

**AMENDED AND RESTATED
BYLAWS OF
NeighborImpact
an Oregon Nonprofit Public Benefit Corporation**

ARTICLE I. MEMBERS; PURPOSE.

Section 1. MEMBERS. NeighborImpact (“Corporation”) shall have no “members” as that term is defined and used in the Oregon Non-profit Corporation Act.

Section 2. PURPOSE. The purpose of the Corporation is to represent and serve the economically disadvantaged of Central Oregon through advocacy, community education, delivery of service, and the provision of affordable housing.

Section 3. NEUTRALITY. The Corporation shall be nonpartisan and nonsectarian.

ARTICLE II. BOARD OF DIRECTORS: NUMBER, POWERS, MEETINGS.

Section 1. DUTIES OF THE BOARD. The affairs of the Corporation shall be governed by a Board of Directors (“Board”). The Board shall have the following duties:

(a) **Duty of Care.** Directors shall discharge their duties in good faith, with due care, and in the best interests of the Corporation.

(b) **Meeting Attendance.** Directors shall prepare for and regularly attend meetings.

(c) **Reliance on Information of Others.** Unless a director has knowledge that makes such reliance unwarranted, a director may rely on information, opinions, reports or statements, if prepared or presented by (a) an officer or employee whom the director reasonably believes is reliable and competent in the matter(s) presented; (b) lawyers, accountants or other persons as to matters the director reasonably believes are within the person’s professional or expert competence; or (c) 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.

Section 2. POWERS. All corporate powers of the corporation, including the management of the affairs and finances, shall be exercised by or under the authority of the board of directors (“The Board”). The Board shall have all the powers provided

pursuant to ORS Chapter 65 (or its corresponding future law), including but not limited to:

- (a) Selection, appointment and dismissal of the executive director of the Corporation;
- (b) Approval of all contracts, grant applications and budgets and operational policies of the Corporation;
- (c) Evaluation of programs;
- (d) Securing an annual audit of the Corporation;
- (e) The right of inspection, including the right to make extracts and copies of documents; and
- (f) The Board may annually review any changes to ORS Chapter 65 related to powers authorized therein.

Section 3. NUMBER OF DIRECTORS. The number of directors in the Corporation shall be not less than nine (9) nor more than fifteen (15). The directors shall be appointed as provided in Section 4 of this Article.

Section 4. BOARD COMPOSITION. Directors of the board shall be residents of Crook, Deschutes and Jefferson counties. Board seats will be allocated geographically insofar as possible to provide representation from the complete tri-county area. The Board composition shall be as follows:

(a) One-third of the Board shall be elected public officials on the date of their selection and currently serving. If the number of elected officials reasonably available and willing to serve on the Board is less than one-third of the Board, the Corporation may select appointed public officials to serve. If a public official selected by the Board cannot serve themselves; they may designate a representative, subject to approval of the Corporation's Board; the representative may, but need not be, a public official. Crook, Deschutes and Jefferson Counties shall each have at least one representative.

(b) At least one-third of the Board shall be representatives of the economically disadvantaged in Crook, Deschutes, and Jefferson Counties, chosen in accordance with democratic selection procedures. One representative in the economically disadvantaged category may annually be appointed by the Head Start Policy Council in accordance with its bylaws subject to approval of the Corporation's Board.

Representatives may qualify by being an eligible consumer of the Corporation's services, by representing a specific organization whose membership is comprised predominately of economically disadvantaged persons, or by representing an organization whose purpose is to aid the economically disadvantaged. Representatives shall be chosen to assure the maximum feasible participation of economically disadvantaged persons.

(c) The remainder of the Board shall be comprised of representatives, officials or members of business, industry, labor, religious, law enforcement, education or other major groups and interests in the community. Board seats will be allocated geographically insofar as possible to provide representation from the complete tri-county area.

(d) In filling the categories above, at least one director of the Board shall have a background and expertise in fiscal management or accounting, at least one shall have a background and expertise in early childhood education and development, and at least one shall be a licensed attorney familiar with issues that come before the governing body. If the Board cannot find members to serve who meet each of these criteria, the Board shall use a consultant or other individual with relevant expertise, with the qualifications described in this paragraph, who shall work directly with the governing body. Other directors shall: (1) reflect the community to be served and include parents of children who are currently, or were formerly, enrolled in Head Start programs; and (2) be selected for their expertise in education, business administration, or community affairs.

Section 5. ELECTION AND TERM OF OFFICE. Directors shall be elected at each annual meeting of the Board or at any regularly scheduled Board meeting when a vacancy exists. All vacancies on the Board, including for unexpired terms or new terms, may only be filled by a simple majority vote of the directors in attendance at a meeting. There is no requirement to provide prior notice to the Board regarding the identity of any nominee or that such an election might occur at a subsequent meeting of the Board. Notwithstanding any other provision contained herein:

(a) Except for any initial adjustments of shorter terms needed in order to create staggered terms, the term of office for each director shall be three (3) years.

(b) At the expiration of the term of office of each respective director of the Board, a successor shall be elected to serve for a term of three (3) years. The directors of the Board shall hold office until the term ends or they resign or are removed by board action. Elected public officials (or their appointees) serve only while they are in public office.

(c) Each director shall affirm annually in writing their intention to serve the balance of their term on the Board.

Section 6. REMOVAL OF DIRECTORS. Any director may be removed, with or without cause, by a vote of two-thirds of the directors currently serving.

Section 7. VACANCIES. A vacancy upon the Board shall automatically be declared when an elected representative's elective term of office is terminated. Vacancies in the Board caused by any reason shall be filled as provided in Article II, Section 5. Any director elected to fill a vacancy shall fill the term of the vacancy and not a new three year term.

Section 8. REGULAR MEETINGS. Regular meetings of the Board shall be held at a time and place as determined by the Board.

Section 9. SPECIAL AND EMERGENCY MEETINGS. Special meetings of the Board shall be held when called by written notice signed by the President, Vice President, or Secretary of the Corporation, or by any two (2) directors. Special meetings of the Board shall be held at the time and place to be determined by the Board. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each director personally, by telephone, or in writing (including email).

Emergency meetings of the Board shall be held when called by written notice signed by the President, Vice President, or Secretary of the Corporation, or by any two (2) directors. Emergency meetings of the Board shall be held at the time and place to be determined by the Board. Notice of such meetings shall be delivered to each director personally, by telephone, or in writing (including email).

Section 10. MEETING BY TELECONFERENCE OR OTHER MEANS. The Board may hold a regular, special or emergency meeting by telephone conference or by any similar means by which all persons participating in the meeting can simultaneously hear each other's communications during the meeting. A director participating in a meeting conducted by any method stated in this section shall be deemed to be present in person at the meeting, and all participating directors shall be informed that a meeting is taking place at which official business may be transacted. Notice consistent with these Bylaws will be given to each director.

Section 11. COMPLIANCE WITH PUBLIC MEETINGS AND PUBLIC RECORDS LAW. The Corporation shall comply with provisions of the public meetings and public records laws, to the degree required by applicable law or contractual obligation.

Section 13. QUORUM OF BOARD OF DIRECTORS. At all meetings of the Board, a majority of the directors currently serving shall constitute a quorum for the transaction of business. If a quorum is present at a meeting, the votes of a majority of the directors currently serving shall constitute a decision of the Board. If less than a quorum is present at any meeting, the presiding officer may announce the continuation of the meeting to a different time and place. Notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment. 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. Any director may attend a meeting of the Board, and be considered for purposes of determining a “Quorum,” if such director participates by telephone or video conference in a manner that such director can participate in discussions of the Board by hearing and being heard by all other directors.

Section 14. COMPENSATION. Directors may not receive compensation for serving on the Corporation’s Board or for providing services to the Corporation. However, they may receive reimbursement or advances from the Corporation for reasonable and documented expenses incurred in the course of performing duties or representing the Corporation in their role as a director or an officer. To the extent the Corporation makes any such reimbursements or advances, it shall do so only in accordance with financial policies established from time to time by the Board.

Section 15. CONDUCT OF MEETINGS. The President shall preside over all meetings of the Board, and the Secretary/Treasurer or their designee shall keep a minute book of the Board, recording therein all resolutions adopted by the Board and a record of all transactions and proceedings occurring at such meetings.

Section 16. EXECUTIVE SESSION. An executive session may be held in accordance with applicable public meetings law.

ARTICLE III. OFFICERS.

Section 1. OFFICERS. The officers of the Corporation shall be a President, Vice President, Secretary/Treasurer. The Board may elect such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board. The officers shall be elected from among the members of the Board by a majority of the members currently serving.

Section 2. PRESIDENT. The President shall have such powers and duties as may be prescribed by the Board from time to time but in general shall:

- (a) Preside at all meetings of the Board.
- (b) Make and present to the Board for confirmation, appointments of directors to committees established by the Board.
- (c) Serve on and preside at all meetings of the Executive Committee, as well as serve as an *ex officio* nonvoting member of all other Corporation committees.
- (d) Coordinate the annual evaluation of the Executive Director.

Section 3. VICE PRESIDENT. The Vice President shall substitute for the President when the President is unable to perform presidential duties. While assuming the office of President, the Vice President shall have the same authority as the President. The Vice President shall have any other powers and duties as may be prescribed by the Board from time to time.

Section 4. SECRETARY/TREASURER. The Secretary/Treasurer shall ensure that there is an accurate record of the proceedings of all meetings, and perform such other duties as may be required in keeping with the office. The Secretary/Treasurer shall have primary responsibility for the preparation of the budget as provided for in these Bylaws and may delegate all or part of the preparation and notification duties to a finance committee, management agent, or both. The Secretary/Treasurer shall have any other powers and duties as may be prescribed by the Board from time to time.

Section 5. ELECTION, TERM OF OFFICE AND VACANCIES. The officers of the Corporation shall be elected annually by the Board at the annual meeting of the Board. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board for the unexpired portion of the term.

Section 6. SALARIES. Officers shall be uncompensated for acting as such.

Section 7. REMOVAL. Any officer may be removed by the Board, with or without cause, by a vote of a majority of the directors currently serving.

ARTICLE IV. COMMITTEES.

Section 1. EXECUTIVE COMMITTEE. The Board may elect an Executive Committee. The Executive Committee shall have the authority to act on behalf of the Board between Board meetings, except as otherwise provided in these Bylaws. The Executive Committee shall report all such actions taken to the Board at the next Board meeting.

Section 2. COMPOSITION OF EXECUTIVE COMMITTEE. The Executive Committee shall be the officers of the Board plus two other directors elected by a majority vote of the directors currently serving. Insofar as possible, the Executive Committee will achieve geographical representation from each county in the tri-county area.

Section 3. GENERAL. The Board may by resolution create one or more other committees as it deems necessary and desirable. Except as provided in Section 5 below, committees are hereby authorized to perform such tasks and to serve for such periods as may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Each committee shall be composed as required by law and shall operate in accordance with the terms of the resolution of the Board designating the committee or with rules adopted by the Board.

Section 4. ADVISORY COMMITTEES. The President may from time to time create and appoint membership to one or more advisory committees. Advisory committees shall be formed to investigate matters or to advise the Board or any officer on a matter and are intended to be for a single purpose and have limited duration. Each advisory committee shall have the task set forth in the authorizing document but in no case shall any advisory committee have any authority to act on behalf of or bind the Corporation or Board in any manner. Advisory committees may be comprised of one or more directors or non-directors.

Section 5. LIMITATIONS ON COMMITTEES. The functions, scope and term of service of such committees shall be determined by the Board. Any committee that exercises the authority of the Board shall be composed of a majority of directors. No committee may (a) authorize distributions; (b) approve or recommend a dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; (c) elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; (d) hire or terminate the executive director; or (e) adopt, amend or repeal the Articles of Incorporation or Bylaws.

Section 6. REPORTING. All standing and special committees shall maintain and distribute to the Board in a timely manner reports of committee meetings.

Section 7. PUBLIC MEETINGS LAW. Corporation committees shall comply with the provisions of the public meetings and public records laws, to the degree required by applicable law or contractual obligation.

ARTICLE V. INDEMNIFICATION: INTERESTED PARTIES.

Section 1. INDEMNIFICATION. The Corporation shall indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director, officer, employee, volunteer, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the Corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The Corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification; substantively, procedurally, and otherwise.

ARTICLE VI. FISCAL YEAR.

The fiscal year of the Corporation shall be set by resolution of the Board.

ARTICLE VII. CONFLICTS.

If there are conflicts or inconsistencies between the provisions of Oregon law, the Articles of Incorporation and these Bylaws, the provisions of Oregon law, the Articles of Incorporation, and the Bylaws (in that order) shall prevail.

ARTICLE VIII. AMENDMENTS.

Section 1. BYLAWS. These Bylaws may be amended or repealed and new Bylaws may be adopted by the Board by a majority vote of the Board at any regular or special meeting, provided that not less than two-thirds of the Board membership is in attendance and that notice of the date, time, place and purpose of the meeting and a full written text of the proposed changes to the bylaws has been provided to each director at least thirty (30) days in advance of the meeting.

Section 2. ARTICLES OF INCORPORATION. The Articles of Incorporation may be amended at any meeting of the Board, provided that notice of the date, place, time and purpose of the meeting and a full text of the proposed amendment be mailed to each member of the Board at least ten (10) days prior to the meeting date, and provided further that a majority of the directors in office vote in favor of the amendment. The undersigned, being the Secretary of NeighborImpact does hereby certify:

That the directors are entitled to exercise all the voting power of said Corporation; and that the directors adopted the foregoing Bylaws as the Bylaws of said Corporation by at a meeting of the Board held January 13, 2014.

Signed:

Linda S. Walker, Secretary