

Willamette Valley Development Officers

Organizational Charter & Bylaws

Article I: NAME

The name of the corporation is **Willamette Valley Development Officers (WVDO)**, Inc., located in Portland Oregon.

Article II: PURPOSE

The purpose of WVDO is to operate as a charitable institution that is qualified as an Oregon nonprofit corporation and a corporation described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”), or any future federal tax law. Any provisions in these Bylaws or in the Articles of Incorporation of WVDO to the contrary notwithstanding, no director or officer of WVDO shall do or fail to do any act that would cause WVDO to lose such qualifications. Without limiting the generality of the foregoing, the mission of WVDO, Inc. is to serve people raising funds for nonprofit organizations by linking them with others in the development community and providing affordable opportunities for their professional growth and education.

This corporation is organized exclusively for charitable purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Article III: BOARD OF DIRECTORS

- A. Directors: The Board of Directors shall consist of at least ten and no more than thirty directors elected by the members.
- B. Terms: Members of the Board of Directors shall serve for an initial term of three years. Subsequent terms of any director may be one year, two years, or three years, as determined by the Board of Directors. Directors may serve no more than six years, unless a director is serving as an officer. In that event, the director shall continue to serve until his or her term as an officer has concluded. Directors may also serve beyond six years with the approval of the Executive Committee. Newly elected directors shall assume their offices in January following their election.
- C. Nomination of Board Members: There will be a Nominating Committee consisting of the Executive Committee. At the last gathering of the general membership prior to June 30th of the calendar year, the President shall announce the initiation of the nominating process. The initiation shall also be announced to full membership in the issue of the newsletter produced prior to the summer recess. The Nominating Committee shall present a slate of nominees to the Board of Directors at the first Board meeting following the summer recess. The slate of nominees will be mailed by electronic or U.S. mail to members in last sixty days of calendar year along with a mail-in ballot. Additional nominees may be written in provided that these individuals have informed the Nominating Committee and have given their consent to serve.
- D. Elections of Board Members: Voting for Directors will take place through a mail-in ballot distributed by electronic or U.S. mail in last sixty days of calendar year with the slate of nominees. Directors shall be elected by a simple majority of ballots returned by members during a four-week period following mailing.

- E. Board Meetings: The Board of Directors shall meet at least four times a year.
- F. Action Without A Meeting: Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing by electronic or U.S. mail, setting forth the action taken, shall be expressed by all the Directors.
- G. Telephone Conference Meeting: Any regular or special meeting of the Board of Directors may be by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other. Participation in such a meeting shall constitute presence in person at the meeting.
- H. Quorum: A quorum for Board of Directors meetings shall consist of a simple majority of Board members.
- I. Minutes. Minutes of each meeting shall be approved by the Directors at the next Board of Directors meeting.

Article IV: POWERS AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- A. General Powers: The Board of Directors shall have the power and authority to control and manage the affairs and business of the corporation. The Directors may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they may deem proper, not inconsistent with these Bylaws and the laws of the State of Oregon. Directors at a duly organized meeting may transact business by majority vote of the Directors present until adjournment, provided that a quorum existed at the time the meeting was called to order.
- B. Special Meetings: Special meetings of the Directors may be called by or at the request of any Officer or Director of the corporation. A brief statement of the purpose(s) of such a special meeting shall be included in the notice. No business other than that specified in the notice shall be transacted at any meeting of the Directors except upon the unanimous consent of all Directors entitled to notice thereof.
- C. Vacancies and Newly Created Directorships: Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board between annual meetings shall be filled for the unexpired portion of the term by a simple majority vote of the remaining Directors.
- D. Removal of Directors: Any one or more of the Directors may be removed, either with or without cause, at any time by a simple majority vote of the Directors.
- E. Resignation: A Director may resign at any time by giving written notice to the Board or the President of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or President, and the acceptance of the resignation shall not be necessary to make it effective. Once delivered, a resignation shall be irrevocable, unless revocation is authorized by the Directors.

Article V: OFFICERS

- A. Officers of Corporation: The officers of the corporation shall be the President, President-Elect, Past President, Secretary and Treasurer.
- B. Appointment and Term of Office: The Officers shall be elected annually through mail-in ballot distributed by electronic or U.S. mail to members in last sixty days of the calendar year. Each Officer shall hold office for two (2) consecutive years and/or until his or her successor shall have been duly appointed and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.
- C. Removal: Any Officer or Agent elected by members may be removed by the members at any time for good cause shown.
- D. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Directors for the unexpired portion of the term.
- E. Duties of Officers: (i) President: The President shall be the principal operating officer of the corporation and subject to the control of the Directors and shall in general supervise and control all the day-to-day business and general affairs of the corporation. He or she may sign with any other proper officer of the corporation authorized by the Directors any deeds, mortgages, bonds, contracts, or other instruments that the Directors have authorized to be executed. The President shall also be custodian of the corporate records and the seal of the corporation.

(ii) Secretary. The Secretary shall insure that an accurate record of the minutes of the Board of Directors meetings are kept in one or more books provided for that purpose, shall keep an up-to-date record of the mailing address of each Director, shall prepare and update the corporation's calendar of activities, and in general shall perform all duties as from time to time may be assigned by the President or by the Board of Directors.

(iii) Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; shall receive and give receipts for monies due and payable to the corporation from any source whatsoever; shall direct the deposit of all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with these Bylaws; and in general shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

(iv) President-Elect and Past President: These Officers shall serve as members of the Board of Directors and shall perform such duties as the Directors shall from time to time direct.

Article VI: STANDING COMMITTEES

- 1) The Board of Directors shall be responsible for appointing and dissolving committees to provide appropriate benefits and services to its members.

All Committee Chairs shall serve as Directors.

Article VII: CONTRACTS, CHECKS, AND DEPOSITS

- A. Contracts: The Directors may authorize any Officers or Agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- B. Checks, Drafts, Etc.: All checks, drafts, or other payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such Officers or Agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Directors.
- C. Inspection of Books and Records: All books, records, and accounts of the corporation shall be open to inspection by the directors in the manner and to the extent required by law.

Article VIII: FISCAL YEAR END

The Directors of the corporation shall determine the corporation's fiscal year end.

Article IX: WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any Director of the corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, a waiver thereof, in writing, signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article X: LIMITATION OF DIRECTOR LIABILITY

No Director or Officer shall be personally liable to the corporation for monetary damages for conduct as a Director or Officer, except for:

- Any breach of duty of loyalty to the corporation;
- Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- Any unlawful distribution; or
- Any transaction from which the Director or Officer derived an improper benefit.

Article XI: DIRECTOR AND OFFICER INDEMNIFICATION

In all cases the corporation shall indemnify within its capacity, any individual made a party to legal proceedings because the individual was or is an Officer, Director, Agent, or Employee of the corporation, against liability incurred in the proceeding if the Board of Directors determines that:

- The conduct of the individual was in good faith;
- The individual reasonably believed that his or her conduct was not opposed to the best interests of the corporation;
- In the case of any criminal proceedings, the individual had no reasonable cause to believe his or her conduct was unlawful.

The corporation may not indemnify a Director:

- A. In connection with a proceeding by or in the name or right of the corporation in which the Director was adjudged liable to the corporation, or

- B. In connection with any other proceeding charging improper personal benefit to the Director in which the Director was adjudged liable on the basis that personal benefit was improperly received by the Director.

Article XII: INSUREMENT OF BENEFITS

Other than reasonable compensation for services, no net revenue or assets of the corporation shall insure to the benefit of any Officer or Director of the corporation.

Article XIII: AMENDMENT OF THE BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a mail-in ballot by U.S. or electronic mail of the members.

Amended this 9th day of September, 2008

By _____
President

By _____
Treasurer