

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

ARTICLE I. MEMBERS; PURPOSE.

Section 1. MEMBERS. The Corporation shall have no members.

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

(a) Assessing and evaluating the needs of the economically disadvantaged of Central Oregon.

(b) Assuring a continuum of services to meet the basic needs of the economically disadvantaged in a dignified manner.

(c) Providing decent housing that is affordable to low and moderate income persons by offering the opportunities and resources to achieve this purpose.

(d) Planning, mobilizing and advocating for private, local, State and Federal resources and programs.

(e) Planning, maintaining and evaluating comprehensive and coordinated delivery systems.

(f) Providing the opportunities and resources to assist people in achieving self-sufficiency.

(g) Ensuring the active participation of the economically disadvantaged in the design and delivery of the Corporation's services and programs.

(h) Serving low and moderate income people's need for community development and community self-help.

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

Section 1. GOVERNING BODY; COMPOSITION. The affairs of the Corporation shall be governed by a Board of Directors. The directors shall be comprised as follows:

(a) One-third of the Board shall be elected public officials on the date of their selection. If there are fewer than one-third of elected public officials reasonably available and willing to serve, appointed public officials or appointed representatives may be counted towards this requirement.

(b) At least one-third of the Board shall be representatives of the economically disadvantaged in Crook, Deschutes and Jefferson Counties.

(c) The remainder of the Board shall be comprised of representatives, officials or members, of business, industry, labor, religious, welfare, education or other major groups and interests in the community.

Section 2. NUMBER OF DIRECTORS. The number of directors in the Corporation shall be not less than twelve (12) nor more than eighteen (18), and the number of directors shall be divisible by three. The Directors shall be appointed as provided in Section 3 of this Article.

Section 3. APPOINTMENT OF DIRECTORS. All members of the Board shall be selected in a manner to assure that they speak and act on behalf of the group or organization or membership classification which they represent. Board members shall be residents of Crook, Deschutes and Jefferson counties. In so far as possible, each county shall have at least one board member from each category of representation and no county shall have less than three representatives.

Annually, the Board of Directors shall issue Public Notice of Petition for Board membership. Said Notice shall be through the local media. Public notice shall also be given when vacancies exist on the Board. Petitioners for a seat on the Board of Directors shall submit a written statement that describes qualifications, interest and community involvement. Petitions for seats can be submitted at any time. The Board of Directors shall fill vacancies from those petitions submitted, by a majority vote at a regularly scheduled Board meeting.

The categories of Directors shall be appointed more particularly as follows:

(a) Public Officials. Public official representatives to the Board will be designated in the following manner: one representative will be a member of the Deschutes County Board of Commissioners; one representative will be a member of the Crook County Board of Commissioners; and one representative will be a member of the Jefferson County Board of Commissioners.

The balance of representatives in this category will be elected public officials currently holding office; in the event there are not enough elected public officials available and willing to serve, the designating officials may select appointed public officials. Both the elected and appointed selected to serve on the Board shall have either general governmental responsibilities or responsibilities which require dealing with poverty-related issues.

(b) Representatives of the Economically Disadvantaged. Board seats will be allocated geographically insofar as possible to provide representation from the complete tri-county area.

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 low-income persons.

(c) Representatives of the Community. Board seats will be allocated geographically insofar as possible to provide representation from the complete tri-county area.

Section 4. APPOINTMENT AND TERM OF OFFICE. Notwithstanding any other provision contained herein:

(a) The term of each director shall be three (3) years.

(b) At the expiration of the initial term of office of each respective member of the Board of Directors, a successor shall be appointed to serve for a term of three (3) years. The members of the Board of Directors shall hold office until their respective successors shall have been appointed by the Corporation.

(c) In November of each year, each Board member shall reaffirm in writing his/her intention to remain on the Board of Directors.

Section 5. REMOVAL OF DIRECTORS. Any director who has three (3) consecutive absences from Board meetings may be removed by a two-thirds majority vote of the directors then in office at a meeting. Any director may be removed by a two-thirds majority vote of the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

Section 6. VACANCIES. A vacancy upon the Board of Directors shall automatically be declared when an elected representative's elective term of office is terminated. Vacancies in the Board of Directors caused by any reason shall be filled as provided in Section 3 of this Article II.

Section 7. REGULAR MEETINGS. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the directors. Notice of the time and place of the meeting shall be communicated to directors by regular mail not less than four (4) days prior to the meeting; provided, however, notice of a meeting need not be given to any director who has signed a waiver of notice or a written consent to holding of the meeting. The Chair may cancel a regular monthly meeting, notifying representatives not less than five (5) days nor more than ten (10) days prior to the meeting. If a quorum cannot be convened, the Executive Director may cancel a meeting.

Section 8. SPECIAL MEETINGS. Special meetings of the Board of Directors 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. The notice shall specify the time and place of the meeting and the nature of any special business to be considered.

The notice shall be given to each director by one of the following methods: (a) by personal delivery; (b) written notice by first class mail, postage prepaid; (c) by telephone communication, including facsimile transmissions, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (d) by electronic mail. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Corporation. Notices sent by first class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by

personal delivery, telephone, or electronic mail shall be delivered, telephoned, or emailed at least seventy-two (72) hours before the time set for the meeting.

Section 9. WAIVER OF NOTICE. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present, and (b) either before or after the meeting each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement after the lack of adequate notice.

Section 10. QUORUM OF BOARD OF DIRECTORS. At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and the votes of a majority of the directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting. If less than a quorum is present at any meeting, the Board members present shall adjourn the meeting to such time and place as they may decide within thirty (30) days of the original meeting. At such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 11. COMPENSATION. No director shall receive any compensation from the Corporation for acting as such unless approved by a majority vote of the Board.

Section 12. INTEREST AND CONFLICT OF INTEREST
The directors and officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation. No contract, transaction or act shall be taken on behalf of the Corporation if such contract, transaction, or act would result in denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. The Board shall have full authority to invest any property of the Corporation at its discretion. However, no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of tax exemption under IRC Section 503 or Section 504 and its regulations as they now exist or as they may hereafter be amended.

INTERESTED PARTIES. A director of the Corporation shall not be disqualified by the director's office from contracting with the Corporation as vendor, purchaser, or otherwise; nor shall any contract or arrangement entered into by or on behalf of the Corporation in which any director is in any way interested be avoided on that account, provided that such contract or arrangement shall have been approved or ratified by a majority of the Board of Directors without counting in such majority the director so interested, although such director may be counted toward a quorum, and the interest shall have been disclosed or known to the approving or ratifying directors.

Section 13. CONDUCT OF MEETINGS. The President shall preside over all meetings of the meetings of the Board of Directors, and the Secretary/Treasurer or his/her designate shall keep a minute book of the Board of Directors, recording therein all resolutions adopted by the Board of Directors and a record of all transactions and proceedings occurring at such meetings.

Section 14. OPEN MEETINGS. All meetings of the Board shall be open to the public, but the public may not participate in any discussion or deliberation unless expressly so authorized by a majority of a quorum of the Board.

Section 15. EXECUTIVE SESSION. The Board may, with approval of a majority of a quorum, adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Corporation is or may become involved, and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

Section 16. ACTION WITHOUT A FORMAL MEETING. Any action to be taken at a meeting of the directors or any action that may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds of the directors.

Section 17. POWERS. The Board of Directors shall be responsible for the affairs of the Corporation and shall have all the powers and duties necessary for the administration of the Corporation's affairs.

The Board of Directors shall delegate the Executive Committee the authority to act on behalf of the Board of Directors on all matters which might arise between meetings of the Board of Directors.

In addition to the duties imposed by these Bylaws or by any resolution of the Corporation that may be hereafter adopted, the Board of Directors shall have the power to and be responsible for the following, in way of explanation, but not limitation:

- (a) Preparation and adoption of an annual budget;
- (b) On behalf of the Corporation, hiring, evaluating, and dismissing the Executive Director. Making rules, regulations and polices assuring that the personnel necessary for the operation of the Corporation and its property and, where appropriate providing for the compensation for such personnel and for the purchase of equipment, supplies and materials to be used by such personnel in the performance of their duties;
- (c) Making and amending policies, rules and regulations;
- (d) Opening of bank accounts on behalf of the Corporation and designating the signatories required;
- (e) Enforcing by legal means the provisions of the Articles, these Bylaws, and the rules and regulations adopted by it and bringing any proceedings which may be instituted on behalf of or against the Corporation;
- (f) Obtaining and carrying any necessary insurance on behalf of the Corporation and causing the Corporation to pay the premium costs thereof;
- (g) Causing the Corporation to pay the cost of all services rendered to the Corporation; and
- (h) Keeping books with detailed accounts of the receipts and expenditures affecting the Corporation and its administration, specifying the expenses incurred.

Section 18. ACCOUNTS AND REPORTS. The following management standards of performance will be followed unless the Board by resolution specifically determines otherwise:

- (a) Accrual accounting, as defined by generally accepted accounting principles, shall be employed; and
- (b) Accounting and controls should conform with established American Institute of Certified Public Accountants (AICPA) guidelines and principles as applied to

voluntary health and welfare organizations. The accounts of the Corporation shall be organized on the basis of separate funds, which account for the financial resources and operations of each grant.

Section 19. BORROWING. The Board of Directors shall have the power to cause the Corporation to borrow money for any legal purpose of the Corporation.

ARTICLE III. OFFICERS.

Section 1. OFFICERS. The officers of the Corporation shall be a President, Vice President, Secretary/Treasurer. The Board of Directors 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 of Directors. Any two (2) or more offices may be held by the same person, excepting the offices of President and Secretary. The officers shall be elected from among the members of the Board of Directors.

Section 2. EXECUTIVE COMMITTEE. The Executive Committee shall reflect the geographical make-up of the Board. The Executive Committee shall be the officers of the Board plus two at-large members elected by the entire Board, plus one or more members appointed by the President if necessary to achieve geographic representation. Members of the Executive Committee shall serve a one-year term.

Section 3. ELECTION, TERM OF OFFICE AND VACANCIES. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. SALARIES. Officers shall be uncompensated for acting as such.

Section 5. REMOVAL. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

Section 6. POWERS AND DUTIES. The officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board of Directors. The President shall be the President of the Board of the Corporation. The President shall preside at all meetings of the Board of Directors and

Executive Committee; and shall be entitled to vote on all matters before the Board of Directors and Executive Committee. The President shall appoint such committees as he or she may desire or are required by the Bylaws. The President shall make and present to the Board of Directors for confirmation appointments of Board members to special committees. The Vice President shall substitute for the President when the he or she is unable to perform presidential duties. While assuming the office of President, the Vice President shall have the same authority as the President. 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.

Section 7. RESIGNATION. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary/Treasurer. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8. AGREEMENTS, CONTRACTS, DEEDS, LEASES, CHECKS. All agreements, contracts, deeds, leases and other instruments of the Corporation shall be executed by at least one (1) officer and the Executive Director or delegated staff person or by such person or persons as may be designated by resolution of the Board of Directors. Checks issued by the Corporation may be executed by signature of one (1) officer, the Executive Director or Assistant Director or by such person or persons designated by resolution of the Board of Directors and authorized by the Board of Directors to be a signatory for the Corporations savings and checking accounts.

ARTICLE IV. INDEMNIFICATION: INTERESTED PARTIES.

Section 1. INDEMNIFICATION. The Corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Business Corporation Act any person who has been made, or is threatened to be made a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a director or officer of the Corporation. The right to and the amount of indemnification shall be determined in accordance with the provisions of the Oregon Nonprofit Business Corporation Act in effect at the time of determination.

ARTICLE V. COMMITTEES.

Section 1. GENERAL. Committees 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 are hereby authorized. Such committees shall perform such duties and have such powers as may be provided in the resolution. Each committee shall be composed as required by law and shall operate in accordance with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors.

ARTICLE VI. AMENDMENTS.

Section 1. GENERAL. These Bylaws may be amended or repealed and new Bylaws may be adopted by the Board of Directors by a majority vote of the Board of Directors at any regular or special meeting, provided that not less than two-thirds of the Board membership is in attendance and a full written text of the proposed changes has been provided thirty (30) days in advance of the meeting.

ARTICLE VII. MISCELLANEOUS.

Section 1. FISCAL YEAR. The initial fiscal year of the Corporation shall be set by resolution of the Board of Directors.

Section 2. PARLIAMENTARY RULES. Except as may be modified by Board resolution establishing modified procedures, Robert's Rules of Order (current edition) shall govern the conduct of Corporation proceedings when not in conflict with Oregon law, the Articles of Incorporation, or these Bylaws.

Section 3. 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.

Section 4. NEUTRALITY. The Corporation shall be nonpartisan and nonsectarian.

Section 5. COMPLIANCE WITH IRC SECTION 501(c). Notwithstanding any other provision of these Bylaws, no director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the

Corporation not permitted to be taken or carried on by an organization exempt under IRC Section 501(c) and its regulations as they now exist or as they may hereafter be amended.

Section 6. INSPECTION BY DIRECTORS. The right of inspection by a Director includes the right to make extracts and copies of documents.

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 resolution passed at a meeting of the Board of Directors held January 12, 2004.



LINDA S. WALKER, SECRETARY