

AMENDED AND RESTATED  
BYLAWS OF  
OREGON COALITION ON HOUSING AND HOMELESSNESS  
an Oregon Nonprofit Public Benefit Corporation

**Article I. Name; Purpose.**

Section 1. Name. The name of the Corporation shall be known and registered as Oregon Coalition on Housing and Homelessness.

Section 2. Purpose. The Corporation shall be organized and operated exclusively for charitable 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).

This Corporation's primary purpose is to end homelessness in Oregon.

**Article II. Nonmembership.**

This Corporation shall have no members.

**Article III. Board of Directors.**

Section 1. Duties and Responsibilities

The affairs of the Corporation shall be managed by the Board of Directors. The Board shall have all powers provided pursuant to ORS Chapter 65 (or its corresponding future laws).

Section 2. Number of Directors

The number of Directors of the Corporation shall not be less than three and not more than 18.

Section 3. Term and Election

Directors shall be elected at each annual meeting of the Board notwithstanding any other provision contained herein:

a. Except for the initial adjustments of shorter terms needed in order to create staggered terms, the term of office for Directors shall be two years. The Board shall make provisions to stagger the terms of Directors so that each year the terms of as close as possible to one-half of the Directors shall expire.

b. A Director may be reelected without limitation on the number of terms she or he may serve.

c. The Board shall elect its own members, except that a Director shall not vote on that member's own position.

Section 4. Removal.

Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

Section 5. Vacancies.

Vacancies on the Board of Directors and newly created Board positions shall be filled by a majority vote of the Directors then on the Board.

Section 6. 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. 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.

Section 7. 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.

Section 8. 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. Notice to such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally, by phone, by mail or email, not less than two days prior to the special meeting.

Section 9. Alternative Meeting Venue.

The Board may hold a regular or special meeting by telephone conference or by any similar means by which all persons participating in the meeting can simultaneously hear or read each other's communications during the meeting.

Alternatively, the Board may conduct a regular or special meeting by electronic means, provided that (a) all communications during the meeting are immediately transmitted to each participating Director and (b) each participating Director is able to immediately send messages to all other participating Directors. A Director participating in a meeting conducted by any method stated in this section shall be deemed to be present in person at the meeting, and all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Notice consistent with these Bylaws must be given.

Section 10. Compensation.

Directors may not receive compensation for serving on the Corporation's Board of Directors or for providing service to the Corporation. However, they may receive reimbursement or advances from the Corporation for reasonable and documented expenses incurred in the course of performing services as Directors or Officers. To the extent the Corporation makes any such reimbursements or advances, it shall do so only in accordance with financial policies established from time to time by the Board.

Section 11. Action Without a Formal Meeting.

Any action to be taken at a meeting of the Directors or any actions that may be taken at a meeting of the Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed and dated by all of the Directors.

## **Article IV. Officers.**

### Section 1. Title and Qualifications.

The officers of the Corporation shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer. The Board may elect such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors.

### Section 2. Chairperson.

The Chairperson shall be the principal officer of the Corporation. The Chairperson shall preside at all meetings of the Board. The Chairperson shall have any other powers and duties as may be prescribed by the Board from time to time.

### Section 3. Secretary.

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; (c) authentication of the records of the Corporation; and perform such other duties as may be required in keeping with the office. Secretary and Treasurer positions may be held by the same officer.

### Section 4. Treasurer.

The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping a full and accurate account of all financial records of the Corporation; (b) deposit 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; (c) disbursement of all funds when proper to do so; (d) make financial reports as to the financial condition of the Corporation to the Board; and (e) any other duties as may be prescribed by the Board. Secretary and Treasurer positions may be held by the same officer.

### Section 5. Election.

- a. Officers shall be elected for a one year term at the annual meeting.
- b. An officer may be reelected without limitation on the number of terms the officer may serve.
- c. The officers shall be elected from among the members of the Board.

### Section 6. Vacancy.

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

### Section 7. Removal.

Any officer may be removed by the Board of Directors, with or without cause, by a majority vote of the Directors present.

## **Article V. Committees**

### Section 1. Executive Committee.

The Board may elect an Executive Committee. The Executive Committee shall have the authority to act on behalf of the Board between meetings, except as otherwise provided in these Bylaws. The Executive Committee shall report all such actions taken at the next Board meeting.

Section 2. Other Committees.

a. The Board may, by resolution, create one or more other committees as it deems necessary and desirable.

b. The functions, scope and term of service of such committees shall be determined by the Board. However, no committee may (a) authorize distributions of funds; (b) approve or recommend a dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; (c) elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; (d) hire or terminate the Executive Director; or (e) adopt, amend or repeal the Articles or Bylaws.

**Article VI. Indemnification: Interested Parties.**

The Corporation shall indemnify to the fullest extent not prohibited by law any person who made, or threatened to be made a part 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. 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 VII. Fiscal Year.**

The fiscal year of the Corporation shall be set by a resolution of the Board.

**Article VIII. Conflicts.**

If there are conflicts or inconsistencies between the provisions of Oregon law, the Articles of Incorporation and these Bylaws, the provisions of Oregon law, the Articles of Incorporation, and the Bylaws (in that order) shall prevail.

**The undersigned, being the Secretary of the Oregon Coalition on Housing and Homelessness does hereby certify:**

**That the Directors are entitled to exercise all the voting power of said Corporation; and that the Directors adopted the foregoing Bylaws as the Bylaws of said Corporation by resolution passed at a meeting of the Board held on August 13, 2015.**

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**Greg Kornspan, Secretary**