

OREGON PUBLIC HEALTH ASSOCIATION BYLAWS

ARTICLE I: NAME

The name of this corporation is "OREGON PUBLIC HEALTH ASSOCIATION, INCORPORATED," hereafter referred to as the "Association", an affiliate of the American Public Health Association. The Association is registered as a nonprofit organization in the State of Oregon, and its duration shall be perpetual.

ARTICLE II: PURPOSE AND MISSION

This corporation shall, as defined by the IRS, be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Oregon Corporations Code - Chapter 65 and Section 501(c)(3) of the IRS Code (or its corresponding future provisions).

The Mission of the Association is to: Advocate for policies that protect and promote health and health equity for all people in Oregon and Provide learning, collaboration, and leadership opportunities for public health professionals and the broader community.

To accomplish this mission, the Association will lead efforts to: Advance equity including recognizing racism as a public health crisis; Take action to eliminate persistent or significant issues that affect the public's health in collaboration with other organizations; Advocate for just and equitable policy that improves the public's health including socioeconomic and societal and environmental factors, at local and state levels and, when appropriate, at federal levels; Increase the competence, knowledge, and leadership skills of the broad public health workforce and as appropriate, the general public.

Nonprofit services and programming will include but will not be limited to the following: Special Interest Sections, an annual academic style conference, ad hoc learning committees, continuing education and training, networking opportunities, policy advocacy, and opportunities to represent the Association on policy or rulemaking coalitions by bringing a public health perspective.

As with every nonprofit, the Board of Directors are entrusted with the capacity to act as stewards of the Association's purpose and mission. This includes discussing and voting on programming and financial expenditures. In accordance with the rules that follow, all final decision making authority is held by the Board of Directors unless otherwise specified.

ARTICLE III: MEMBERSHIP

Section 1: This corporation shall have members.
A. There shall be a general category of Association membership for individuals.

B. The Board may establish other categories of individual, organization, and business membership by a two-thirds vote of the Board.

Section 2: *Membership Requirements.* All members must, in addition to paying their dues, sign and agree to adhere to and uphold the "OPHA Code of Conduct." The Code of Conduct will be posted on the Association website and in the membership application. To be considered "in good standing" and therefore a current member, dues must be current and the Code of Conduct must be signed. Any member in good standing may serve on the board, a committee, or join a section.

If member dues are not current, membership is no longer valid and participation in the board, committees and sections will cease until dues are paid.

Section 3. *Dues and membership renewal.* Membership is valid for one year for all member types and may begin at any point in the calendar year. Membership starts on the date payment for annual dues is received and will lapse if renewal dues have not been received by the expiration date.

The renewal period begins 60 days before the membership expiration date. Notices are sent 60, 30, and 7 days in advance of the membership expiration date. Payments made during the renewal period will maintain the day and month, setting the new expiration date ahead one year. If a member has signed up for automatic renewal, the membership will automatically renew on the expiration date upon receipt of payment and membership expiration date will be set ahead one year. This will repeat until the member stops auto renewal or the billing information on file is not valid.

If membership lapses, membership can be reinstated upon payment of dues. The one year membership period begins at the time payment is received, voiding any previous membership dates.

Section 4. *Voting Privilege.* Each individual member is entitled to a single vote in all issues referred to the membership for a vote. An organization or business granted a membership is entitled to a single vote by a person identified to the Association by the organization or business regardless of membership size. No person may cast more than one vote. Voting by proxy shall not be permitted.

Section 5. *Annual Meeting.* The Annual Meeting of the membership shall be held every year on such date, time and place as may be determined by the Board. At the Annual Meeting the membership shall be notified of the election of Board members and Nominations Committee members and transact other business as may come before the meeting.

Section 6: *Membership Termination.* If, in the opinion of the board, any Association member acts in a manner as to reflect discredit upon the Association by violating the Code of Conduct, membership or affiliation with the Association shall be terminated.

Violations can be reported to any board member or Association staff. Reports of conduct that could result in membership termination must be forwarded to the Executive

Committee within 48 hours of notification. Violation reports will be reviewed by the Executive Committee and recommendations for course of action will be reported to the full Board. If the member in question is a current member of the Executive Committee, that member shall be recused from the discussion.

The board has the authority to terminate someone's membership. Termination processes are included in the Code of Conduct.

ARTICLE IV: COMMITTEES

Section 1: *Purpose of Committees.* Committees for this organization advance board goals, support staff in daily operations, and support the mission of the Association.

Section 2: *Committee Requirements.* The board of directors will appoint a chairperson (or co-chairs) when a Committee Chair opening exists. The chairperson will play a key role in scheduling meetings, delegating responsibilities, and reporting back to the Board of Directors on the work of the committee.

The Association will follow the procedure described in the Committee Chair Appointment Policy and Process if the role of Chairperson is open to all members. The board will then review and vote on this potential appointment which will pass with a majority of the quorum.

Per ORS 65.354 Committees, A committee the board creates may not: (a) Authorize distributions; (b) Approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporation's assets; (c) Elect, appoint or remove directors or fill vacancies on the board or on any of the board's committees; or (d) Adopt, amend or repeal the articles of incorporation or bylaws.

Only members in good standing may serve on an Association Committee. Committee members will be appointed by the board per ORS. 65.354. Committee members will serve a minimum of two years with the option of reappointment up to three times. If the board has identified a specific skill set needed to fulfill the work of the committee and no qualified replacement can be secured, the board may consider continuing the appointment of the current committee member beyond the three term limit.

Committees must have a minimum of three members, which may include the chairperson.

Section 3: *Committees at present:* Awards, Bylaws, Conference Planning, Development, Diversity, Equity, and Inclusion (DEI), Elections, Executive, Health Policy and Advocacy, and Nominations.

- a. **Awards Committee.** The Awards Committee establishes criteria for, accepts nominations, and selects recipients for any award offered through or on behalf of the Association. The Committee accepts nominations annually for the Lifetime Achievement, Policy Champion, Emerging Leader, and Health Equity Champion Awards. Criteria and funding for Lifetime Achievement, Policy Champion,

Emerging Leader, and Health Equity Champion Awards are approved annually by the Board. The Committee announces the recipients of the Lifetime Achievement Award and Policy Champion, Emerging Leader, and Health Equity Champion Awards at the Annual Meeting.

Criteria for and establishment of additional awards offered through or on behalf of the Association must be approved by the Board before nominations may be considered by the Awards Committee.

Sections may present awards specific to their special interest area. Award criteria, outreach plans, and selection rubrics must be shared with the board before a section award can be offered. Award recipient names must be shared with the board.

- b. Bylaws Committee. The Bylaws Committee shall review the bylaws of the Association at least annually to ensure adherence to current bylaws, prepare proposed bylaw changes when necessary or requested, submit proposed changes to the Board for review, and present to the membership for consideration. The Immediate Past President shall serve as a member of this committee.
- c. Conference Planning Committee. This committee plans the program and arrangements for the Association's annual conference and meeting based upon the board approved budget. The board shall vote upon the committee's recommendations for invited speakers. The committee shall solicit and evaluate abstract submissions submitted for consideration in the oral program of breakout sessions and the poster session. The committee is authorized to select abstracts for breakout sessions and the poster session and communicate with presenters regarding their place in the program.

The Conference Planning Committee membership includes, but is not limited to, the President-Elect. The board shall establish the number of committee members and selection criteria for who may serve on this committee, which will be detailed in the Conference Planning Committee Charter.

The committee will work with the board regarding changes to the program format or budget needs. The board must approve changes to the program structure, invited speakers, or budget.

- d. Development Committee. The Development Committee membership shall consist of board members. The Development Committee organizes and supports the board and staff in fundraising efforts primarily, but not limited to, the annual conference.
- e. Diversity, Equity, and Inclusion (DEI) Committee. The DEI Committee shall promote diversity in the membership of the Board of Directors and general membership of the Association. The DEI Committee shall develop and coordinate Association functions that support and encourage social justice, diversity, equity, and inclusion to achieve optimal health for all people in Oregon.
- f. Elections Committee. The Elections Committee shall be appointed by the President and consist of at least one Board member and two members who are not Board members. Members of the Elections Committee shall not be members

of the Nominations Committee or candidates for the Board. The Elections Committee shall:

1. Work with Association staff to facilitate election procedures.
2. Review Association election result reports.
3. Select a spokesperson from the Elections Committee to announce the results of the election at the Annual Meeting.
4. Inform all candidates directly of election results as soon as possible after the Annual Meeting.

- g. Executive Committee. The Executive Committee shall consist of the officers of the Association with the President as chair. The Executive Committee shall have such powers and shall perform such duties as are specifically delegated and assigned to the Executive Committee by the Board and these Bylaws. Details are specified in the Executive Committee Charter. The Executive Director may bring items for consideration to this committee if the matter has not been delegated to another standing committee. All recommendations and actions by the Executive Committee shall be reported to the Board by the Board's next meeting. The Committee shall keep written records of its activities and proceedings.

The Executive Committee has financial authority specified in the Financial Controls Policy.

The Executive Committee may sign the Association on to letters of support regarding state and federal budget matters that align with our mission and values.

- h. Health and Policy and Advocacy Committee. The Policy Committee shall develop and coordinate those Association functions that provide an effective voice in health policy at state and local levels.

The Policy Committee considers proposed legislation and makes recommendations to the board regarding endorsement of the legislation. All Association members in good standing are eligible to attend Policy Committee meetings. The board shall establish the number of committee voting members, criteria for who may serve as a voting member, and responsibilities of committee members as detailed in the Policy Committee Charter.

- i. Nominations Committee. The Nominations Committee is responsible for preparing a slate of nominees for open board positions and the member-elected positions of the Nominations Committee elected annually by the membership.

The membership shall elect three members at large and the Board shall appoint two Board members to the Nominations Committee. Upon their first meeting after the election, committee members shall select a chairperson from the current committee membership. If a vacancy occurs on the Nominations Committee between annual elections, the Board shall elect a member from the general OPHA

membership to any vacancy in an elected position and shall appoint a member of the Board to any vacancy in a Board-appointed position. The Board shall fill a vacancy in the chair position with a remaining Nominations Committee member elected by the general Association membership, if available. The Nominations Committee shall, with the support of Association staff:

1. Solicit names of Association members in good standing who are willing to serve on the Board.
2. Prepare a slate of nominees for the ARGC, President-Elect, the Nominations Committee, and each position on the Board for which the current term of office is scheduled to expire at the Annual Meeting.
3. Prepare a ballot that identifies those positions elected by the general membership and provide instruction that Regional Representatives are elected only by members living in that region.
4. Compile the slate of nominees in a timely fashion to assure ballots are mailed or sent by electronic media at least thirty (30) days prior to the Annual Meeting.
5. Instruct members how to return ballots, whether by electronic media, mail or on-site. If voting takes place on paper, members should submit ballots in a sealed envelope with only their name and Region or county of residence on the envelope to ensure anonymity of the voter and to verify Association membership status.

Section 4: Committee Termination. Membership in a committee will be suspended if membership lapses and may be terminated if dues are not paid or a member is found to have violated the Code of Conduct.

Reports of conduct that could result in committee termination must be forwarded to the Executive Committee within 48 hours of notification. Violation reports will be reviewed by the Executive Committee and recommendations for course of action will be reported to the full Board. If the member in question is a current member of the Executive Committee, that member shall be recused from the discussion.

The board has the authority to terminate someone's participation in a committee.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Values. The Board of Directors believes not just in transparency and accountability but in the following values: community, partnership, diversity, inclusion and equity, learning, action, organizational sustainability, optimism, and honesty. Directors are encouraged to remember these values during their board meetings, interactions with each other, and interactions with the public at large.

Section 2. *Duties.* The Board of Directors, which may exercise all such powers of the Association and do all such lawful acts, shall manage the business affairs of the Association and things that are not inconsistent with any state law or the Articles of Incorporation.

Section 3. *Organizational Volunteering.* In addition to serving on the board itself, Directors must also contribute to the organization by providing service on a committee, a section, or contributing in other ways to board goals.

Section 4. *Number.* The number of the Directors of the corporation shall vary, but be no less than nineteen (19). There shall be no maximum number set at this time.

Section 5. *Term and Election.* The term of office for Directors, including section representatives, shall be three (3) years. A Director may be re-elected with a term limit of 2 terms (ie. 6 years).

Directors shall be elected annually by members in good standing by mail or electronic media. Members in good standing may vote up to four hours prior to the beginning of the annual meeting. All candidates shall be members in good standing. New directors shall assume office at the conclusion of the Annual Meeting. Directors may not be a candidate for any single office for more than two (2) terms consecutively, and may only hold one Board position at a time.

Section 6. *Vacancies.* Vacancies on the Board of Directors or newly created board positions shall be filled by a majority vote of the Directors then on the Board of Directors. For a vacant Special Interest Section Representative position, the Section Chair shall submit to the Board the name of its appointee to fill the vacancy. The process will occur as follows except for Special Interest Section Representatives:

1. Membership will be notified that a board position has been vacated with a deadline to respond. Additional outreach to potential candidates may be made by directors or if directed by the board, by staff.
2. Potential board candidates must be members in good standing with the organization. A completed written candidate statement with intent to run and a brief bio must be submitted to Association staff.
3. The current Board of Directors will review all board applications;
4. An offer to join the board will be sent to the new board member upon a majority vote.
5. That person will be seated on the board at the next board meeting.

A Board member so elected or appointed shall serve for the unexpired term of the predecessor in office. Thereafter, that Board member is eligible for election to two (2) consecutive terms.

Section 7. *Staggered Board.* In order to maintain board function and keep historical knowledge, the board will adhere to the following rules regarding staggering:

- a. The President-elect is elected annually.
- b. The Treasurer is elected in 2012 and every three (3) years thereafter.
- c. The Region 2 & 4 Representatives are elected in 2002 and every three (3) years thereafter.
- d. The Region 1 & 3 Representatives are elected in 2003 and every three (3) years thereafter.
- e. The Region 5 Representative is elected in 2004 and every three (3) years thereafter.
- f. Three Directors At Large are elected annually.
- g. The Affiliate Representative to the Governing Council of APHA (ARGC) is elected in 2004 and every three (3) years thereafter.
- h. A representative may be appointed by each Special Interest Section every three (3) years.
- i. The Secretary is elected annually by the Board from among its members at its first meeting after the Annual Meeting.

Section 8. *Regional Representatives.* One Board member will represent each of the following regions. Each Regional Representative will be elected by and from members who reside in that region.

- a. Region 1. Multnomah County.
- b. Region 2. (Southwestern Oregon) – Coos, Curry, Douglas, Jackson, Josephine, and Lane Counties.
- c. Region 3. (Northwestern Oregon) – Clatsop, Columbia, Lincoln, Tillamook, Washington, and Yamhill Counties.
- d. Region 4. (Eastern Oregon) – Baker, Crook, Deschutes, Gilliam, Grant, Harney, Jefferson, Klamath, Lake, Malheur, Morrow, Sherman, Umatilla, Union, Wallowa, Wasco, and Wheeler Counties.
- e. Region 5. (Valley) –Benton, Clackamas, Hood River, Linn, Marion, and Polk Counties.

Section 9. *Affiliate Representative to the Governing Council (ARGC) of APHA.* The ARGC serves as the primary contact person between the American Public Health Association (APHA) and the Affiliate (the Association). Specific responsibilities are identified by APHA and include:

- a. Assisting the president to disseminate APHA information to the Association's Board and other leadership.
- b. Representing the Association on the APHA Governing Council.
- c. Maintaining liaison with the other APHA Affiliate ARGC's.

Section 10. *Removal.* Reports of conduct that could result in board removal must be forwarded to the Executive Committee within 48 hours of receipt. If the director in question is a current member of the Executive Committee, that director shall be recused

from the discussion. The Executive Committee is authorized to communicate and meet with any director that is subject to removal from the board.

The Association President, on behalf of the Executive Committee, shall inform the board in writing within 48 hours of any findings and recommendations regarding board member removal.

Prior to any vote to remove a Director, the Director in question must be given reasonable prior notice of the impending action and reasonable opportunity to speak before the Board of Directors at a regular meeting or special meeting called for that purpose. The Director in question shall be removed by a vote of two-thirds (2/3) of the remaining Directors. A director may be removed if the director has three unexcused absences from regularly scheduled board meetings, fails to perform the responsibilities described in the director job description or these bylaws, or violates the OPHA Code of Conduct.

Section 11. *Quorum and Action.* A quorum at a board meeting shall be 51% or more of the number of Directors then on the Board of Directors immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the directors present, except as provided otherwise by these bylaws. Where the law requires a majority vote of the directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 12. *Regular Meetings.* The organizational goal is for meetings of the Board of Directors to occur monthly. At minimum, 12 meetings must be held per year.

Section 13. *Special Meetings.* Special meetings of the Board of Directors can be called at the request of the President or any three (3) members of the board with no less than five (5) days written or oral notice to each member.

Section 14. *Emergency Meetings.* Emergency meetings may be requested by a board member by communicating their request to the Secretary or Association staff. The Secretary will then organize, or cause to be organized, this meeting and give as much notice to the Board as possible. Emergency meetings may be convened by the President or any three Board members on oral notice as necessary. An emergency may be declared by an affirmative vote of six (6) Board members.

Section 15. *Alternative Meeting Venue.* Any regular, special, or emergency meeting of the Board of Directors may be conducted through any use of communication by which all Directors participating may simultaneously hear each other during the meeting.

Section 16. *Compensation.* Staff members on the Board of Directors shall not receive additional compensation for being on the Board, and non-staff board members will not be compensated. However, reasonable expenses may be reimbursed.

Section 17. *Action Taken Without a Meeting.* The board of directors may take action without a meeting by electronic means for urgent issues that require board vote. The Association President in consultation with the Executive Committee is authorized to determine action without a meeting is necessary. All board members will be informed of the needed action including why action cannot wait until the next scheduled meeting and how board members should take action (i.e., how discussion will take place and how to vote).

Section 18. *Conflict of Interest.* It is the responsibility of all Board of Directors to present to the Board all possible conflicts of interests. A conflict of interest is an actual or perceived interest by an officer, board member/director, or staff member in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain. The best interest of The Association should always prevail over a director's personal or business interests.

ARTICLE V: OFFICERS

Section 1. *Titles.* The officers of this corporation shall be the President-Elect, President, Immediate Past President, Secretary, and Treasurer. Additional non-officer Directors will also exist on the board.

Section 2. *Vacancy.* If there is a vacancy of the office of President or Secretary, it shall be filled no later than the first regular meeting of the Board of Directors following the vacancy.

Section 3. *Other Officers.* The Board of Directors may elect or appoint other officers, agents, and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 4. *President-Elect.* The President-elect shall assume and perform the duties of the President in the absence or if the President is not able to perform the President's responsibilities. The President-elect shall be a member of the Conference Planning Committee. The President-elect shall be elected every year by the membership in accordance with the provision of these bylaws and shall serve as President-elect in the first year of the term of office, as President for the second year of the term, and as Immediate Past President for the third year of the term.

Section 5. *President.* The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall preside over all meetings of the membership. The President shall be responsible to meet monthly with the Executive Director for supervision and support.

The President, upon approval of the Board, shall sign, or delegate a paid staff member to sign, on behalf of the Association all contracts and other instruments binding on the Association. The President or President's designee shall supervise the activities and functions of all paid staff. The President shall also have any other powers and duties as may be prescribed by the Board of Directors.

Section 6. *Immediate Past President.* The Immediate Past President shall serve in the role of Board Advisor, and shall perform the duties of the President-elect if the President-elect is absent or not able to perform the President-elect's responsibilities. The Immediate Past President shall be thoroughly familiar with the bylaws and serve as a member of the bylaws Committee.

Section 7. *Secretary.* The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; (b) provision for notice of all meetings of the Board of Directors; (c) Archive all fundraising, event, outreach and other materials; (d) any other duties as may be prescribed by the Board of Directors. In the absence of the President, President-elect, Immediate Past President and in an emergency, the Secretary shall have the power to sign all contracts or other documents approved by the Board.

Section 8. *Treasurer.* The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) authentication of all records of the corporation; (b) keeping of full and accurate accounts of all financial records of the corporation; (c) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (d) disbursement of all funds when proper to do so; (e) making financial reports as to the financial condition of the corporation to the Board of Directors; and (f) any other duties as may be prescribed by the Board of Directors.

ARTICLE VI: SPECIAL INTEREST SECTIONS

Section 1: *Purpose.* Public health is a very broad field encompassing many skill sets, types of work, and interests. Connecting with colleagues doing similar or complimentary work benefits Association members and the profession.

The purpose of a Special Interest Section, hereafter referred to as a "Section," is:

- a. To create a forum for persons with common professional or topical interests.
- b. To increase Association membership and professional diversity.
- c. To provide a focus on specific public health related activities and promote related public health issues within the association and at association sponsored activities and events.
- d. To serve as a resource to the Association related to knowledge, research, education, advocacy, policy, and awareness of the Section's special interest.
- e. To support and conduct activities consistent with the values, purpose, and mission of the Association.

Section 2: *Establishment.* Sections may be established within the Association upon Board approval of an application to the Board by at least ten (10) members of the Association in good standing. The application must include a list of the members and a description of how the new section will meet all the purposes and additional requirements described in these bylaws.

Section 3. *Section Termination.* The Board must vote to continue or disband a Section if the Section has less than ten members for more than one year, the section does not have a chairperson for more than one year, or it is no longer fulfilling the purposes or requirements of a section. The board shall conduct outreach to section members in advance of a vote to disband a section.

Section 4. *Affiliation.* The option to "affiliate" with one or more sections is included in the Association membership application. Affiliation with one section is included in base dues and an amount to be set by the board may be added for affiliation with each additional section. Section affiliation is in no way a condition of membership in the Association, and members may choose to affiliate with more than one Section or end their affiliation with a section. Changes to section affiliation are made at the time of Association membership renewal.

Section 5. *Responsibilities.* Each Section will:

- a. Submit to the Board of Directors a proposal of any activities planned including how the activities advance the mission of the association and a description of Association resources required to support those activities. If Association staff time or other funds will be required, a budget must be included with the proposal. If activities will extend for more than one year, that should be described in the proposal and the budget. The board will consider each proposal and vote based on Association funds available, capacity to complete the work, and alignment of the proposal with the Association's current mission, values, and strategic plans.
- b. Work with Association staff and Treasurer on proposal development.
- c. Begin implementation of proposed plans only after receiving board approval.
- d. Report to the board in writing regarding their activities each month. Section leadership may be invited to present at a board meeting or may request time on a board agenda.
- e. Perform other select duties that the Board of the Association so deems

Section 6. *Leadership and participation.*

- a. Only Association members in good standing may hold a leadership role in the section, participate in development of section activities or section decision making. Outside guidance may be sought if needed to develop cost estimates or key details needed to finalize plans.
- b. Sections must have a chairperson who serves as a primary contact for the board and association staff. Section members will select a chairperson from its members

during the Annual Meeting and notify the Association board of directors of the selection.

- c. Additional leadership positions may be created by section members. All section leadership roles, names, and contact information must be shared with the board of directors and Association staff within the month the leadership was selected.
- d. Sections must appoint a representative to the Association's board of directors. A Section Representative to the Board is a non-voting member of the board and therefore not obligated to serve on Association committees. However, they are subject to the obligation to support fundraising, board term limits, and the termination clause for the Association board of directors. The section chairperson may also serve as the board representative.
- e. Section leaders, except the Section Representative to the Board, shall hold their office until their successors are selected, subject to prior resignation, removal, or death.
- f. A Section member in good standing may hold the office of Chair/Board Representative in only one Section at a time.
- g. Section member concerns regarding section leadership or any other section matter should be brought to the Association's Executive Committee.

Section 7. *Meetings.* Sections must hold a meeting of their affiliated members at least once per year at the Annual Meeting. Sections may hold meetings at other times as deemed appropriate by the Section.

Section 6. *Finances.* The Association board will determine an amount to set aside for section activities based on the Association's current financial status, any projections for the coming year, and recent section activities. If a section would like to conduct activities, they may submit a budget to the treasurer for consideration by the board. This can happen at any time of the year, but fall is preferred. The board will consider the requests based on the current state of organizational finances. If there are funds remaining in excess of section budget requests, the board may consider offering mini grants to sections based on an annual theme that the board would like to elevate that year. If mini grants are offered, section members will be invited to a shared learning event at the end of the year.

Section 7. *Governance.* Guidelines and procedures governing Sections shall be adopted by a majority vote of the Board. The Board may form a special committee on Section governance to monitor and recommend modification of guidelines and procedures relating to Sections.

Any governance plans developed by section members must be shared with the Association board of directors for consideration.

ARTICLE VII: CORPORATE INDEMNITY

This corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of the corporation or a

fiduciary within the meaning of the Employee Retirement Income Security Act (or its future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification-substantively, procedurally, and otherwise.

ARTICLE VIII: GENERAL PROVISIONS

Section 1. *Accounting Year.* The accounting year of the corporation shall end on December 31.

Section 2. *Articles Govern.* In the event that any provision of these Bylaws is inconsistent with the Articles of Incorporation, the Articles shall govern.

Section 3. *Nondiscrimination.* The Association values differences and strives to have Board membership, employees, members, and volunteers that reflect and represent the broader community.

The Association maintains a policy of electing or appointing individuals to the Board of Directors and other leadership positions and hiring applicants on the basis of their merit without regard to age, creed, marital status, national origins, political belief, race, color, religion, gender, gender identification, disability, medical condition, military status or any other classification protected by applicable local, state or federal discrimination laws. It is assured that this commitment to equal treatment applies to board, staff, members, volunteers, vendors, contractors, and participants in our programs and activities. Decisions related to employment are based upon ability to perform the job, as well as dependability once hired.

The Association is committed to providing programs including membership to anyone who wishes to participate without regard to creed, marital status, national origins, political belief, race, color, religion, gender, gender identification, disability, medical condition, military status or any other classification protected by applicable local, state or federal discrimination laws.

Section 4. *Severability.* A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

ARTICLE IX: WAIVER OR SUSPENSION OF THE BYLAWS

An emergency waiver or suspension of the bylaws may be accomplished by a two-thirds majority vote of the eligible voting members present at any duly called meeting of the

Association membership. In addition, upon a majority vote of the Board, a vote by mail or electronic media may be conducted. In this instance, at least one-half of the ballots distributed to members must be returned, and a majority vote of those ballots returned is required for waiver or suspension of these bylaws.

ARTICLE X: DISSOLUTION

In the event that the Association is dissolved, exclusive of simple Association name changes, all assets of the Association shall be distributed to one or more private nonprofit health service agencies and/or associations registered in Oregon. The distribution of assets shall follow full settlement of accounts payable and other encumbrances that may exist, and shall be performed in accordance with applicable laws. Designation of recipients for Association assets shall be accomplished by vote of the Board.

ARTICLE XI: AMENDMENTS TO BYLAWS

Section 1. Frequency. These bylaws may be amended or replaced, and new bylaws adopted, by the Association's Members by a 2/3 vote of members present for the vote. Bylaws may be amended no more than three times annually.

Section 2. Notice. Prior to the adoption of the amendment(s), members shall receive at least ten (10) days notice before the time when voting is deemed "open" of the intent to amend or replace the bylaws.

Section 3. Process and Procedure. Potential amendments and voting processes, procedures, and ballots may be given/sent by paper or electronic media to members in good standing. Electronic or paper voting systems may be used.

Section 4. Results/Passage. Members shall be notified of the voting results upon completion of the vote tally and via electronic media.

DocuSigned by:
President Phyllis Myint **Date** 5/25/2023
 81A24F9DFF034FC...

Secretary [Signature] **Date** 5/24/2023