

Wilkes-East Neighborhood Association Bylaws

Revised and Approved: August 27, 2012

Article I – Board Of Directors

1. Composition

The Wilkes-East Neighborhood Association (hereinafter “Association”) shall be governed by a Board of Directors (hereinafter “Board”) composed of no less than three (3) and no more than nine (9) persons.

2. Powers

The Board shall have all of the powers necessary to administer the affairs of the Association as granted under these Bylaws and by Oregon Revised Statutes (hereinafter “ORS”) Chapter 65 and City of Gresham Municipal Code (hereinafter “GMC”) Chapter 2, Article 2.60. The Board may make routine day-to-day decisions, including planning events and meetings, discussing the manner in which decisions will be implemented, or duties required or authorized by these Bylaws. The act of the majority of the Board members present at a Board Meeting at which a quorum is present shall be the act of the Board, unless a greater proportion is required by law or these Bylaws.

3. Qualifications

All directors shall be Association members and all Association members eligible to vote, as defined herein, shall be eligible for election to the Board provided that no more than thirty-five percent (35%) of Board positions filled may be held by:

- A. Persons residing in the same physical structure.
- B. Persons residing on the same tax lot as recorded by Multnomah County.
- C. Persons who are members of the same extended family, which shall include spouses, domestic partners, parents, grandparents, siblings, aunts, uncles, cousins, nieces, nephews, children, and grandchildren, whether by blood, adoption, or marriage.
- D. Non-resident property owners.
- E. Persons who are representatives of public or private schools, for-profit companies, or non-profit organizations.

4. Election

Directors are elected by a majority vote of the members present in person at an Annual Membership Meeting of the Association at which a quorum has been established, as defined herein.

5. Term of Office

Directors shall serve until the next Annual Membership Meeting, a term of approximately one year. There are no term limits and persons may serve as long as they are properly elected to the position according to the requirements of these Bylaws.

6. Removal

Any Board member, upon having failed to attend three (3) consecutive Membership Meetings, failed to attend at least fifty percent (50%) of all Board Meetings, or been convicted of a felony or of a Class C or greater misdemeanor, may be removed upon written notice and a two-thirds majority vote of the entire Board.

Any Board member having failed to fulfill the duties of his/her position, failed to work to advance the purposes of the Association, or knowingly acted in violation of these Bylaws may be removed by a two-thirds majority vote of the Association's members in attendance at a Special Meeting called for that purpose.

7. Vacancies

Vacancies on the Board shall be promptly filled according to the terms described in this Section and the minutes shall reflect the circumstances of the vacancy and the result of any subsequent appointment or election.

A. Special Circumstances

If a Board position is vacated by resignation, death, criminal conviction, or the loss of eligibility for membership in the Association, the Board may, upon a majority vote, appoint a member to fill the vacancy. Such appointee shall serve the remainder of the unexpired term until his/her successor is elected.

B. Action of the Board

If a Board member is removed by an action of the Board, a new Board member shall be elected at the next Membership Meeting, by nomination from the floor, according to the requirements of these Bylaws.

C. Action of the Membership

If a Board member is removed by action of the Association membership, a new Board member shall then be elected at the same meeting, by nomination from the floor, according to the requirements of these Bylaws.

8. General Duties

The Board shall be collectively responsible for electing a Chairperson, Vice-Chairperson, Treasurer, and Secretary, appointing the officers of the Association, and setting the policies and positions of the Association to be carried out by its Officers.

All members of the Board shall perform the following duties and any the Board shall assign:

- A. Regularly attend Association meetings.
- B. Actively participate in Board, Committee, and/or Association work.
- C. Accept Board assignments and complete them thoroughly and on time.
- D. Stay informed about matters affecting the Association, properly prepare for meetings, and review and comment on minutes, reports, and issues that come before the Board.
- E. Support collegial working relationships that contribute to effective governance.
- F. Participate in annual evaluation and planning efforts.
- G. Support fund raising activities.

9. Special Duties

In addition to the general duties described above and any the Board shall assign, certain Board positions shall perform specific duties as described in this Section.

A. Chairperson

1. Provide leadership to the Board.
2. Set agendas and chair meetings of the Board.
3. Insure the Board functions effectively and fulfills its duties.
4. Recruit Board and other talent for volunteer assignments.

B. Vice-Chairperson

1. Insure the Board addresses matters of institutional governance that relate to its own structure, role and relationship to its members.
2. Perform the responsibilities of the Chairperson when s/he cannot be available.
3. Guide and mediate Board actions with respect to Association priorities and governance.

C. Treasurer

1. Prepare and monitor the Association budget.
2. Insure all Association financial policies are followed.
3. Create and provide a financial status report annually and upon request of the Board.
4. Maintain all bank accounts.
5. Meet all state (DOR) and federal (IRS) filing requirements for 501(c)3 non-profit corporations.

6. Perform the responsibilities of the Chairperson when s/he and the Vice-Chairperson cannot be available.

D. Secretary

1. Record, or delegate and oversee the recording of, the minutes of all meetings in accordance with the requirements of ORS 192.650.
2. Provide the Board with draft minutes of any meeting within thirty (30) days of said meeting.
3. Provide the Board and City of Gresham with final minutes within fourteen (14) days of approval.
4. Maintain a file of Association documents and correspondence.
5. Directly, or in coordination with the Communications Director, issue all public notices as required by ORS 192.640.

Article II – Officers

1. Officers

The Association Chairperson, Vice-Chairperson, and Treasurer, by virtue of their election by the Board of Directors to those positions, shall be the President, Vice-President, and Finance Director, respectively. In addition, the Board of Directors shall appoint, from amongst its elected members, a Land Use Director. At its discretion, the Board of Directors may also appoint from amongst its elected members, or from the general membership of the Association, Communications, Public Safety, Transportation, and/or Recreation & Environment Directors. A list of current officers shall be kept on file with the City of Gresham.

2. Term of Office

All officers shall be appointed annually by the Board. Each officer shall hold office until his/her successor has been duly appointed or until such time as the Board withdraws the appointment.

3. Duties

All Association Officers shall attend and participate in Board Meetings, complete all work as assigned, consider the best interests of all Association Members, support the goals of the Association, and represent the Association with conduct that is professional and appropriate.

In addition, the specific duties of each Association Officer pertaining to his/her appointed position shall be as follows:

A. President

1. Represent the Association.
2. Encourage strategic planning.
3. Serve as ex officio member of committees and attends their meetings when invited.
4. Play a leading role in fund-raising activities.
5. Annually evaluate the performance of the Association in achieving its mission.
6. Perform any other assignments the member agree are appropriate and desirable.

B. Vice-President

1. Maintain the master copy of the Association Bylaws.
2. Insure the City of Gresham receives amended Bylaws within two weeks of approval.
3. Recommend corrections, changes, and updates to these Bylaws.
4. Serve as a resource to the Board and membership on proposed amendments and parliamentary procedure.
5. Interpret and uphold these Bylaws.
6. Draft amendments to these Bylaws.
7. Insure these Bylaws accurately reflect the will of the membership and the purposes of the Association.
8. Insure that Association business is conducted in a manner consistent with state and local laws and these Bylaws.
9. Perform the responsibilities of the President at the direction of the President or when the President is not available.

C. Land Use Director

1. Receive and respond to land use notifications on behalf of the Association.
2. Report land use notifications to the Board and recommends action to be taken.
3. Work with developers and other land use applicants where Early Neighborhood Notification is required.
4. Act as a resource for the Board regarding land use issues.

D. Finance Director

1. Manage the finances of the Association.
2. Create and provide annual budget and financial statements.
3. Collect and disburse funds at the direction of the Board.
4. Insure that funds are utilized in accordance with Association purposes and Board actions.
5. Report any financial irregularities, concerns, opportunities, and/or recommendations to the Board.
6. Oversee all financial transactions including short and long-term investments.
7. Audit the financial records of the Association in advance of the Annual Membership Meeting and report the results to the Board.
8. Plan and engage in fund-raising activities to provide financial support for the programs and projects of the Association.
9. Monitor fund-raising efforts to insure that ethical practices are followed, donors are appropriately acknowledged, and fund-raising activities and programs are cost-effective.
10. Insure the development and review of financial policies and procedures.

E. Communications Director

1. Provide any and all notifications as required by these Bylaws and according to the provisions described herein.
2. Publish and maintains an Association web site.
3. Work with the Gresham Office of Governance & Management, or such subsequent department as shall be assigned its duties, to provide information for publication and to make use of any funds and/or programs available to facilitate communication with Association members.
4. Produce and distribute introductory information about the city, neighborhood, and Association to new residents.
5. Edit, publish, and distribute an Association newsletter on a schedule as determined by the Board.
6. Provide assistance to other Board members or committees with respect to communications.
7. Act as liaison for the Association with appropriate publications, media, etc.

F. Public Safety Director

1. Monitor, acquire, and report public safety information including crime statistics, incident data, and any other related information the Board may request.
2. Promote, provide, enhance, and/or facilitate crime prevention and disaster response education and activities.
3. Work with Association members to correct or mitigate conditions that encourage and/or facilitate criminal activity or threaten the safety of Association members.
4. Provide, in partnership with the Communications Director, notification of significant public safety threats, incidents, and other information to Association members.
5. Work with, and promotes the public safety interests of the Association to, law enforcement authorities, government agencies, and other entities responsible for and/or providing public safety services and disaster response within the Community.
6. Coordinate with and/or assist peers in other neighborhood associations on public safety matters of mutual interest and impact.
7. Represent the public safety interests of the Association in applicable forums, meetings, and/or assemblies.

G. Transportation Director

1. Monitor, acquire, and report transportation information including accident and traffic statistics, street maintenance data, and any other related information the Board may request.

2. Work with, and promote the transportation interests of the Association to, government agencies and other entities responsible for providing, maintaining, and/or operating transportation infrastructure and facilities within the Community and/or that serve it.
3. Promote requirements, physical modifications, and/or procedures that limit, reduce, or eliminate negative transportation-related effects such as noise, pollution, speeding, and congestion.
4. Coordinate with and/or assist peers in other neighborhood associations on transportation matters of mutual interest and impact.
5. Represent the transportation interests of the Association in applicable forums, meetings, and/or assemblies.

H. Recreation & Environment Director

1. Acquire and report information on the state of recreation facilities, environmental concerns, opportunities for improvement, and any other related information the Board may request.
2. Encourage the protection of natural areas, wetlands, urban wildlife, historic trees, and other natural elements within the Community.
3. Promote the use, enhancement, and/or development of parks, recreation facilities, green-spaces, and other natural areas within the Community.
4. Encourage the maintenance and improvement of air and water quality.
5. Act as liaison for the Association with various environment-related entities such as Gresham Parks & Recreation, East Multnomah Soil and Water Conservation District, Metro Parks, People for Parks, etc.

Article III – Committees

1. Establishment

The committees described herein may be established upon a majority vote of the Board, provided that at least two (2) Members in addition to the committee Chairperson shall accept appointment and be confirmed by the Board. Once established, a committee shall remain in existence until such time as committee membership, including the Chairperson, shall fall below three (3) members.

2. Name and Purpose

The committees that may be established by the Board are as follows:

A. Bylaws Committee

The Bylaws Committee shall be chaired by the Vice-President and is responsible for assisting the Vice-President in carrying out his/her duties with respect to issues concerning Association bylaws, rules, and procedures.

B. Finance Committee

The Finance Committee shall be chaired by the Finance Director and is responsible for assisting the Finance Director in carrying out his/her duties with respect to managing the financial aspects of the Association.

C. Land Use Committee

The Land Use Committee shall be chaired by the Land Use Director and is responsible for assisting the Land Use Director in carrying out his/her duties with respect to proposed land use issues that affect the Community.

D. Communications Committee

The Communications Committee shall be chaired by the Communications Director and is responsible for assisting the Communications Director in carrying out his/her duties with respect to facilitating communication between the Association and various internal and external constituencies.

E. Public Safety Committee

The Public Safety Committee shall be chaired by the Public Safety Director and is responsible for assisting the Public Safety Director in carrying out his/her duties with respect to addressing public safety issues affecting the Community.

F. Transportation Committee

The Transportation Committee shall be chaired by the Transportation Director and is responsible for assisting the Transportation Director in carrying out his/her duties with respect to transportation issues (including vehicle, rail, aircraft, pedestrian, and bicycle) affecting the Community.

G. Recreation & Environment Committee

The Recreation & Environment Committee shall be chaired by the Recreation & Environment Director and is responsible for assisting the Recreation & Environment Director in carrying out his/her duties with respect to recreation facilities and opportunities within, as well as environmental issues affecting, the Community.

3. Qualifications

All committee members shall be Association members and all Association members are eligible for appointment to any committee, subject to the following limitations:

- a) Except for the committee Chairperson, no committee member may be a member of the Board.
- b) No committee member may be concurrently appointed to more than two (2) committees.

4. Appointment

Committee members shall be appointed by the committee Chairperson and confirmed by a majority vote of the Board.

5. Duties

All committee members shall attend and participate in committee meetings, complete all work as assigned, and consider the best interests of all Association Members when considering recommendations to the Board.

In addition, the specific duties of each Committee Chairperson shall be as follows:

- A. Set the tone for, and manage the work of, the committee.
- B. Assign work to the committee members.
- C. Set the agenda and handle administration of the meetings.
- D. Ensure committee members have the information needed to do their jobs.
- E. Report committee recommendations to the full Board.
- F. Initiate and lead the committee's annual evaluation.

6. Other Committees

Ad hoc committees created for a specific purpose and for a predetermined period of time may be established at any time upon a majority vote of the Board.

Article IV – Meetings

1. General Requirements

All meetings are open to the public and must satisfy the quorum requirements described herein. An "attendance sheet" or other record of attendees shall be maintained for each Membership Meeting and the minutes shall record the attendees of each Board Meeting. It is the responsibility of each member to record his/her presence at any Membership Meeting s/he attends. The Board shall keep the personal information of attendees private and use said information only for Association purposes.

2. Types

Meetings of the Association shall be one of the following types:

A. Membership Meeting

A meeting of the general membership called for the purpose of addressing any and all business that may come before the Association. The number of such meetings shall be determined by a majority vote of the Board, but in no case shall there be less than three (3) Membership Meetings in each calendar year. One Membership Meeting each year shall be scheduled after the Labor Day and before the Thanksgiving holidays and declared an "Annual Membership Meeting" wherein the general membership shall hear annual reports from the Board and any committees

and elect the Board of Directors for the coming year pursuant to Gresham Municipal Code Chapter 2, Article 2.60(3).

B. Board Meeting

A meeting of the Association Board called for the purpose of conducting the business of the Association. The number of such meetings shall be determined by a majority vote of the Board, but in no case shall there be less than four (4) such meetings in each calendar year.

C. Special Meeting

A Membership Meeting or Board Meeting called for the exclusive purpose of addressing a specific issue. A Special Meeting may only address the particular issue for which it was convened and no other business may be discussed or acted upon. Special Meetings shall not count in meeting the minimum meeting requirements defined herein.

D. Emergency

A Membership Meeting or Board Meeting called for the exclusive purpose of addressing an urgent issue as determined by the Chairperson or Vice-Chairperson of the Board. An Emergency Meeting may only address the emergency situation and no other business may be discussed or acted upon. The minutes shall describe the emergency situation and any action taken by the Board. Emergency meetings shall not count in meeting the minimum meeting requirements defined herein.

3. Date and Time

The date, time, and location of all meetings shall be determined by a majority vote of the Board. The Board shall be obligated to select a date and time reasonably expected to be available for attendance by a majority of the membership.

4. Petition

The Board shall call a Membership Meeting within thirty (30) days upon receipt of a written request for such meeting signed by no less than the number of Association members necessary to constitute a quorum as defined herein. If the request is for an Emergency Meeting, the request shall document the circumstances of the emergency and the Board shall hold the meeting as soon as practicable.

5. Location

All meetings shall be held within the boundaries of the Wilkes-East Neighborhood Association unless a local facility cannot be secured in which case the meeting shall be held at a facility within one quarter (1/4) mile of any Association boundary or at Gresham City Hall.

6. Notification

Notice of any meeting shall be made to the Association membership according to the requirements set forth in this Section. The Association shall provide said notice to a majority, and make every reasonable effort to provide such to all, of its members, except where such efforts would represent a financial hardship for the Association.

A. Deadlines

1. Membership Meetings shall be announced at least fourteen (14) calendar days in advance.
2. Board Meetings shall be announced at least fourteen (14) calendar days in advance unless such meetings are regularly scheduled for the same time and place and notification of such schedule has been made at least once during the previous twelve (12) months.
3. Special Meetings shall be announced at least twenty-one (21) days in advance of the meeting and shall describe the issue(s) to be addressed at the meeting.
4. Emergency Meetings shall be announced at least twenty-four (24) hours in advance of the meeting and shall describe the emergency.

B. Method

Notification of all meetings, unless otherwise exempted herein, shall be accomplished through a notice of meeting, newsletter, handbill, or other reasonable method and shall include the date, time, place, and primary agenda items of the meeting. Notice of any via any two of the following means:

1. Delivered via U.S. Postal Service.
2. Posted in no less than five locations open to the public and within the Association boundaries.
3. Delivered by hand.
4. Published on the Association or City of Gresham web site.
5. Delivered via electronic mail.
6. Published in any local publication of general circulation.

7. Agenda

The Chairperson, or his/her designee, shall prepare the agenda for all meetings indicating the items to be discussed and their sequence. The agenda for any Membership Meeting shall include an opportunity for conducting business "for the good of the order" or another method for addressing items not on the agenda. Any member of the Association eligible to vote may request that the agenda for a Membership Meeting include a specific subject by contacting the Chairperson or another member of the Board no less than twenty-one (21) calendar days in advance of the next Membership Meeting.

8. Quorum

A quorum must be established and maintained whenever substantive action takes place at a meeting. Any action taken in the absence of a quorum, as defined herein, shall be invalid.

A. Membership Meeting

A quorum shall be established in any Membership Meeting when the number of members present and eligible to vote, excluding Board Members, is at least ten (10) persons or twice the number of members elected to the Board of Directors at the time the meeting shall convene, whichever shall be greater.

In the event a quorum cannot be established in any of three consecutive Membership Meetings announced to the public, then a quorum shall be established in a Membership Meeting when the number of members present and eligible to vote, including board members, is at least sixty percent (60%) of the number of members elected to the Board of Directors at the time the meeting shall convene. This reduced quorum requirement shall continue until such time as a Membership Meeting is convened wherein a full quorum is achieved.

B. Board Meeting

A quorum shall be established in any Board Meeting by the presence of at least sixty percent (60%) of the members elected to the Board of Directors at that time.

9. Procedures

Meetings shall be presided over by the Chairperson or, in his/her absence or by his/her designation, the Vice-Chairperson or, in the absence of these persons, a Board Member designated by a majority vote of the Board of Directors or, if such designation is not timely, by a majority vote of the Association Members present.

The Association Secretary shall act as Secretary for all meetings of the Association, provided that, in his/her absence, the presiding officer shall appoint another Board Member to act as Secretary of the Meeting.

The Association shall follow Robert's Rules of Order (as most recently revised) in all areas unless otherwise specified herein or by law. Decisions of the Association shall be made by a majority vote of those members present and eligible to vote unless otherwise specified herein or required under Robert's Rules of Order or state law. The Board and Association shall conduct its affairs in compliance with the City of Gresham administrative procedures pursuant to Gresham Municipal Code Article 2.60.

10. Minutes

The minutes of each meeting shall, at a minimum, record the following information:

- A. The date, time, and location of the meeting.

- B. The number of Association members and guests present for Membership Meetings or the names of Board members and guests for Board Meetings.
- C. A summary of Board and committee reports, if any.
- D. A statement of all actions, motions, proposals, and resolutions including the names of those proposing and seconding.
- E. The results of all votes taken.
- F. A summary of all substantive discussion including minority opinions.
- G. The name and position of the person submitting the minutes.

Minutes shall be approved at the next meeting of the same type at which a quorum is established and may be approved without being read at the meeting. A copy of the minutes shall be provided to the City of Gresham. Copies of minutes are available to the public upon request, subject to a reasonable fee as may be established by the Board.

Article V – Voting

1. Eligibility

Residents eligible to vote in the State of Oregon, pursuant to Oregon Constitution Article II Sections 1 through 5, and non-resident property owners and authorized representatives of public or private schools, for-profit companies, and non-profit organizations, eligible to vote in the state of their residence, shall be eligible to vote in any election or on any matter brought before the general membership of the Association.

2. Challenge

Upon challenge by any eligible voting Member, a Member may be required to provide a driver's license, voter registration card, or other document giving reasonable evidence of eligibility to vote pursuant to the requirements in this Section.

3. Discrimination

No Member may be declared ineligible to vote on the basis of race, religion, ethnicity, gender, sexual orientation, disability, national origin, income, or political affiliation.

4. Method

Voting may be accomplished by voice, standing (rising), or counted vote or by ballot, selected at the discretion of the presiding officer. Voting by proxy, mail or absentee ballot, video conference, or teleconference is prohibited.

5. Action

Each eligible voting Member shall have one (1) vote on each matter submitted to a vote of the general membership. Each Director shall have one (1) vote on each matter submitted to a vote of the Board. If any vote should result in a tie, the matter submitted to the vote shall fail.

6. Disputes

Any eligible voting Member may challenge a voice or standing (rising) vote, if done so immediately after such vote, and request a counted vote wherein individual members are polled. Upon such request, a counted vote shall be taken and the results recorded in the minutes.

Article VI - Finances

1. Financial Support

No dues or fees for membership in the Association shall be required or collected pursuant to Gresham Revised Code Chapter 2, Article 2.60. However, voluntary contributions and the donation of goods and services may be accepted and fund-raising efforts and activities may be authorized by the Board.

2. Accounting Period

The accounting period for the Association shall be from January 1 through December 31.

3. Compensation

No person shall receive compensation or consideration of any kind for holding a position, whether elected or appointed, in the Association.

4. Accounts

The Association may establish and maintain checking, savings, investment, or other financial accounts in its own name with any institution insured under the Federal Deposit Insurance Corporation (FDIC) or National Credit Union Association (NCUA) for the purpose of holding funds received by the Association. Accounts shall be accessible to the President, Vice-President, and Treasurer.

5. Transactions

Transactions in excess of Fifty Dollars (\$50) shall require approval of the Board. Transactions in excess of One Hundred Fifty Dollars (\$150) shall require the signature of two Board Members, one of which shall be the President, Vice-President, or Treasurer.

6. Earnings

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

Article VII - Grievances

1. Filing

Any Member alleging a violation of these Bylaws by the Board, a committee, or an officer of the Association may file a written complaint with the Board within thirty (30) days of the alleged violation. Any such complaint must include the name, address, and phone number of the Petitioner, a description of the circumstances surrounding the alleged violation, reference(s) to those portions of these Bylaws applicable to the violation, and a proposed remedy, if any.

2. Panel

Within fourteen (14) calendar days after receipt of a complaint, the Board Chairperson or, in his/her absence, the Board Vice-Chairperson, shall convene a panel to review the complaint. The panel shall consist of one Member appointed by the Petitioner, one Member appointed by the Chairperson or Vice-Chairperson, and a representative of the Gresham Coalition of Neighborhood Associations as selected by the GCNA. The panel shall be charged with reviewing the matter and reporting to the general membership at the next Membership Meeting.

3. Hearing

A hearing shall be held at, and appear on the agenda for, the next Membership Meeting. At such hearing, the Panel shall report its findings and recommendation to the Members in attendance who may, upon a majority vote, take action with respect to the complaint. Such action can be, but is not limited to, sustaining the original action, reversing the original action, revising the original action, or deferring action pending further investigation. The complaint, findings of the panel, and any vote by the membership shall be recorded in the minutes.

Article VIII - Miscellaneous

1. Placement

A current copy of these Bylaws shall be provided to, and maintained by, the City of Gresham. An electronic copy of these Bylaws shall be provided, upon request, to any member of the Association insofar as is possible without expense to the Association.

2. Conflict of Interest

Board members, officers, and committee members shall exercise sound judgment in the discharge of their duties and when interacting with others so as to exhibit the utmost professionalism. When a board member, officer, or committee member determines that a conflict of interest exists relating to an item under discussion, he/she is required to inform the deliberating body (whether committee, Board, or general membership) of the existence and nature of the conflict which shall then be recorded in the meeting minutes. An individual so encumbered may choose to abstain from voting on related motions and can be excluded from voting upon a majority vote of the deliberating body.

3. Indemnification

Association volunteers and board members are protected by the federal Volunteer Protection Act of 1997 (42 USC Chap. 139) and the state "Liability of Qualified Directors" law (ORS 65.369) which provide qualified immunity against liability for certain claims. In addition, the Association shall indemnify and hold harmless all directors and officers from and against all costs, losses, liabilities, damages, claims, and expenses, including attorney fees as incurred at trial and on appeal, arising from any act committed or omitted in their official capacity, provided that such act:

- A. Is consistent with these Bylaws;
- B. Is committed or omitted in good faith;
- C. Is in furtherance of the business or affairs of the Association;
- D. Is performed, if required by state law, by an individual holding a proper license or certificate;
- E. Does not involve the operation of a motor vehicle;
- F. Does not constitute willful, criminal, or reckless misconduct or gross negligence;
- G. Does not constitute a crime of violence, hate, sexual behavior, or intoxication (alcohol or drugs);
- H. Does not constitute a violation of civil rights, labor, or tax laws; and
- I. Does not personally and improperly benefit the Representative at the expense of the Association.

The satisfaction of any indemnification under this section will be from, and limited to, Association assets. Association members shall not have any personal liability on account thereof.

4. Liability

No director, officer, or member of the Association shall obligate the Association, by contract or otherwise, to perform any act or to incur any liability without prior authorization of the Board, recorded in the minutes of any meeting at which such authorization is approved.

5. Amendments

These Bylaws may be amended at any Membership Meeting at which a quorum is present, by a majority vote of all eligible members present and voting at such meeting.

6. Association Information

All announcements, press releases, and other public disclosures must be approved by the Board. The Association's general policy shall be to fully disclose all information relating to the Association at the time and in the manner required by law or as approved by the Board.

7. Severability

If any provision or provisions of these Bylaws shall be held to be invalid, illegal, unenforceable or in conflict with the laws of the State of Oregon, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.