III(B), and Class III(C). Such sub-classes will be as nearly equal in number as possible. All Class III Board members will serve three-year terms and until their successors are elected and qualified. However, such terms will be staggered so that the term of only one sub-class will expire each year. When the number of Board Members is changed within the limits provided in these Bylaws, any newly created directorships, or any decrease in directorships, will be so apportioned among the Class III sub-

classes as to make all sub-classes as nearly equal as possible, but no decrease in the number of directors constituting the Board will shorten the term of any incumbent Board Member.

iv) Class IV (Community Outreach Representatives): Each term of office of a Community Outreach Representative shall be one (1) year.

c) There are no limits on the number of terms a person may serve on the Board.

d) The term of a Board Member elected to fill a vacancy expires at the end of the unexpired term which such Board Member is filling. However, if the Board Member's term expires, the Board Member may continue to serve until the Member is removed, the Board Member's successor is elected, or until there is a decrease in the number of Board Members.

e) A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date) may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

4.6 Election of Board Members; Vacancies. All Board Members, except the initial directors, shall be elected by a majority of Voting Board Members present at a meeting where a quorum is present. When a vacancy on the board of directors occurs due to resignation, death, removal or otherwise, the board of directors shall consider whether the vacancy is for a Class I Board Member, or that of another Class.

If the board of directors determines the vacancy is for a Class I Board Member, the Chair of the Board or the Board Governance and Personnel Committee shall ask the government body to nominate a replacement Board Member. The Board Governance and Personnel Committee is responsible for vetting any replacement Board Member nominated by the government body and making a recommendation to the board of directors at the next regularly scheduled board meeting.

If the vacancy is for a Class II, Class III or Class IV Board Member, the Chair of the Board may appoint an interim Board Member to serve out the remainder of the term, subject to ratification of the appointment by the Voting Board Members at the next regularly scheduled board meeting after appointment. The Chair of the Board shall ask the Board Governance and Personnel Committee to recruit and recommend all interim Board Members prior to making an appointment decision. Persons appointed by the Board Chair on an interim basis may stand for election to a full term at the end of the term to which they were appointed.

4.7 Regular Meetings of the Board of Directors. The board of directors will hold no fewer than ten (10) meetings per year.

4.8 Annual Meeting of the Board of Directors. The board of directors shall have an annual meeting in January for the purpose of holding elections and transacting such other business as may properly come before the meeting.

4.9 Special Meetings of the Board of Directors. Special meetings of the board of directors may be called by or at the request of the Chairperson, the Executive Director or any two Voting Board Members. The special meeting may be held by telephone.

4.10 Quorum. A majority of the number of seated Board Members, not on approved leave of absence, shall constitute a quorum for the transaction of business at any meeting of the board of directors.

4.11 Board Members, Manner of Acting. The act of the majority of the Voting Board Members present at a meeting at which a quorum is present when the vote is taken shall be the act of the board of directors unless the articles of incorporation or these bylaws require a greater percentage.

A Voting Board Member who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

- (a) The Voting Board Member objects at the beginning of the meeting (or promptly upon the director's arrival) to holding it or transacting business at the meeting;
- (b) The Voting Board Member's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (c) The Voting Board Member delivers written notice of the voting Board Member's dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Voting Board Member who votes in favor of the action taken.

4.12 Participation in Meetings by Remote Communication. Board Members that are not physically present for a meeting may be permitted to participate in a regular or special meeting by use of any means of communication by which either of the following occurs:

- (a) All Board Members participating may simultaneously hear or read each other's communications during the meeting; or
- (b) All communications during the meeting are immediately transmitted to each participating Board Member, and each participating Board Member is able to immediately send messages to all other participating Board Members.

If any meeting is conducted by remote communication:

- (a) All participating Board Members shall be informed that the meeting is

taking place at which official business may be transacted; and

- (b) A Board Member participating in the meeting by remote communication is deemed to be present in person at the meeting.

4.13 Removal of Board Members. The Voting Board Members may remove one or more Board Members at a meeting called for that purpose if notice has been given that a purpose of the meeting is such removal. The removal may be with or without cause unless the articles provide that Board Members may only be removed with cause.

4.14 Board Member Compensation. Unless otherwise provided in the articles of incorporation, by resolution of the board of directors, each Voting Board Member may be paid expenses, if any, of attendance at each meeting of the board of directors, but shall not receive any other compensation as Voting Board Member or for attendance at each meeting of the board of directors or both.

4.15 Conflict of Interest. No Board Member shall have a direct or indirect interest in a transaction to which the corporation is a party unless (a) the transaction is approved by all of the Voting Board Members then holding office who do not have an interest in the transaction, after the material facts of the transaction and the director's interest are disclosed or known and documented in the minutes of the corporation; (b) if one-third or more of the Voting Board Members have a direct or indirect interest in the transaction, the transaction is approved by the Oregon Attorney General, or by the Circuit Court for the State of Oregon in an action in which the Oregon Attorney General is joined as a party; or (c) the transaction is fair to the corporation. The Board of Directors will formally adopt a Conflict of Interest policy.

No employee or applicant for employment of Mid-Willamette Valley Community Action Agency may serve concurrently on the Board of Directors.

4.16 Meetings of the Board of Directors Compliance with Oregon Public Meetings Law. The board of directors shall comply with Oregon's Public Meeting Law, ORS 192.610 to 192.690, for such time that compliance is mandatory pursuant to ORS 329.175(6). The board of directors shall provide for and give public notice, reasonably calculated to give actual notice to interested persons including news media which have requested notice, of the time and place for holding regular meetings including a list of the principal subjects anticipated to be considered at the meeting. No special meeting shall be held without at least 24 hours' notice, but in the case of an actual emergency a meeting may be held upon less than 24 hours' notice if the minutes for such emergency meeting described the emergency justifying less than 24 hours' notice.

ARTICLE 5 – OFFICERS

5.1 Number of Officers. The officers of the corporation shall be a Chairperson, a First Vice-Chairperson/Chairperson elect, and a Second Vice-Chairperson/Secretary, each of who shall be appointed by the Voting Board Members. Such other officers and

assistant officers as may be deemed necessary may be appointed by the Voting Board Members. If specifically authorized by the Voting Board Members, an officer may appoint one or more officers or assistant officers.

5.2 Appointments and Term of Office. The officers of the corporation shall be appointed by the Voting Board Members for a term expiring upon the first meeting of the board of directors held after the next annual meeting of the board of directors. If the appointment of officers shall not be made at such meeting, such appointment shall be made as soon thereafter as is convenient. Each officer shall hold office until the officer's successor shall have been duly appointed and shall have qualified, until the officer's death, or until the officer shall resign or shall have been removed in the manner provided in Section 5.3. Board Members may hold successive terms.

The designation of a specified term does not grant to the officer any contract rights, and the Voting Board Members can remove the officer at any time before the termination of such term.

5.3 Removal of Officers. Any officer or agent may be removed by the Voting Board Members at any time, with or without cause. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or agent shall not of itself create contract rights.

5.4 Chairperson. The chairperson shall, when present, preside at all meetings of the board of directors. The chairperson may sign, with the secretary or any other proper officer of the corporation authorized by the Voting Board Members, deeds, mortgages, bonds, grant applications, or other instruments that the Voting Board Members have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Voting Board Members 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; and in general shall perform all duties incident to the office of chairperson and such other duties as may be prescribed by the board of directors from time to time.

5.5 First Vice-Chairperson/Chairperson Elect. There shall be a vice-chairperson, who will also be the chairperson-elect. In the absence of the chairperson or in the event of the chairperson's death, inability, or refusal to act, the vice-chairperson (or in the event there be more than one vice-chairperson, the vice-chairpersons in the order designated at the time of their election, or in the absence of any designation, then in the order of their appointment) shall perform the duties of the chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairperson. (If the office of vice-chairperson is vacant, then the second vice-chair/secretary shall perform such duties of the chairperson.) Any vice-chairperson shall perform such other duties as from time to time may be assigned to him or her by the chairperson or by the board of directors.

5.6 Second Vice-Chairperson/Secretary. Shall:

- (a) Ensure minutes of the proceedings of the board of directors are

maintained in accordance with laws and regulations (agency will provide staff support for taking board minutes).

(b) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;

(c) Be custodian of the corporate records and of any seal of the corporation and if there is a seal of the corporation, see that it is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized;

(d) When requested or required, authenticate any records of the corporation; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the chairperson or by the board of directors.

5.7 Salaries. The officers of the corporation shall receive no compensation for their services, but may receive reimbursement for authorized expenses incurred on behalf of the corporation.

ARTICLE 6 - EXECUTIVE DIRECTOR

The Voting Board Members shall cause the corporation to employ an Executive Director. The Executive Director shall be the principal executive, operating manager and general manager of the corporation and, subject to the control of the Voting Board Members, shall in general supervise and control all of the business and affairs of the corporation. The Executive Director shall have the authority to determine the organizational structure, operational policies and procedures, and the authority to hire, fire, discipline, etc. The Executive Director shall attend all meetings of the Voting Board Members, including executive session (other than executive session for the purpose of evaluating the performance of the Executive Director or setting compensation for the Executive Director). The Executive Director may sign contracts, agreements, grant applications, and other instruments within the ordinary course of business and affairs of the corporation, and such other contracts, agreements, and other instruments as the Voting Board Members may authorize the Executive Director to execute; and in general, the Executive Director shall perform all duties incident to the office of the Executive Director, operating officer and general manager of the corporation, and such other duties as may be prescribed by the Voting Board Members from time to time.

ARTICLE 7 - COMMITTEES

7.1 Creation. The Voting Board Members may create committees. Committees shall be composed of at least three Board Members. The Committee may include non-Board Members from other segments of the Community as non-voting members of the Committee, at the discretion of the Board Chair. Notice, quorum, and voting rules,

which are applicable to the board of directors shall apply equally to all committees. Except where certain officers are required by these bylaws to serve on a committee, members of a committee shall be appointed by the Chairperson, after consultation with the Executive Director (except in the case of an ad-hoc committee established under Section 7.2(d), if the Executive-Finance committee determines that the Executive Director shall not be a member of such ad-hoc committee), and shall serve at the pleasure of the Voting Board Members.

7.2 Standing Committees (may include the following):

- (a) **Executive-Finance Committee.** There shall be an Executive Committee. The members of this Committee shall be the officers of the corporation and two other Board Members appointed by the Chairperson. The Executive Director shall be a non-voting member of the Executive-Finance Committee. This Committee may exercise all authority of the board of directors, *except* the authority to authorize distributions; dissolution, merge or sale, pledge or transfer of all or substantially all of the corporation's assets; elect, appoint or remove Board Members or fill vacancies on the board or on any board of directors committee; or adopt, amend or repeal the articles or bylaws. The Executive-Finance Committee will cause to have prepared an annual Administrative operating budget for submission to and approval by the board of directors. Members of the Executive-Finance Committee will work with the Executive Director and the Chief Financial Officer to review agency financial policies, budgets, financial policies and financial needs. Activities to include: review of program and agency annual budgets, review quarterly agency financial statements, assess agency financial needs, develop a fund resource development process, conducts and oversees agency public relations needs and activities, assures the agency regularly conducts a Request for Proposal for an independent audit processes, reviews RFP proposals and selects the independent audit firm. The Executive-Finance Committee will develop an Executive Director evaluation tool, and oversee the annual evaluation process of the Executive Director. As part of the annual evaluation of the Executive Director, the Executive-Finance Committee will make Executive Director salary recommendations to the full Board membership. Additional activities include, but are not limited to: setting the monthly board meeting agendas, review of the work of the other Committees and development of an annual meeting calendar.
- (b) **Program Committee.** Members of the Program Committee work with the Executive Director and Chief Program Officers to ensure the agency and the programs are following state and federal laws, review and evaluate program activities and needs. Activities to include: review organizational operations and structure, review program audits and or evaluations, reviews changes to the strategic plan, review interim strategic plan updates, helps identify areas for improvement, review proposed new programs, review proposed program expansions.

- (c) **Board Governance and Personnel Committee.** Members of the Board Governance and Personnel Committee work closely with the Executive Director and the Chief Operations Officer, and other staff, as appropriate. The general purpose of the committee is to ensure that agency personnel policies and processes follow state and federal employment and safety laws and regulations. Activities include but are not limited to: review of Personnel Policies annually, recommend and approve amendments to the policies, as needed, review staff recruitment and hiring processes, responsible for board of directors recruitment and training, review and recommendation for changes to the Board bylaws, and review of agency Safety Committee audits.
- (d) **Ad Hoc Committee.** The Voting Board Members may, from time to time, create and dissolve other committees, such as Fund-Raising Committee, Strategic Planning Committee, Board Development/Nominating Committee as it deems desirable. The Executive Director may be a non-voting member of any Ad Hoc Committee, as determined by the Executive-Finance committee of the board of directors.

7.3 Dissolution. Committee dissolution may be considered by the board of directors following a recommendation by the committee chairperson and/or the Executive Committee.

ARTICLE 8 - INDEMNIFICATION OF DIRECTORS, OFFICERS, AGENTS, AND EMPLOYEES

8.1 Indemnification of Board Members. Unless otherwise provided in the articles of incorporation, the corporation shall indemnify any individual made a party to a proceeding because the individual is or was a Board Member of the corporation, against liability incurred in the proceeding, but only if the corporation has authorized the payment in accordance with ORS 65.404 and a determination has been made in accordance with the procedures set forth in ORS 65.404 that the Board Member met the standards of conduct in Sections 8.1(a)(i)-8.1(a)(iii).

(a) **Standard of Conduct.** The individual shall demonstrate that:

- (i) The individual conducted himself or herself in good faith; and
- (ii) The individual reasonably believed that the individual's conduct was in the best interests of the corporation, or at least not opposed to its best interests; and
- (iii) In the case of any criminal proceeding, the individual had no reasonable cause to believe his or her conduct was unlawful.

(b) **No Indemnification Permitted in Certain Circumstances.** The corporation shall not indemnify a Board Member under this Section 8.1:

- (i) In connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation; or
- (ii) In connection with any other proceeding charging improper personal benefit to the director, whether or not involving action in the director's official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

(c) **Indemnification in Derivative Actions Limited.** Indemnification permitted under this Section 8.1 in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

(d) **Mandatory Indemnification.** In addition, unless limited by the articles of incorporation, the corporation shall indemnify a Board Member who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a Board Member of the corporation against reasonable expenses incurred by the director in connection with the proceeding.

8.2 Advances for Expenses of Board Members. Unless otherwise provided in the articles of incorporation, the corporation may pay for or reimburse the reasonable expenses incurred by a Board Member who is a party to a proceeding in advance of final disposition of the proceeding, if:

- (a) The Board Member furnishes the corporation a written affirmation of the Board Member's good faith belief that the Board Member has met the standard of conduct described in Section 8.1;
- (b) The Board Member furnishes the corporation a written undertaking, executed personally or on the Board Member's behalf, to repay the advance if it is ultimately determined that the Board Member did not meet the standard of conduct (which undertaking must be an unlimited general obligation of the Board Member but need not be secured and may be accepted without reference to financial ability to make repayment); and
- (c) A determination is made that the facts then known to those making the determination would not preclude indemnification under Section 8.1 or ORS 65.387-65.414.

8.3 Indemnification of Officers, Agents, and Employees Who Are Not Board Members. Unless otherwise provided in the articles of incorporation, the Voting Board Members may indemnify and advance expenses to any officer, employee, or agent of the corporation, who is not a Board Member of the corporation, to any extent consistent with public policy, as determined by the general or specific action of the board of directors.

ARTICLE 9 - LOANS, CHECKS and DEPOSITS

9.1 Loans to the Corporation. No loans shall be contracted on behalf of the

corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

9.2 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money shall be signed by the Executive Director and such other officer or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board. All note or other evidences of indebtedness issued in the name of the corporation shall be signed by the Chairperson or such other officers and agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board.

9.3 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 may select.

ARTICLE 10 – RECORDS

The corporation shall maintain the following records, as provided by law:

10.1 Articles of Incorporation. The corporation shall maintain articles or restated articles of incorporation and all amendments to them currently in effect.

10.2 Bylaws. The corporation shall maintain bylaws or restated bylaws and all amendments to them currently in effect.

10.3 Minutes. The corporation shall keep, as a part of its permanent records (1) minutes of all meetings of the board of directors, (2) a record of all corporate action taken by the board of directors without a meeting, and (3) a record of all actions taken by committees of the board of directors in place of the board of directors on behalf of the corporation.

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Adopted: 28 July 2022.