

**BYLAWS
OF
SILVERTON AREA SENIORS, Inc.**

SECTION 1 PURPOSES AND POWERS

1. **Purpose.** SILVERTON AREA SENIORS, Inc. (the "Corporation") may engage in any lawful activity that furthers the purpose set forth in the Articles of Incorporation.
2. **General Powers.** The Corporation has perpetual duration and succession in its corporate name and has the same powers as an individual to do all things necessary or convenient to carry out its affairs.

SECTION 2 ADMISSION OF MEMBERS

1. **Admission and Application.** The Corporation shall have members, consisting of individuals ⁵⁰ years of age and older, who reside or have community interests in the city of Silverton, Oregon, and surrounding communities. Application for membership shall be completed by the prospective member in the form and manner prescribed by the board of directors and shall be submitted to the Treasurer, together with the payment of dues and any other fees required by these bylaws. No person may be admitted as a member without consent of the person, express or implied.
2. **Consideration.** The Corporation may admit members for no consideration or for such consideration as is determined by the board.

SECTION 3 MEMBERS' RIGHTS AND OBLIGATIONS

1. **Differences in Rights and Obligations of Members.** All members will have the same rights and obligations with respect to voting, dissolution, redemption and transfer. All members will have the same rights and obligations with respect to any other matters.
2. **Transfers.** No member may transfer a membership or any right arising therefrom.
3. **Member's Liability for Dues, Assessments, and Fees.** A member may become liable to the Corporation for dues, assessments or fees. An Articles of Incorporation or Bylaws provision or a resolution adopted by the board authorizing or imposing dues, assessments or fees does not, of itself, create liability to pay the obligation, but nonpayment may constitute grounds for expelling or suspending the member or suspending or terminating the membership.

SECTION 4 RESIGNATION AND TERMINATION

1. **Resignation.** A member may resign at any time. The resignation of a member does not relieve the member from any obligations the member may have to the Corporation as a result of obligations incurred or commitments made prior to resignation.
2. **Termination, Expulsion or Suspension.**
 - (a) Any member who is in arrears in the payment of dues or fees to the corporation may be suspended from membership.

- (b) Any member accused of conduct unbecoming a member of Silverton Area Seniors or with any act prejudicial to the best interests of the corporation may be expelled from membership, at the discretion of the board of directors.
- (c) No member may be expelled or suspended, and no membership or memberships may be terminated or suspended, except pursuant to a procedure that is fair and reasonable and is carried out in good faith.
- (d) A procedure is fair and reasonable when either:
 - (1) the member is given:
 - (A) not less than 15 days' prior written notice of the expulsion, suspension or termination and the reasons therefore; and
 - (B) an opportunity to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension or termination by a person or persons authorized to decide that the proposed expulsion, termination or suspension not take place; or
 - (2) the procedure is fair and reasonable taking into consideration all of the relevant facts and circumstances.
- (e) Any written notice given by mail must be given by first class or certified mail sent to the last address of the member shown on the Corporation's records.
- (f) Any proceeding challenging an expulsion, suspension or termination, including a proceeding in which defective notice is alleged, must be commenced within one year after the effective date of the expulsion, suspension or termination.
- (g) A member who has been expelled or suspended, or whose membership has been suspended or terminated, may be liable to the Corporation for dues, assessments or fees as a result of obligations incurred by the member prior to expulsion, suspension or termination.

SECTION 5 MEMBERSHIP MEETINGS AND ACTION WITHOUT MEETINGS

1. Annual and Regular Meetings.

- (a) The Corporation will hold a membership meeting annually between March 1 and April 30, or at another time fixed by the board of directors. Annual and regular membership meetings may be held at the Corporation's principal office or at any other place fixed by the board of directors.
- (b) At the annual meeting, the president and any other officer the board of directors or president may designate, will act as chairperson of the meeting and report on the activities and financial condition of the Corporation, and the secretary or any individual chosen by the majority of votes present at the meeting, will act as secretary of the meeting.
- (c) At regular meetings, the members will consider and act upon such matters as may be raised consistent with the notice requirements of Section 5.4.

- (d) The failure to hold an annual or regular meeting does not affect the validity of any corporate action.

2. **Special Meeting.**

- (a) The Corporation will hold a special meeting of members on call of the president or three of the directors for any purpose; or if at least ten percent (10%) of the members of the Corporation sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.
- (b) Special meetings of members may be held at the Corporation's principal office or at any other place fixed by the board of directors. However, if a notice for a special meeting demanded by the members is not given pursuant to Section 5.4 within 30 days after the date the written demand is delivered to the Corporation's secretary, then a person signing the demand may set the time and place of the meeting and give notice pursuant to Section 5.4.
- (c) Only matters within the purpose or purposes described in the meeting notice required by Section 5.4 may be conducted at a special meeting of members.

5.3 **Action Without Meeting.** Action required or permitted by the Oregon Nonprofit Corporation Act to be taken at a members' meeting may be taken without a meeting if the action is taken by all the members entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all the members entitled to vote on the action, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Action taken under this Section 5.3 is effective when the last member signs the consent, unless the consent specifies an earlier or later effective date. A consent signed under this Section 5.3 has the effect of a meeting vote and may be described as such in any document.

4. **Notice of Meeting.**

- (a) Written notice of either annual or special membership meetings must be published in the Silverton Area Seniors newsletter and posted twenty (20) days before the meeting at the Silverton Senior Center. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.
- (b) Notice must be made no fewer than seven days, or if mailed by other than first class or registered mail, no fewer than 30 nor more than 60 days before the meeting if one purpose of the annual or special meeting is to vote on any matter or matters which must be approved by the members under Section 12.1 (amendment of bylaws) or the Oregon Nonprofit Corporation Act.
- (c) If a meeting is adjourned and shall recommence at a different date, time, or place, notice must be given to members according to the provisions in this Section 5.4.

5. **Waiver of Notice.**

- (a) A member may at any time waive any notice required by the Oregon Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws. The waiver must be in writing, be signed by the member entitled to the notice and be delivered to the Corporation for inclusion in the minutes or filing with the corporate records.
- (b) A member's attendance at a meeting waives objection to:

- (1) lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
- (2) consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

6. Record Date.

- (a) The board of directors may fix a future date as the record date in order to determine the members entitled to notice of a members' meeting, to demand a special meeting, to vote or to take any other lawful action. If no such record date is fixed, then:
 - (1) to determine the members entitled to notice of a members' meeting, the record date will be the day before the day on which first notice is mailed or otherwise transmitted to members in accordance with Section 15, or if notice is waived, the day preceding the day on which the meeting is held;
 - (2) to determine the members entitled to demand a special meeting, the record date will be the date the first member signs the demand under Section 5.2(a);
 - (3) to determine the members entitled to take action without a meeting, the record date will be the date the first member signs the written consent under Section 5.3;
 - (4) to determine the members entitled to vote at a members' meeting, the record date will be the date of the meeting; and
 - (5) to determine the members entitled to exercise any rights in respect to any other lawful action, the record date will be the day on which the board adopts the resolution relating

thereto, or the 60¹_h day prior to the date of such other action, whichever is later.

- (b) A record date fixed under this Section 5.6 may not be more than 70 days before the meeting or action requiring the determination of members.
- (c) A determination of members entitled to notice of or to vote at a membership meeting is effective for any adjournment of the meeting unless the board fixes a new record date, which it must do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

7. Action by Written Ballot.

- (a) Any action which may be taken at any annual, regular or special meeting of members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter.
- (b) A written ballot must: (1) set forth each proposed action; and (2) provide an opportunity to vote for or against each proposed action. All solicitations for votes by written ballot must:
 - (1) indicate the number of responses needed to meet the quorum requirements; (2) state that the majority of votes received will decide each matter, including the election of directors; and (3) specify a reasonable time by which a ballot must be received by the Corporation in order to be counted.

- (c) Approval by written ballot pursuant to this Section 5.7 will be valid only when the majority number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- (d) Except as otherwise provided in the Articles of Incorporation or these Bylaws, a written ballot may not be revoked.

SECTION 6 MEMBERS' VOTING

1. Members' List for Meeting.

- (a) The Corporation will prepare an alphabetical list of the names, addresses and membership dates of all its members, and will indicate which members are entitled to vote.
- (b) The list of members must be available for inspection by any member for the purpose of communication with other members concerning the meeting, beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the Corporation's principal office or at a reasonable place identified in the meeting notice in the city or other location where the meeting will be held. A member, the member's agent or the member's attorney is entitled, on written demand setting forth a proper purpose, to inspect and, subject to the requirements of Section 14.2 and Section 14.4, to copy the list at a reasonable time and at the member's expense, during the period it is available for inspection.
- (c) The Corporation will make the list of members available at the meeting, and any member, the member's agent or the member's attorney is entitled to inspect the list for any proper purpose at any time during the meeting or any adjournment.
- (d) Refusal or failure to prepare or make available the membership list does not affect the validity of action taken at the meeting.
- (e) Upon the request and at the expense of a member, the Corporation must provide a reasonable means to mail communications to the other members through the Corporation.

2. Voting Entitlement of Members. Each member is entitled to one vote on each matter voted on by the members, including each matter on which a member is entitled to vote under the Oregon Nonprofit Corporation Act or the Articles of Incorporation or these Bylaws.

3. Proxies. Not used as all voting will be done via mailed ballots.

4. Adjournment. Unless otherwise provided in the Articles of Incorporation or these Bylaws, a majority of votes represented at a meeting of members, whether or not a quorum, may adjourn the meeting from time to time to a different time and place without further notice to any member of any adjournment, except as such notice may be required by Section 5.4(c). At the adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting originally held.

5. Corporation's Acceptance of Votes.

- (a) If the name signed on a vote, consent, or waiver corresponds to the name of a member or that of an attorney-in-fact of the member, the Corporation, if acting in good faith, is entitled to accept the vote, consent, or waiver, and give it effect as the act of the member. If the name signed is that of an attorney-in-fact of the member, the Corporation will request evidence of the signatory's authority to sign for the member.
- (b) The Corporation is entitled to reject a vote, consent, or waiver if the secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the member.
- (c) The Corporation and its officer or agent who accepts or rejects a vote, consent, or waiver in good faith and in accordance with the standards of this Section 6.5 are not liable in damages to the member for the consequences of the acceptance or rejection.
- (d) Corporate action based on the acceptance or rejection of a vote, consent, or waiver under this Section 6.5 is valid unless a court of competent jurisdiction determines otherwise.

6. Quorum Requirements and Amendments to Quorum Requirements.

- (a) The Quorum is defined as a majority of those members present at the meeting.
- (b) An amendment to the Articles of Incorporation or these Bylaws to decrease the quorum for any member action may be approved by the members, or, unless prohibited by the Articles of Incorporation or these Bylaws, by the board.
- (c) An amendment to the Articles of Incorporation or these Bylaws to increase the quorum required for any member action must be approved by the members.

7. Voting Requirements and Amendments to Voting Requirements.

- (a) Unless the Oregon Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws require a greater vote the affirmative vote of a majority of the votes represented and voting is the act of the members .
- (b) An amendment to the Articles of Incorporation or these Bylaws to add to, change or delete the vote required for any member action must be approved by the members.

8. Voting for Directors. Directors are elected by a plurality of the votes cast by the members entitled to vote in the election.

SECTION 7 BOARD OF DIRECTORS

1. Duties of Board. All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the board of directors, subject to any limitation set forth in the Articles of Incorporation and except as provided herein. The Articles of Incorporation may authorize a person or persons, or the manner of designating a person or persons, authorized to exercise some or all of the powers which would otherwise be exercised by a board. To the extent so authorized, any such person or persons will have the duties and responsibilities of the directors, and the directors will be relieved to that extent from such duties and responsibilities.

2. Qualifications of Directors. All directors must be individuals and must be members of the Corporation.

7.3 Number of Directors. The Corporation will have a variable-range size board of directors. The minimum number of directors will be three (3) and the maximum number of directors will be eleven (11). The number of directors may be fixed or changed periodically, within the minimum and maximum, by the members or the board of directors.

4. Election, Designation and Appointment of Directors. All the directors, except the initial directors, will be elected at the first annual meeting of members, and at each annual meeting thereafter, unless the Articles of Incorporation or these Bylaws provide some other time or method of election, or provide that some of the directors are appointed by some other person or are designated.

5. Terms of Directors Generally.

- (a) The term of each director will be three (3) years. Directors may be elected for a maximum of two consecutive terms.
- (b) A decrease in the number of directors or term of office does not shorten an incumbent director's term.
- (c) The terms may be staggered by dividing the total number of directors into groups. The terms of office of the several groups need not be uniform.
- (d) The term of a director appointed to fill a vacancy of an elected director expires at the end term of the elected director. The appointed director must be ratified by the membership in accordance with Section 7.8.

6. **Resignation of Directors.** A director may resign at any time by delivering written notice to the board of directors, its president or the secretary. A resignation is effective when notice is effective under Section 15 unless the notice specifies a later effective date. Once delivered, notice of resignation is irrevocable unless revocation is permitted by the board of directors.
7. **Removal of Directors Elected by Members or Directors.**
- (a) The members may remove one or more directors elected by them with or without cause unless the Articles of Incorporation provide that directors may be removed only for cause. Except as provided in Section 7.7(d), a director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors. An entire board of directors may be removed under this Section 7.7(a).
 - (b) An elected director may be removed by the members only at a meeting called for the purpose of removing the director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.
 - (c) A director appointed by the board of directors may be removed with or without cause, unless the Articles of Incorporation or these Bylaws provide that directors may be removed only for cause, by the vote of two-thirds of the directors then in office or such greater number as is set forth in the Articles of Incorporation or these Bylaws. However, a director elected by the board to fill the vacancy of a director elected by the members may be removed by the members, but not the board.
 - (d) Unless the Articles of Incorporation provide that directors may be removed only for cause, the board of directors may remove a director elected by the members only for one of the following reasons: (1) absenteeism, defined as missing more than three (3) consecutive regular monthly meetings; or (2) conviction of a felony crime. Under these circumstances, the removal of the director will require a majority of the directors then in office to vote for the removal.
- 7.8 **Vacancy on Board.** Any vacancies in the Board of Directors which occurs due to an increase in the number of directors, or through the death, resignation, disqualification, removal, or inability to act as a director, or for some other reason, shall be filled by the affirmative vote of the majority of the remaining directors. The new director shall be ratified during the next general election.
- 7.9 **Compensation of Directors.** Unless the Articles of Incorporation or these Bylaws provide otherwise, the board of directors may fix the compensation of directors.
- 7.10 **Chairperson of the Board of Directors.** The board of directors may appoint a chairperson of the board of directors at any time. The chairperson of the board of directors will preside at all meetings of the board of directors and will perform other duties prescribed by the board of directors. If the board of directors does not appoint a chairperson, the president shall act as the chairperson.

SECTION 8 MEETINGS AND ACTION OF BOARD

1. Regular and Special Meetings.

- (a) If the time and place of a director's meeting is fixed by these Bylaws or is regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings.
- (b) The board of directors may hold regular or special meetings.
- (c) The board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which either all directors participating may simultaneously hear or read each other's communications during the meeting, or all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.
- (d) If a meeting is conducted through the use of any means described in Section 8.1(c), all participating directors must be informed that a meeting is taking place at which official business may be transacted, and a director participating in the meeting by this means is deemed to be present in person at the meeting.

2. Action Without Meeting.

- (a) As used in this Section 8.2:
 - (1) "Electronic" has the meaning given that term in ORS 84.004.
 - (2) "Electronic signature" has the meaning given that term in ORS 84.004.
 - (3) "Sign" includes an electronic signature.
 - (4) "Written" includes a communication that is transmitted or received by electronic means.
- (b) Action required or permitted by the Oregon Nonprofit Corporation Act to be taken at the board of directors' meeting may be taken without a meeting if the action is taken by all members of the board of directors. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. The action is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date.

3. Call and Notice of Meetings.

- (a) Regular meetings of the board may be held without notice of the date, time, place or purpose of the meeting.
- (b) Special meetings of the board must be preceded by at least two days' notice to each director of the date, time and place of the meeting. Unless the Oregon Nonprofit Corporation Act

provides otherwise, the notice need not describe the purpose of the special meeting unless required by the Articles of Incorporation or these Bylaws.

- (c) The presiding officer of the board, the president or twenty (20) percent of the directors then in office may call and give notice of a meeting of the board.

4. Waiver of Notice.

- (a) A director may at any time waive any notice required by the Oregon Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws. Except as provided in Section 8.4(b), the waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records.
- (b) A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

5. Quorum and Voting.

- (a) The presence of a majority of the entire board of directors shall constitute a quorum for the transaction of matters at all meetings of the board. If there is less than a majority present at a meeting, a majority of the directors who are present may adjourn the meeting without further notice.
- (b) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present when the act is taken is the act of the board of directors unless the Articles of Incorporation or these Bylaws require the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting.
- (c) A director who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:
 - (1) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting the business at the meeting;
 - (2) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
 - (3) the director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

6. Committees.

- (a) Unless the Articles of Incorporation or these Bylaws provide otherwise, the board of directors may create one or more committees of the board of directors which exercise the authority of the board of directors and appoint members of the board to serve on them or designate the

method of selecting committee members. Each committee must consist of two or more directors, who serve at the pleasure of the board of directors.

- (b) The creation of a committee and appointment of directors to the committee or designation of a method of selecting committee members must be approved by a majority of all the directors in office when the action is taken.
- (c) The provisions of Section 8.1 to Section 8.5 governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors, apply to committees and their members as well.
- (d) Except as provided in Section 8.6(e), to the extent specified by the board of directors or in the Articles of Incorporation or these Bylaws, each committee of the board may exercise the authority of the board of directors. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct described in Section 9.1.
- (e) A committee of the board may not: (1) authorize distributions; (2) approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; (3) elect, appoint or remove directors or fill vacancies on the board or on any of its committees; or (4) adopt, amend or repeal the Articles of Incorporation or these Bylaws.

SECTION 9 STANDARDS OF CONDUCT

1. General Standards for Directors.

- (a) A director must discharge the duties of a director, including the director's duties as a member of a committee: (1) in good faith; (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) in a manner the director reasonably believes to be in the best interests of the Corporation. A director is not liable to the Corporation, any member or any other person for any action taken or not taken as a director, if the director acted in compliance with this Section 9.1.
- (b) In discharging the duties of a director, a director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:
 - (1) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
 - (2) legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or
 - (3) a committee of the board of which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence.
- (c) A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 9.1(b) unwarranted.

2. **Director Conflict of Interest.**

- (a) A conflict of interest transaction is a transaction with the Corporation in which a director of the Corporation has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction is fair to the Corporation at the time it was entered into or is approved as provided in Section 9.2(b).
- (b) A transaction in which a director has a conflict of interest may be approved: (1) by the vote of the board of directors or a committee of the board of directors if the material facts of the transaction and the director's interest are disclosed or known to the board of directors or committee of the board of directors; or (2) by obtaining the approval of the Attorney General of the State of Oregon, or the circuit court in an action in which the Attorney General of the State of Oregon is joined as a party.
- (c) For purposes of this Section 9.2, a director of the Corporation has an indirect interest in a transaction if another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; or another entity of which the director is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the Corporation.
- (d) For purposes of Section 9.2(b), a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the directors on the board of directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this Section 9.2 by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section 9.2. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under **Section 9.2(b)** if the transaction is otherwise approved as provided in Section 9.2(b).

SECTION 10 **OFFICERS**

1. **Required Officers.** The Corporation must have a president and a secretary, and will have such other officers as are elected or appointed by the board or by any other person as may be authorized in the Articles of Incorporation or these Bylaws. The same individual may simultaneously hold more than one office in the Corporation.
2. **Appointment of Officers.** The officers of the Corporation shall be appointed by the Board of Directors at the regular annual meeting of the Board of Directors following the annual meeting of the members. If a joint member/director meeting is held, the officers of the Corporation shall be appointed at that meeting. If the officers of the Corporation are not appointed at the regular annual meeting of the Board or at a joint member/director meeting, they shall be appointed as soon thereafter as is convenient. Each officer shall hold office for a term one (1) year, or until a successor has been elected or until death, resignation, or removal of that officer. Officers may be re-elected.
3. **Duties and Authority of Officers.** Each officer has the authority and will perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties and authority prescribed by the board of directors or by direction of an officer authorized by the board of directors to prescribe the duties of other officers.

4. Standards of Conduct for Officers.

- (a) An officer must discharge the officer's duties: (1) in good faith; (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) in a manner the officer reasonably believes to be in the best interests of the Corporation.
- (b) In discharging the duties of an officer, an officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:
 - (1) one or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent in the matters presented; or
 - (2) legal counsel, public accountants or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.
- (c) An officer is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 10.4(b) unwarranted.
- (d) An officer is not liable to the Corporation, any member or other person for any action taken or not taken as an officer if the officer acted in compliance with this Section 10.4.

5. Resignation and Removal of Officers.

- (a) An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is effective under Section 15 unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the later effective date, the board of directors or any other person as authorized under the Articles of Incorporation or these Bylaws may fill the pending vacancy before the effective date if the board or any other person provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.
- (b) The board of directors may remove any officer the board or any other person is entitled to elect or appoint, at any time with or without cause.

6. Contract Rights of Officers. The appointment of an officer does not itself create contract rights. Removal or resignation of an officer does not affect the contract rights, if any, of the Corporation or the officer.

7. President.

president also will perform all duties commonly incident to the office of president and other duties prescribed by the board of directors.

8. Vice Presidents. The board of directors shall appoint a vice president. The vice president shall perform the duties of the president in the event of the president's absence, resignation, death or inability to perform the duties of the president's office, and shall perform such duties as are assigned or otherwise delegated by the board of directors.

9. Treasurer. The board of directors shall appoint a treasurer. The treasurer will:

- (a) have general charge of and be responsible for all funds and securities of the Corporation;

- (b) receive and give receipts for monies due and payable to the Corporation from any source and deposit the monies in the name of the Corporation in banks, trust companies, or other depositories selected by the board of directors or an authorized officer; and
- (c) perform all duties commonly incident to the office of treasurer and other duties prescribed by the board of directors or an authorized officer.

10. Secretary. The secretary will:

- (a) prepare minutes of the directors' and members' meetings and authenticate records of the Corporation;
- (b) ensure that all notices by the Corporation under the Oregon Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws are given;
- (c) keep and maintain the records of the Corporation specified in Section 14.1(a) and Section 14.1(e); and
- (d) perform all duties commonly incident to the office of secretary and other duties prescribed by the board of directors or an authorized officer.

SECTION 11 INDEMNIFICATION

1. Definitions. As used in this Section 11:

- (a) "Corporation" includes any domestic or foreign predecessor entity of the Corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.
- (b) "Director" means an individual who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. A director is considered to be serving an employee benefit plan at the Corporation's request if the director's duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a director.
- (c) "Expenses" include attorney fees.
- (d) "Liability" means the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses actually incurred with respect to a proceeding.
- (e) "Officer" means an individual who is or was an officer of the Corporation or an individual who, while an officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. An officer is considered to be serving an employee benefit plan at the Corporation's request if the officer's duties to the Corporation also impose duties on or include services by the officer to the employee benefit plan or to participants in or beneficiaries of the plan. "Officer"

includes, unless the context requires otherwise, the estate or personal representative of an officer.

- (t) "Party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.
- (g) "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

2. Indemnification of Directors.

- (a) Except as provided in Section 11.2(b), the Corporation will indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if the conduct of the individual was in good faith; the individual reasonably believed that the individual's conduct was in the best interests of the Corporation, or at least not opposed to its best interest; and in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.
- (b) The Corporation may not indemnify a director under this Section 11.2 in connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation; or in connection with any other proceeding charging improper personal benefit to the director in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.
- (c) Indemnification permitted under this Section 11.2 in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

3. Mandatory Indemnification. The Corporation must indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the Corporation, against reasonable expenses incurred by the director in connection with the proceeding.

4. Advance for Expenses. The Corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if the director furnishes the Corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct required for indemnification and a written pledge, executed by or on behalf of the director, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct. Such pledge does not need to be secured and may be accepted regardless of any reference to the director's financial ability to repay advanced expenses. Authorization of payments under this section may be made by a resolution of the members or board of directors or by contract.

5. Determination and Authorization of Indemnification.

- (a) The Corporation may not indemnify a director under Section 11.2 unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 11.2.
- (b) A determination that indemnification of a director is permissible must be made:

- (1) by the board of directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding;
 - (2) if a quorum cannot be obtained under Section 11.5(b)(1), by a majority vote of a committee duly designated by the board of directors, consisting solely of two or more directors not at the time parties to the proceeding;
 - (3) by special legal counsel selected by the board of directors or its committee in the manner prescribed in Section 11.5(b)(1) or Section 11.5(b)(2) or, if a quorum of the board cannot be obtained under Section 11.5(b)(1) and a committee cannot be designated under Section 11.5(b)(2), the special legal counsel will be selected by a majority vote of the full board of directors including directors who are parties to the proceeding.
- (c) Authorization of indemnification and evaluation as to reasonableness of expenses will be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses will be made by those entitled under Section 11.5(b)(3) to select counsel.
- (d) A director may not be indemnified until 20 days after the effective date of written notice to the Attorney General of the State of Oregon of the proposed indemnification.
6. **Indemnification of Officers, Employees and Agents.** Unless the Articles of Incorporation provide otherwise:
- (a) an officer of the Corporation is entitled to mandatory indemnification under Section 11.3 to the same extent as a director; and
 - (b) the Corporation may indemnify and advance expenses under this Section 11 to an officer, employee or agent of the Corporation to the same extent as to a director.
7. **Non-Exclusivity of Rights.** The indemnification and provisions for advancement of expenses provided in this Section 11 will not be deemed exclusive of any other rights to which directors, officers, employees or agents may be entitled under the Articles of Incorporation or these Bylaws, any agreement, general or specific action of the board of directors, vote of members or otherwise, and will continue as to a person who has ceased to be a director, officer, employee or agent and will inure to the benefit of the heirs, executors and administrators of such a person.
8. **Savings Provisions.** The repeal of a provision of this Section 11 does not affect the operation of the provision or any action taken under it before its repeal; or any ratification, right, remedy, privilege, obligation or liability acquired, accrued or incurred under the provision before its repeal.
9. **Contract Right.** All rights to indemnification under this Section 11 are contract rights that cannot be amended to retroactively reduce a director's or officer's rights under this Section 11.
10. **Report to Members and Other Persons of Indemnification.** If the Corporation indemnifies or advances expenses to a director under this Section 11 in connection with a proceeding by or in the right of the Corporation, the Corporation will report the indemnification or advance in writing to the members with or before the notice of the next meeting of members.

SECTION 12 AMENDMENT OF BYLAWS

1. Amendment by Directors and Members.

- (a) The board of directors may amend or repeal these Bylaws unless: (1) the Oregon Nonprofit Corporation Act reserves this power exclusively to the members; or (2) the members entitled to vote on these Bylaws, in amending or repealing a particular bylaw, provide expressly that the board of directors may not amend or repeal that bylaw.
- (b) The Corporation's members entitled to vote on these Bylaws may amend or repeal these Bylaws even though these Bylaws may also be amended or repealed by the board of directors.

SECTION 13 DISTRIBUTIONS

- 1. Prohibited Distributions.** The Corporation may not make any distributions except as authorized in Section 132.
- 2. Authorized Distributions.** The Corporation may make distributions upon dissolution in conformity with ORS 65.621 to ORS 65.674.

SECTION 14 RECORDS

1. Corporate Records.

- (a) The Corporation must keep as permanent records minutes of all meetings of its members and board of directors, a record of all corporate action taken by the members or directors without a meeting, and a record of all actions taken by committees of the board of directors in place of the board of directors on behalf of the Corporation.
- (b) The Corporation must maintain appropriate accounting records.
- (c) The Corporation or its agent must maintain a record of its members, in a form that permits preparation of a list of the name and address of all members, in alphabetical order by class showing the number of votes each member is entitled to vote.
- (d) The Corporation must maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
- (e) The Corporation must keep a copy of the following records for inspection:
 - (1) articles or restated articles of incorporation and all amendments to them currently in effect;
 - (2) bylaws or restated bylaws and all amendments to them currently in effect;
 - (3) resolutions adopted by the board of directors relating to the characteristics, qualifications, rights, limitations and obligations of members of any class or category of members;
 - (4) the minutes of all meetings of members and records of all actions approved by the members for the past three years;

- (5) written communications required by the Oregon Nonprofit Corporation Act and those regarding general membership matters made to members within the past three years;
- (6) a list of the names and business or home addresses of the current directors and officers;
- (7) the last three annual financial statements, if any, which may be consolidated or combined statements of the Corporation and one or more of its subsidiaries or affiliates, as appropriate, including a balance sheet and statement of operations, if any, for that year, and which must be prepared on the basis of generally accepted accounting principles if financial statements are prepared for the Corporation on that basis;
- (8) the last three accountant's reports if annual financial statements are reported upon by a public accountant; and
- (9) the most recent annual report delivered to the Secretary of State.

2. Inspection of Records by Members.

- (a) Subject to Section 14.3(c), a member is entitled to inspect and copy, at a reasonable time and location specified by the Corporation, any of the records of the Corporation described in Section 14.1 (e) if the member gives the Corporation written notice of the member's demand at least five business days before the date on which the member wishes to inspect and copy.
- (b) A member is entitled to inspect and copy, at a reasonable time and reasonable location specified by the Corporation, any of the following records of the Corporation if the member meets the requirements of Section 14.2(c) and gives the Corporation written notice of the member's demand at least five business days before the date on which the member wishes to inspect and copy:
 - (1) excerpts from any records required to be maintained under Section 14.1(a), to the extent not subject to inspection under Section 14.2(a);
 - (2) accounting records of the Corporation; and
 - (3) subject to Section 14.4, the membership list.
- (c) A member may inspect and copy the records identified in Section 14.2(b) only if: (1) the member demand is made in good faith and for a proper purpose; (2) the member describes with reasonable particularity the purpose and the records the member desires to inspect; and (3) the records are directly connected with this purpose.
- (d) This Section 14.2 does not affect the right of a member to inspect records under Section 6.1 or, if the member is in litigation with the Corporation, to the same extent as any other litigant.

3. Scope of Inspection Right.

- (a) A member's agent or attorney has the same inspection and copying rights as the member the agent or attorney represents.
- (b) The right to copy records under Section 14.2 includes, if reasonable, the right to receive copies made by photographic, xerographic or other means.

- (c) The Corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge may not exceed the estimated cost of production or reproduction of the records.
- (d) The Corporation may comply with a member's demand to inspect the record of members under Section 14.2(3) by providing the member with a list of its members that was compiled no earlier than the date of the member's demand.

4. **Limitations on Use of Membership List.** Without consent of the board, a membership list or any part of a membership list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of this Section 14.4, without the consent of the board, a membership list or any part thereof may not be:

- (a) used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election to be held by the Corporation;
- (b) used for any commercial purpose; or
- (c) sold or purchased by any person.

SECTION 15 NOTICE

1. **Oral or Written Notice.** Notice may be oral or written unless otherwise specified for a particular kind of notice.
2. **Methods of Notice.** Notice may be communicated in person, by telephone, email, facsimile, telegraph, teletype or other form of wire or wireless communication, or by mail or private carrier, including publication in a newsletter or similar document mailed to a member's or director's address. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where the meeting is to be held, or by radio, television or other form of public broadcast communication.
3. **Written Notice by the Corporation to Members.** Written notice by the Corporation to a member, if in a comprehensible form, is effective when mailed if it is mailed postpaid and is correctly addressed to the member's address shown in the Corporation's current records of members.
4. **When Oral Notice is Effective.** Oral notice is effective when communicated if communicated in a comprehensible manner.
5. **When Written Notice is Effective.** Except as provided in Section 15.3, personal written notice, if in a comprehensible form, is effective at the earliest of the following:
 - (a) when received;
 - (b) five days after its postmark, if mailed by United States mail correctly addressed and with first class postage affixed;
 - (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
 - (d) thirty days after its deposit in the United States mail if mailed correctly addressed and with other than first class, registered or certified postage affixed; or

- (e) the date specified by the Articles of Incorporation or these Bylaws with respect to notice to directors.

6. When Written Notice is Correctly Addressed.

- (a) Written notice is correctly addressed to a member of the Corporation if addressed to the member's address shown in the Corporation's current list of members.
- (b) A written notice or report delivered as part of a newsletter, magazine or other publication sent to members will constitute a written notice or report if addressed or delivered to the member's address shown in the Corporation's current list of members, or in the case of members who are residents of the same household and who have the same address in the Corporation's current list of members, if addressed or delivered to one of such members, at the address appearing on the current list of members.
- (c) Written notice is correctly addressed to the Corporation if addressed to its registered agent or, if none is of record, to its principal office shown in its most recent annual report or, if none, in the Articles of Incorporation.

SECTION 16 DEFINITIONS

All terms used in these Bylaws that are defined in the Oregon Nonprofit Corporation Act will have the meanings ascribed to them in the Oregon Nonprofit Corporation Act.

These Bylaws were adopted by the board of directors of Silverton Area Seniors, Inc. on May 01, 2017.

(ORIGINAL SIGNED BY):
Kathy Hunter, April 10, 2012
Secretary, Silverton Area Seniors, Inc.

REVISION SIGNED BY:

Rose Hope
Secretary, Silverton Area Seniors, Inc.