

**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 Nonprofit Corporation Act.

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

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. Directors who fail to regularly attend Board meetings, as determined by the Board or Board policy, are subject to removal under Article II, Section 6.

(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. Except as otherwise provided herein, the Board shall have all of the general powers provided pursuant to ORS 65.077 (or its corresponding future law), including but not limited to:

- (a) Make and amend the bylaws;
- (b) Sell, convey, mortgage and pledge real property,
- (c) Borrow money, issue notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of any kind of its property, franchises or income;
- (d) The ability to dissolve, merge or reorganize as provided in ORS Chapter 65;
- (e)
- (f) Designate the authority of, and the selection, appointment and dismissal of, the executive director of the Corporation;
- (g) Designating authority for approval of all contracts, grant applications and budgets and operational policies of the Corporation;
- (h) Evaluation of programs;
- (i) Securing an annual audit of the Corporation;
- (j) The right of inspection, including the right to make extracts and copies of documents; and
- (k) 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 elected by the Board as provided in Section 5 of this Article.

Section 4. BOARD COMPOSITION. Directors of the board shall be residents of Crook, Deschutes or Jefferson counties or the Confederated Tribes of Warm Springs. The Corporation recognizes the importance of representation from the Confederated Tribes of Warm Spring on the Board when feasible. Except for the Head Start Policy Council appointed board position, 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 selected by the Corporation's Board of Directors. To qualify for Board service, the elected public official must be currently serving in their elected office on the date of their selection and thereafter throughout their Board term. If the number of elected public officials reasonably available and willing to serve on the Board is less than one-third of the membership of the Board, the Corporation's Board of Director's may select an appointed public official to serve. To qualify for Board service, the appointed public official must be currently serving in an appointed position on the date of their selection and thereafter throughout their Board term. If either the elected or appointed public official cannot serve him or herself, the elected or appointed public official may designate a representative, subject to the approval of the Corporation's Board. The representative may, but need not be, a public official. The named (and Board approved) representative is an independent director, and he or she exercises all of the rights and privileges of a director, independent of the views of their respective elected or appointed public official (b)

At least one-third of the Board shall be representatives of the economically disadvantaged in Crook, Deschutes, and Jefferson Counties and Confederated Tribes of Warm Springs, chosen in accordance with democratic selection procedures. The Board may define "economically disadvantaged" by resolution or policy. 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.

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 majority vote of the directors currently serving. Notwithstanding any other provision contained herein:

(a) 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.

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

(c) A newly elected director shall serve in an ex-officio, non-voting, and be designated as a director-elect until he or she has completed his or her orientation to board service or his or her designated term of office commences.

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. Notwithstanding the foregoing, an elected or appointed public official serving on the Board shall automatically be removed as a director at such time as he or she is no longer then serving in an elected or appointed public office. Similarly, a representative appointed by an elected or appointed public official shall automatically be removed as a director at such time as his or her respective elected or appointed public official is no longer then serving in their elected or appointed public office. Such a representative may also be removed at the pleasure of the elected or appointed public official on whose behalf he or she is appointed as a representative, upon written notice (including email notice) from the elected or appointed public official to the Corporation.

A director-elect who does not complete his or her orientation to board service within 90 days of his or her election shall lose his or her director-elect designation and shall not be eligible to be seated as a Board member.

Section 7. VACANCIES. A vacancy upon the Board may automatically be declared when an elected or appointed public official's elective or appointed 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. 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 and the public 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.

Section 11. COMPLIANCE WITH PUBLIC MEETINGS AND PUBLIC RECORDS LAW. The Corporation shall comply with provisions of the public meetings law 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. Effective January 1, 2020, 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. 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. A director’s presence or absence shall not be used in determining a quorum until he or she has completed his or her required board orientation.

Section 14. PROXY. Except as otherwise allowed by Article II, Section 4(a), Directors may not appoint a proxy to vote or otherwise act for director. Directors must vote in person at a meeting either by physical attendance at the meeting or through participation by phone or other permitted electronic means.

Section 15. 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. The corporation shall not make a loan, guarantee and obligation or modify a preexisting loan or guarantee to or for the benefit of a director or officer of the corporation.

Section 16. CONDUCT OF MEETINGS. The President shall preside over all meetings of the Board, and the Secretary/Treasurer or his or her 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 17. EXECUTIVE SESSION. An executive session may be held in accordance with applicable public meetings law.

Section 18. CONFLICT OF INTEREST. A disclosure statement of conflict of interest shall be filed annually with the board secretary/treasurer by each board member. Conflicts shall be announced to the board of directors. A board member who develops a conflict of interest in between filings of annual statements shall promptly advise the board and complete an updated disclosure statement. The disclosure statement shall be in a form prescribed by the board and acceptable to the U.S. Housing and Urban Development Department, Internal Revenue Service and other regulatory authorities.

ARTICLE III. OFFICERS AND EXECUTIVE DIRECTOR.

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 Board 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 recommendations for appointments or removal 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, except that the President may cast a vote to approve loans as a member of a loan committee or a committee acting as a loan committee. Additionally, the president may cast a vote to approve other committee action, when such vote is needed to secure a majority of a committee in order to ratify action on behalf of the board. The presence or absence of the president shall not count toward quorum of any committee.
- (d) Coordinate the annual evaluation of the Executive Director.
- (e) Appoint and remove non-director committee members, and appoint and remove committee chairs.

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 Board 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.

Section 8. EXECUTIVE DIRECTOR. The executive director is hired by the Board and shall report directly to the Board. The executive director has day-to-day responsibilities for the Corporation and the general executive powers and duties of supervision and management usually vested in a chief executive officer, including carrying out the Corporation's goals and policies. The executive director shall have the authority on behalf of the Corporation to exercise the general powers set forth in ORS 65.077, except those powers expressly reserved to the Board in the Bylaws. The executive director will attend all board meetings, except as excused by the board chair, report on the progress of the Corporation, answer questions posed by the board, and perform other duties as may be assigned by the Board from time to time.

ARTICLE IV. COMMITTEES.

Section 1. EXECUTIVE COMMITTEE. The Board may appoint 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 and/or applicable law. 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 include geographical representation from each county in the tri-county area. A director from the Confederate Tribes of Warm Springs may be elected in lieu of a director from Jefferson County.

Section 3. GENERAL. The Board may by resolution create one or more standing committees as it deems necessary and desirable, composed of directors and/or non-directors. Each committee shall consist of two or more directors, who shall serve at the pleasure of the Board. The creation of a committee and appointment of directors to a

committee (or designation of the method of selecting committee members) must be approved by a majority of all of the directors in office when the action is taken. 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. For committee meetings, a majority of the committee members currently serving shall constitute a quorum, and the vote of a majority of the committee members currently serving shall constitute a decision of the committee. 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. No committee may (a) authorize distributions; (b) approve 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. A committee may be authorized by Board action to act on behalf of the Board, but when acting on behalf of the Board, only director-members of the committee may vote. When a committee exercises board authority, the quorum of the committee is a minimum of three directors, duly appointed to the committee, present and voting.

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 OF DIRECTORS. Except as otherwise provided herein, the Corporation shall indemnify an individual against liability incurred in a proceeding to which the individual was made a party because the individual is or was a director if: (a) the conduct of the individual was in good faith; (b) the individual reasonably believed that the individual's conduct was in the best interests of the Corporation, or at least not opposed to the Corporation's best interests; and (c) in the case of a criminal proceeding, the individual did not have reasonable cause to believe the conduct of the individual was unlawful. The Corporation may not indemnify a director unless authorized in the specific case after a determination has been made, by a majority vote of a quorum consisting of directors not then parties to the proceeding, that indemnification of the director is permissible because the director has met the standard of conduct set forth above; or alternatively if a quorum cannot be obtained as described above, by a majority vote of a committee duly designated by the Board consisting solely of two or more directors not at the time parties to the proceeding. A director may not be indemnified until twenty (20) days after the effective date of written notice to the Attorney General of the State of Oregon of the proposed indemnification. The Corporation may not indemnify a director in connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation, or a proceeding that charged the director with and adjudged the director liable for improperly receiving a personal benefit. Indemnification permitted in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding. The Corporation must indemnify a director who was wholly successful, on the merits or otherwise, in defense of any proceeding to which the director was a party because of being a director of the Corporation, against reasonable expenses (including attorney fees) incurred by the director in connection with the proceeding. The Corporation will pay for or reimburse 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 described herein, and furnishes a written undertaking, executed by the director, to repay the advance if the director is ultimately determined not to have met the standard of conduct. An authorization of payments for advancement of expenses may be made by resolution of the Board or by contract.

Section 2. INDEMNIFICATION OF OFFICERS, EMPLOYEES AND AGENTS. The Corporation will indemnify and advance expenses to an officer of the Corporation to the same extent as a director, as described in Section 1 above. The Corporation may indemnify and advance expenses to an employee or agent of the Corporation to the same extent as a director, as described in Section 1 above.

ARTICLE VI. FISCAL YEAR.

The fiscal year of the Corporation shall be July 1 to June 30 of each year unless otherwise designated by resolution of the Board.

ARTICLE VII. CONFLICTS.

If there are conflicts or inconsistencies between the provisions of Federal law, Oregon law, the Articles of Incorporation and these Bylaws, the provisions Federal law, 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 Amended Bylaws as the Bylaws of said Corporation by at a meeting of the Board held October 10, 2019.

Signed:



Brenda Comini, Secretary