

AMENDED AND RESTATED BYLAWS OF WILLAMETTE WRITERS, INC.

An Oregon Nonprofit Corporation

Adopted: October 9, 2020

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ARTICLE 1: PURPOSE

Willamette Writers Inc. (“Willamette Writers”) shall be organized and operated exclusively for charitable, literary, and/or educational purposes. Subject to 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 and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

It is the mission of Willamette Writers to help writers at all levels connect with their communities, hone their craft, and advance their careers.

ARTICLE 2: MEMBERS

2.1 Classes. The corporation will have one class of Members, as defined in ORS 65.001(30).

2.2 Voting. Each member shall only be entitled to one vote to elect the members of the Board of Directors as nominated and brought forth by the Board of Directors.

2.3 Qualifications. A person shall become a member of the corporation by following the policies and procedures established by the Board of Directors. Only persons eighteen (18) years of age and above shall be considered members of the corporation. Persons below eighteen (18) years of age can join as programming members as defined by these bylaws.

2.4 Termination of Membership. Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice by first class or certified mail of the

termination and the reasons for the termination, and an opportunity for the member to be heard by the Board of Directors, orally or in writing, not less than five days before the effective date of the termination.

2.5 Regular Meetings. Regular membership meetings shall be held at such times and locations as determined by the Board of Directors, or at no place, defined solely as by means of remote communication in accordance with Section 2.11 below and such guidelines and procedures as the Board of Directors adopts.

2.6 Annual Meeting. The Annual Meeting of the members shall be held at such date(s) and location(s) as specified by the Board of Directors, or at no place, defined solely as by means of remote communication in accordance with Section 2.11 below and such guidelines and procedures as the Board of Directors adopts.

2.7 Special Meetings. Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the holders of at least fifteen (15) percent of the voting power of Willamette Writers by a demand signed, dated, and delivered to Willamette Writers's Secretary. Such demand by the members shall describe the purpose for the meeting.

2.8 Notice of Meeting. Notice of all meetings of the members shall be given to each member at the last address of record sent by mail or email at least seven days before the meeting. The notice shall include the date, time, place and topic(s) of the meeting. Information in the monthly newsletter constitutes notice, so long as it occurs within the required time frame.

2.9 Quorum and Voting. Those votes represented at a meeting of members or collected by such means as determined by the Board of Directors shall constitute a quorum. A majority vote of the members voting is the act of the members, unless these bylaws or the law provide differently.

2.10 Proxy Voting. There shall be no voting by proxy.

2.11 Participation at meetings.

2.11.1 A. Members that are not physically present for a meeting may participate in the meeting, be deemed present in person and vote if the Board of Directors authorizes participation by remote communication. Participation by remote communication is subject to guidelines and procedures that the Board of Directors adopts.

2.11.1 B. Before a Board of Directors may authorize members to vote by remote communication in a members meeting, the corporation shall implement measures to:

- a) Verify that a person who is participating in the meeting by remote communication is a member
- b) Ensure that a member may participate by remote communication in an effective manner.

2.11.1 C. The corporation shall maintain a record of the vote or other action of a member that participates in a member meeting by remote communication.

2.11.2 The notice of each annual or special meeting of members that the board authorizes participation in the manner described in subsection (1) of this section shall state that the Board of Directors authorizes participation by remote communication and shall describe how a member may notify the corporation of the member's desire to participate in the meeting by remote communication.

2.12 Definition of Terms. For purposes of these Bylaws;

2.12.1 the term “member” refers to the legal term as designated under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions).

2.12.2 the term “programming member” refers to non-voting participants of our programs who receive such benefits as determined by the Board of Directors or detailed in the Policies and Procedures.

2.12.3 the term “remote communication” is defined as any form of video or audio communication by which all parties may hear simultaneously.

ARTICLE 3: OFFICERS

3.1 Duties. The officers of Willamette Writers shall preside over the day to day affairs of the organization.

3.2 Executive Officers. In accordance with the State of Oregon law, Willamette Writers shall have three executive officers, consisting of a President, Secretary, and Treasurer, each of whom shall be appointed by the Board of Directors for a one year term. Officers may, but need not be, a member of the Board of Directors.

3.3 President. The President shall:

- A.** Act as the Chair of the Board of Directors;
- B.** Preside at Annual membership meeting, any special meetings, and meetings of the Board of Directors and the Executive Committee, if established;
- C.** Perform other such duties as outlined in the Policies and Procedures of the Corporation.

3.4 Secretary. The Secretary shall:

- A.** Record the minutes of all meetings of the Board of Directors, the Executive Committee, if established, and the Membership;
- B.** Authenticate records of the corporation;

C. Be authorized to appoint one or more assistants and to prescribe the duties of such assistants. In the absence of the Secretary, an Assistant Secretary shall perform the duties of the Secretary; and

D. Perform other such duties as outlined in the Policies and Procedures of the Corporation.

3.5 Treasurer. The Treasurer shall:

A. Keep full and accurate accounts of all financial records of Willamette Writers, including the annual conference. The detailed record-keeping and other specific financial duties may be delegated to a qualified individual who has been approved by the Board of Directors and is overseen by the Treasurer;

B. Prepare and submit financial reports detailing the financial condition of Willamette Writers to the Board of Directors as often as the Board requires;

C. Arrange for preparation and filing of state and national tax records in a timely manner;

D. Serve as liaison for financial institutions with which Willamette Writers does business;

E. Be authorized to appoint one or more assistants and to prescribe the duties of such assistants. In the absence of the Treasurer, an Assistant Treasurer shall perform the duties of the Treasurer; and

F. Perform other such duties as outlined in the Policies and Procedures of the Corporation.

3.7 Other Officers, Assistant Officers, Agents, and Employees. The Board of Directors may elect or appoint such other officers, assistant officers, agents, and other employees as it shall deem necessary or desirable. They shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by the Board of Directors. The same individual may simultaneously hold more than one office in Willamette Writers.

3.8 Leave of Absence. An officer may request a leave of absence if temporarily unable to fulfill the duties of office. The Board shall have the power to grant the request and to set a reasonable time limit on the leave of absence.

3.8 Resignation. An officer may resign at any time by delivering written notice to the Board of Directors.

3.9 Removal. An officer, assistant officer, agent, or other employee who has been appointed by the Board of Directors, may be removed at the discretion of the Board of Directors with or without cause.

3.10 Vacancies. A vacancy in any office for any cause prior to the expiration of the term of office may be filled by an individual appointed by the Board of Directors for the unexpired portion of the term of the predecessor.

3.11 Multiple Offices. The same individual may simultaneously hold more than one office in Willamette Writers.

ARTICLE 4: BOARD OF DIRECTORS

4.1 Duties. The business affairs of Willamette Writers shall be managed by the Board of Directors. The Board may exercise all such powers of Willamette Writers and do all other lawful acts that are directed or required to be performed and not prohibited by others under the Oregon Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws.

4.2 Number of Directors. The Board of Directors must consist of three (3) or more individuals. The number of directors may vary from time to time.

4.3 Election of Directors. The Board of Directors shall be elected by the members at such time and by such means as determined by the Board of Directors for a one year term. A director may be reelected to serve on the Board of Directors for any number of terms without limitation.

4.4 Quorum and Action. A majority of the directors then serving on the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of the majority of directors then present at the meeting shall be the act of the Board of Directors so long as said action is in compliance with procedures stipulated by the Oregon Nonprofit Corporation Act.

4.5 Regular Meetings. Regular meetings of the Board of Directors shall be held at the time and place to be determined by the President. No other notice of the date, time, place, or purpose of these meetings is required.

4.6 Special Meetings. Special meetings of the Board of Directors shall be held at the time and place to be determined by the President. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered in person, by telephone, facsimile transmission, email or other form of wire or wireless communication, or mail or private carrier. Announcement of a special meeting set forth in the minutes of a meeting of the Board of Directors that have been delivered to all of the directors as provided in Section 4.13 shall constitute notice of meeting.

4.7 Meeting by Remote Communication. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

4.8 Action Without a Meeting.

4.8.1 Directors' Actions. Any actions required or permitted to be taken at the Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board of Directors.

4.8.2 Effectiveness of Action Without a Meeting. Actions taken under this Section 4.8 shall be evidenced by one or more written consents describing the action taken, signed by each director and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 4.8 is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

4.8.3 Definition of Terms. For purposes of these Bylaws;

4.8.3.1 the term "written" includes a communication that is transmitted or received by electronic means;

4.8.3.2 the term "sign" or "signed" includes an electronic signature;

4.8.3.3 the term "electronic" means relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic or similar capabilities; and

4.8.3.4 the term "electronic signature" means an electronic sound, symbol or process attached to or logically associated with a record and executed or adopted by a person with the intent to sign the record.

4.9 Leave of Absence. A director may request a leave of absence if temporarily unable to fulfill the duties of office. The Board shall have the power to grant the request and to set a reasonable time limit on the leave of absence.

4.10 Resignation. A director may resign at any time by delivering written notice to the Board of Directors.

4.11 Removal.

4.11.1. A director elected by the members of Willamette Writers may be removed by the members at a special meeting called for such purpose [Section 2.7].

4.11.2. A director appointed by the Board of Directors to fill a vacancy [Section 4.12] may be removed at the discretion of the Board of Directors with or without cause, provided that once any director originally appointed by the Board of Directors has been re-elected to serve as a director by the members, such director may be removed by the members in accordance with Section 4.11.1 or by the Board of Directors in accordance with Section 4.11.3.

4.11.3. Notwithstanding anything to the contrary in these Bylaws, any Director may be removed from the Board of Directors for cause if a majority of the Directors then in office vote for removal at any regular meeting of the Board of Directors or at a special meeting of the Board of Directors called for such purpose. No vote upon the removal of a Director may be taken until the Director has been advised of the reasons therefore and has had opportunity to submit to the Board of Directors a statement related thereto, either oral or written. If the Director affected is present at the meeting, he or she shall leave the place where the meeting is being held after his or her statement has been submitted and prior to the vote upon the matter of his or her removal. For purposes of this Section 4.11.3, the term "cause" shall mean: final conviction of a felony, unsound mind, non-acceptance of office, conduct prejudicial to the interests of the corporation, or other conduct that, in the judgment of the Directors voting for removal materially interferes with the conduct of the business of the Corporation.

4.12 Vacancies. A vacancy in any board position for any cause prior to the expiration of the term of office may be filled by an individual appointed by a majority vote of the Board of Directors present at the meeting in which the appointment takes place. The new Board member shall hold the position until the subsequent election of Board directors by the membership.

4.13 Effectiveness of Notice. Wherever notice is required in these Bylaws, such notice may be oral or written unless otherwise specified for a particular kind of notice. Notice may be communicated in person, by telephone, facsimile transmission, email or other form of wire or wireless communication, or mail or private carrier, including publication in a newsletter or similar document mailed to a director's address or in a document attached to any form of wire or wireless communication. If mailed, notice will be deemed effective three (3) days after deposited in the United States mail, addressed to the addressee at his or her address in the records of Willamette Writers, postage prepaid, and mailed first class, registered, or certified. Notice communicated by telephone, facsimile transmission, e-mail, or other form of wire or wireless communication will be effective when the notice is sent by Willamette Writers, if the telephone or facsimile number, e-mail address, or other wire or wireless number or address conforms to the records of Willamette Writers most recently provided by the person for whom the notice is intended.

4.14 Waiver of Notice.

4.14.1 A director may at any time waive any notice required by these Bylaws, the Articles of Incorporation, or the Oregon Nonprofit Corporation Act. The waiver must be in writing, be signed by the director entitled to the notice, specify the meeting for which the notice is waived and be filed with the minutes or corporation records.

4.14.2 A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting, or promptly upon the director's arrival, objects 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.

ARTICLE 5: PROGRAMS AND CHAPTERS

5.1 Program and Chapter Establishment. As of the date hereof, Willamette Writers includes the following programs and chapters: Timberline Review, Young Willamette Writers, Visual Media, Books for Kids, Portland Chapter, Salem Chapter, Willamette Writers on the River Chapter, Coast Chapter, Mid-Valley Chapter, and Southern Oregon Chapter. The Board of Directors may, from time to time, approve the establishment of new programs and chapters using such criteria as the Board of Directors may devise. Each program and chapter shall have such powers and shall perform such duties as may be determined by the Board of Directors, except such powers as are prohibited under the Oregon Nonprofit Corporation Act.

5.2 Program and Chapter Dissolution. Programs and chapters may be dissolved by a majority vote of the Board of Directors using such criteria as the Board of Directors may devise.

5.3 Program Leaders and Chapter Chairs:

A. Each program shall be led by one or more Program Leader, and each chapter shall be led by one or more Chapter Chairs. The Board of Directors shall designate the method of selecting Program Leaders and Chapter Chairs. Program Leaders and Chapter Chairs shall have such authority and responsibilities as may be delegated to them by the Board of Directors.

B. Program Leaders and Chapter Chairs may choose volunteers as necessary to support their programming efforts.

C. Program Leaders and Chapter Chairs shall communicate and work with the Board of Directors in accordance with the Policies and Procedures.

5.4 Rules: Limit on Program Leaders and Chapter Chairs Authority. Program Leaders, Chapter Chairs, or their designees shall lead and manage their programs in accordance with these Bylaws and the organization's Policies and Procedures, as well as any other rules, policies, or provisions the Board of Directors may devise. Program Leaders and Chapter Chairs are not agents of Willamette Writers, may not hold themselves out as representing Willamette Writers, and may not enter into contracts on behalf of or otherwise bind Willamette Writers except to the extent they have been expressly authorized to do so by the Board of Directors.

ARTICLE 6: CONFLICT OF INTEREST

Officers, Directors, Program Leaders, and Chapter Chairs shall perform their responsibilities in the best interest of Willamette Writers without regard to personal, organizational or corporate gain. A conflict of interest exists when an individual has a direct personal, organizational or corporate interest that may influence him or her when making a decision for Willamette Writers. When a conflict of interest exists, or the appearance of a conflict of interest exists, the responsible party shall disclose this conflict of interest to the Board of Directors. A majority vote of the entire Board of Directors, not merely a quorum, is required to waive a conflict of interest. No Director shall cast a vote on any matter that has a direct bearing on services to be provided

by, or authority or responsibility to be imposed upon, that Director or any organization that such Director directly represents, or on any matter that would financially benefit such Director or any organization such Director represents. In the event any such Director fails to recuse himself or herself from voting on such an issue, the Board of Directors shall disqualify from voting any such Director whom the Board of Directors reasonably believes to have a conflict of interest as defined herein. Since the personnel comprising the Board of Directors may change annually, a conflict of interest approved by the Board of Directors after disclosure in a prior year(s) shall be disclosed to and voted on by the Board of Directors on an annual basis.

ARTICLE 7: COMMITTEES

7.1 Executive Committee. The Board of Directors may appoint from among its members an Executive Committee of not less than three (3) members.

7.1.1 Powers and Duties. The Executive Committee shall have such powers and shall perform such duties as may be determined and assigned to the Executive Committee from time to time by the Board of Directors, except as provided under the Oregon Nonprofit Corporation Act. A majority of the members of the Executive Committee may fix its rules of procedure.

7.1.2 Actions. All actions taken by the Executive Committee shall be by a majority of those serving on the committee if taken at a meeting or by unanimous written consent if taken without a meeting. The Executive Committee shall keep records of its activities and proceedings. All actions by the Executive Committee shall be reported to the Board of Directors at the meeting succeeding such action and shall be subject to revision, alteration, and approval by the Board of Directors; provided, however, that such revisions or alterations do not pose a liability to the organization.

7.1.3 Meetings. Meetings of the Executive Committee shall be called, from time to time at the discretion and upon the request of any member thereof. Notice of such meetings, unless waived, shall in each instance be given to each member of the Executive Committee at least one day before the meeting, either orally or in writings.

7.1.4 Vacancies. Vacancies in the membership of the Executive Committee shall be filled by the Board of Directors at a special meeting called for that purpose or at a regular meeting.

7.2 Nominating Committee. The Board may elect a Nominating committee consisting of at least three (3) Board members. It shall be the duty of this committee to nominate Board members to be voted on by the membership.

7.3 Other Committees. The Board of Directors may, from time to time, appoint other committees for such purposes as determined by the Board of Directors. Each committee shall have such powers and shall perform such duties as may be determined and assigned to the committee by the Board of Directors, except such powers as are prohibited under the Oregon Nonprofit Corporation Act. However, all matters transacted by a committee in the name of

Willamette Writers shall be submitted to and ratified by the Board of Directors at its next regular or special meeting. Membership of any such committee shall include two board members.

7.4 Rules: Limit on Committee Authority. Committee Chairs and their designees are not agents of Willamette Writers, may not hold themselves out as representing Willamette Writers, and may not enter into contracts on behalf of or otherwise bind Willamette Writers except to the extent they have been expressly authorized to do so by the Board of Directors.

ARTICLE 8: NON-DISCRIMINATION

Willamette Writers does not discriminate against any person on the basis of race, color, national origin, disability, sexual orientation, religion, or age in admission, treatment, or participation in its programs, services and activities, or in employment.

ARTICLE 9: FINANCIAL RESPONSIBILITY

9.1 Signatories. The President, Treasurer, and Secretary are hereby authorized to execute on behalf of Willamette Writers any and all forms of bank resolutions dealing with corporate banking matters, checks, contracts and any other instruments that may be required for the proper fiscal management of Willamette Writers. Any two of such officers may, without further resolution of Board of Directors, execute any such bank resolutions, documents, instruments or agreements as if authorized to do so by a specific resolution of the Board of Directors for obligations of Willamette Writers with an aggregate value of less than \$1,000.00, or such other amount as may, from time to time, be determined by the Board of Directors. Obligations with an aggregate value greater than such amount shall require express authorization by the Board of Directors.

9.2 Financial Statements. Annual corporate financial statements, which must include at a minimum, balance sheets and an income statement for the year to date, must be reviewed and approved by the Board of Directors.

9.3 Approval of Expenditures. Any expenditure over \$1,000.00, or such other amount as may, from time to time, be determined by the Board of Directors, that has not previously been approved must be approved by the Board of Directors.

9.4 Long-Term Investments. Redemption of any Certificate of Deposit or other long-term investment account shall require the signature of two authorized signatories.

9.5 Change of Status for Corporation Assets. The sale or refinancing of corporation assets over \$1,000 requires Board approval.

ARTICLE 10: CORPORATE INDEMNITY


This Corporation will indemnify all officers and directors, both current and past, as well as their heirs, executors, assigns, or administrators, against all claims, liabilities, judgements, settlements and related costs and expenses (including attorney's fees) incurred in or related to any claim, action, suit or proceeding to which any officer or director is or may be made party as a result of serving as an officer or director of Willamette Writers to the fullest extent allowed by Oregon law.

ARTICLE 11: 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 in office. Prior to any such amendment or repeal, or the adoption of any amendment to these bylaws, in whole or in part, each Director shall be given at least two days' notice of the date, time, and place of the meeting at which the proposed action is to be considered. The notice shall state that one of the purposes of the meeting is to consider proposed amendment(s) to the bylaws and shall contain a copy of the proposed amendment or amendments.

Date these bylaws are adopted: October 9, 2020

Signature: 
Name: Gail Pasternack
Title: President

Witness: 
Name: John Miller
Title: Secretary