

**BYLAWS**  
**OF**  
**EMERALD VALLEY DEVELOPMENT PROFESSIONALS, INC.**  
**An Oregon Non-Profit Organization**

**ARTICLE 1**  
**NAME**

The name of this Corporation is Emerald Valley Development Professionals, Inc.

**ARTICLE 2**  
**OFFICES**

The principal office of Emerald Valley Development Professionals, Inc., a corporation organized under the provisions of the Oregon Non-Profit Corporation Act (the Corporation) in the state of Oregon shall be located as determined by the Board of Directors. The Board of Directors may change the principal office of the Corporation or establish such additional offices within or without the state of Oregon as it may determine from time to time in its sole discretion.

**ARTICLE 3**  
**PURPOSE**

This Corporation shall be organized and operated exclusively for charitable, scientific and educational purposes. Subject to the limitations stated in the Articles of Incorporation (Articles), 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 and Section 501(c)(3) of the Internal Revenue Code of 1986 (or their corresponding statutes).

This Corporation's primary purposes will be: a) to create an organization of development officers, related professionals and affiliated consultants engaged in the purpose of advancing philanthropy; b) to advance the public interest and knowledge of fund development; c) to encourage and stimulate better public understanding of the financial needs of charitable institutions; d) to encourage professional growth of the members of the organizations through exchange of ideas, information and educational programs; e) to encourage ethical standards in the professional practice of fund development; and f) to engage in such other related activities as may be desirable to fulfill the purposes of the organization.

## **ARTICLE 4 MEMBERSHIP**

**Section 1. Members and Classes.** The Corporation will have one class of members.

**Section 2. Member Qualifications.** A person shall become a member of the Corporation by: a) paying annual dues and assessments in such amounts and at such times as the Board of Directors may determine from time to time; b) being an employee volunteer professional or consultant engaged in developing and fund raising activities for charitable and/or tax exempt institutions or agencies; c) a student considering employment in the fund raising arena; or d) allied professionals.

**Section 3. Voting Rights of Members.** Each member shall be entitled to one vote on each matter submitted to a vote of the members by the Board of Directors, including but not limited to election of officers.

**Section 4. Termination of Membership.** The Board of Directors, by a two-thirds vote, may suspend, expel or terminate a member for cause, including for non-payment of the dues specified in Section 2 herein.

**Section 4.1. Written Notice Required.** The Board of Directors must provide a member with at least fifteen (15) days prior written notice of any expulsion, suspension or termination and reason therefore. If such notice is given by mail, such notice must be by First Class or certified mail sent to the last address of the member shown on the Corporation's records.

**Section 4.2. Member Response.** The Board of Directors must provide an opportunity for the member to be heard, either orally or in writing, not less than five (5) days before the effective date of expulsion, suspension or termination.

**Section 4.3. Proceeding to Challenge an Expulsion, Suspension or Termination.** A proceeding to challenge an expulsion, suspension or termination, including a proceeding in which defective notice is alleged must be challenged within the time period prescribed in ORS 65.167, or any amendments thereto, after the effective date of the expulsion, suspension or termination.

**Section 5. Reinstatement.** Upon a written request submitted by a former member to the secretary of the Corporation, the Board of Directors may reinstate such member upon a two-thirds vote upon such terms and conditions as the Board of Directors may determine.

**Section 6. Resignation of Members.** Any member may resign at any time provided, however, that such resignation shall not operate to relieve such member from any obligations the member may have to the Corporation as a result of the obligations incurred or commitments made prior to resignation, including but not limited to the payment of dues.

## ARTICLE 5 MEETINGS OF MEMBERS

**Section 1. Annual Meeting.** The annual meeting of the members will be held at a time and place during May of each year to be designated by the Board of Directors. Such meeting shall elect directors and transact such other business as may appropriately come before the meeting. At the annual meeting, the president and any other officer the Board of Directors or the president may designate, shall report on the activities and financial condition of the Corporation. If the day set forth for the meeting is a legal holiday, the meeting will be held on the next succeeding business day.

**Section 2. Special Meetings.** Special meetings of the members may be called by the president or the Board of Directors. The meeting shall be called by delivering to the secretary of the Corporation, one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Special meetings shall be held at a time and place to be determined by the Board of Directors and included in the Notice.

**Section 3. Notice of Membership Meetings.** Written notice of regular, annual or special meetings of the members shall be provided to members entitled to vote at such meetings by First Class Mail, facsimile or e-mail at least ten (10) days prior to the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail, postage prepaid, to the member at the address appearing on the corporate records. The notice shall include the date, time and place of the meeting as well as a description of any matter or matters which must be approved by the members and the purpose or purposes for which the meeting is called.

**Section 4. Record Date for Meeting and Other Actions.** For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of any other action by the members, the Board of Directors may fix in advance a date as a record date for any such determination of members. If no record date is so fixed by the Board of Directors, 1) the record date for the determination of members entitled to vote at a meeting or of members shall be at the close of business on the day preceding the day on which notice is given, or if no notice is given, the day on which the meeting is held; 2) if notice is given and a member waives notice, the day preceding the day on which the meeting is held and if no notice is given, then on the day on which the meeting is held; and 3) the record date for determining members for any purpose other than those specified above shall be at the close of the business day on which the resolution of the Board of Directors relating thereto is adopted.

The determination of members of record entitled to notice of or to vote at any meeting of members that has been made in accordance with this section shall apply to any adjournment thereof unless the Board of Directors fixes a new record date under this section for the adjourned meeting.

**Section 5. Waivers of Notice.** A member may, at any time, waive any notice required by the Articles or Bylaws. The waiver must be in writing, be signed by the member entitled to the notice, and be delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

**Section 6. Quorum in Voting.** At any meeting of the members of the Corporation, members present shall constitute a quorum for all purposes except as otherwise provided by applicable law. In the absence of a quorum or when a quorum is present, a meeting may be adjourned from time to time by a vote of the majority of the members present in person or by proxy without notice other than by announcement at the meeting and without further notice to any absent member.

**Section 7. Voting by Proxy.** A member may vote by proxy by an attorney in fact pursuant to a written instrument complying with the Oregon Non-Profit Corporation Act.

**Section 8. Action by Consent.** Any action required by law to be taken at a membership meeting or any action which may be taken at a membership meeting, 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 members.

## **ARTICLE 6 BOARD OF DIRECTORS**

**Section 1. Board of Directors.** The affairs of the Corporation shall be managed by the Board of Directors

**Section 2. Number.** The number of Board members may vary between a minimum of 3 and a maximum of 8, the exact number of which shall be fixed from time to time by resolution of the Board of Directors.

**Section 3. Term.** The term of office for Board members shall be two years. A Board member may be re-elected without limitation on the number of terms he or she may serve. The members shall elect the Board of Directors at their annual meeting.

**Section 4. Annual Meeting.** A regular annual meeting of the Board of Directors shall be held at a time and place to be designated by the Board of Directors

**Section 5. 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.

**Section 6. Special Meetings.** Special meetings of the Board of Directors may be called by the presiding officer of the Board, the president, or 20% of the Directors in office. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place thereof, either within or without the state of Oregon.

**Section 7. Director Participation in Annual, Regular or Special Meeting.** The Directors may participate in an annual, regular or special meeting, or conduct such meeting through use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A director who participates in a meeting by this means is deemed to be present in person at the meeting. In addition, if allowed by law, Directors may participate or conduct a meeting through the use of the Internet, including without limitation, email.

**Section 8. Notice of Board of Directors Meetings.** Written notice of any annual, regular, or special meeting of the Board of Directors shall be provided to the Directors not less than seven (7) days before the date of such meeting. Such notice shall specify the time and place of the meeting and, in the event of a special meeting, the purposes for which the meeting has been called. The notice shall be delivered either by first class mail, electronic mail, facsimile, registered mail, return receipt requested, or in person at the direction of the president, secretary, or other persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail, postage prepaid, to the Director at the address appearing on the corporate records or on the date that such notice is transmitted by facsimile or electronic mail as evidenced by the facsimile transmission sheet or electronic mail record.

**Section 9. Waiver of Notice.** A director may waive any notice required under ORS Chapter 65, as amended, or its successor statute, the Article or the Bylaws. The waiver must be in writing, signed by the director entitled to notice, must specify the meeting for which notice is waived and be delivered to the secretary for inclusion in the Corporate records. A director's attendance at or participation in a meeting waives any required notice unless, at the beginning of the meeting, or upon the director's arrival, such director object to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

**Section 10. Action to be Taken Without a Meeting.** Action permitted to be taken under ORS Chapter 65, as amended, or by any successor statute, without a meeting may be taken without a meeting if taken by all members of the Board of Directors. Such action shall be evidenced by one or more written consents which describe the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken.

**Section 11. Quorum.** A majority of the Directors in office at any one time shall constitute a quorum for the transaction of business and all actions of the Board shall be taken a majority vote unless otherwise required by law.

**Section 12. Vacancies.** Any vacancies in the Board shall be filled by a majority vote of the remaining Directors at a meeting of the Board called for such purpose. A Director so elected shall serve for the unexpired portion of the term of his predecessor, or if the vacancy is caused by an increase in the number of Directors, until the next regular election of Directors.

**Section 13. Removal of Directors.** Any Director may be removed from office by the affirmative vote of a majority of the members who are not subject to removal and who are entitled to vote on the election of Directors at any regular or special meeting called for that purpose, with or without cause. Any such Director proposed to be removed shall be entitled to at least seven days' notice of the meeting at which such removal is to be voted upon and shall be entitled to appear and be heard at such meeting.

## **ARTICLE 7 OFFICERS**

**Section 1. Officers.** The Corporation shall have the following officers: a president, a vice-president, a secretary, a treasurer, and other such officers as may be elected by the Board of Directors in accordance with the provisions of these Bylaws. Such officers who are elected or appointed by the Board of Directors shall have such authority and perform such duties as are designated from time to time by the Board. The same individual may simultaneously more than one office in the Corporation.

**Section 2. Election and Term of Office.** The Board shall elect the officers of the Corporation on an annual basis at the annual meeting of the Board of Directors. At any annual meeting thereof, the Board may create such new offices and elect such new officers as it deems appropriate. Each of the Corporation's officers shall hold office until such officer's successor shall be elected or appointed.

**Section 3. Vacancies.** Any office of the Corporation which becomes vacant prior to expiration of the normal term thereof for any reason, including resignation, removal, termination, disqualification, or death, may be filled by the Board for the unexpired portion of such normal terms.

**Section 4. Removal of Officers.** The Board of Directors may remove any officer of the Corporation at any time provided it determines that such removal is in the best interest of the Corporation. In the event an officer is removed prior to the normal expiration of the officer's term in office, a substitute may be appointed by the Board in accordance with the terms of Section 2 herein.

**Section 5. President.** The president of the Corporation shall be the principal officer of the Corporation and shall supervise the affairs of the Corporation. Except as herein otherwise provided or designated, the president shall control the business and affairs of the Corporation. The president shall preside at all meetings of the members or the Board. The president may sign, together with the secretary or any other duly authorized officer, any contract, deed, mortgage, evidence of indebtedness, or other document, except where the Board, these Bylaws, or applicable law has authorized execution by other parties. To the extent permitted by applicable law and these Bylaws, the president shall have all powers and perform all duties incident to the office of the president or as otherwise designated by the Board of Directors.

**Section 6. Vice-President.** In the absence of the president, the vice-president shall act in place of the president during such time. To the extent permitted by all applicable law and these Bylaws, the vice-president shall have all powers and perform all duties incident to the office of vice-president or as otherwise delegated by the Board.

**Section 7. Secretary.** The secretary shall keep the minutes of all meetings of the members and the Board of Directors and provide appropriate individuals of notice of such meetings; act as custodian of the corporate records; execute documents on behalf of the Corporation as authorized by these Bylaws, the Board or applicable law. To the extent permitted by applicable law and these Bylaws, the secretary shall have all powers and perform all duties incident to the office of secretary or as otherwise designated by the Board.

**Section 8. Treasurer.** The treasurer shall be responsible for preservation and maintenance of all funds, securities and related items of the Corporation and shall maintain full and complete books of account with respect thereto. The treasurer shall deposit funds of the Corporation in such banks or other depositories and in such manner as is provided in these Bylaws or as directed by the Board. To the extent permitted by applicable law and these Bylaws, the treasurer shall have the power and perform all duties incident to the office of treasurer or as otherwise designated by the Board.

**Section 9. Other Officers.** The Board of Directors, in addition to the offices of the Corporation set forth above, may create such additional offices of the Corporation as it deems appropriate and may designate duties and impose terms of office on such offices in the manner consistent with these Bylaws and applicable law.

**Section 10. Limitations of Bonds, Sureties and Other Assurances.** The Board of Directors in its sole discretion may require the holders of any of the office described above to submit such bonds, sureties and other assurances as the Board may deem to ensure the faithful performance of such office holder's duties to the Corporation.

## **ARTICLE 8 COMMITTEES**

### **Section 1. Formation and Powers of Committees.**

**Section 1.1. Committees Without the Authority of the Board of Directors.** The majority of the Board of Directors may from time to time designate and appoint one or more committees. Such committees may be comprised solely of non-director members, directors or a combination of non-director members and directors. Such committee shall not have the authority of the Board of Directors. Such committee shall not change the purpose of the Corporation.

The provisions included in Article 5 pertaining to regular and special meetings, notice of meetings, waivers of notice, quorum and voting requirements apply to the members of committees established under Article 8, Section 1.1.

**Section 1.2. Committees With the Authority of the Board of Directors.** The majority of the Board of Directors may from time to time designate and appoint one or more committees each of which shall have two or more Directors as members. Such committees shall not have non-director members. To the extent provided in the resolution authorizing creation of such committees or as otherwise provided in these Bylaws or the Corporation's articles of incorporation, each committee shall have the authority of the Board of Directors. Provided, however, that no committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Articles or Bylaws; changing or modifying the purpose of the Corporation; electing, appointing, or removing any member of any committee or any Director or officer of the Corporation; recommending to members or adopting a plan of merger or sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; authorizing any distributions; authorizing the voluntary dissolution of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committees.

The provisions included in Article 6 pertaining to regular and special meetings, notice of meetings, waiver of notice, quorum and voting requirements apply to the members of committees established under Article 8, Section 1.2.

**Section 2. Formation of Committee.** The formation of any committees under Article 8, Sections 1 and 2 must be approved by a majority of the Directors in office when the action is taken.

**Section 3. Term of Office and Vacancies.** Member of committees of the Board of Directors shall have a term of office and vacancies in any such committee shall be filled in the same manner as specified for officers of the Corporation in Article 7, Section 3 herein.



**Section 4. Liability.** The designation and appointment of any committee of the Board of Directors and the delegation thereto of any authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him or her by law.

## **ARTICLE 9 CONTRACTS, CHECKS, DEPOSITS AND FUNDS.**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, of the Corporation in addition to the officers so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of the Corporation and such authority may be general or confined to specific instances.

**Section 2. Checks, Other Instruments.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) and in such manner as shall be designated by the Board from time to time. In the absence of such designation, such instruments shall be signed by the treasurer or president of the Corporation.

**Section 3. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4. No Distributions.** The Corporation shall not make any distributions.

## **ARTICLE 10 BOOKS AND RECORDS**

The Corporation shall keep and maintain books and records of account, minutes of all meetings of the Board of Directors, committees thereof, and members, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. In addition, the Corporation shall keep and maintain, and make available for public inspection, such records and may be required by applicable provisions of the Internal Revenue Code or regulations promulgated thereunder, as well as any additional records required by the Oregon Non-Profit Organization Act. Any books and records of the Corporation may be inspected by any members or a member's agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE 11 INDEMNIFICATION OF BOARD OF DIRECTORS, OFFICERS AND AGENTS**

**Section 1. Mandatory Indemnification of a Director, Officer or Agent.** The Corporation shall indemnify a director, officer or agent who is wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director, officer or agent was a party

because of being a director, officer or agent of the Corporation against reasonable expenses actually incurred by the director, officer or agent in connection with such proceeding.

**Section 2. Authority to Indemnify.** The Corporation shall indemnify any and all person who may serve or who have served at any time as directors, officers or agents, as well as their respective heirs, administrators, successors and assigns, against any and all expenses, including any amounts paid on judgments, counsel fees and amounts paid in settlement before or after suit is commenced, actually, necessarily and reasonably incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding, in which they or any of them are a part, party or parties, which may be asserted against them, or any of them by reason of being or having been Directors, officers, or agents, or a Director, officer or agent of the Corporation. This indemnification provision applies to any Director, officer or agent whose conduct the individual reasonably believed was in the best interests of the Corporation, or at least was not opposed to its best interests, or in the case of any criminal proceeding, the Director, officer or agent had no reasonable cause to believe the conduct of the individual was unlawful. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled to under any law, Bylaw agreement, vote of member or otherwise.

The termination of a proceeding by judgment, or order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct set forth herein.

**Section 3. Advancement/Reimbursement for Expenses.** The Corporation may pay for or reimburse the reasonable expenses incurred by a Director, officer or agent who is a party to a proceeding in advance of final disposition of the proceeding if the Director, officer or agent provides the Corporation with a written affirmation of the Director's, officer's or agent's good faith belief that the Director, officer or agent reasonably believes that the individual's conduct was in the best interests of the Corporation, or at least not opposed to its best interests and in the case of any criminal proceeding, the individual had no reasonable cause to believe that the conduct of such individual was unlawful. The Director, officer or agent must also provide the Corporation a written unlimited general undertaking executed personally or on the Director's, officer's or agent's behalf, to repay the advance if it is ultimately determined that the director did not meet the standards of conduct set forth above.

**Section 4. Indemnification Not Available if Director, Officer or Agent Held Liable.** In relation to matters in which any Director, officer or agent, or former Director, officer or agent or person shall be adjudged in any action, suit or proceeding, to be liable for his or her own negligence or misconduct in performance of duty, or on the basis that personal benefit was improperly received by such Director, officer or agent, then such Director, officer or agent shall not be indemnified.

**Section 5. Determination of Indemnification.** The determination that indemnification of a Director, officer or agent is permissible shall be made by the Board of Directors, by one or more of the following procedures to be elected at the discretion of the Directors: 1) by a majority vote of a quorum of the Directors or, 2) by special legal counsel selected by the Board of Directors. Such legal counsel shall be selected by a majority vote of a quorum.

The authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that the indemnification is permissible.

## **ARTICLE 12 LIABILITY FOR UNLAWFUL DISTRIBUTION**

**Section 12.1 Liability of Director.** A Director who votes for or assents to a distribution made in violation of ORS Chapter 65, as amended, or its successor statutes, or in violation of the Articles, shall be personally liable to the Corporation for the amount of the distribution that exceeds what could have been distributed without violating this chapter.

**Section 12.2 Contribution.** A Director who is held liable for an unlawful distribution under Section 12.1 is entitled to contribution from every other director who voted for or assented to the distribution without complying with the applicable standards of conduct set forth in ORS 65.357, as amended, or its successor statute. Such Director is also entitled to additional contribution as provided in ORS 65.367, as amended, or its successor statutes.

## **ARTICLE 13 FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December, unless the Board of Directors shall determine to change the fiscal year and take all appropriate steps under the Internal Revenue Code and other applicable law to do so.

## **ARTICLE 14 AMENDMENT OF BYLAWS**

These Bylaws may be amended or repealed and new Bylaws adopted by a majority vote of the members at any regular annual meeting thereof, or at any duly noticed and constituted special meeting thereof.

## **ARTICLE 15 DISSOLUTION**

This Corporation may be dissolved pursuant to the requirements of the Oregon Non-Profit Corporation Act and any other applicable law. Upon the dissolution of the Corporation, the Corporation's assets shall be distributed to the United Way of Lane County for its general

purposes. If United Way does not exist, then the directors shall distribute the corporate assets to an entity or organization that qualifies as a Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or the comparable statutes.

DATED this 29<sup>th</sup> day of June, 2001.

EMERALD VALLEY DEVELOPMENT  
PROFESSIONALS, INC.

By: Susanne Twight-Alexander  
Its Secretary