

BY-LAWS
Of
Oregon War Veterans Association

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ARTICLE I

Offices

1.1 Registered Office and Registered Agent. The registered office of the corporation shall be located in the State of Oregon at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

1.2 Other Offices. The corporation may have other offices within or outside the State of Oregon at such place or places as the Board of Directors may from time to time determine.

ARTICLE II

Association Membership

2.1 IRC Requirements. Oregon Veterans Association shall have three classes of members consistent with the membership rules described in IRC 170(c)(3). The three classes of membership shall be defined as:

2.1.1 War Veteran Members. Oregon Veterans Association shall have a membership of at least ninety-percent (90%) war veterans. A war veteran is a person who served in the Armed Forces of the United States during periods of war, whose dates of military service are specifically recognized within IRC 170(c)(3):

- a. April 21, 1898, through July, 4, 1902;
- b. April 6, 1917, through November 11, 1918;
- c. December 7, 1941, through December 31, 1946;
- d. June 27, 1950, through January 31, 1955;
- e. February 28, 1961, through May 7, 1975 in the case of a veteran who served in the Republic of Vietnam during that period;
- f. August 5, 1964, through May 7, 1975; and
- g. August 2, 1990, and ending on the date prescribed by Presidential Proclamation or by law.

2.1.2 Associate Members. Associate members shall not make up more than ten-percent (10%) of the total membership. Qualification for membership shall comply with IRC 170(c)(3):

- a. Spouses, widows, or widowers of war veterans;
- b. Veterans (not otherwise qualifying as “war veterans”)
- c. Cadets

2.1.3 Honorary Members. OVA may offer honorary membership privileges to persons of the general public who are not classified as either war veteran members or associate members. Honorary members shall be selected by the Board of Directors and shall not make up more than 1% of the total Association membership.

2.1.4 Other Classes. There shall be no other class of membership in Oregon Veterans Association, except as listed in Article II, 2.1.1, 2.1.2 and 2.1.3

2.2 Member Application. All member candidates shall complete an application for membership, provided by the Association in order to qualify for one of the three classes of membership. War veteran and associate members shall be approved upon verification of a valid application and receipt of membership dues.. Honorary members shall be approved by the Board of Directors.

2.3 Member Records. The executive director shall maintain a detailed record of all members, their dates of service, whether they are war veterans, have served in Vietnam (or not), and whether they are spouses, widows, widowers, veterans or cadets, or honorary members. The executive shall record all association activities where members are directly involved, along with the names of participants and their roles during the activity.

2.4 Member Privileges. Members may participate in all activities related to the specific purposes of Oregon Veterans Association. Members may also participate in the annual convention, regular patriotic activities, fundraising, political “grass roots” efforts, scheduled social activities, insurance programs, scholarship programs, and any other programs or services offered by the Association. Members may also qualify for benevolent benefits, drug treatment services or financial assistance for such treatments, and other benefits offered by the Association.

ARTICLE III

Board of Directors

3.1 Numbers and Powers. The management of all the affairs, property, and interests of the corporation shall be vested in a Board of Directors consisting of at least three (3)

persons including the Chairman of the Board of Directors, Corporate Secretary and Treasurer, and no more than nine (9) total persons, including an Executive Director. The Initial Board of Directors appointed by the Founding Chairman (Corporation President) at the initial annual meeting of Board of Directors shall serve for a term of two (2) years, or until resignation or removal, unless otherwise stipulated upon appointment by the Chairman. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws otherwise prohibited.

3.2 Change of Number. The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

3.3 Terms and Vacancies. After serving their initial two year term, the Board of Directors may establish new term of service policies and a method of election for future members of the Board of Directors, including election by the veteran membership. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by majority vote of the Board of Directors. A director appointed to fill any vacancy shall hold office for the unexpired term of his or her predecessor unless otherwise stipulated by the Board, at the time of appointment. Should the Chairman be unable or unwilling to perform his duties, the Board of Directors may elect a new Chair, by casting ballots. A majority of all members of the Board of Directors shall be required to elect a new Chairman of the Board of Directors.

3.4 Regular Meetings. Regular meetings of the Board of Directors may be held at the registered office of the corporation or at such other place or places, either within or without the State of Oregon, as the Board of Directors may from time to time designate. Meetings may be held via teleconference, at the discretion of the Chairman. The annual meeting shall be held without notice at the registered office of the corporation, at 9:00 a.m., on the second Tuesday of August each year, or at such other time and place as the Board of Directors shall designate by written notice. In addition to the annual meeting, there shall be regular meetings of the Board of Directors, held, with proper notice, not less frequently than once each calendar quarter.

3.5 Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman or upon written request by any two directors. Such meetings shall be held at the registered office of the corporation or at such other place or places as the directors may from time to time designate. Special meetings may be held via teleconference, at the discretion of the Chairman.

3.6 Notice. Notice of all special meetings of the Board of Directors (and of all regular meetings other than the annual meetings to be held at the place and time designated in Section 3.4) shall be given to each director by three (3) days prior service of the same by telegram, by letter, fax, email, telephone call, or personally. Such notice need not specify the business to be transacted at, nor the purpose of the meeting.

3.7 Quorum. A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

3.8 Waiver of Notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

3.9 Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the director shall file a written dissent or abstention 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 corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

3.10 Committees. The Chairman of the Board of Directors may appoint, from time to time, from Members of the Board, standing or temporary committees consisting each of no fewer than two (2) directors. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors, provided however, that no such committee shall have the authority of the Board of Directors to reference to:

- a. Amending, altering, or repealing these Bylaws;
- b. Electing, appointing, or removing any director or officer of the corporation;
- c. Amending the Articles of Incorporation.
- d. Adopting a plan of merger or consolidation with another corporation.
- e. Authorizing the sale, lease, exchange or mortgage, of all or substantially all of the property and assets of the corporation;
- f. Authorizing the voluntary dissolution of the corporation or revoking proceeds therefore; or
- g. Amending, altering, or repealing any resolution of the Board of Directors which by its term provides that it shall not be amended, altered, or repealed by such committee.

All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors of any responsibility imposed by law.

3.10.1 Executive Committee. The Executive Committee (EC) will consist of the Chairman of the Board, Executive Director, Corporate Secretary and the Treasurer or one additional member of the Board of Directors (appointed by the Chair).

(a) The Executive Committee shall perform as Oregon War Veteran Association (OWVA) fiduciaries with responsibilities including oversight of financial matters. They will review financial statements prepared by staff on a monthly basis and will determine financial priorities, in accordance with the Mission of OWVA, and policy directives from the Board of Directors. The EC shall present a quarterly financial report and an annual budget to the Board for ratification. They will approve any extraordinary expenditure of funds, and will review all grants and contracts regarding fiscal implications for OWVA.

(b) They will serve as legal trustees of OWVA in all legal matters. The EC may advise the Executive Director to employ an external auditing or legal firm, or any other professional person or organization in order to carry out their fiduciary responsibilities.

3.11 Remuneration. No stated salary shall be paid directors, as such, for their service, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor. An annual “fundraising bonus” may be paid to any director, or officer of the corporation, or to any other person who personally raises charitable gifts of more than \$50,000.00 for OWVA. The fundraising bonus shall not exceed more that 2% of the funds raised by any one individual.

3.12 Loans. No loans shall be made by the corporation to any director.

3.13 Removal. Any director may be removed at any time, with or without cause, by a majority vote of the whole Board of Directors.

ARTICLE IV

Officers

4.1 Designations. The officers of the corporation shall be a President, Corporate Secretary, and Treasurer, Executive Director, and such Assistant Secretaries and Assistant Treasurers as the Board may designate. Such officers shall hold office until their successors are appointed and qualified. Any two or more offices may be held by the same person. All officers shall be active members of OWVA (War Veteran, Associate or Honorary), except as noted in paragraphs 4.4 and 4.5.

4.2 The President. The President shall preside as Chair at all meetings of the Board of Directors, shall have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required of the President. All paid, publicly elected officials are prohibited from serving as President.

4.3 Executive Director. The Executive Director shall be a member of the Board of Directors and shall serve as Vice President, in the absence of the President. The Executive Director shall be responsible for the administration and conduct of the business and affairs of the corporation pursuant to guidelines established by the Board. The Executive Director shall have full authority for direction of the employees of the corporation, if any. The Executive Director, if selected, may be compensated for his or her services in that capacity in such amount and manner as the Board of Directors shall determine. All paid, publicly elected officials are prohibited from serving as Executive Director.

4.4 Secretary and Assistant Secretaries. The Secretary shall issue notices for all meetings, except for notices of special meetings the Board of Directors which are called by the requisite number of directors, shall keep minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors. The Assistant Secretary, or Assistant Secretaries, in the order designated by the Board of Directors, shall perform all of the duties of the Secretary, and at other times may perform such duties as are directed by the Chairman of the Board of Directors. All paid, publicly elected officials are prohibited from serving as Secretary.

4.5 The Treasurer. The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors. The Assistant Treasurer, or Assistant Treasurers, in the order designated by the Board of Directors, shall perform all of the duties of the Treasurer in the absence or disability of the Treasurer, and at other times may perform such other duties as are directed by the Board of Directors. The Board of Directors may appoint a Treasurer who is not a member of OWVA, when the appointee is a professional Certified Public Accountant. All paid, publicly elected officials are prohibited from serving as Treasurer.

4.6 Delegation. If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.

4.7 Vacancies. Vacancies in any office arising from any cause may be filled by a 2/3rd majority vote of the remaining Board of Directors at any regular or special meeting of the Board.

4.8 Other Officers. The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

4.9 Loans. No loan shall be made by the corporation to any officer.

4.10 Term - Removal. The officers of the corporation shall hold office for a term of two years, with no limitation of subsequent terms, or until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.11 Bonds. The Board of Directors may, by resolution, require any and all of the officers to provide bonds to the corporation, with surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE V

Fiscal Year

The corporation's fiscal year shall be from November 1st to October 31st.

ARTICLE VI

Fiscal and Administrative Rules

6.1 Depository. The monies of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

6.2 Books and Records. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors. A receipt or other valid confirmation of expense shall be submitted to the Treasurer, and recorded on any single expenditure of more than \$50.00.

6.3 Fundraising. No more than 25% of OVA's annual budget will be spent directly on fundraising.

6.4 Endowment Funds. No more than 25% of funds raised during any given fiscal year will be placed in endowment accounts, unless permitted by a specific resolution of the Board of Directors, during a fundraising campaign.

6.5 Administrative Costs. No more than 50% of OVA's annual budget will be spent on administrative support, in any given year, except in the case of a project start-up, and with the approval of the Board of Directors. No more than 25% of OVA's annual budget after 2006 will be used for administrative support, with out written approval by the Board of Directors.

ARTICLE VII

Notices

Except as may otherwise be required by law, any notice to any director may be delivered personally or by mail or by electronic mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid.

ARTICLE VIII

Seal

The corporate seal of the corporation, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of the corporation.

ARTICLE IX

Indemnification of Officers, Directors, Employees and Agents

The corporation shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such,

whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE X

Conflicting Interest Transactions

10.1 Definitions. For purposes of this Article:

(a) "Conflicting interest" means the interest a director has respecting a transaction effected or proposed to be effected by the corporation or any other entity in which the corporation has a controlling interest if:

(1) The director knows at the time the corporation takes action that the director or a related person is a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the director's judgment if the director were called upon to vote on the transaction; or

(2) The transaction is brought before the Board for action, and the director knows at the time the Board reviews the transaction that any of the following persons is either a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the director's judgment if the director were called upon to vote on the transaction:

(A) An entity of which the director is a director, general partner, agent or employee;

(B) An entity that controls, is controlled by, or is under common control with one or more of the entities specified in (A); or

(C) An individual who is a general partner, principal, or employer of the director.

(b) "Director's conflicting interest transaction" means a transaction effected or proposed to be effected by the corporation or any other entity in which the corporation has a controlling interest respecting which a director of the corporation has a conflicting interest.

(c) "Qualified director" means any director who does not have either:

(1) A conflicting interest respecting the transaction; or

(2) A familial, financial, professional, or employment relationship with a second director who does have a conflicting interest respecting the transaction, which relationship would, in the circumstances, reasonably be expected to exert an influence on the first director's judgment when voting on the transaction.

(d) "Related person" of a director means:

(1) A child, grandchild, sibling, parent, or spouse of, or an individual occupying the same household as, the director, or a trust or estate of which any of the above individuals is a substantial beneficiary; or

(2) A trust, estate, incompetent, conservatee, or minor of which the director is a fiduciary.

(e) "Required disclosure" means disclosure by the director who has a conflicting interest of:

(1) The existence and nature of the director's conflicting interest; and

(2) All facts known to the director respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the transaction.

10.2 Directors' Action.

(a) Majority Vote. Directors' action respecting a director's conflicting interest transaction is effective if the transaction received the affirmative vote of a majority of (but no fewer than three) qualified directors who voted on the transaction after either required disclosure to them or compliance with Paragraph (b) below.

(b) Director's Disclosure. If a director has a conflicting interest respecting a transaction, but neither the director nor a related person of the director is a party to the transaction, and if the director has a duty under law or professional canon, or a duty of confidentiality to another person, which would prevent that director from making the disclosure described in Paragraph 9.1(e), then disclosure is sufficient if the director:

(1) Discloses to the directors voting on the transaction the existence and nature of the director's conflicting interest and informs them of the character and limitations imposed by that duty before their vote on the transaction; and

(2) Plays no part, directly or indirectly in their deliberations or vote.

(c) Quorum. A majority (but no fewer than three) of the qualified directors constitutes a quorum for purposes of action that comply with this Article. Directors' action that otherwise complies with this Article is not affected by the presence or vote of a director who is not a qualified director.

ARTICLE XI

Amendments

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of this corporation; provided, that the Board will not approve any such alteration, amendment, or repeal that would adversely impact the rights of any class of directors unless such alteration, amendment, or repeal shall first have received the approval of two-thirds (2/3) of the directors of such class.

Adopted by resolution of the corporation's Board of Directors on November 6th, 2003

Troy McDermid, Acting Secretary