

Bylaws of City Club of Corvallis

Adopted at a meeting of the Interim Board of Directors Sept. 7, 2010 in the Majestic Theater, Corvallis.

Motion by Janet Lincoln, seconded by Nancy Glines. Voting aye: Nick Houtman, Nancy Glines, Janet Lincoln and Heather O'Connor (by e-mail sent at 4:57 p.m. Sept. 7, 2010 to Houtman, Glines and Lincoln). Voting no: none.

1. STATEMENT OF MISSION AND PURPOSES

1.1 Mission.

The City Club of Corvallis is a nonpartisan organization that brings people together to explore community issues, increase understanding of others' perspectives and improve the quality of civil discourse through dialog.

1.2 Purposes. The purposes of the Club shall be to:

1.2.1 Create a forum for airing divergent views;

1.2.2 Foster creative problem solving;

1.2.3 Forge new cooperative relationships;

1.2.4 Honor diverse perspectives;

1.2.5 Discover commonly held civic values;

1.2.6 Arouse appreciation for the obligations of citizenship; and

1.2.7 Stimulate informed community decision-making and constructive action.

1.3 Pursuit of Purposes. The purposes of the Club shall be pursued by means of regular meetings, lectures and discussions and such other means as the Board of Directors may deem appropriate. The Club will file for tax-exempt nonprofit status under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, and as a public benefit organization under the Oregon Nonprofit Corporation Act, as amended from time to time.

2. REGISTERED AGENT AND OFFICE

The Club shall continuously maintain in the state of Oregon a registered agent, who shall be an individual who resides in Oregon, a domestic business or nonprofit corporation with an office in Oregon, or a foreign business or nonprofit corporation authorized to transact business in Oregon with an office in Oregon. The registered office of the Club shall be the residence or office address of the registered agent. The registered agent or office may be changed from time to time by the Board of Directors upon compliance with the requirements of the Oregon Nonprofit Corporation Act.

3. MEMBERSHIP

3.1 Members; The Club shall have members.

3.2 Qualification for Membership. Membership shall be open to any individual who subscribes to the mission and purposes of the Club, as evidenced by his or her signature on a completed application for membership, and who makes timely payment of all membership dues and assessments. Membership shall be effective upon payment of dues.

3.3 Dues and Assessments.

3.3.1 Dues. The amount of annual membership dues shall be established from time to time by majority vote of the Board of Directors. Annual dues shall be payable for a membership year commencing on the date dues are first paid and continuing for one year. Membership renewals shall be due each year on the anniversary of when dues were first paid. The dues schedule may be changed with the approval of the Board of Directors.

3.3.2 Special Assessments. Special assessments of any amount, in addition to membership dues, may be established by the affirmative vote of at least two-thirds of the directors at any meeting of the Board of Directors, provided that notice that a special assessment is to be considered at the meeting shall be given to directors in the manner provided in paragraph 4.8.1.

3.3.3 Failure to Pay. A member's failure to pay dues or assessments within 60 days after the billing date shall result in automatic termination of membership, without prejudice with respect to a subsequent reapplication.

3.4 Regular Meetings. The Club shall hold regular meetings of members at such times and places as may be established from time to time by the Board of Directors, as necessary for accomplishing the purposes of the Club.

3.5 Special Meetings. The Club shall hold a special meeting of members upon the call of a majority of the Board of Directors, or 10 percent of the members. A call by 10 percent of the members shall be made by written demand, dated and delivered to the president or secretary of the Club, describing the purpose or purposes for which the meeting is to be held and signed by the required number of members. Special meetings shall be held at such times and places as may be determined by the Board of Directors, subject to the requirements of the Oregon Nonprofit Corporation Act.

3.6 Annual Meeting. The Club shall hold the annual meeting of members ("Annual Meeting") during the month of May in each year, unless otherwise determined by the Board of Directors, for the purpose of holding elections and transacting such other business as may come before the meeting. The Annual Meeting shall be held at such time and place within the city of Corvallis as may be determined by the Board of Directors. If the election of directors is not held on the day established for the Annual Meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of members as soon thereafter as reasonably convenient.

3.7 Notice of Meetings.

3.7.1 Annual or Special. A written e-mail or printed notice stating the place, day and hour of any annual or special meeting of members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven days nor earlier than 60 days before the meeting date, at the direction of the president or secretary of the Club, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, first-class postage prepaid, addressed to the member at the address as it appears on the

membership books of the Club. If e-mailed, such notice shall be deemed to be delivered on the date of transmission.

3.7.2 Regular. Except as provided in this paragraph, notice of regular meetings of members may be effected in the same manner provided in paragraph 3.7.1 or may be effected by publication of the regular meeting schedule in any newsletter, bulletin or other writing of similar purpose established by the Club and regularly distributed to the members by effective means. Notice of regular meetings at which matters requiring the approval of members pursuant to the Oregon Nonprofit Corporation Act or these Bylaws will be considered shall be given in the manner provided in paragraph 3.7.1.

3.8 Membership Record Date. The record date for purposes of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to make a determination of members for any other proper purpose except demanding a special meeting, shall be 20 days prior to the date set for such meeting or action requiring the determination of members. All members in good standing as of such date shall be entitled to such notice as may be required under these Bylaws. To determine the members entitled to demand a special meeting, the record date shall be the date the first member signs the demand.

3.9 Quorum of Members. A minimum of 20 percent of the members of record on the day of the meeting shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of a majority of members present at the meeting and entitled to vote on the subject matter shall be the act of the members, unless a greater vote is required by the Oregon Nonprofit Corporation Act or these Bylaws. Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. In the absence of a quorum, a majority of those present may adjourn the meeting from time to time until a quorum exists. Any business that might have been transacted at the original meeting may be transacted at the adjourned meeting if a quorum exists.

3.10 No Proxy or Mail Voting. Except as otherwise provided in the Articles of Incorporation, these Bylaws or by applicable law, each member shall be entitled to one vote on each matter submitted to a vote at a meeting of members. A member may vote only in person. No voting by proxy or mail ballot shall be permitted.

3.11 No Cumulative Voting. At each election of directors, every member entitled to vote shall have the right to vote, in person, for as many persons as there are directors to be elected. No member shall have the right to vote cumulatively.

3.12 Transferability. Membership rights are nontransferable.

3.13 Resignation; Termination.

3.13.1 Resignation. A member may resign from the Club at any time. A resigning member shall not be entitled to a refund of any portion of the annual dues or any special assessment previously paid.

3.13.2 Termination. The membership of any person who fails to pay any dues or special assessment within 60 days after the billing date shall automatically terminate. The membership of any individual whose conduct is found by the Board of Directors to be inconsistent with the purposes of the Club or otherwise to materially hinder pursuit of the purposes of the Club, may be terminated by the affirmative vote of at least two-thirds of the Board of Directors at a meeting at which there is a quorum, after notice and hearing as follows:

3.13.2.1 Upon written request by the president, treasurer or any five members, the secretary shall give written notice of intent to terminate membership to the offending member at least 15 days prior to the meeting at which termination shall be considered. The notice shall specify the reasons for the proposed termination, and offer the offending member the opportunity to be heard at the meeting or to submit written testimony before or at the meeting.

3.13.2.2 The Board of Directors may act at the meeting at which the matter is first heard, or take the matter under advisement for decision at a subsequent meeting. In the latter case, the offending party shall be entitled to not less than five days' prior written notice of such subsequent meeting, and shall be entitled to be heard, orally or in writing, at such meeting. A decision by the Board of Directors to terminate a membership shall be effective five days after the meeting at which such decision is reached.

4. BOARD OF DIRECTORS

4.1 General Powers. All corporate powers shall be exercised by, and all business of the Club shall be managed by, or under the direction and authority of, the Board of Directors. The Board of Directors shall adopt such policies and procedures from time to time for conduct of the Club's business as the Board of Directors deems appropriate or necessary, including but not limited to procedures for treatment of research reports by the members.

4.2 Composition. The Board of Directors shall have 6-10 members, comprised of the officers of the board, including a treasurer, a secretary, a president and vice president serving in accordance with this paragraph 4, and at least two directors elected in accordance with paragraph 5.2 of these Bylaws.

4.3 Tenure. Except for the initial directors, each director shall serve a term of two years. Four of the initial directors shall be classified as having terms that expire at the Club's Annual Meeting in 2011. Classification shall be made by the initial directors at their organizational meeting following election. Commencing with the Annual Meeting in 2011, and at each Annual Meeting thereafter, directors elected to fill expired terms shall serve terms of two years, or until their successors are elected and qualified.

4.4 Election.

4.4.1 Nominations. Except as provided in paragraph 4.13 (vacancies), directors shall be elected by the members at the Annual Meeting. The Nominating Committee shall present an aggregate number of nominees of not more than two times the number of vacant full-term positions and vacant partial-term positions. The Nominating Committee shall present the nominations in sufficient time for inclusion in the notice of the meeting at which the elections are to be held. Additional nominations for directors may be made from the floor by members. Voting for full-term positions shall be separate from voting for partial-term positions.

4.4.2 Voting. Each member shall have one vote for each full-term position then vacant, and one vote for any partial-term position then vacant. Cumulative voting shall not be permitted; members shall be entitled to cast only one vote for any one candidate. The voting for full-term positions shall be separated on the ballot from the voting for partial-term positions, if any. The full-term positions shall be filled by the candidates receiving the highest numbers of votes, with the candidate receiving the highest number of votes taking the first available full-term position, and so on. Likewise, the partial-term position(s) shall be filled by the candidate(s) therefore receiving the highest number(s) of votes for such position(s).

4.4.3 Reelection. Elected directors may stand for re-election, provided that no person shall serve as an elected director for more than three consecutive full terms.

4.5 Qualifications. All directors shall be members of the Club in good standing. No member shall be eligible to serve as a director who is at the time a candidate for, or who is holding, an elective political position. Any director who shall accept appointment to, or become a candidate for, such political position while serving as a director shall automatically vacate the director's position, effective upon acceptance of the appointment or declaration of candidacy. If, in the sole judgment of the remaining directors, a member of the Board of Directors becomes so identified with a particular political issue or candidate that he or she is unable, or gives the appearance of being unable, to exercise independent judgment on behalf of the Club as a member of the Board of Directors, the remaining directors may remove such director from the Board of Directors by two-thirds vote at any meeting of directors, provided that prior notice that removal will be considered at the meeting is given to directors in the manner provided in paragraph 4.8.1.

4.6 Regular Meetings.

4.6.1 In General. Regular meetings of the Board of Directors shall be held not less than nine times per year, at such time and place as the directors shall determine. The regular meeting schedule shall be published in the newsletter, bulletin or other writing of similar purpose established by the Club. Except as may be required under the Oregon Nonprofit Corporation Act or these Bylaws, no other notice of the date, time or place of the regular meetings shall be required. Club members shall be entitled to attend any meetings of the Board of Directors but shall not be entitled to be heard on any matter without the express permission of the presiding officer, or upon the request of two members of the Board of Directors.

4.6.2 Annual Organizational Meeting. The first regular meeting of the Board of Directors following the Annual Meeting shall be the annual organizational meeting of the directors, at which the first order of business shall be appointment of committees as provided in paragraph 7.

4.7 Special Meetings. Special meetings of the Board of Directors may be called by the president upon his or her own initiative, and shall be called by the president at the request of any two or more directors. The president shall fix the date, time and place within the city of Corvallis for any special meeting of the Board of Directors. Requests for a special meeting by two or more directors shall be made in writing delivered to the president or secretary of the Club, and shall set forth the purpose of such meeting. If the president fails to call a special meeting and cause proper notice to be given therefore within five business days of receiving a valid request, the directors making the demand may call the meeting, fix the date, time and place within the city of Corvallis for the meeting, and cause proper notice to be given.

4.8 Notice.

4.8.1 Requirement. Notice of any special meeting, or of any regular meeting at which a matter is to be considered for which notice is specifically required by the Oregon Nonprofit Corporation Act or these Bylaws, shall be given at least two days prior to the meeting, either orally by telephone or in person, or by written notice delivered personally, mailed or e-mailed to each director at the director's address shown on the records of the Club. If mailed, such notice shall be deemed delivered on the fourth day after deposit in the United States mail, properly addressed, with first-class postage prepaid. If e-mailed, such notice shall be deemed delivered on the date of transmission. It shall be the policy of the Club to require that reasonable efforts be made in good faith to achieve actual notice to each director when notice is required under this paragraph 4.8.

4.8.2 Waiver of Notice. Whenever any notice is required to be given to any director of the Club under the provisions of these Bylaws or under the provisions of the Oregon Nonprofit Corporation Act, 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. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.9 Quorum. A majority of the members of the Board of Directors in office immediately before commencement of the meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Directors shall be deemed to be present at any regular or special meeting where all directors participating may simultaneously hear each other during the meeting, irrespective of whether or not they are present in the same location, or by a telephonic or electronic conference.

4.10 Presumption of Assent. A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the secretary of the Club immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of the action.

4.11 Manner of Acting.

4.11.1 At a Meeting. Unless expressly provided otherwise in these Bylaws or the Oregon Nonprofit Corporation Act, the act of a majority of the directors present at a meeting at which there is a quorum present shall be the act of the Board of Directors.

4.11.2 Without a Meeting. Any action required or permitted to be taken at a meeting of directors may be taken without a meeting if a written consent setting forth the action so taken is signed by all the directors entitled to vote on the action. Such consent shall have the same force and effect as a unanimous vote of the directors.

4.12 Removal.

4.12.1 By Directors. Except as provided in paragraph 4.5, any director may be removed from office with cause at any meeting of the Board of Directors at which there is a quorum by a vote of two-thirds of the remaining directors in attendance, provided that prior notice that removal will be considered at the meeting is given to directors in the manner provided in paragraph 4.8.1.

4.12.2 By Members. Any director may be removed from office with or without cause at any meeting of members at which there is a quorum by a vote of two-thirds of the members in attendance, provided that prior notice that removal will be considered at the meeting is given to members in the manner provided in paragraph 3.7.1.

4.13 Vacancies. If a director resigns or otherwise becomes unable or unwilling to complete his or her entire term of office for any other reason, including removal by the members, the vacancy shall be temporarily filled until the next Annual Meeting by the affirmative vote of a majority of the remaining directors. At the next Annual Meeting, a successor shall be elected by the members to fill the remainder of the term or to serve a full new term, as the case may be.

5. OFFICERS

5.1 Number. The officers of the Club shall be the president, vice president, secretary, and treasurer. Other officers may be appointed by the affirmative vote of a majority of the Board of Directors, to serve until expiration of the term specified by the Board of Directors or until the next Annual Meeting, whichever occurs first.

5.2 Election and Term of Office.

5.2.1 Election. The vice president, secretary and treasurer shall be elected by the members at the Annual Meeting. The vice president shall succeed to the office of president at the next Annual Meeting after his or her election. If the election of officers is not held at the Annual Meeting, the election shall be held as soon thereafter as convenient, with notice therefore given in the manner provided in paragraph 3.7.1. The Nominating Committee shall present not more than two nominees for the position of vice president, secretary and treasurer in sufficient time for nominees to be included in the notice of the Annual Meeting at which elections are to be held. Additional nominations may be made from the floor by the members at the meeting.

5.2.2 Removal and Resignation. Any officer may be removed with or without cause by the affirmative vote of two-thirds of the members at any meeting of members at which there is a quorum, provided that prior notice that removal will be considered at the meeting has been given to members in the manner provided in paragraph 3.7.1. Any director removed in accordance with paragraph 4.12 who was occupying any other office of the Club shall be deemed to have been removed from such office. Any officer of the Club may resign at any time by giving written notice to the president or the secretary of the Club. Any such resignation shall take effect at the later of the date of actual receipt, two days after its postmark if mailed by United States mail, first-class postage prepaid, and correctly addressed, or the time specified therein, if any.

5.4 Vacancies.

5.4.1 President, Secretary, Treasurer. If the office of president becomes vacant for any reason at any time, the vice president shall immediately succeed to the office of president for the remainder of the term and the next succeeding term. If the office of secretary or treasurer becomes vacant for any reason at any time, the vacancy shall be filled by the Board of Directors for the unexpired portion of the term.

5.4.2 Vice President.

5.4.2.1 If the office of vice president becomes vacant at any time for any reason other than succession of the previous vice president to the office of president, the vacancy shall be filled by a special election of the members at the next regular or special meeting of members for which notice is given in the manner provided in paragraph 3.7.1. The vice president selected at such special election shall fill the remainder of the term as vice president, and shall succeed to the office of president at the next Annual Meeting.

5.4.2.2 If the office of vice president becomes vacant because of succession of the previous vice president to the office of president, the vacancy shall be filled by a special election of the members at the next regular or special meeting of members for which notice is given in the manner provided in paragraph 3.7.1. The vice president selected at such special election shall fill the remainder of the term and the next succeeding term prior to becoming president.

5.5 Duties of Officers.

5.5.1 President. The president shall be the principal executive officer of the Club, and, subject to control by the Board of Directors, shall supervise all the business and affairs of the Club. The president shall preside at all meetings of the Board of Directors and of the members, and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors. The president may sign, with the secretary or any other proper officer of the Club authorized by the Board of Directors, any contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the Club, or shall be required by law to be otherwise signed or executed.

5.5.2 Vice president. In the absence of the president or in the event of the president's death, inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such duties as from time to time may be assigned to the vice president by the president or the Board of Directors.

5.5.3 Secretary. The secretary shall keep or cause to be kept at the principal office, or at such other place as the Board of Directors may order, a book of minutes of all meetings of directors showing the time and place of the meeting; whether the meeting was regular or special and, if a special meeting, how authorized; the notice given; the names of those present; and the proceedings thereof. The secretary shall in general perform all duties incident to the office of secretary, including but not limited to maintaining an accurate list of members, compliance with record keeping and filing requirements of the Corporation Division of the office of the Oregon Secretary of State and the Internal Revenue Service pertaining to the Club's corporate and tax-exempt status, and such other duties as from time to time may be assigned to the secretary by the president or the Board of Directors.

5.5.4 Treasurer. The treasurer shall be responsible for the funds of the Club, shall pay them out only on the checks of the Club signed in the manner authorized by the Board of Directors, shall deposit and withdraw such funds in such depositories as may be authorized by the Board of Directors with the advice of the Finance Committee, and shall keep full and accurate accounts of receipts and disbursements in books maintained at the Club's principal office or at such other place as the Board of Directors may approve or order. The treasurer shall in general perform all of the duties incident to the office of treasurer, including preparation and presentation of annual and monthly financial reports and such other duties as from time to time may be assigned to the treasurer by the president or the Board of Directors.

6. CONTRACTS, LOANS, CHECKS AND DEPOSITS

6.1 Contracts. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or agent of the Club to enter into any contract or execute any instrument in the name of and on behalf of the Club. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, or unless inherent in the authority vested in the office under the provisions of these Bylaws, no officer, agent or employee of the Club shall have any power or authority to bind the Club by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount. The Board of Directors shall adopt policies and procedures from time to time establishing fair and reasonable procedures for awarding contracts for the provision of goods or services to the Club.

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

6.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other debt issued in the name of the Club, shall be signed by such officer or officers, agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the Board of Directors.

6.4 Deposits. All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may select.

6.5 Prohibited Loans. The Club shall not lend money to, or guaranty the obligations of, any director, officer, member or employee of the Club.

7. COMMITTEES

7.1 In General. All committees of the Club, and any subcommittees thereof, shall be comprised of members in good standing. Except as provided in paragraph 7.2.7, committees shall be appointed by the president subject to approval by the Board of Directors at a meeting at which there is a quorum. Appointments shall be effective upon approval by the Board of Directors, and shall expire at the next annual organizational meeting of the Board of Directors following appointment, unless otherwise specified at the time of appointment. Appointees shall be subject to earlier removal by the Board of Directors at a meeting at which there is a quorum, following a request for removal by the chair of the committee or by the president; and shall be automatically removed from a committee without action by the directors if the appointee ceases to be a member in good standing. The president shall appoint the chairpersons of all committees.

7.2 Standing Committees. At the organizational meeting of the initial directors, and at each annual organizational meeting of the Board of Directors thereafter, the president shall present at least one nominee for appointment to chair each of the standing committees of the Club. The Chair of each standing committee shall be a member of the Board of Directors. The standing committees shall undertake such responsibilities as may be assigned by the Board of Directors, in addition to those set forth below. The standing committees of the Club shall be the following:

7.2.1 Communications and Marketing. The Communications and Marketing Committee shall advise the Board of Directors regarding the method and content of communications to members and the public, and the manner in which any report of the Club shall be made public. The Communications and Marketing Committee shall be responsible for production and distribution of the Club's newsletter, bulletins, advertisements, flyers or other publications regularly distributed for the benefit of the members and to promote Club activities to the public. The secretary shall be a member, but not necessarily the chair, of the Communications and Marketing Committee.

7.2.2 Program. The Program Committee shall arrange the programs and facilities for the meetings of the Club.

7.2.3 Membership. The Membership Committee shall recommend and implement adopted policies and practices regarding membership in the Club; monitor compliance with membership requirements; provide orientation to new members of the Club; and recommend and perform any host functions for the Club as approved by the Board of Directors.

7.2.4 Finance. The Finance Committee shall advise the Board of Directors and the treasurer in all financial matters pertaining to the Club; shall draft the Club's annual budget for submission to the Board of Directors at a time determined by the Board of Directors; and shall design and implement, subject to approval by the Board of Directors, a financial development plan for the Club. The treasurer shall be a member, but not necessarily the chair, of the Finance Committee.

7.3 Special Committees. Subject to approval by the Board of Directors, the president may establish such special committees from time to time as he or she deems necessary for the effective management of the Club, including study groups to conduct the research activities of the Club.

7.4 Nominating Committee. The Nominating Committee shall consist of at least three members, to be appointed by the president subject to approval by the Board of Directors. If available, the immediate past president shall serve as a nonvoting member of the Committee. The Nominating Committee shall present nominees for vacant positions as officers and directors of the Club for election at the Annual Meeting and at any other meeting of members at which an election is to held, as provided in paragraphs 4.4 and 5.2.3.

8. INDEMNIFICATION OF DIRECTORS AND OFFICERS

8.1 Directors and Officers. The Club shall indemnify to the fullest extent permitted by law, any person who is made, or threatened to be made, a party to or witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including any action, suit or proceeding by or in the right of the Club) by reason of the fact that the person is or was a director or officer of the Club.

8.2 Employees and Other Agents. The Club may indemnify its employees and other agents to the fullest extent permitted by law.

8.3 Advances of Expenses. The expenses incurred by a director or officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise, which the director or officer is made or threatened to be made a party to or witness in, or is otherwise involved in, shall be paid by the Club in advance upon written request of the director or officer, if the director or officer:

8.3.1 Affirmation of Entitlement. Furnishes the Club a written affirmation of his or her good faith belief that he or she is entitled to be indemnified by the Club; and

8.3.2 Undertaking to Repay. Furnishes the Club a written undertaking to repay such advance to the extent that it is ultimately determined by a court that he or she is not entitled to be indemnified by the Club. Such advances shall be made without regard to the person's ability to repay such expenses and without regard to the person's ultimate entitlement to indemnification under this paragraph or otherwise.

8.4 Nonexclusivity of Rights. The rights conferred on any person by this paragraph 8 shall be in addition to any rights to which a person may otherwise be entitled under any articles of incorporation, bylaw, agreement, statute, policy of insurance, vote of the Board of Directors, or otherwise.

8.5 Survival of Rights. The rights conferred on any person by this paragraph shall continue as to a person who has ceased to be a director, officer, employee or agent of the Club; and shall inure to the benefit of the heirs, executors and administrators of such person.

8.6 Amendments. Any repeal of this paragraph shall be prospective only and no repeal or modification of this paragraph 8 shall adversely affect any right or protection that is based upon this paragraph 8 and that pertains to an act or omission that occurred prior to the time of such repeal or modification.

9. TRANSACTIONS BETWEEN CLUB AND INTERESTED DIRECTORS

9.1 Conflict of Interest. A transaction with the Club in which a director of the Club has a direct or indirect interest is not voidable by the Club solely because of the director's interest in the transaction if either (1) the material facts of the transaction and the director's interest were disclosed or known to the Board of Directors, and the Board of Directors authorized, approved or ratified the transaction; or (2) the transaction was fair to the Club and is subsequently ratified by the Board of Directors. Authorization, approval or ratification occurs if two-thirds of the members of the Board of Directors who have no direct or indirect interest in the transaction vote to authorize.

9.2 Disqualification. A director of the Club shall not be disqualified by the director's office from contracting with the Club as vendor, purchaser, or otherwise; nor shall any contract or arrangement entered into by or on behalf of the Club in which any director is in any way interested be voided on that account, provided that such contract or arrangement shall have been approved or ratified by two-thirds of the members of the Board of Directors who have no direct or indirect interest in the transaction.

10. MISCELLANEOUS

10.1 Meeting Procedures. All meetings of members, the Board of Directors or any committee shall be governed by "Robert's Rules of Order" to the extent not inconsistent with these Bylaws, the Articles of Incorporation, or the Oregon Nonprofit Corporation Act.

10.2 Fiscal Year. The fiscal year of the Club for tax and accounting purposes shall begin and end at such time as the Board of Directors shall provide, which may but shall not be required to coincide with the Club's membership year.

10.3 Amendment of Bylaws.

10.3.1 Initiation. Changes to these Bylaws may be initiated by majority vote of the Board of Directors adopting a proposed amendment or restatement and referring the same to a vote of the members, or by written petition signed by at least 10 percent of the members in good standing, setting forth the amendment or restatement in whole, delivered to the president or secretary.

10.3.2 Adoption. Properly initiated changes to these Bylaws shall be adopted upon approval by two-thirds of the members present at any meeting of members at which there is a quorum, provided that notice of the proposed changes is given to the members with notice of the meeting at which the action is proposed in accordance with the provisions of paragraph 3.7.1.