



AMENDED AND RESTATED BYLAWS
OF
DOVE LEWIS EMERGENCY ANIMAL HOSPITAL, INC.

SECTION 1 PURPOSES AND POWERS

- 1.1 Purposes.** Dove Lewis Emergency Animal Hospital, Inc. (the “**Corporation**”) may engage in any lawful activity unless a more limited purpose is set forth in the Articles of Incorporation.
- 1.2 General Powers.** Unless the Articles of Incorporation provide otherwise, the Corporation has perpetual duration and succession in its corporate name and has the same powers as an individual to do all things necessary or convenient to carry out its affairs.

SECTION 2 BOARD OF DIRECTORS

- 2.1 Duties of Board.** All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the board of directors, subject to any limitation set forth in the Articles of Incorporation and except as provided in these Bylaws. The Articles of Incorporation may authorize a person or persons, or the manner of designating a person or persons, authorized to exercise some or all of the powers which would otherwise be exercised by a board. To the extent so authorized any such person or persons will have the duties and responsibilities of the directors, and the directors will be relieved to that extent from such duties and responsibilities.
- 2.2 Qualifications of Directors.** All directors must be individuals. A minimum of 33% of the total number of the voting directors must be active licensed veterinarians or retired veterinarians who left active practice in good standing.
- 2.3 Number of Directors.** The Corporation will have a variable-range size board of directors. The minimum number of directors will be eleven and the maximum number of directors will be twenty-one. The number of directors may be fixed or changed periodically, within the minimum and maximum, by the board of directors.
- 2.4 Election of Directors.** All the directors will be elected by the board of directors.
- 2.5 Terms of Directors Generally.**
- (a) Except as provided in Section 2.5(e), (1) the term of each director will be three years, (2) directors may be elected for no more than a total of three successive terms, and (3) after serving three full consecutive terms, an individual may not be reelected to the board of directors until one calendar year has elapsed.



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- (b) A decrease in the number of directors or term of office does not shorten an incumbent director's term.
 - (c) Except as provided in the Articles of Incorporation or these Bylaws, the term of a director filling a vacancy in the office of an elected director expires at the next election of directors. If a director fills a vacancy as provided in this [Section 2.5\(c\)](#), the term will not count against the director's [Section 2.5\(a\)](#) term limits unless the director serves for more than half of the vacant term.
 - (d) Despite the expiration of a director's term, the director continues to serve until the director's successor is elected and qualifies, or until there is a decrease in the number of directors.
 - (e) In the event the third successive term of the board member then serving as Chair of the board of directors expires at the end of that board member's first year as Chair, the third successive term of that board member will be extended for up to two years so that board member may serve a second one-year term as Chair of the board of directors and serve one year as Past Chair of the board of directors.
 - (f) In the event the board of directors elects a Chair-Elect of the board of directors as provided in [Section 2.11\(c\)](#), the Chair-Elect may be elected to a fourth successive term, which such fourth successive term may be extended as provided in [Section 2.5\(e\)](#); provided, however, if the Chair-Elect is not elected to Chair at the next election for Chair, the Chair-Elect's fourth term will terminate as of the date of that election.
- 2.6 Staggered Terms for Directors.** The Articles of Incorporation or these Bylaws may provide for staggering the terms of directors by dividing the total number of directors into groups. The terms of office of the several groups need not be uniform. Upon approving these Bylaws, in the authorizing consent, the board of directors set forth for each then-current director the term start date, the current term end date, term number, and number of remaining terms.
- 2.7 Resignation of Directors.** A director may resign at any time by delivering written notice to the Chair of the board of directors. A resignation is effective when the notice is effective under [Section 9](#) unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.
- 2.8 Removal of Directors.** A director may be removed with or without cause, unless the Articles of Incorporation or these Bylaws provide that directors may be removed only for cause, by the vote of two-thirds of the directors then in office or such greater number as is set forth in the Articles of Incorporation or these Bylaws.
- 2.9 Vacancy on Board.** Unless the Articles of Incorporation or these Bylaws provide otherwise, if a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the board of directors may fill the vacancy; or if the directors remaining in office constitute fewer than a quorum of the board of directors, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. Each director so elected will hold office for the balance of the unexpired term of vacant director

position. If a director fills a vacancy within six months of the beginning of a vacated position, the entire term will count against the newly elected director; however, if the director fills the vacated position later in time, the term will not count against the newly elected Director's term limit. If the application of the immediately preceding sentence causes a shift in previously agreed-upon staggered terms of directors, the board of directors may reset the staggered nature of one or more of the directors. A vacancy that will occur at a specific later date may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

2.10 Nonvoting Board Positions. The board of directors may appoint (a) the President & CEO to serve as a nonvoting member of the board of directors; and/or (b) a former member of the board of directors to serve as a nonvoting emeritus member of the board of directors. If appointed, a nonvoting member of the board of directors will not be counted in determining whether a quorum exists or a majority has approved an action of the board of directors.

2.11 Board of Directors Positions. The board of directors will annually elect two of its voting members to the following positions:

- (a) **Chair.** The Chair of the board of directors will preside at meetings of the board of directors and will perform other duties prescribed by the board of directors.
- (b) **Vice Chair.** The Vice Chair of the board of directors will preside at all meetings of the board of directors whenever the Chair is unable or unwilling to serve; and will perform other duties prescribed by the board of directors. The Vice Chair may also serve as Chair-Elect.
- (c) **Chair-Elect.** The board of directors may elect a Chair-Elect of the board of directors. In the event a Chair-Elect is elected by the board of directors, the Chair-Elect will be nominated to succeed the Chair at the next election of the Chair of the board of directors; provided, however, the board of directors may nominate others at that time to succeed the current Chair. If the Chair-Elect is not elected to succeed the person who is Chair at the time the Chair-Elect is elected Chair-Elect, then the Chair-Elect's term as a member of the board of directors will terminate as of the date of that subsequent election if the Chair-Elect's term had been extended as provided in [Section 2.5\(f\)](#).

SECTION 3 MEETINGS AND ACTION OF BOARD Regular and Special Meetings.

- (a) If the time and place of a director's meeting is fixed by these Bylaws or is regularly scheduled by the board of directors, the meeting is a regular meeting. For example, the board of directors will schedule the regular, annual meeting at which elections will occur in January or at another time designated by the Chair of the board of directors. All other meetings are special meetings.
- (b) The board of directors may hold regular or special meetings in or out of the State of Oregon.
- (c) Unless the Articles of Incorporation or these Bylaws provide otherwise, 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 either of the following occurs: (1) all directors participating may simultaneously hear or read each other's communications during the meeting; or (2) 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.

- (d) If a meeting is conducted through the use of any means described in Section 3(b), all participating directors must be informed that a meeting is taking place at which official business may be transacted; and a director participating in the meeting by this means is deemed to be present in person at the meeting.

3.2 Action Without Meeting.

- (a) As used in this Section 3.2:
 - (1) "Electronic" has the meaning given that term in ORS 84.004.
 - (2) "Electronic signature" has the meaning given that term in ORS 84.004.
 - (3) "Sign" includes an electronic signature.
 - (4) "Written" includes a communication that is transmitted or received by electronic means.
- (b) Unless the Articles of Incorporation or these Bylaws provide otherwise, action required or permitted by the Oregon Nonprofit Corporation Act 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. The action must 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.
- (c) Action taken under this Section 3.2 is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date.
- (d) A consent signed under this Section 3.2 has the effect of a meeting vote and may be described as such in any document.

3.3 Call and Notice of Meetings.

- (a) Unless the Articles of Incorporation, these Bylaws or the Oregon Nonprofit Corporation Act provide otherwise, regular meetings of the board may be held without notice of the date, time, place or purpose of the meeting.
- (b) Unless the Articles of Incorporation or these Bylaws provide for a longer or shorter period, special meetings of the board must be preceded by at least two days' notice to each director of the date, time, and place of the meeting. Unless the Oregon Nonprofit

Corporation Act provides otherwise, the notice need not describe the purpose of the special meeting unless required by the Articles of Incorporation or these Bylaws.

- (c) Unless the Articles of Incorporation or these Bylaws provide otherwise, the Chair or three members of the board of directors then in office may call and give notice of a meeting of the board.

3.4 Waiver of Notice.

- (a) A director may at any time waive any notice required by the Oregon Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws. Except as provided in Section 3.4(b), the waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records.
- (b) 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.

3.5 Quorum and Voting.

- (a) Unless the Articles of Incorporation or these Bylaws require a greater number or a lesser number, a quorum of the board of directors consists of 40% of of the fixed number of voting directors in office immediately before the meeting begins.
- (b) In the event the Articles of Incorporation or these Bylaws are amended to affect the provisions of Section 3.5(a), no such amendment may authorize a quorum of the board of directors to consist of no fewer than one-third of the fixed or prescribed number of directors determined under Section 3.5(a).
- (c) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present when the act is taken is the act of the board of directors unless the Articles of Incorporation or these Bylaws require the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting.
- (d) Unless otherwise provided in the Articles of Incorporation or these Bylaws, directors are elected by a plurality of the directors entitled to vote in the election at a meeting at which a quorum is present.
- (e) A director who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless (1) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting the business at the meeting; (2) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) the director delivers written notice of dissent or

abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

3.6 Committees.

- (a) Unless the Articles of Incorporation or these Bylaws provide otherwise, the board of directors may create one or more committees of the board of directors which exercise the authority of the board of directors and appoint members of the board to serve on them or designate the method of selecting committee members. Each committee must consist of two or more directors, who serve at the pleasure of the board of directors.
- (b) The creation of a committee and appointment of directors to the committee or designation of a method of selecting committee members must be approved by the greater of (1) a majority of all the directors in office when the action is taken; or (2) the number of directors required by the Articles of Incorporation or these Bylaws to take action under Section 3.5.
- (c) The provisions of Section 3.1 to Section 3.5 governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors, apply to committees and their members as well.
- (d) Except as provided in Section 3.6(e), to the extent specified by the board of directors or in the Articles of Incorporation or these Bylaws, each committee of the board may exercise the authority of the board of directors.
- (e) A committee of the board may not authorize distributions; approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; elect or remove directors or fill vacancies on the board or on any of its committees; or adopt, amend or repeal the Articles of Incorporation or these Bylaws.
- (f) The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct described in Section 4.

SECTION 4 STANDARDS OF CONDUCTGeneral Standards for Directors.

- (a) A director must discharge the duties of a director, including the director's duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director reasonably believes to be in the best interests of the Corporation.
- (b) In discharging the duties of a director, a director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented; (2) legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence;

or (3) a committee of the board of which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence.

- (c) A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 4(b) unwarranted.
- (d) A director is not liable to the Corporation or any other person for any action taken or not taken as a director, if the director acted in compliance with this Section 4.
- (e) A director will not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.

4.2 Director Conflict of Interest.

- (a) A conflict of interest transaction is a transaction with the Corporation in which a director of the Corporation has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction is fair to the Corporation at the time it was entered into or is approved as provided in Section 4.2(b).
- (b) A transaction in which a director has a conflict of interest may be approved by (1) the vote of the board of directors or a committee of the board of directors if the material facts of the transaction and the director's interest are disclosed or known to the board of directors or committee of the board of directors; or (2) obtaining the approval of (A) the Attorney General of the State of Oregon; or (B) the circuit court in an action in which the Attorney General of the State of Oregon is joined as party.
- (c) For purposes of this Section 4.2, a director of the Corporation has an indirect interest in a transaction if another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; or another entity of which the director is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the Corporation.
- (d) For purposes of Section 4.2(b), a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the directors on the board of directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this Section 4.2 by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section 4.2. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken if the transaction is otherwise approved as provided in Section 4.2(b).



4.3 Loans to or Guarantees for Directors and Officers.

- (a) The Corporation may not make a loan, guarantee an obligation or modify a preexisting loan or guarantee to or for the benefit of a director or officer of the Corporation, except as stated in this Section 4.3. Unless prohibited by the Articles of Incorporation or these Bylaws, the Corporation may make a loan, guarantee an obligation or modify a preexisting loan or guarantee to or for the benefit of a director or officer as part of a recruitment package, for a total period not to exceed three years, provided that approval of the loan, guarantee or modification is obtained in the manner provided in these Bylaws for approval of issues involving director conflicts of interest; and twenty or more days before the loan, guarantee or modification is to become binding on the Corporation, written notice has been given to the Attorney General of the State of Oregon of the proposed recruitment package for the director or officer, including identification of the amount and character of all items of compensation and a separate statement of the amount and terms of any such loan, guarantee or modification.
- (b) The fact that a loan or guarantee is made in violation of this Section 4.3 does not affect the borrower's liability on the loan.

SECTION 5 OFFICERS

- 5.1 Required Officers.** The Corporation must have a Chair and a secretary, and will have such other officers as are elected or appointed by the board or by any other person as may be authorized in the Articles of Incorporation or these Bylaws. The same individual may simultaneously hold more than one office in the Corporation.
- 5.2 Duties and Authority of Officers.** Each officer has the authority and will perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties and authority prescribed by the board of directors or by direction of an officer authorized by the board of directors to prescribe the duties of other officers.
- 5.3 Standards of Conduct for Officers.**
 - (a) An officer must discharge the officer's duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the officer reasonably believes to be in the best interests of the Corporation.
 - (b) In discharging the duties of an officer, an officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by one or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent in the matters presented; or legal counsel, public accountants or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.
 - (c) An officer is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 5.3(b) unwarranted.



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- (d) An officer is not liable to the Corporation or other person for any action taken or not taken as an officer if the officer acted in compliance with this Section 5.3.

5.4 Resignation and Removal of Officers.

- (a) An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is effective under Section 9 unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the later effective date, the board of directors or any other person as authorized under the Articles of Incorporation or these Bylaws may fill the pending vacancy before the effective date if the board or any other person provides that the successor does not take office until the effective date.
- (b) The board of directors or any other person authorized under the Articles of Incorporation or these Bylaws to elect or appoint an officer may remove any officer the board or any other person is entitled to elect or appoint, at any time with or without cause.
- (c) Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

5.5 Contract Rights of Officers. The appointment of an officer does not itself create contract rights. Removal or resignation of an officer does not affect the contract rights, if any, of the Corporation or the officer.

5.6 President & CEO. The President & CEO will supervise, direct, and control the affairs of the Corporation. The President & CEO also will perform all duties commonly incident to the office of President & CEO and other duties prescribed by the board of directors.

5.7 Treasurer. The board of directors may appoint a treasurer. If appointed, the treasurer will:

- (a) have general charge of and be responsible for all funds and securities of the Corporation;
- (b) receive and give receipts for monies due and payable to the Corporation from any source and deposit the monies in the name of the Corporation in banks, trust companies, or other depositories selected by the board of directors or an authorized officer; and
- (c) perform all duties commonly incident to the office of treasurer and other duties prescribed by the board of directors or an authorized officer.

5.8 Secretary. The secretary will:

- (a) prepare minutes of the directors' meetings and authenticate records of the Corporation;
- (b) ensure that all notices by the Corporation under the Oregon Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws are given;



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- (c) keep and maintain the records of the Corporation specified in Section 8(a) and Section 8(d); and
- (d) perform all duties commonly incident to the office of secretary and other duties prescribed by the board of directors or an authorized officer.

SECTION 6 INDEMNIFICATION

6.1 Definitions. As used in this Section 6:

- (a) “Corporation” includes any domestic or foreign predecessor entity of the Corporation in a merger or other transaction in which the predecessor’s existence ceased upon consummation of the transaction.
- (b) “Director” means an individual who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation’s request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. A director is considered to be serving an employee benefit plan at the Corporation’s request if the director’s duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. “Director” includes, unless the context requires otherwise, the estate or personal representative of a director.
- (c) “Expenses” include attorney fees.
- (d) “Liability” means the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses actually incurred with respect to a proceeding.
- (e) “Officer” means an individual who is or was an officer of the Corporation or an individual who, while an officer of the Corporation, is or was serving at the Corporation’s request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. An officer is considered to be serving an employee benefit plan at the Corporation’s request if the officer’s duties to the Corporation also impose duties on or include services by the officer to the employee benefit plan or to participants in or beneficiaries of the plan. “Officer” includes, unless the context requires otherwise, the estate or personal representative of an officer.
- (f) “Party” includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.
- (g) “Proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.



6.2 Authority to Indemnify.

- (a) Except as provided in Section 6.2(d), the Corporation will indemnify an individual against liability incurred in a proceeding to which the individual was made a party because the individual is or was a director if the conduct of the individual was in good faith; the individual reasonably believed that the individual's conduct was in the best interests of the Corporation, or at least was not opposed to the Corporation's best interests; and in the case of a criminal proceeding, the individual did not have reasonable cause to believe the conduct of the individual was unlawful.
- (b) A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of this Section 6.2.
- (c) Terminating a proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or the equivalent of nolo contendere does not, of itself, determine that the director did not meet the standard of conduct described in this Section 6.2.
- (d) The Corporation may not indemnify a director under this Section 6.2 in connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation; or a proceeding that charged the director with and adjudged the director liable for improperly receiving a personal benefit.
- (e) Indemnification permitted under this Section 6.2 in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.
- (f) The Corporation may not amend the Articles of Incorporation or these Bylaws so as to eliminate or impair a director's right to indemnification after an act or omission occurs that subjects the director to a proceeding or to liability for which the director seeks indemnification under the terms of the Articles of Incorporation or these Bylaws.

6.3 Mandatory Indemnification. Unless limited by the Articles of Incorporation, the Corporation must indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the Corporation, against reasonable expenses incurred by the director in connection with the proceeding.

6.4 Advance for Expenses.

- (a) The Corporation will pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if the director furnishes the Corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 6.2; and the director furnishes the Corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if the director is ultimately determined not to have met the standard of conduct.



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- (b) The undertaking required by Section 6.4(a) must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.
- (c) The Corporation may not amend or rescind the Articles of Incorporation, these Bylaws, or the resolution that authorizes the payments so as to eliminate or impair a director's right to payments after an act or omission occurs that subjects the director to a proceeding for which the director seeks payment.

6.5 Determination and Authorization of Indemnification.

- (a) The Corporation may not indemnify a director under Section 6.2 unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 6.2.
- (b) A determination that indemnification of a director is permissible must be made:
 - (1) by the board of directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding;
 - (2) if a quorum cannot be obtained under Section 6.5(b)(1), by a majority vote of a committee duly designated by the board of directors, consisting solely of two or more directors not at the time parties to the proceeding; or
 - (3) by special legal counsel selected by the board of directors or its committee in the manner prescribed in Section 6.5(b)(1) or Section 6.5(b)(2) or, if a quorum of the board cannot be obtained under Section 6.5(b)(1) and a committee cannot be designated under Section 6.5(b)(2), the special legal counsel will be selected by majority vote of the full board of directors including directors who are parties to the proceeding.
- (c) Authorization of indemnification and evaluation as to reasonableness of expenses will be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses will be made by those entitled under Section 6.5(b)(b)(3) to select counsel.
- (d) If the Corporation is a public benefit corporation, a director may not be indemnified until 20 days after the effective date of written notice to the Attorney General of the State of Oregon of the proposed indemnification.

6.6 Indemnification of Officers, Employees and Agents. Unless the Articles of Incorporation provide otherwise, an officer of the Corporation is entitled to mandatory indemnification under Section 6.3 to the same extent as a director; the Corporation will indemnify and advance expenses under this Section 6 to an officer of the Corporation to the same extent as to a director; and the Corporation may indemnify and advance expenses under this Section 6 to an employee or agent of the Corporation to the same extent as to a director.



- 6.7 Non-Exclusivity of Rights.** The indemnification and provisions for advancement of expenses provided in this Section 6 will not be deemed exclusive of any other rights to which directors, officers, employees or agents may be entitled under the Articles of Incorporation or these Bylaws, any agreement, general or specific action of the board of directors or otherwise, and will continue as to a person who has ceased to be a director, officer, employee or agent and will inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 7 AMENDMENT OF BYLAWS

- 7.1 Amendment by Directors.** Unless otherwise provided in the Articles of Incorporation or these Bylaws, the board of directors may adopt one or more amendments to these Bylaws subject to any approval required pursuant to Section 7.2. The Corporation must provide notice of any meeting of directors at which an amendment is to be approved. The notice must be in accordance with Section 3.3(b). The notice must also state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to these Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.
- 7.2 Approval by Third Persons.** The Articles of Incorporation may require an amendment to these Bylaws to be approved in writing by a specified person or persons other than the board.

SECTION 8 RECORDS

- (a) The Corporation will keep as permanent records minutes of all meetings of its board of directors, a record of all corporate action taken by the directors without a meeting, and a record of all actions taken by committees of the board of directors in place of the board of directors on behalf of the Corporation.
- (b) The Corporation will maintain appropriate accounting records.
- (c) The Corporation will maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
- (d) The Corporation will keep a copy of the following records:
- (1) articles or restated articles of incorporation and all amendments to them currently in effect;
 - (2) bylaws or restated bylaws and all amendments to them currently in effect;
 - (3) a list of the names and business or home addresses of the current directors and officers;
 - (4) the last three annual financial statements, if any, which may be consolidated or combined statements of the Corporation and one or more of its subsidiaries or affiliates, as appropriate, including a balance sheet and statement of operations, if any, for that year, and which must be prepared on the basis of generally accepted accounting principles if financial statements are prepared for the Corporation on that basis;



- (5) the last three accountant's reports if annual financial statements are reported upon by a public accountant; and
- (6) the most recent annual report delivered to the Secretary of State.

SECTION 9 NOTICE

- 9.1 **Oral or Written Notice.** Notice may be oral or written unless otherwise specified for a particular kind of notice.
- 9.2 **Methods of Notice.** Notice may be communicated in person, by telephone, telegraph, teletype, email or other form of wire or wireless communication, or by mail or private carrier, including publication in a newsletter or similar document mailed to a director's address. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where the meeting is to be held, or by radio, television or other form of public broadcast communication.
- 9.3 **When Oral Notice is Effective.** Oral notice is effective when communicated if communicated in a comprehensible manner.
- 9.4 **When Written Notice is Effective.** Personal written notice, if in a comprehensible form, is effective at the earliest of the following:
 - (a) when received;
 - (b) five days after its postmark, if mailed by United States mail correctly addressed and with first class postage affixed;
 - (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
 - (d) thirty days after its deposit in the United States mail if mailed correctly addressed and with other than first class, registered or certified postage affixed; or
 - (e) the date specified by the Articles of Incorporation or these Bylaws with respect to notice to directors.
- 9.5 **When Written Notice is Correctly Addressed.** Written notice is correctly addressed to the Corporation if addressed to its registered agent or, if none is of record, to its principal office shown in its most recent annual report or, if none, in the Articles of Incorporation.

SECTION 10 DEFINITIONS

All terms used in these Bylaws that are defined in the Oregon Nonprofit Corporation Act will have the meanings ascribed to them in the Oregon Nonprofit Corporation Act.