

BYLAWS OF
COMMUNITY ACTION ORGANIZATION

ARTICLE 1: PURPOSE

This corporation shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

This corporation's primary purpose shall be as stated in the Articles of Incorporation.

ARTICLE 2: NONMEMBERSHIP

This corporation shall have no members.

ARTICLE 3: BOARD OF DIRECTORS

3.1 Number and Qualifications. The number of directors may vary between a minimum of fifteen and a maximum of twenty-four, provided that no decrease shall have the effect of shortening the term of any incumbent director. No director may be an employee of the corporation or have an immediate family member employed by the corporation. Directors may not seek employment at the corporation while serving on the Board.

3.2 Composition of the Board. The board composition must comply with all funder requirements. The board shall be composed of members from three sectors as follows:

3.2.1 Public Sector Directors. One-third of the directors shall be elected public officials, or their representatives, except that if the number of such elected officials reasonably available and willing to serve on the board is less than one-third of the membership of the board, appointed public officials or their representatives may be counted in meeting such one-third requirement;

3.2.2 Low-Income Sector Directors. At least one-third of the directors shall be persons chosen in accordance with democratic selection procedures adequate to assure that these members are representative of low-income individuals and families in the neighborhood served.

3.2.3 Private Sector Directors. The remainder of the directors shall be officials or members of business, industry, labor, religious, law enforcement, education, or other major groups and interests in the community served.

3.2.4 Head Start Requirements. At least one director shall have a background and expertise in fiscal management or accounting. At least one director shall have a background and expertise in early childhood education and development. At least one director shall be a licensed attorney familiar with issues that come before the governing body. However, if a person described in any one of the three preceding sentences is not available to serve as a director, the board shall use a consultant, or another individual with relevant expertise, with the required qualifications, who shall work directly with the board. 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.

3.2.5 Other Funder Requirements. The board will comply with all funder requirements related to the governance of the corporation.

3.3 Election. The board shall elect its own members as follows:

3.3.1 Selection Generally. After each prospective director has been nominated to serve on the board in accordance with the rules described below for the sector in which s/he proposes to serve and in accordance with the Head Start Requirements above and has been determined by the board (or a committee thereof) to meet the qualifications set by the board from time to time for service as a director, the board of directors shall vote whether to elect him or her to the board. No director may name an alternate to act in that director's absence. All directors elected by the board must consent to serve on the board.

3.3.2 Public Sector Directors. The board of directors shall elect elected public officials to serve as Public Sector Directors. 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 elect appointed public officials to serve. If a public official elected by the board of directors cannot serve him- or herself, s/he may designate a representative, subject to approval of the corporation's board, to serve as a Public Sector Director; the representative may, but need not be, a public official. Should a public official fail, within the period specified by the corporation's board, to accept the seat him- or herself or to designate a representative to serve, the corporation's board shall elect another public official to fill the seat or to appoint a representative, subject to approval of the corporation's board, to fill the seat.

3.3.3 Low-Income Sector Directors. The board shall adopt and implement written democratic selection procedures for Low-Income Sector Directors, which it may revise from time to time. Such procedures may include, either alone or in combination: (1) election by ballots cast by the corporation's clients and/or by other low-income people in the corporation's service area; (2) election at a community meeting of low-income people in the corporation's service area and publicized to low-income people in the corporation's service area; and/or (3) designation by organizations (which may be specified by name in the board procedures) in the corporation's service area composed of a majority of low-income people.

3.3.4 Private Sector Directors. The board shall elect individuals who are officials or members of business, industry, labor, religious, law enforcement, education, or other major groups and interests in the community served to serve as Private Sector Directors.

3.4 Term. The term of office for all directors shall be three years. A public official shall serve as a Public Sector Director only while s/he continues to hold public office. A representative of a public official shall serve as a Public Sector Director only while the public official who designated him/her continues to hold public office. An individual designated by a Low-Income Organization to serve as a Low-Income Sector Director or whom the board elected to serve as a Private Sector Director based on the individual's association with a Private Sector organization shall so serve only while s/he continues to be associated with the organization that designated him or her.

A director may be reelected without limitation on the number of terms s/he may serve. The terms of office for each of the three sectors of directors shall be staggered, so that as closely as possible to one-third of the directors in that sector shall be elected each year.

3.5 Removal. Any director may be removed, with or without cause, by a vote of two-thirds of the directors then in office.

3.6 Vacancies. The board shall fill vacancies in a timely manner. Vacancies on the Board of Directors and newly created board positions will be filled by the board from the sector in which the vacancy occurs. The board shall take steps to ensure that vacant seats are filled in a timely manner. Each successor shall hold office for the unexpired term of his/her predecessor until the successor sooner dies, resigns, is removed or becomes disqualified.

3.6.1 Public Sector Vacancies. When a vacancy occurs in a Public Sector board seat held by a public official, the board of directors shall elect another public official to serve as a replacement director or to appoint a representative, subject to board approval, to so serve. When a vacancy occurs in a Public Sector board seat held by the representative of a public official, the board shall request that the public official either take the seat him- or herself or name another representative, subject to approval by the board, to serve as a replacement director. If the public official fails to take the seat him- or herself or to name another representative within the period specified by the board, the board shall elect another public official to serve as a replacement director him- or herself or to appoint a representative, subject to board approval, to so serve.

3.6.2 Low Income Sector Vacancies. Vacancies in the low-income sector shall be filled using the same democratic process originally used to fill the seat.

3.6.3 Private Sector Vacancies. The board shall fill vacancies in the Private Sector.

ARTICLE 4: DECISION-MAKING BY THE BOARD.

4.1 Duties. The affairs of the corporation shall be managed by the Board of Directors.

4.2 Regular Meetings. Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required, except as otherwise provided in these Bylaws.

4.3 Special Meetings. Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Special meetings may be called by the Chair or any four directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered in a manner most likely to reach each individual either personally or by telephone or by mail or by e-mail not less than two days prior to the special meeting. Written notice, if mailed postpaid and correctly addressed to the director at the address shown in the corporate records, is effective when mailed.

4.4 Meeting by Telecommunication or Computer. Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications or electronic means, as long as all directors can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. All participating directors shall be informed that a meeting is taking place at which official business may be transacted.

4.5 Quorum and Action. A quorum at a Board meeting shall be a majority of the number of directors prescribed by the Board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the directors present, except as otherwise provided by these Bylaws. Directors cannot vote by proxy. Where the law requires a majority vote of the directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

4.6 Action by Consent. Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the directors. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a director with the intent to sign.

ARTICLE 5: COMMITTEES

5.1 Executive Committee. The Executive Committee shall be composed of all elected officers of the board and a member of the board elected at large by a majority vote of the number of directors prescribed by the board, or if no number is prescribed, by a majority vote of all directors in office at that time. The immediate past Chair shall serve on the Executive Committee if he or she is a board member. If not, the immediate past Chair may serve on the Executive Committee as an ex officio non-voting member of the Executive Committee. The Chair, Vice-Chair or any officer may call an Executive Committee meeting. The Executive Committee shall have the authority to act on behalf of the board between board meetings and shall report any action that it takes to the board.

5.2 Other Committees. The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors or may be advisory committees.

5.3 Composition of Committees Exercising Board Functions. Any committee that exercises any authority of the Board of Directors shall be composed of two or more directors, elected by the Board of Directors by a majority vote of the number of directors prescribed by the board, or if no number is prescribed, by a majority vote of all directors in office at that time.

5.4 Quorum and Action. A quorum at a committee meeting exercising board authority shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of directors present.

5.5 Limitations on the Authority of Committees. No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board of Directors.

ARTICLE 6: OFFICERS

6.1 Titles. The officers of this corporation shall be the Chair, Vice-Chair, Secretary and Treasurer.

6.2 Election. The Board of Directors shall elect the officers from among its members to serve two year terms. At least one officer must be serving as a director elected from the low-income sector on the board. An officer may be reelected without limitation on the number of terms s/he may serve. No director may hold more than one office at the same time. All officers must be members of the Board of Directors.

6.3 Vacancy. A vacancy in any office shall be filled not later than the second regular meeting of the Board of Directors following the vacancy.

6.4 Other Officers. The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such

authority and perform such duties as shall be determined by the Board of Directors.

6.5 Chair. The Chair shall be the chief officer of the corporation and shall act as the Chair of the Board. The Chair shall have any other powers and duties as may be prescribed by the Board of Directors.

6.6 Vice-Chair. In the event that the Chair is unable or unwilling to act, the Vice-Chair shall perform the duties of the Chair. The Vice-Chair shall have any other powers and duties as may be prescribed by the Board of Directors.

6.7 Secretary. The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; (b) provision for notice of all meetings of the Board of Directors; (c) authentication of the records of the corporation; and (d) any other duties as may be prescribed by the Board of Directors.

6.8 Treasurer. The Treasurer shall have the overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) maintenance of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) presentation of financial reports as to the financial condition of the corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors.

ARTICLE 7: CORPORATE INDEMNITY

This corporation will 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 8: AMENDMENTS TO BYLAWS

These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a majority vote of directors present, if a quorum is present. Prior to the adoption of the amendment, each director shall be given at least 14 days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

DATE ADOPTED: December 18, 2013

I certify that these bylaws are a true copy of the bylaws of this corporation.

Ronald Sweeney
SIGNATURE BY CORPORATE OFFICER

DATE: 12/18/2013