

NW EEO/AFFIRMATIVE ACTION ASSOCIATION

RESTATED BYLAWS

(Revised January 2009)

The undersigned, the membership of the NW EEO/Affirmative Action Association, do hereby adopt the following bylaws for such corporation.

ARTICLE I

PURPOSE, OFFICES AND STAFF

Section I. Offices. The principal office of the Association shall be located at the office of the Association Treasurer within the boundaries of the Portland Metropolitan area including Clackamas, Washington and Multnomah Counties in the State of Oregon. The Association may have other offices within this area or within the State of Oregon as the Board of Directors may determine.

Section II. Purpose. The purpose of this Association is to provide educational and informational resources to individuals, groups or institutions in their efforts to carry out their goals in regard to equal opportunity, diversity and affirmative action. It is the Association's intention to be instrumental in improving the equal employment opportunities of minorities, women, veterans, the disabled, the aged and other protected groups through information coordination and resource sharing. As used in these bylaws, the terms "equal opportunity" and "affirmative action" shall not be limited to employment issues, but may include all aspects of equal opportunity mandated by law and regulations.

The Association is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. The association will not support issues, legislation, agencies or organizations.

Section III. Staff. The staff, depending upon corporate demands, shall be appointed by the Board of Directors. Compensation shall be set by the Board of Directors and reviewed annually.

ARTICLE II
BOARD OF DIRECTORS

Section I. Membership. The Board of Directors of the NW EEO/Affirmative Action Association shall consist of the officers of the Association and eight (8) members at large. The officers of the Board of Directors shall be elected by the general membership at the annual meeting of the Association. Two (2) alternates will be elected at this time and will be non-voting members of the board.

Section II. Term of Office. Each at-large member of the Board shall be elected to a term of two years at the annual meeting.

Section III. Meeting, Attendance, and Termination. The Board shall meet monthly with the exception of July and August.. Special meetings may be called by a majority of the Executive Committee. Board members must attend a minimum of 8 board meetings per year. As an exception a board member may be allowed to attend a meeting via phone with prior authorization of the Board Chair. A Board member is expected to notify the Chair in advance when unable to attend.

Section IV. Voting Rights. Each member of the Board shall be entitled to one vote on each matter submitted for a vote.

Section V. Proxies. No member of the Board shall, at any time, be allowed to cast any vote by proxy.

Section VI. Voting by Mail. No member of the Board shall, at any time, be allowed to cast a vote on any matter by mail.

Section VII. Quorum. The Board of Directors shall not conduct any business at a meeting a majority of the board is in attendance. Any action taken in contravention of this section shall subject those directors so acting to personal liability for any damages to the Association resulting from such unauthorized conduct of business.

Section VIII. Notice. Members of the Board shall be sent notice at least seven days in advance of any meeting of the Board. The minutes of the previous meeting shall serve as such notification for regular meetings. The notice shall set forth the time, date and place of the Board meeting.

Section IX. Removal of Directors. A Director may be removed from office by a majority vote of the board. Any Director who is being considered for removal shall be notified by certified mail of such at least seven days prior to the meeting.

Section X. Vacancies in Board of Directors. Vacancies occurring on the Board of Directors shall be filled by alternates elected at the annual meeting by the membership. If there are no alternates available, the Board of Directors shall fill a vacancy by the appointment of a voting member of the Association. A Director so appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

Section XI. Books and Records. The Board may designate a person or firm to maintain the corporation's books and records of account.

ARTICLE III OFFICERS OF THE ASSOCIATION

Section I. Officers. The officers of the association shall be the Chairperson, the Vice-Chairperson, the Treasurer, the Secretary and such other officers as may be deemed necessary by the Board of Directors. The officers of the Association shall also serve as officers of the Board of Directors.

Section II. Election and Term of Office. The officers shall be elected by the general membership at the corporation's annual meeting. The officers shall serve a term of two years with no officer serving more than two consecutive terms in any office.

Section III. Removal. Any Officer may be removed from office by a majority vote of the board. Any Officer who is being considered for removal shall be notified by certified mail of such at least seven days prior to the meeting.

Section IV. Vacancies. Vacancies occurring in any office shall be filled by the Board of Directors. The officers so appointed shall serve for the unexpired term of their predecessors in office.

Section V. Chairperson. The Chairperson shall preside at all meetings and shall act as Chairperson of the Board of Directors. The Chairperson shall perform all duties as prescribed by the Board of Directors. Deeds, mortgages, bonds, 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 or by statute to some other officer or agent of the Association, shall be executed by the Chairperson

Section VI. Vice-Chairperson. In the absence of the Chairperson or in the event of the Chairperson's inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson and, when so acting, shall have all the powers of and be subject to the same restrictions as the Chairperson. The Vice-Chairperson shall perform such other duties as may be assigned by the Chairperson and/or the Board of Directors.

Section VII. Treasurer. The Treasurer is responsible for maintaining all records related to the receipt, deposit, and disbursement of the group's funds, keeping and preserving proper vouchers and books of accounts for all activities. Submits records for inspection upon request of the Executive Committee. Oversees activities as they relate to the handling of funds. The Treasurer prepares and presents monthly reports to the Executive Committee. Ensures the timely filing of all tax forms with local, state, and federal authorities as may be required.

Section VIII. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and see that all notices are duly given in accordance with the bylaws and as required by law. The Secretary shall also be custodian of the Association records, and keep a register of the e-mail addresses of each member unless these duties are otherwise assigned by the Board of Directors. The Secretary will report all correspondence received by the Association. In addition, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Chairperson and/or the Board of Directors.

ARTICLE IV MEMBERSHIP

Section I. Definition. There will be two types of memberships: individual and organizational. An individual membership belongs to one member which entitles that member to Association rates for programs and one voting right. An organization membership belongs to an organization which will be entitled to send 10 of its members to Association programs at a membership rate with only one individual designated as a voting member.

Section II. Eligibility. Membership is open to those concerned with improving the equal employment opportunities of minorities, women, veterans, the disabled, the aged and other protected groups. Questions regarding eligibility will be received by the Board of Directors.

Section III. Transfer of Membership. Transfer of individual membership is permitted before April 30, with full membership rights remaining.

ARTICLE V
DUES AND FEES

To maintain a membership in good standing each member must pay annual membership dues, the amount of which will be determined annually by the Board of Directors, within 30 days following the annual meeting of the membership.

ARTICLE VI
MEETINGS OF MEMBERS

Section I. Annual Meeting. An annual meeting of the members shall be held during the month of December each year on a date to be set by the Board of Directors. The purpose of the annual meeting shall be to elect the Board of Directors and Officers and to transact such other business as may come before the meeting.

Section II. Special Meetings. Special meetings of the members may be called by consensus of the Executive Committee, or by two-thirds of the members of the Board, or by petition of 50 percent of the membership in good standing. Notices for special meetings shall be sent not less than 7 days nor more than 30 days in advance of this meeting.

Section III. Time and Place of Meeting. The Board of Directors shall designate the time and place for the annual meeting. The time and place for special meetings shall be determined by the petitioner.

Section IV. Notice of Meeting. Written notice stating the time, place, and purpose of any meeting of the general membership shall be e-mailed to each member entitled to vote at such meeting. Said notice shall be sent not less than 7 days nor more than 30 days in advance of this meeting.

Section V. Quorum. Twenty-five percent of the membership in good standing in attendance at any meeting constitutes a quorum.

Section VI. Proxies. No member of the Association shall, at any time, be allowed to cast any vote by proxy.

Section VII. Voting by Mail. Voting by e-mail will be allowed for special situations as determined by the Board and the vote would be formalized at an annual meeting.

ARTICLE VII COMMITTEES

Section I. Committees. There shall be such committees from time to time as deemed necessary by the Board of Directors. Each active committee will report to the Board of Directors on a monthly basis. All recommendations developed by the committees will be brought before the Board of Directors for a vote.

Section II. Term of Office. Each member of a committee may serve until the task the committee was formed to address is completed. Vacancies on any committee shall be filled by the Board of Directors.

Section III. Chairperson. One member of each committee will be selected to serve as Chairperson by the members of the committee or by the Board Chair.

Section IV. Nominating Committee. The Nominating Committee shall be appointed by the Board of Directors at least two meetings prior to the annual meeting. The purpose of this committee shall be to nominate one or more candidate(s) for the offices to be filled at the annual meeting. Following presentation of the committee's candidates at the annual meeting, additional nominations may be made from the floor by any voting member, provided that the consent of the nominee has been obtained in advance. This committee shall serve until the conclusion of the annual meeting each year.

Section V. Program Committee. The Program Committee and its subcommittees shall be appointed by the Board of Directors. The purpose of the committee and its subcommittees shall be to develop program proposals to bring before the Board for a vote. Once the Board has approved a program, the subcommittees will have responsibility for organizing and executing that program.

Section VI. Membership Committee. The Membership Committee shall be appointed by the Board of Directors and will focus on the needs of the members and on increasing membership. This committee will identify ways to increase membership and also identify marketing avenues for the various programs.

Section VII. Scholarship Committee. The Scholarship Committee will be appointed by the Board of Directors and will get word out to the high schools regarding the scholarship opportunity being offered.

Section VIII. Executive Committee. The Executive Committee shall consist of the four officers of the Association. The purpose of the committee is to act on matters of Association business, needing emergency attention, in order to protect the interests of the Association. The Executive

Committee is also responsible for calling special meetings of the Board of Directors and the general membership.

ARTICLE VIII
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section I. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Association. Such authority shall be confined to specific instances.

Section II. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the Treasurer and/or the Chairperson or Vice-Chairperson. The Board of Directors shall approve all payment of expenditures. The expenditures of the Association shall be in accordance with its budget as approved by the Board of Directors.

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

Section IV. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or device for the general purposes or of any special purposes of the Association.

Section V. Dissolution. Upon the winding up and dissolution of this Association, the Board of Directors shall, after paying or adequately providing for the debts and obligations of the organization, distribute the remaining assets to a nonprofit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code and which is engaged in activities substantially similar to those of the Association.

ARTICLE IX
BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the meetings of its members, Board of Directors and committees having any of the authority of the Board of Directors. A record giving the names and addresses of the members entitled to vote shall be kept at the registered or principal office. All

books and records of the Association may be inspected by any member or member's agent or attorney for any proper purpose at any reasonable time.

**ARTICLE X
FISCAL YEAR**

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

**ARTICLE XI
WAIVER OF NOTICE**

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

**ARTICLE XII
AMENDMENTS TO THE BYLAWS**

These bylaws may be amended by a majority of the voting members responding by e-mail and then reviewed at the annual meeting or any special meeting, provided the proposed amendments shall have been sent to each voting member at least seven days prior to the annual meeting or any special meeting, and provided the proposed amendments shall have been reviewed by the Board of Directors.

**ARTICLE XIII
DISSOLUTION**

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all assets of the Association to any organization or organizations engaging in activities substantially similar to those of the Association, provided, however, that at the time of distribution any transferee organization must be organized and operated exclusively for such charitable, educational or scientific purposes as shall from time to time qualify it as an exempt organization under Section 501(c)(3) and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1954, as amended (the "Code") or any successor statute. Any asset not so disposed of shall be distributed to such organizations or for such purposes as shall qualify under Section 501(c)(3) of the Code, or any successor statute, subject to the order of a court of competent jurisdiction in the county in which the principal office of the Association is then located.

**ARTICLE XIV
AGENT OF ASSOCIATION/SERVICE OF PROCESS**

Section I. Agent. The Association designates its Treasurer as its registered agent for listing with the Corporation Division, Department of Commerce, State of Oregon.

Section II. Service of Process. Any service of process to be made upon this Association shall be made to its corporate agent as listed in Article XIV, Section I.

**ARTICLE XV
PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order Newly Revised shall govern this Association in all cases in which they are applicable and in which they are not inconsistent with this Constitution and By-Laws and with any special rules of order the Association may adopt.