

# Organic Bylaws of Clackamas Amateur Radio Emergency Services, Inc.

## **PREAMBLE**

It being desirable that a set of enduring Bylaws be adopted by the Corporation, in order to: ensure the corporation's compliance with state and federal law; preserve its independence as a legal entity; facilitate its operations as the recognized amateur radio emergency communications resource within Clackamas County, Oregon and the recognized primary pool of radio amateurs available within said county to the Amateur Radio Emergency Service of the American Radio Relay League, Incorporated; and provide lawful means for rendering as simple as possible compliance by the corporation with the law, as well as minimizing the need for unnecessary procedural acts otherwise required by statute that consume time otherwise more productively spent rendering the public service for which the corporation was founded; now, therefore

CLACKAMAS AMATEUR RADIO EMERGENCY SERVICES, INC. (hereafter "CARES") adopts and proclaims these Organic Bylaws as its fundamental charter, subject only to its Articles of Incorporation and the law.

## **TITLE 1: FORM AND MANNER OF ORGANIZATION**

### **Purposes of Corporation; Duration; Limitations on Activity; Relationship of Organic to Procedural Bylaws**

#### **Article I-A: Purpose; Duration; Limitations on Activity**

##### **Section 1. Purposes Generally.**

CARES shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations set forth in the Articles of Incorporation, the exclusive 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) and Section 501(c) (3) of the Internal Revenue Code of the United States of 1954 (or its corresponding future provisions).

##### **Section 2. Situs and Nature of Corporation.**

CARES shall be incorporated under the laws of the State of Oregon as a Public Benefit Corporation, with members.

### **Section 3. Primary Objectives.**

CARES' primary objectives shall be the provision of public services which would otherwise be provided by government, to-wit: emergency, disaster and public service communications, and all ancillary activities related to said purpose, including but not limited to training, education, drills and participation in the Amateur Radio Emergency Service (hereafter "ARES") and the Radio Amateur Civil Emergency Service (hereafter "RACES") as elsewhere provided for in these and the Procedural Bylaws, in addition to any other lawful volunteer emergency and disaster response and relief activities.

### **Section 4. Not Private Foundation.**

CARES shall not be a private foundation.

### **Section 5. Property Ownership.**

CARES may procure, hold and transfer real and personal property.

### **Section 6. Duration.**

The duration of the corporation shall be perpetual.

### **Section 7. Independence from Other Organizations.**

CARES shall not be substantially subject to control by, nor shall it substantially control, the activities or operations of any other organization.

### **Section 8. Non-Equity Corporation.**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

### **Section 9. Restrictions on Lobbying; Prohibition on Candidate Support or Endorsement.**

No substantial part (as defined by law) of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as is lawfully permissible to an IRC 501(c)(3) corporation in furtherance of the public benefit goals for which it is organized, and in self-defense. The corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office (including the publishing or distribution of statements), but the corporation may

sponsor meeting programs, and report thereon in its minutes, in which government officials or candidates for public office appear, provided that the corporation takes no position on any candidacy for public office and extends to all candidates to appear on any public election ballot for the same office, the same opportunity to appear at such corporation meeting in a substantially equivalent manner, and further that the purpose of such appearances is to solely discuss matters related to the public purposes of the corporation.

### **Section 10. Permissible Political Conduct.**

Nothing in Section 9 of this Article prohibits the corporation from objectively reporting to its members the positions of government officials on matters affecting the corporation or its purposes, from communicating with elected governmental representatives, or other governmental personnel, concerning matters affecting the operations of the corporation or the public purposes for which it is organized, from seeking redress of grievances, or from assisting in the formulation of law or policy on request of any governmental entity; nor does this section prohibit the corporation from appearing in administrative or judicial proceedings concerning matters affecting the corporation's operations or the public service purposes for which the corporation is organized, or from providing information and opinions to legislative bodies upon their request or in discharge of the legal, contractual or otherwise lawful obligations of the corporation. Nor shall any provision of these Bylaws prohibit the corporation from engaging in attempts to influence legislation or administrative rulemaking (whether introduced in Congress, the Oregon Legislative Assembly, a federal or state regulatory body, or local political subdivision, or initiated by the people or referred to the people by the Legislative Assembly or a local political subdivision) in its "self-defense" or defense of its public benefit purposes, provided however that no substantial part of the corporation's activities shall be devoted to such endeavors, and that in no event shall such activity be conducted in frequency or manner contrary to Section 501(c)(3) of the Internal Revenue Code or equivalent provision of any subsequent or superceding Internal Revenue Code or section thereof.

## **Article I-B: Relationship of Organic to Procedural Bylaws**

### **Section 1. Organic Bylaws as Supreme Authority; Exceptions.**

For purposes of defining the outside limits of CARES' activities, these Organic Bylaws, subject to any higher limitations imposed by the Articles of Incorporation and by law, shall be the supreme written authority with respect to conduct of its affairs.

## **Section 2. Adoption of Procedural Bylaws; Effect of Adoption or Failure to Adopt.**

The corporation may adopt additional and supplemental Bylaws, known as Procedural Bylaws, which more specifically delineate the details of its conduct of affairs and its operations. Such Procedural Bylaws may not violate any provision of these Organic Bylaws. No provision of any Procedural Bylaws contrary to any provision of these Organic Bylaws shall be adopted without first, or contemporaneously, amending these Organic Bylaws to eliminate such conflict. The absence of Procedural Bylaws shall not invalidate these Organic Bylaws or any provisions hereof except as may be otherwise provided herein.

## **Section 3. Matters which Procedural Bylaws may Address.**

Subject to Section 2 of this Article, the matters contained within the Procedural Bylaws may include, in addition to or supplementing these Organic Bylaws, but are not limited to:

- (A)** determination of classes of membership, and rights of such classes;
- (B)** procedures for discipline of members;
- (C)** specifics with regard to any notice required prior to the performance of any Act;
- (D)** the specific number, titles, duties, and limitations of authority of officers in addition to those required by law;
- (E)** procedures for the conduct of Board of Directors and Membership Meetings;
- (F)** establishment of fiscal year;
- (G)** relationship between CARES and any other legal entity, unincorporated association, organization, or governmental body;
- (H)** establishment of an Executive Committee, committees of the Board of Directors, other committees, and creation of executive positions (e.g., naming of an Executive Director);
- (I)** procedures for amendment of both these Organic Bylaws and the Procedural Bylaws;
- (J)** the promulgation of rules inferior to any Bylaws to which members shall be bound;
- (K)** the setting of any dues;
- (L)** order of succession of corporate executive authority;
- (M)** time, date and location of the Annual Meeting;
- (N)** eligibility for membership and the duties, obligations, and rights of members;
- (O)** the extent of any delegation of operational command authority to persons also serving as officials of any other organization or governmental unit;
- (P)** voting rights and procedures;

- (Q) extent of the corporation's duty to reasonably accommodate disabled persons;
- (R) handling of corporate records;
- (S) non-discrimination policy;
- (T) the authority, duties, obligations, rights and privileges of any person designated by the corporation to act as Supreme Operational Commander of all field operations, whether such person be selected by the corporation, or be selected by another organization or representative thereof and assuming such authority in the corporation by virtue of Act of the corporation or operation of the Procedural Bylaws;
- (U) such other matters as are lawful and deemed proper.

**Section 4. Construction; Method of Resolving Ambiguity Between Organic and Procedural Bylaws; Limitations upon Judicial Review.**

When an ambiguity arises as a result of any difference between textual language in these Organic Bylaws, and that in the Procedural Bylaws, the first rule of construction shall be to attempt to resolve such ambiguity by accommodating and giving effect to the specific intent and purpose of the Procedural Bylaws provision, in a manner which does not violate the outside limits of these Organic Bylaws. In the event such construction is incapable of determination or the differing provisions are irreconcilable, these Organic Bylaws shall control. The Board of Directors shall be the ultimate arbiter of any such construction, but may delegate to inferior committees or members the authority to make such initial and/or intermediary determinations, and may adopt such initial and intermediate determinations as final either by specific act, or by expressly declining to review same. No such Board of Directors determination, whether by itself, by its specific act of adoption of an initial or intermediate determination as recited above, or by its expressly declining to review such initial or intermediary determination, shall be reviewable by the courts, except to any extent otherwise expressly and specifically provided in particular provisions of the Procedural Bylaws, or as otherwise required by law.

**Section 5. Where Procedural Bylaws Silent on Mandatory Issue.**

Unless otherwise expressly provided herein, where a provision of these Organic Bylaws provides in express or equivalent terms that a process *shall* exist or that a limitation *shall* apply, and commits the details thereof to the Procedural Bylaws, but the Procedural Bylaws are nonexistent or are silent, then the Organic Bylaws provision is self-executing and is to be applied in a fair and consistent manner by the Board of Directors subject to any requirements imposed by the Articles of Incorporation and by law.

## **Section 6. Where Procedural Bylaws Silent on Permissive Issue.**

Unless otherwise expressly provided herein, where a provision of the Organic Bylaws provides in express or equivalent terms that a process *may* exist or that a limitation *may* apply, and commits the details thereof to the Procedural Bylaws, but the Procedural Bylaws are nonexistent or are silent, then the Organic Bylaws provision is not self-executing and said process or limitation does not apply, unless otherwise provided in the Organic Bylaws provision in question, or otherwise lawfully adopted by the Board of Directors.

## **Section 7. Where Organic Bylaws Refer to Matter Not Elsewhere Detailed**

Where a provision of these Organic Bylaws provides in express or equivalent terms either that a process shall, or may, exist, or that a limitation shall or may apply, and does not commit the details thereof to the Procedural Bylaws, then the matter shall be processed and administered by the Board of Directors in due course, subject, however, to the requirements of the Oregon Nonprofit Corporation Act (ONCPA) and any successor provisions to the ONCPA, and to any other applicable law.

## **Section 8. Where both Organic and Procedural Bylaws Silent.**

Where the Organic and Procedural Bylaws are silent as to an issue, or the provisions thereof are unenforceable, then the matter shall be processed and administered by the Board of Directors in due course, subject, however, to the requirements of the Articles of Incorporation, the ONCPA, and any successor provisions to the ONCPA, and to other applicable law.

## **TITLE 2: ADMINISTRATION**

### **Corporate Indemnification of Officers & Directors; Board of Directors; Officers; Duties, Terms & Elections; Vacancies, Suspension; Removal; Regular & Special Meetings; Proxies**

#### **Article II-A: Corporate Indemnity**

### **Section 1. No Corporate Indemnity.**

The corporation shall not indemnify its officers and Directors.

### **Section 2. Special Amendment to Allow Indemnification.**

Section 1 of this Article and any other provision of these or the Procedural Bylaws notwithstanding, Section 1 of this Article may be amended to provide that the corporation shall, or shall not, indemnify its officers, or Directors, or any of

them, to the fullest extent allowed by law or other expressly and specifically articulated extent, upon majority vote of the enfranchised Directors *then in office* at a Regular or Special Board meeting; provided, however, that, any other provision of these or the Procedural Bylaws notwithstanding, not less than 2 days notice of inclusion of such proposed amendment on the agenda of such Board meeting shall have been provided each Director, by one or more of the methods enumerated in Section 9, paragraph (A) of Article II-B of these Organic Bylaws. In the absence of such notice, no amendment of Section 1 of this section by this particular procedure shall be effective or enforceable.

## **Article II-B: Board of Directors**

### **Section 1. Duties.**

The affairs of the corporation shall be managed by the Board of Directors. Unless otherwise specified herein, the term “Director” shall mean an “enfranchised Director,” *i.e.*, one with general voting power on the Board of Directors.

### **Section 2. Number and Qualifications; Variable Range; Manner of Modifying Number or Establishing as Variable or Fixed**

**(A) Variable Number of Directorships; Range.** The number of enfranchised (*i.e.*, voting) Directors may vary between a minimum of three and a maximum of thirteen, within which range the actual number shall be prescribed by Resolution of the Board of Directors from time to time. The range of variable enfranchised Directorships shall not be changed except by vote of the enrolled membership. The number of enfranchised Directorships shall not be changed from variable to fixed, or from fixed to variable, except by vote of the enrolled membership. No change in the number of enfranchised Directorships shall operate to remove a sitting Director during the term of said Director.

**(B) Minimum Number of Directors.** The minimum Directors of the corporation at any time, in accordance with the ONPCA or equivalent successor provisions to the ONPCA shall be three, consisting of officers designated President, Secretary, and Treasurer. In the alternative, if the offices of Secretary and Treasurer are combined pursuant to procedures established in any such provision of the Procedural Bylaws, or as otherwise provided herein, then the minimum Directors of the corporation shall be President, Secretary-Treasurer, and Vice President. If there is no Vice President, or if there is a vacancy in any of the aforementioned offices, then (an) enfranchised Director(s) who is (are) not (an) officer(s) of the corporation shall be counted toward the minimum number of Directors for purposes of law, and shall perform the legal duties, if any, of the vacant office, whether or not such Director(s) assume(s) the vacant office(s).

**(C) Minimum Number of Directors in event of Change of Law.** In the event that a future version of, or successor to, the ONPCA, provides that the corporation's minimum number of Directors may be a number not less than two, then the minimum number shall consist of the officers designated President and Secretary, and vacancies in either of such offices shall, for purposes of this Section only, be dealt with in accordance with the procedure recited in paragraph (B) of this Section.

**(D) Ex Officio, Non-Voting Directors.** In addition to the enfranchised directors, the Board of Directors may provide for *ex officio* Directors, who shall, unless expressly otherwise provided in the Procedural Bylaws, have no vote in the Board of Directors but who shall have such other privileges as shall be enumerated in the Procedural Bylaws, in addition to any such privileges specifically provided in these Organic Bylaws. The Procedural Bylaws, and Emergency Bylaws, may provide for alternate Directors and the circumstances under which they may vote in the absence of an enfranchised Director they represent.

**(E) Qualifications of Directors.** A Director shall meet all of the qualifications for enrolled membership set forth in the Procedural Bylaws, which shall define the criteria for remaining in good standing. The Board of Directors may, by Resolution, establish and adopt additional (but not lesser) qualifications for Directors from time to time. In the absence of Procedural Bylaws, the Board may by Resolution establish minimum qualifications for Directors not inconsistent with these Organic Bylaws.

**(F) Number, Types of Directors; Size and Composition of Board, Term of At-Large Director, at Time Bylaws Adopted.** Any other Bylaws provision notwithstanding:

- (1)** The number of enfranchised Directorships prior to the adoption of these Bylaws was fixed by the Board of Directors at four, consisting of the officers President, Vice President, Secretary and Treasurer, in addition to two *ex officio*, non-voting Directors consisting of the CO and the General Counsel;
- (2)** The number of enfranchised Directorships upon adoption of these Bylaws is variable as provided in subsection (A) of this Section, and prescribed at five, consisting of the officers President, Vice President, Secretary and Treasurer, and one enfranchised Director at Large, in addition to two *ex officio*, non-voting Directors consisting of the CO and the General Counsel.
- (3)** The Director at Large prescribed by this subsection upon adoption of these Bylaws shall be elected:

- (a) by the enrolled membership at the year 2004 Annual Meeting if these Bylaws are adopted at or prior to that meeting, the term of such Directorship to be fixed under these Bylaws at either one or two years by vote of the Enrolled Membership taken in the same manner and immediately prior to the vote on candidates for said Directorship, following proper Notice to the membership as otherwise required by these Bylaws; or
  - (b) by the Board if these Bylaws are adopted following the year 2004 Annual Meeting but more than 60 days prior to the year 2005 Annual Meeting, to serve a term which shall expire at the same time as the term of those Directors elected at the year 2004 Annual Meeting. In such case, the question of whether the at-large Directorship shall be fixed at one or two years, shall be presented to the Enrolled Membership for its determination at the year 2005 Annual Meeting in the same manner as provided in subparagraph (a) of this paragraph; or
  - (c) by the enrolled Membership if these Bylaws are adopted 60 days or less prior to the year 2005 annual meeting, the position remaining vacant until it is filled by election at that meeting
- (4) Upon the Enrolled Membership's fixing of the length of the term of the Director at Large, the Secretary (or General Counsel, if any) may codify into these Bylaws such fixing of said term, without necessity of additional action by the Board or membership.

### **Section 3. Term and Election.**

**(A) Length of Term of Director.** The term of office for enfranchised Directors shall be one year, except as provided in paragraph (B) of this section. A Director may be reelected without limitation on the number of terms she or he may serve. The Board shall be elected by the members at the annual meeting of the members, except as otherwise provided herein.

**(B) Staggering of Terms Permitted.** The Board of Directors may, by Resolution, 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. Such staggering may be accomplished by the Board of Directors prescribing twice the number of enfranchised Directorships as existed prior to the staggering of terms, and/or by the Board extending the length of terms of office of such enfranchised

Directors to two years upon initial election or reelection; provided, however, that no Board Resolution adopting such staggering of terms shall become effective until it shall have been approved by majority vote of the enrolled members in attendance, entitled to vote for Directors, and voting, at a regular membership meeting preceded by Notice to the enrolled membership of such agenda item, such notice to be provided by announcement at the regular membership meeting immediately preceding the meeting at which membership vote on such Resolution is scheduled, in addition to that Notice prescribed by Article VII, Section 3 and 4, of these Bylaws.

**(C) Sitting Director Not to Vote in Election by Board.** Whenever any provision of these or the Procedural Bylaws provides for the Board selecting any of its members, a sitting Director may not vote on that Director's own position.

#### **Section 4. Removal and Suspension of Directors and Officers.**

**(A) Initiated by Membership.** Upon petition of not less than ten enrolled members in good standing entitled to vote at an election of Directors, or of not less than five percent of the enrolled membership's voting power, whichever is less, any enfranchised Director may be removed with or without cause, at a meeting properly called for that purpose, by a vote of the enrolled members who are entitled to vote at an election of Directors, subject to, and in accordance with, such procedures as may additionally be provided in the Procedural Bylaws. A quorum of said membership meeting shall consist of at least ten enrolled members in good standing, or 20% of the enrolled membership in good standing, whichever is greater. In the event the Procedural Bylaws are silent, then this provision shall be self-executing.

**(B) By Action of Board.** An enfranchised Director may, for cause, be removed from office by the Board at a special Board meeting, by two-thirds vote of the Directors in office immediately prior to the beginning of the meeting, unless a lesser majority shall, subsequent to the adoption of these Organic Bylaws, be allowed by the ONPCA or successor provisions thereof, in which case the least number of affirmative votes allowed under the ONPCA or successor provisions thereof for removal shall control; provided, however, that, notwithstanding any other Notice provision of these or the Procedural Bylaws, notice shall be mailed First Class, postage prepaid, to the Director in question, to the address of record in the current roster maintained by the Secretary or Membership Secretary, or to such address as the Director in question has provided the Secretary or Membership Secretary since the most recent updating of the official membership roster not less than fifteen days prior to said special Board meeting, the date of said meeting being excluded from such calculation, said mailing being effective upon its deposit in the United States Mail at Oregon City, Oregon as conclusively evidenced by its postmark.

**(C) Board to Sit in Executive Session; Notice to Director.** A special Board meeting called to address removal of an enfranchised Director, shall be held, in that regard, in Executive Session, unless the Director in question requests an open meeting not less than five days prior to said meeting, by actual notice to any enfranchised Director, the President, Secretary, or Executive Director, in which case notice of the special meeting shall be sent to the Enrolled Membership, by email, or by other means provided in any Procedural Bylaws, such members without email accounts of record to be given notice by any means or combination thereof in conformance with Article II-D of these Bylaws, not less than two days prior to said meeting. For purposes of this paragraph, “open meeting” means a meeting which may be attended by any enrolled member in good standing, and does not connote “open meeting” as that term is defined in the Oregon Open Meeting Act or Oregon Open Records Act.

**(D) When Removal as Director Removes as Officer.** If a Director removed by the Board under this Section is also an Officer of the Corporation, the removal of the Director also removes the person as an Officer, unless the Board by Resolution adopted prior to the exercise of votes, provides otherwise by affirmative vote of not less than the same numerical majority and number of affirmative votes required for removal.

**(E) Manner of Removal of Officer; When Such Removal Also Removes as Director.** An officer may be removed in the same manner as provided in this Section for removal of a Director. If a person removed by the BOD as an Officer under this Section is also then an enfranchised Director, then removal as Officer also removes the person as enfranchised Director, unless the BOD by Resolution provides otherwise by affirmative vote of the not less than the same numerical majority and number of affirmative votes required for removal.

**(F) Manner of Assuming Office Immaterial.** An enfranchised Director is subject to removal by Board action, regardless of whether said Director assumed office by Presidential appointment, Board election, or membership election.

**(G) Suspension of Directors, Generally.** The Procedural Bylaws may provide for suspension of Directors and Officers, the grounds therefor, and the methods and manner thereof. In the absence of any such provisions in the Procedural Bylaws, or as long as the Procedural Bylaws, if addressing suspension of Directors, do not prevent it, the Board may suspend an enfranchised Director or officer from office upon majority vote of the Board at a Regular or Special meeting of the Board, whenever the Board deems such action necessary in order to investigate any matter pertaining to the Director or officer relating to grounds for removal for cause under this Article, or to prevent harm to the corporation. Unless otherwise authorized by subsection (H) of this Section or by the Procedural Bylaws, however: no such suspension shall remain in effect for more than 60 days absent renewal thereof by the Board prior to the last day thereof; no such renewal shall be for more than 30 days; and no more than one

such renewal shall be permitted prior to final determination of the status of the subject Director or Officer. If, however, the suspension arises from the filing of an accusatory instrument alleging an offense, the conviction of which under this Section would constitute grounds for removal, said suspension may remain in effect until such accusatory instrument or counts thereof alleging removable offenses is/are dismissed, set aside, or disposed of in a trial court by a judgment of acquittal. If the gravamen of such accusatory instrument also constitutes independent grounds for removal under section, the suspension may remain in effect for purposes of investigation notwithstanding such disposition of the accusatory instrument, except when the defendant has been acquitted of all elements encompassing such independent grounds. Any other provision of these Bylaws notwithstanding, the office of said officer or director shall not be declared vacant during the period of such suspension, but the Procedural Bylaws (or, in the absence of such Procedural Bylaws provision, the Board of Directors by Resolution) may provide for said office to be temporarily assumed by another Director or member who would be eligible for election to the Directorship or office, pending resolution of the suspended Board member's status. During any such investigatory period, or during the period of suspension for immediate protection of the corporation, the fact of such suspension may be communicated by the Board to the enrolled members entitled to vote on one or more occasions for Directors, but the reasons therefor shall not be so disclosed by the BOD or any person acting on behalf of, or in conjunction with, the BOD in said matter.

**(H) Emergency Suspension of Director.** Nothing in this Section prevents the indefinite suspension of a Board member or any other officer, employee, agent or committee member, by the President or Board, or the indefinite suspension by the Executive Director (if any) of a person from the EXCOM (if any) or any other Committee exercising any Board functions, in a *bona fide* emergency without resort to the foregoing provisions of this Section, to deal with an emergent and significant threat to the integrity of the corporation or its operations; provided, however, that provision for such procedure has been made in the Procedural or Emergency Bylaws, that deferred due process regarding termination of the suspension or removal of the affected person, reasonable under the circumstances (in the sole judgment of the Board and in compliance with the ONPCA and any applicable provisions of these or the Procedural Bylaws) is afforded the suspended upon termination of the emergency, and that such actions and procedures otherwise comply with law. This paragraph imposes an elevated duty of good faith and is to be exercised with extreme care. The execution of a suspension hereunder shall not, however, be reviewable by the courts unless the law otherwise guarantees such judicial review to the affected person notwithstanding contrary Bylaws provisions.

**(I) Definition of "Cause" for Removal.** For purposes of this Section, "for cause" shall mean one or more of the following, which shall be recited in the Notice sent to the Director subject to the proposed action, in sufficient detail as to

provide reasonable appraisal of the nature and cause of the allegation, and ability to formulate defense thereto:

- (1)** specified acts or omissions of nonfeasance, misfeasance, or malfeasance, or of extremely outrageous, malicious, willful, grossly negligent, or repetitively negligent misconduct, any of which:
  - (a)** is detrimental, or highly likely to be so, to the corporation's legal standing, finances; community reputation, or objectives;
  - (b)** constitutes (under commonly understood definitions) harassment, defamation or intimidation of any served agency, Director, *ex officio* Director, officer, CO, or member of any class, of CARES; or
  - (c)** constitutes invidious discrimination against any Director, *ex officio* Director, officer, CO, or member of any class, of CARES, or against any other person on account of or arising from the victimized person's race, color, creed, ethnicity, ideology, political belief or affiliation, religion or lack thereof, sex, gender, disability or sexual orientation;
- (2)** repeated, unjustifiable, inexcusable and willful violation of: Bylaws; properly adopted Board Resolutions, Standing Rules, policies, or procedures; or valid Standing or Field Orders;
- (3)** suspension, cancellation or revocation of the person's FCC-issued primary amateur radio operator or station license;
- (4)** conviction of an offense in any jurisdiction of or within the government or territory of the United States, excluding those occurring in Tribal Courts which, if committed in the State of Oregon, would constitute a felony other than a single conviction of a felony offense under the Oregon Vehicle Code for operating a motor vehicle in absence or excess of licensure or privileges;
- (5)** conviction of an offense in any jurisdiction of or within the government or territory of the United States which, if committed in the State of Oregon, would constitute a crime of moral turpitude;
- (6)** conviction of an offense in any jurisdiction of or within the territory of the United States which, if committed in the State of

Oregon, would constitute a crime, and which for its conviction necessarily required proof of, admission of, or express failure to contest, elements of act(s), omission(s) or misrepresentation(s) amounting to dishonesty or deceit;

- (7) conviction by an Oregon court (other than a Tribal Court) of competent jurisdiction of a non-criminal offense designated under the law as, deemed by the convicting court to be, or by operation of law constituting, a Violation, if the offense necessarily required for its conviction proof of, admission of, or express failure to contest, elements constituting the *corpus delicti* of “theft;” as that term is defined under the Oregon Criminal Code;
- (8) absenteeism from two regular BOD meetings without excuse within one calendar year; or
- (9) absenteeism from four regular BOD meetings with or without excuse within one calendar year.

**(J) “Conviction” Defined.** For purposes of this Section, a “conviction” is defined as follows:

- (1) entry of a judgment of conviction, denoted as such, entered other than by a Tribal Court, Justice Court or a court that is not a civilian court of record, regardless of whether a sentence of imprisonment is imposed, regardless of whether probation is ordered, and regardless of the pendency of any appeal; and, if an Oregon judgment, regardless of the judgment denoting a suspended imposition of sentence or deferred imposition of sentence.
- (2) “Conviction,” however, for purposes of this Section, does not include a court order or agreement under which the defendant has conditionally pled guilty or no contest and been placed on probation or its equivalent in exchange for deferred sentencing with the expectation of dismissal of the criminal accusatory instrument with prejudice upon satisfactory compliance with said court order or agreement.
- (3) Nor does “conviction” as used in this Section include a pretrial diversion order or agreement, whether or not accompanied by a guilty plea, pursuant to which the accusatory instrument is to be dismissed with prejudice at a future time in exchange for the defendant’s satisfactory compliance with the provisions of such order or agreement.

(4) Nor shall the term “conviction,” for purposes of this Section, extend to a judgment otherwise constituting grounds for removal under this Section, which has, prior to its discovery by the BOD, been expunged, set aside, voided, vacated or reversed, or for which the convicted person has been granted a pardon or amnesty, under the laws of the State of Oregon or of the jurisdiction in which the conviction was originally entered, or by a federal court.

(5) Nor shall the term “conviction” include that for which competent legal authority has, prior to discovery of the judgment by the BOD, restored civil rights to the defendant upon fully serving the penalty for such conviction, but this exception shall apply only if the conviction was not for an offense which would, under the Oregon Criminal Code, constitute (unless otherwise expressly provided in Appendix “B” to these Bylaws) a felony crime, and which necessarily included for its conviction the proof beyond reasonable doubt, admission, or express failure to contest both a culpable mental state and elements constituting, as defined under Oregon law, one or more of the items enumerated in Appendix “B” to these Bylaws, and including the felonious attempt, conspiracy, or solicitation to commit such crime, as so defined under Oregon law.

**(K) Additional Grounds Reserved to Board action.** The Board, by Resolution, may promulgate other grounds constituting cause for removal of a Director or officer in addition to those enumerated in this Section, including conviction of offenses in addition to those recited in this Section and/or in Appendix “B” to these Bylaws, provided same are not otherwise in conflict with this Section. Any such added removable penal offenses shall be codified into Exhibit “B,” and such addition and codification shall not constitute a Bylaws amendment.

**(L) Ex Post Facto Limitation.** Neither conviction of crime or other offense as defined under this Section, nor (except as provided in subsection I, paragraph (2) of this Section) other grounds for removal for cause recited in this Section, or in any other provision of any Bylaw, Standing Rule, Resolution, Operational Order, or other administrative or regulatory provision or policy of this corporation, shall be applied *ex post facto* to encompass such grounds in existence prior to the promulgation of such grounds or prior to investiture of the Director or officer, unless:

(1) the law shall so require it; or

(2) the person attained office through fraudulent misrepresentation or means;

(3) said grounds, if conviction(s) as herein defined:

(a) were not disclosed by the affected Director or officer to the authority investing the person in such Directorship or office prior to such investiture;

(b) constitute a crime or crimes of violence, dishonesty, deceit or moral turpitude under Oregon law;

(c) constitute one or more valid, unexpunged, unvacated, and unreversed conviction(s) which have not been set aside and for which the convicted person has not received benefit of pardon or amnesty; and

(d) was or were entered within ten years prior to adoption of said grounds.

**(M) How Conviction Established.** For purposes of this Section, the fact of a conviction may be established by admission of the convicted person, or by a certified true copy of the judgment procured from the appropriate court record.

**(N) When Affected Director may Vote.** A Director may vote on the issue of that Director's removal as to grounds specified in subsection (I), paragraph (1), subparagraphs (a) & (b) of this section, but as to no other.

**(O) Effect of Removal on Membership; Effect of Expulsion Upon Office; Effect of Actions Against Amateur License.** Removal of a person as a Director and/or officer shall not automatically, absent any other Bylaw provision to the contrary, expel the person as a member. Expulsion of a person as a member, however, shall automatically divest the person of any Directorship or other office or title in the corporation held by the person at the time of such expulsion. Removal of an officer or Director on grounds of suspension, cancellation, or revocation of the person's amateur radio license automatically operates to remove the person from the roster of Enrolled Members without Board action being required, by operation of these Bylaws.

## **Section 5. Vacancies.**

Mid-term vacancies on the Board of Directors and newly created Board positions shall be filled by, and according to, the following procedures:

**(A) By President.** Such vacancies shall be filled by appointment by the President, in the case of a vacancy in the office of a Director who is not an Officer, or

**(B) By Board.** Such vacancies shall be filled by election by a majority vote of those Directors *then serving* on the Board of Directors, in the case of:

- (1) a vacancy in the office of a person who is an enfranchised Director by virtue of being an Officer, when a vacancy is deemed by operation of these or the Procedural Bylaws or by the Board to exist as to both offices; or
- (2) a vacancy in the office of an Officer which, due the circumstances which created the vacancy, or as determined by Board Resolution, is to be filled with respect to the position of Officer only, and not with respect to the position of an enfranchised Director. This circumstance includes situations in which a person is removed as, or resigns as, an Officer, but remains an enfranchised Director in accordance with relevant provisions of these or the Procedural Bylaws.

**(C) By Board in Case of New Positions.** Board vacancies shall be filled by election by a majority of the enfranchised Directors *present and voting* at a Board meeting constituting a quorum, in the case of newly created enfranchised Board positions; provided, however, that if such new position is created within 90 days prior to the annual meeting, the Board may, by the same minimum numerical majority, defer filling the position and commit same to election by the enrolled membership at the annual meeting. Any other provision of these or the Procedural Bylaws notwithstanding, the Board also may, by the same minimum numerical majority, elect such Board member with the provision that the Board members' term of office is extended beyond the next annual meeting, to the one immediately following, if the position is filled within 120 days of the next annual meeting.

## **Section 6. Quorum and Action.**

**(A) Number Required.** A quorum at a Board of Directors meeting shall be a majority of the number of enfranchised Directors prescribed by the Board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins, unless a greater or lesser number shall be specified in these Organic Bylaws, in Procedural Bylaws adopted subsequently to these Organic Bylaws, or by law.

**(B) Board may Reduce Quorum; Limitations.** By properly adopted Resolution, the Board may prospectively, but not retrospectively, reduce the number of such Directors necessary to constitute a quorum, without necessity of amending these or the Procedural Bylaws, which Resolution shall be maintained

permanently in the corporate records and made an appendix to these and the Procedural Bylaws; provided, however, that no such reduction shall apply to any business before the Board at any meeting at which such reduction is adopted. Under no circumstances shall a quorum consist of less than one-third of the enfranchised Directors in office immediately before the beginning of the meeting, except as provided by the Emergency Bylaws.

**(C) Majority Required to Act.** If a quorum is present, action is taken by a majority vote of the enfranchised Directors present, except as otherwise provided by these or the Procedural Bylaws, or by law.

**(D) When Greater Majority Required.** Where the law requires a majority vote of the Directors *in office* in order 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, to dissolve, or for other matters, such action is taken by that majority as is required by law.

#### **Section 7. Proxies.**

Except as may be provided for in the Procedural or Emergency Bylaws, no proxy voting shall be allowed in the Board of Directors.

#### **Section 8. 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, but not less than quarterly. No additional notice of the time, date and place of Regular Board meetings is required. Actions taken at such a meeting, however, may be subject to override by the membership according to procedures which may be adopted in the Procedural Bylaws, in the event minutes of the Board meeting are not timely made available to the membership in accordance with such deadlines as may be established in the Procedural Bylaws.

#### **Section 9. Special Meetings.**

**(A) Time and Manner Held; Notice to Directors.** Special meetings of the Board of Directors, *i.e.* any meetings thereof which are not regular meetings, shall be held at the time and place to be determined by the Board of Directors, or by call of the persons recited in subsection (E) of this Section. Notice of such meetings, describing the date, time, place and purpose of the meeting, shall be delivered to each Director personally or by telephone, First Class postal mail (effective upon deposit as conclusively evidenced by postmark) or electronic mail (email) not less than two days prior to the special meeting; provided, however, that email may be used only if the Director to be notified has recorded with the Secretary an email address designated by the Director for receipt of such notices and consented in writing to notice by such method; and further provided, that if

first class mail is used and the notice is deposited in the mail less than seven days prior to the meeting in question, at least one of the other methods of notice enumerated in this subsection shall additionally be utilized.

**(B) Additional Requirements Reserved.** The Procedural Bylaws may prescribe a longer period of notice for special Board meetings with specific items on the agenda, and may provide for other enumerated fair and reasonable methods of notice.

**(C) Notice to Membership.** A minimum of 48 hours notice of a special Board meeting, complying with the content requirements of subsection (A) of this Section, shall be provided the membership in the manner provided by Article VII, Sections 3 and 4 of these Bylaws. Except in the case of proposed Bylaws amendments as provided in Article X, Section 3, subsection (A), paragraph (2) of these Bylaws, and in the case of other matters as enumerated in Article VII, Section 2, paragraph (B) of these Bylaws, failure to provide such Notice shall not itself invalidate any action taken by the Board at such Board meeting, but such actions may be subject to membership override as provided in subsection (D) of this section, if so provided in the Procedural Bylaws.

**(D) Reservation of Membership Remedies for Notice Defects.** Actions taken at such a meeting, however, may be subject to override by the membership according to procedures which may be adopted in the Procedural Bylaws, in the event proper notice is not given, or that minutes of the special Board meeting are not timely made available to the membership in accordance with such deadlines and methods as are enumerated in the Procedural Bylaws.

**(E) Who May Call Special Board Meeting.** A special Board meeting may be called by: the President, Vice President, Secretary, Treasurer (if any), or the Commander of Operations (CO), as defined in Title V of these Organic Bylaws. Such meeting may also be called by 20% of the enfranchised Directors then in office, or by the Executive Director (if any) or the Executive Committee (if any). The Procedural Bylaws, or the Board by Resolution, may provide for additional person(s) who may call such meeting.

**(F) Alternative Manner of Convening & Notice in Emergency.** In an Emergency, as defined in the Emergency Bylaws enumerated in Appendix "A" hereto, any Director may call a meeting of the Board of Directors to deal with such emergency, upon such time and manner of notice and to such other Directors, as are capable of being effected in light of said emergency. Notice may be given in any practical manner, including but not limited to: telephone calls, other telecommunications, published notice in a newspaper, broadcast radio announcements, or other public manner. This paragraph imposes an obligation of good faith.

### **Section 10. Meeting by Telecommunication.**

Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications, as long as all Directors can hear (or, in the case of the hearing impaired, otherwise fully understand) each other.

### **Section 11. No Salary.**

Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

### **Section 12. Service without Bond.**

Directors may serve without bond.

### **Section 13. Action by Consent.**

**(A) Written Consent of all Directors Required.** Any action required by law to be taken at a meeting of the Board, and any action which may be taken at a Board 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 enfranchised Directors; said action is effective when the last such Director signs.

**(B) When Consent may be via Email.** The Procedural Bylaws, and/or the Board by Resolution adopting a Standing Rule, may authorize, and establish method and manner of, signing and delivering such consent via electronic mail.

### **Section 14. Waiver of Notice.**

**(A) By Executing Written Waiver.** A Director may at any time waive any notice of meeting. If the Director is not present at the meeting, 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 and corporate records. The Procedural Bylaws, or Standing Rules adopted by Board Resolution and made a permanent part of the corporate records, may provide for a manner of effecting such signature and waiver by electronic mail. No action of the Board taken in the absence of a quorum shall be effective regardless of any Director's waiver of notice.

**(B) By Attendance at Meeting; Exception.** A Director who attends a Board Meeting waives notice of it, unless said Director, at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or transacting business and thereafter does not vote for or agree to any action taken at the meeting.

## **Section 15. Minutes.**

**(A) Recorder & Content of, Generally.** The Secretary or other officer, Director or person properly designated by the corporation must keep or cause to be kept, minutes of all Board Meetings. Such minutes shall reflect the date, time and place of the meeting; the notice given, if any; which enfranchised Directors, officers, *ex officio* Directors and others were present and whether this made a quorum; what items were presented from the agenda or otherwise discussed; what items were submitted for a vote, and who voted for, against, or abstained, and whether the item was thereby approved, defeated or deferred.

**(B) Content of Minutes in Executive Session.** Whenever the Board has adjourned or recessed to Executive Session, the Secretary shall record such fact in the regular Board minutes, stating the time of such adjournment or recess and noting generally the subject matter of the Executive Session without disclosing the names of any affected personnel, unless otherwise provided for in these or the Procedural Bylaws. During Executive Session, the Secretary shall keep detailed minutes of the proceedings and any actions taken, in a separate minutes book which shall be kept apart from the archives of regular minutes and unavailable for member inspection except as may be allowed by the Board of Directors by Resolution for a specific session only, or as shall be otherwise required by law. Upon adjourning or recessing for Executive Session, such fact and the time thereof, shall be noted in both the Regular and Executive Session minutes, and likewise for adjournment or recess from such Executive Session.

## **Section 16. Executive Session.**

In the case of matters involving member discipline, including also the removal of officers or Directors, and the dismissal by the CO of members of the CO's staff, or salaries or other compensation, or as the Board shall deem necessary to protect the privacy of any person, or in the case of administrative, judicial or other legal proceedings or claims in which the corporation is a named or putative party, the Board shall adjourn to Executive Session, except as may be otherwise provided in these or the Procedural Bylaws. Minutes thereof shall be kept in the manner specified in Section 15 of these Bylaws.

## **Article II-C: Officers**

### **Section 1. Minimum Officers; Titles.**

The minimum officers of the corporation at all times shall be President and Secretary.

## **Section 2. Election.**

The President and Secretary shall be elected by the enrolled membership entitled to vote for Directors, at the annual meeting of the corporation, according to procedures established in the Procedural Bylaws, and subject to any other provisions of these Organic Bylaws.

## **Section 3. Other Officers.**

**(A) Board May Establish, Appoint Officers, Agents.** The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable, including *ex officio* Directors, and may delegate this authority to the President, XCOM or Executive Director provided the Board retains ultimate authority over such actions, subject to the following:

- (1)** Such persons shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors or persons unto whom such appointive authority is lawfully delegated by the Board, or as shall be prescribed in the Procedural Bylaws.
- (2)** The Board may combine or separate the offices of Secretary and Treasurer according to the functions of those offices. Other offices may be so combined, established or abolished; subject, however to the limitations of Section 1 of this Article except as provided in the Emergency Bylaws. *Ad hoc* appointment of a Board member solely to take minutes and perform ministerial functions during absence of the Secretary or during vacancy in that office does not thereby combine any offices.
- (3)** No combining of offices shall involuntarily disenfranchise a Director from Board voting privileges or remove a Director involuntarily in such manner as to evade the Bylaws provisions governing removal of Directors and Officers. No creation of an office shall thereby add an enfranchised Directorship unless the Board first or contemporaneously prescribes any necessary change in the number of Directors, changes the range of the number of Directors, or changes the number of fixed Directors, as the case may be. Nor shall assumption of by any Director of the functions of any other office thereby confer upon such person voting power on the on the Board beyond that already reposing in said person.
- (4)** Holders of *ex officio* offices not established by these Bylaws who are not enfranchised to vote on the Board may be

dismissed by the Board without notice or hearing, and such authority of dismissal may be delegated by the Board to the XCOM, President and/or Executive Director provided the Board retains ultimate authority over such actions.

**(B) Authority of Board to Appoint Delegates and Alternate and Deputy Directors.** The Board, and the Procedural Bylaws may: provide for the appointment of alternate, assistant or deputy Directors; provide for combining, separating, creating and abolishing offices (except that neither the office of President, nor Secretary, shall be abolished; nor shall those two offices be combined except as may be provided in the Procedural and/or Emergency Bylaws); reserve the election to any of said offices to the enrolled membership; and assign to said offices their authority and scope of duties. Any office so established by the Procedural Bylaws shall be subject to the descriptions and limitations recited therein, and shall not be subject to summary dismissal under paragraph (A) of this subsection, except as otherwise provided in the Procedural Bylaws.

#### **Section 4. President.**

The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Procedural Bylaws, and as shall be prescribed by the Board of Directors in conformance with these and the Procedural Bylaws.

#### **Section 5. Secretary.**

**(A) Duties.** The Secretary shall have overall responsibility for all record keeping and, if there be no Treasurer, for all corporate funds. In addition to such other duties as shall be properly assigned by the President, Executive Committee, Executive Director, Board of Directors, membership, or these or Procedural Bylaws, the Secretary shall perform, or cause to be performed, the following duties:

- (1)** official recording of minutes of all proceedings of the Board of Directors and members' meetings and actions, and of the XCOM if a member thereof;
- (2)** provision of, or for, notice of all meetings of the Board of Directors and members;
- (3)** authentication of the records of the corporation;
- (4)** keeping full and accurate accounts of all financial records of the corporation;

- (5) deposit of 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 of Directors;
- (6) disbursement of all funds when proper to do so;
- (7) making financial reports as to the financial condition of the corporation to the Board of Directors;
- (8) maintaining current and accurate membership lists, including updating of the roster of Enrolled Members as is necessary to carrying out the provisions of these Bylaws but, in no case, less than quarterly; and
- (9) any other duties as may be prescribed by the Board of Directors subject to any delineation of such duties recited in any Procedural Bylaws.

**(B) When Treasurer in Office.** In the event the office of Treasurer is established, such duties of the Secretary enumerated in paragraph (A) of this Section as pertain to the financial aspects of the corporation, shall be committed to the responsibility of such Treasurer, or to both of said officers, to the extent provided by the Board of Directors subject to any other delineation of such duties recited in the Procedural Bylaws.

**(C) When Membership Secretary in Office.** In the event the office of Membership Secretary is established, such duties of the Secretary enumerated in paragraph (A) of this Section as pertain to the maintenance of accurate and continuously updated records of the rosters of enrolled and registered members of the corporation, their status with respect to good standing, and related data, shall be committed to the responsibility of such Membership Secretary, or to both of said officers, to the extent provided by the Board of Directors subject to any other delineation of such duties recited in the Procedural Bylaws.

#### **Section 6. Vacancy in Office.**

**(A) In Office of President or Secretary.** A vacancy in the office of President or Secretary shall be filled not later than the first regular meeting of the Board of Directors following the vacancy or, if applicable, not later than the first regular membership meeting following the vacancy, in accordance with the provisions of Section 5 of Article II-B of these Organic Bylaws.

**(B) In other Office.** A vacancy in any other office shall be filled in accordance with procedures enumerated in the Procedural Bylaws, and in the absence of such provisions, in accordance with the provisions of Section 5 of Article II-B of these Organic Bylaws.

## **Section 7. General Counsel.**

A General Counsel to the corporation may be appointed by the Board only, to provide ongoing legal advice and counsel to the corporation and to represent its legal interests as the Board may direct. A General Counsel shall be a member in good standing of the Oregon State Bar familiar with communications, non-profit corporate and administrative law and who shall serve, with said counsel's consent, *ex officio* as a Director and Officer. Lack of such consent shall not prevent the retention by the corporation of a General Counsel with or without fee, but in the event of such consent, the General Counsel shall serve as an *ex officio* Board member. The existence or nonexistence of a General Counsel does not affect the authority of the Board to engage a lawyer's services from time to time. No legal expenditures shall be incurred without approval of the Board of Directors. The services of any counsel for the corporation may be terminated by the Board only, including dismissal of the General Counsel, and such termination or dismissal shall be done only in such manner as to prevent prejudice to the corporation's legal interests.

## **Section 8. Succession of Chief Executive Officer Authority.**

Unless otherwise provided by the Procedural Bylaws or by the Emergency Bylaws, and any other provision of these Bylaws notwithstanding, the order of succession for performance of the duties of the President in the event that the office of President shall become vacant, or that the President or next in succession shall resign, be removed, become incapacitated, become deceased, or become indefinitely unavailable, or shall be absent and unavailable at such time as the duties of President require immediate execution and cannot by reason of law or Bylaws, be deferred, shall be as follows, such successor to act under the title "(existing title)/Acting President" until the vacancy is filled or the occurrence occasioning the successorship shall cease to exist, and such successor not, solely by virtue of such succession, thereby gaining a vote in the Board of Directors to which such person was not otherwise entitled under these Bylaws:

- (A)** Vice President;
- (B)** Executive Director (if any);
- (C)** Secretary;
- (D)** Treasurer;
- (E)** Director at Large of longest uninterrupted tenure in office who is present (if any);
- (F)** General Counsel (if any, and only if the General Counsel is an Enrolled member).

## **Article II-D: Notice Generally and Where Otherwise Not Specified**

### **Section 1. Forms Notice May Take.**

Except as otherwise specified in particular provisions of these or the Procedural Bylaws, Notice to Directors or Members of any matter shall be valid if effected in accordance with the requirements of this Section.

(A) Notice may be oral or written unless otherwise specified for a particular kind of notice.

(B) Notice may be communicated in person, by telephone, telegraph, teletype 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 member's or 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.

### **Section 2. When Notice Effective.**

(A) Written notice to a member or director, if in a comprehensible form, is effective when mailed if it is mailed postpaid and is correctly addressed to the member's address shown in the corporation's current records of members.

(B) Oral notice is effective when communicated if communicated in a comprehensible manner.

(C) Except as provided in subsection (A) of this Section, personal written notice, if in a comprehensible form, is effective at the earliest of the following:

- (1) When received;
- (2) Five days after its postmark, if mailed by United States mail correctly addressed and with first class postage affixed;
- (3) 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;
- (4) 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
- (5) The date specified by the articles of incorporation or bylaws with respect to notice to directors.

- (6) Written notice is correctly addressed to a member if addressed to the member's address shown in the corporation's current list of members. It is the obligation of an enrolled member to keep the appropriate corporate officer continuously apprised of the member's current mailing address.
- (7) A written notice or report delivered as part of a newsletter, magazine or other publication sent to members shall constitute a written notice or report if addressed or delivered to the member's address shown in the corporation's current list of members, or in the case of members who are residents of the same household and who have the same address in the corporation's current list of members, if addressed or delivered to one of such members, at the address appearing on the current list of members.

### **Section 3. Exceptions.**

If the ONPCA or any other provision of these Bylaws prescribes different notice requirements for particular circumstances, those requirements govern.

## **Article III: Committees; Executive Director.**

### **Section 1. Executive Committee; Executive Director.**

The Board of Directors may, by Resolution, establish and elect an Executive Committee (XCOM). The XCOM shall have the power to make on-going decisions between Board meetings subject to any limitations placed upon it by the Board, by the Procedural Bylaws, and by law, and shall have the power to make financial and budgetary decisions. The Board shall select one of the members of said Committee as its Chair, who shall be known as the Executive Director. The Executive Director shall have such other duties and powers as are described in the Bylaws and as the Board or XCOM may delegate from time to time, consistent with the ONPCA. Any other provision of these Bylaws notwithstanding, the CO may be appointed by as Executive Director, by affirmative vote of a majority of the enfranchised Directors in office, but shall not thereby attain the status of an enfranchised Director solely by virtue of such appointment. The CO may be relieved from such post upon his/her request or by majority vote of the Board. A person, who need not be the same person from one occasion to the next, shall act as Recorder to memorialize in summary form the actions of the XCOM, which to distinguish them from memorializations of Board and membership actions shall be known as the "record" rather than as "minutes." If, however, the Secretary serves on the XCOM, such duty shall repose in that officer.

## **Section 2. Other Committees.**

(A) The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

(B) The Procedural Bylaws may provide further for creation and powers of committees, consistent with law, including standing and special committees, and committees to which matters of member discipline and review of the field operations of the corporation are committed, and for other purposes.

## **Section 3. Composition of Committees Exercising Board Functions.**

Any committee that exercises any function of the Board of Directors, including the XCOM, shall be comprised of two or more enfranchised Directors, elected by the Board of Directors by a majority vote of the number of enfranchised Directors prescribed by the Board or by these Bylaws, or if no number is prescribed, then by a majority vote of all enfranchised Directors in office at that time.

## **Section 4. Quorum and Action.**

A quorum at a committee meeting exercising Board functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of enfranchised Directors present.

## **Section 5. Limitations on the Powers of Committees.**

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint or remove officers or Directors or fill vacancies on the Board or on any of its Committees; nor may adopt, amend, or repeal the Articles of Incorporation, Bylaws, or any Resolution by the Board of Directors.

## **Section 6. Ex Officio Members of Committees.**

The President, Executive Director (if any), the CO, and the General Counsel (if any and if so consenting) shall be *ex officio* members of all Committees exercising Board functions, and the President, CO and Executive Director (if any) shall be *ex officio* members of all advisory committees. None of said *ex officio* members of said committees shall be entitled to vote therein,

unless the authority establishing or appointing said committee has expressly so provided at the time of such establishment or appointment; and in no case shall a person not an enfranchised Director exercise a vote on any committee exercising delegated Board plenary functions, except in an advisory capacity.

### **TITLE 3: MEMBER DISCIPLINE & ASSISTANCE, AND INVESTIGATIVE REVIEW OF OPERATIONAL INCIDENTS**

#### **Article IV-A: Member Discipline**

##### **Section 1. Fair Procedure Prior to Expulsion or Termination of Membership; Suspensions from Membership; Operational Suspensions.**

**(A) Fair Procedure.** No enrolled member shall be expelled from the corporation, nor shall his/her membership be terminated, in the absence of fair procedures complying with the ONPCA or successor provisions to the ONPCA.

**(B) Notice & Opportunity to be Heard; Qualified Exceptions.** No member shall be expelled, nor shall his/her membership be terminated, without the Board of Directors giving the member at least fifteen (15) days written notice of the expulsion or termination by first class or certified mail, effective upon deposit as conclusively evidenced by postmark, reciting the reasons therefor, and providing an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the expulsion or termination. This subsection does not apply to termination of membership for failure to pay any dues, but any member suspended or whose membership is terminated solely on such account shall be automatically reinstated upon payment of dues assessments accruing up to the time of such suspension or termination.

**(C) Limitation of Judicial Review.** A decision by the Board of Directors to expel, suspend or terminate the membership of a member shall be final, and shall not be reviewable by any court, unless a law shall guarantee said expelled or terminated member the right of such review notwithstanding any provision of any Bylaw.

**(D) Detailed Grounds, Procedures Reserved.** The Procedural Bylaws may: specify the detailed grounds and procedures for discipline of members, which may include probation, suspension from membership, operational suspensions, and expulsion from membership; establish and adopt rules for membership committee investigative panels; set forth any rights of review of affected members; enumerate uniform rules for trials of members before the

enrolled membership and the circumstances under which a member may demand such trial; and the treatment of member disciplinary records.

**(E) Section Self-Executing.** In the absence of the recitation in Procedural Bylaws of the matters enumerated in subsection (D) of this section, this section shall nonetheless be self-executing.

**(F) CO Powers Not Abridged.** Nothing in this section abridges the power and authority of any Operational Command Authority, *i.e.* the Commander of Operations or duly authorized person acting in such capacity, to summarily suspend a member from CARES operations, or limit or place conditions upon the member's participation therein, pending further actions in accordance with procedures enumerated in the Procedural Bylaws or, in the absence of such provisions, as determined by the Board of Directors, when such operational suspension is deemed prudent by such Operational Command Authority under all of the circumstances.

**(G) No Reinstatement or Readmission of Right.** The Procedural Bylaws or the Board by Standing Rule may provide for reinstatement of suspended members, and/or for readmission of expelled members on conditions to be set forth therein, but the Board of Directors shall pass on all such applications. In the absence of such provisions, the Board of Directors may, but is not obligated to, entertain such applications, except as provided in subsection (B) of this Section. The decision of the Board of Directors concerning readmission to membership of a suspended or expelled member shall be final and shall not be reviewable by any court unless the law otherwise guarantees such judicial review to the affected person notwithstanding contrary Bylaws provisions.

**(H) Emergency Suspension of Members.** Any member may be indefinitely suspended from any class of membership by the persons, for the reasons, and otherwise according to the terms attendant to emergency suspension of Directors and officers recited in Article II-B, Section 4, subsection (H) of these Bylaws.

## **Article IV-B: Assistance to Members**

### **Section 1. Assistance to Members.**

It shall be the policy of CARES to assist its members with remedial or other training assistance in order to be deemed reliable responders in CARES operations. The codification of this policy does not, however, create any duty to any specific individual.

### **Section 2. Board May Establish Manner of Assistance; CO to Implement in Absence of Board Action.**

The Board shall provide for such assistance to a member as the Board sees fit, by delegating such responsibility to a committee, or to an officer, director or other appropriate member or combination of members of the corporation, and/or to the Commander of Operations. The Procedural Bylaws or the Board by Resolution may forth a manner of implementing the policy expressed in Section 1 of this Article. In the absence of such provisions, the CO is charged with attending to the remedial needs of its responders in such manner as the CO deems necessary and proper.

#### **Article IV-C: Review of Incidents**

##### **Section 1. Committees.**

The Board of Directors may conduct, or establish committees to conduct, investigative review of field operations, incidents to which CARES members have responded, and other events involving CARES operations. In the absence of such provisions, the CO shall provide a mechanism for such review when the CO shall deem such investigation necessary.

##### **Section 2. Detailed Procedures.**

The Procedural Bylaws and/or the Board by Standing Rule may establish specified procedures for the conducting of investigative incident reviews described in Section 1 of this Article.

#### **TITLE 4: OPERATIONS; COMMANDER OF OPERATIONS; AFFILIATION OF SUBUNITS; UNATTACHED AND UNAFFILIATED MEMBERS & RESPONDERS; APPLICABILITY OF ARES/RACES COMMAND STRUCTURE**

#### **Article V-A: Operations**

##### **Section 1. Commander of Operations**

The Board of Directors shall designate a person or persons who shall have the supreme Command Authority over Operations, who shall be known for purposes of these Bylaws and corporate administration, as the "Commander of Operations" ("CO"). The authority of the CO is as provided in this Article and in any other provisions of these or the procedural Bylaws.

##### **Section 2. Persons Unto Whom CO Powers are Conferred.**

For purposes of these Bylaws, the term "CO" means the supreme Operational Command Authority of CARES, *i.e.*, the Commander of Operations, his/her designated staff exercising any delegated command authority, and successor command personnel exercising the functions of the CO in the latter's

absence, unavailability or incapacity according to pre-established chain of command.

### **Section 3. Adoption of County ARES EC as CARES CO; Effect of Loss of EC Status.**

**(A) Adoption of County EC as CARES CO.** The Board of Directors may adopt, as the corporation's Commander of Operations (CO), the Emergency Coordinator (EC) for Clackamas County appointed in the Oregon Section of the American Radio Relay League, Incorporated (ARRL), and the Procedural Bylaws may provide that such individual is the presumptive CO, removable as such only by specific procedures which shall further be recited in the Procedural Bylaws or, in the absence of Procedural Bylaws, as recited in these Organic Bylaws.

**(B) When CO Loses County EC Status.** When the County ARES EC has been adopted as the CARES CO, and subsequently ceases to hold status as County EC, loss of such EC status does not operate in and of itself to automatically divest such person of the office of CO, notwithstanding any Procedural Bylaw establishing the County EC as the presumptive CARES CO. In such eventuality, the Board shall promptly determine whether to retain the person as CARES CO, adopt the new EC as CARES CO, or appoint a new CO from among the enrolled membership, and the CO shall, except as otherwise provided in this subsection, remain in office. The provisions of these Bylaws otherwise establishing a sole exclusive procedure for removal of the CO do not apply in such circumstance. If, however, the circumstances from which the loss of the person's EC status arose are such that, in the judgment of the Executive Director (or, if there is no Executive Director or same is unavailable, then the President) the integrity, readiness or security of CARES requires immediate replacement of the CO, then the Executive Director (or, if there is no Executive Director or same is unavailable, then the President) shall be empowered to, and shall, forthwith suspend the CO from said office and appoint from within the enrolled membership an *Acting CO* who shall hold such office, with all accoutrements appertaining to that of CO, on an interim basis until the Board shall address the matter of reinstating the suspended CO or appointing a successor to said office. If the Board opts to not reinstate the suspended CO, the Acting CO shall be among those eligible for appointment as successor.

### **Section 4. ARES EC as CARES CO at Adoption of these Bylaws.**

Any other Bylaws provision notwithstanding, prior to the adoption of these Bylaws, the current Emergency Coordinator (EC) for Clackamas County of the Amateur Radio Emergency Service (ARES) duly appointed by the Section Emergency Coordinator (SEC) for the Oregon Section of the American Radio

Relay League, Inc. (ARRL), was adopted and appointed by the Board of Directors as the CARES CO. Any other Bylaws provision notwithstanding, the ARES EC for Clackamas County holding such post at the time of adoption of these Bylaws, is adopted and appointed as the CARES CO by virtue of adoption of these Bylaws, said person being otherwise subject to the provisions of this Article and having such authority, subject to such limitations, and being removable, as provided in this Article and other relevant provisions of these Bylaws and any Procedural Bylaws or other corporate Acts properly adopted pursuant thereto.

**Section 5. Supreme Operational Command Authority to Vest in CO.**

The CO shall have Supreme Operational Command Authority over CARES Operations, including authority to issue commands to CARES personnel, deploy and divert CARES resources, and to take ancillary actions deemed necessary by the CO, during CARES operations in incidents, activations, emergencies, drills, exercises, training events, and disasters.

**Section 6. CO to Establish Chain of Command.**

The CO shall establish and make known an Operational chain of command, and shall have authority to establish and alter same from time to time.

**Section 7. Operational Assistants and Staff of CO.**

The CO shall be entitled to select, from among the enrolled and registered membership, persons to serve at his/her pleasure as Operational assistants and as staff, and to dismiss such personnel from such positions as deemed necessary.

**Section 8. CO as *Ex Officio*, Non-Voting Director, and Chair of Operations Steering Committee.**

**(A) *Ex Officio* Director.** The CO shall serve *ex officio*, and without vote, on the Board of Directors

**(B) Chair of OSC.** The CO shall act as Chair of the Operations Steering Committee established pursuant to Article V-B of these Bylaws.

**Section 9. Authority of CO to Issue Standing and Field Orders.**

The CO may issue Standing and Field Orders which are to be obeyed by members in the course of, and pertaining to potential, operations, provided same are not unlawful, and subject to the following:

**(A) Standing Orders** are those that are issued in writing and which remain in effect unless or until they expire or are rescinded or modified, and intended to reflect ongoing operational policy or procedure.

**(B) Field Orders** are *ad hoc* directives made in the course of actual operations commanding a particular person or persons to perform, or refrain from performing, an act. The CO may delegate this authority as deemed necessary and proper during actual operations, and by predesignated Chain of Command.

**Section 10. Standing Orders to be Chronicled; Periodic Update; Inspection by Members.**

The CO shall cause to be published, and to be periodically reviewed, and to be updated not less than quarterly, a catalogue of Standing Orders issued, reciting the issue date, effective date, subject matter, text, expiration date (if any) and rescission date (if any) of each such Standing Order, each to be issued over the name, callsign and title of the CO, and same shall be arranged in a logical fashion by general subject matter, and individually numbered according to a logical scheme. The catalogue of Standing Orders shall be available to any enrolled, registered or auxiliary member for inspection upon reasonable request, and any such member shall be entitled to a copy of any Standing Order upon such reasonable request, but may be assessed actual cost of such reproduction as a condition of receipt of such copy.

**Section 11. When Standing Order is Enforceable.**

A Standing Order shall not be enforceable until it has been disseminated to the Operations Steering Committee, unless it contains a sunset provision complying with Article V-B, subsection (D) of this Article.

**Section 12. When Members Subservient to ARES Command Structure.**

**(A) When CO is EC and ARES/RACES Command Chain Intact.** At any time when the CO is also the ARES EC for Clackamas County, the members are operationally subservient not only to the CO, but to the higher echelons of the ARES command structure in the ARRL Oregon Section, including the District Emergency Coordinator (DEC), Section Emergency Coordinator (SEC), and such deputies and assistants and specialized staff personnel as those persons may designate.

**(B) When CO is EC and ARES/RACES Command Chain Disrupted.** When the CO is also the ARES EC for Clackamas County, in the event of a disruption of the ARES command structure due to cataclysmic events, the members are subservient operationally to the most senior ARES or RACES

official(s) or personnel available and capable of command, and if no such personnel are available, to the ARRL Section Manager.

**(C) When CO is not EC.** When the CO is not also the ARES EC for Clackamas County, the members shall nonetheless be subject to the operational command of those persons enumerated in subsections (A) and (B) of this Section, and to the ARES EC/RACES RO for Clackamas County, whenever CARES is activated or responds to provide services in an incident over which ARES/RACES has operational responsibility. Such subservience shall not apply, when the CO is not also the ARES EC for Clackamas County, during activations and responses solely on behalf of any served agency specifically requesting CARES' assistance as a discrete unit, unless a Standing Rule or the Emergency Bylaws shall so provide.

**(D) When Member Responds Outside the County.** Any CARES member responding to an incident outside of Clackamas County, whether as an individual happening upon said incident, or as part of a CARES mutual aid response, shall be subservient to any ARES/RACES command authority and chain of command in charge within the incident area, regardless of the existence or non-existence of any formal association, connection, or other relationship between CARES and ARES/RACES.

### **Section 13. Removal of CO.**

**(A) Sole Procedure.** The CO may not be involuntarily removed from office by any procedure other than as authorized by this Section.

**(B) Vote of No Confidence.** The CO may be removed from such office by action constituting Vote of No Confidence, of either the membership or the Board of Directors, upon initiation by the Board of Directors, enrolled membership, or OSC, pursuant to procedures for each method recited in the Procedural Bylaws.

**(C) How Vote Initiated in Absence of Procedural Bylaw.** In the absence of such provisions in the Procedural Bylaws, the CO may be removed, with or without cause, by majority vote of enfranchised members of the Board in office immediately before the beginning of the Board meeting at which such matter is considered, provided that Notice to the CO and to the membership has been provided in the same manner as in the case of the Board's consideration of amendments to these Bylaws. Additionally, in the absence of superceding provisions in the Procedural Bylaws:

- (1)** The Operations Steering Committee established in Article V-B of these Bylaws shall have authority to require the Board to take up such issue, by presentation to the Board of a petition or petitions for removal of the CO, signed in the aggregate by two-thirds of the members of the OSC (excluding in such calculation

the CO) individually possessing such status at the time of affixing such signature.

- (2)** The enrolled membership shall have authority to cause the Board to take up such issue, by presentation to the Board of a single petition only, containing the signatures of one-third of the enrolled membership voting power, provided that:

  - (a)** each signature shall be that of an enrolled member in good standing at the time the individual signature is affixed to the petition;
  - (b)** the voting power shall be determined on the basis of that which existed on the date the first such signature was affixed. If, however, more than 120 days elapse between the affixing of the first signature and the last, the voting power shall be determined on the basis of that which existed on the 121<sup>st</sup> day after the first signature was affixed.
  - (c)** A petition shall not be valid if more than 180 days elapse between the affixing of the first signature and attainment of the necessary number of signatures.
- (3)** The Board shall take up and determine such issue, whether initiated by Director motion, OSC petition(s), or membership petition, not later than the thirtieth day following presentation to the duly acting Secretary of sufficient signatures, said period to begin to run on the date the last such signature sufficient to compel Board action is so presented or, in the case of Board motion, not later than the thirtieth day following the date such motion was made.
- (4)** Any other provision of these or the Procedural Bylaws, or of any Standing Rule or other policy or procedure notwithstanding, a motion or resolution for removal of the CO not compelled by action of the OSC or membership, shall not be deemed in order before the Board of Directors unless same shall garner a second.
- (5)** In the event the Board of Directors does not take up or finally dispose of such issue within the time limitations recited in paragraph (3) of this Subsection, the question shall be placed before the enrolled membership at the next regular membership meeting following the expiration of said deadline, for which

adequate notice as required by Sections 3 and 4 of Article VII of these Bylaws is capable of being perfected.

**(D) Removal as CARES CO Immaterial to EC Status.** As CARES is an independent, nonprofit public benefit corporation, its removal of its CO may in no manner whatsoever affect the status of the person so removed, as EC for ARES for Clackamas County, if the person holds the latter title at the time of such removal. Nor may CARES restrict its members from being enrolled or registered as responders for ARES.

#### **Section 14. Vacancy.**

Vacancy in the office of CO shall be filled either by pre-established chain of command or by selection of a new CO by the Board of Directors, as the Board deems appropriate. The Procedural Bylaws may recite additional provisions for filling such vacancy.

### **Article V-B: Operations Steering Committee.**

#### **Section 1. Composition.**

**(A) Ex Officio and Appointed OSC Delegates.** If the corporation has provided, in the Procedural Bylaws, for the admission of affiliated subunit organizations, and/or has, by Board Resolution, admitted such affiliates pursuant to these Organic Bylaws, the highest ranking operational commander of each such subunit, or other person duly designated by each unit according to its internal procedures and subject to requirements of their admission as affiliates as stated in the Procedural Bylaws or relevant Board Resolution, shall be a delegate to, and shall be collectively known as, the “Operational Steering Committee” (OSC), and may also be known as the “Operations Committee,” “Ops Committee” or “Steering Committee.” The CO may additionally appoint to the OSC such of his/her staff, and persons in his/her designated chain of command, including but not limited to the command leadership of any internal CARES units established by the CO, as he/she sees fit, subject to subsections (B) and (C) of this Section.

**(B) Elected OSC Delegate at Large.** Regardless of the number or existence of CARES affiliated subunits, the OSC shall contain as a delegate at least one CARES enrolled member at large who is not otherwise a member of the CO’s staff, who is not the designated representative to the OSC of a CARES affiliated subunit, and who shall be elected by the enrolled membership at the Annual Meeting in the same manner as the officers and enfranchised Directors are elected pursuant to these Bylaws. The term of an at-large delegate is one year.

**(C) Where CO is sole OSC Delegate; CO to Appoint Another.** In the event that the elected delegate at large is the sole OSC member other than the CO, then the CO shall appoint as an OSC delegate a second person of the same qualifications recited in subsection (B) of this Section, so that a minimum of three persons, including the CO, shall sit on the OSC at all times. If the CO shall fail to so appoint such person so as to maintain such minimum number of OSC members, following notice to the CO by the President or the Board of the need to do so, then the President shall make such appointment.

**(D) Vacancy of At-Large OSC Delegate.** Upon a vacancy in the position of the elected at-large OSC delegate, a person meeting the qualifications for election to such post shall be appointed by the CO to serve out the portion of the term remaining. In case of the failure of the CO to make such appointment to fill such vacancy, following notice to the CO by the President or the Board of the need to do so, the President shall make such appointment.

## **Section 2. Duties of Operations Steering Committee.**

The OSC shall have the duties assigned to it by the CO, in addition to such duties as are assigned to it by the Organic Bylaws and any provisions of the Procedural Bylaws, or committed to it by the President, Board of Directors, Executive Committee, or Executive Director on an *ad hoc* basis.

## **Section 3. Manner, Frequency and Procedures of OSC.**

The CO shall convene the OSC regularly and not less than bimonthly to advise it of happenings and to solicit the advice of the OSC on operational matters. No quorum is necessary for such meeting. The OSC shall operate by consensus whenever possible, and shall not conduct votes except as may be provided for in these or the Procedural Bylaws with respect to: initiating removal of the CO; in connection with matters of member discipline; with respect to specifically articulated types of Standing Orders; or as may be directed by the President, Board of Directors, Executive Committee, or Executive Director on any special matter committed to the OSC by any of them on an *ad hoc* basis. The CO is free to conduct advisory polls or votes of the OSC as the CO sees fit, however, and may commit decisions on operational matters to the vote of the OSC if he/she so sees fit.

## **Section 4. OSC to Advise, Need not Consent, Regarding CO Standing Orders.**

The CO shall present proposed Standing Orders to the OSC prior to such orders taking effect or, in the alternative, may provide that a standing order is effective upon issuance but shall expire if not presented to the OSC within 45 days of its issuance, but this requirement does not impose necessity of OSC vote on any such Standing Orders; provided, however, that the Procedural Bylaws or

the Board of Directors by Standing Rule, may require that specifically articulated types of Standing Orders be approved by the OSC at some point in time in order to become or remain effective; and further provided, that any Standing Order taking effect upon its issuance shall be disseminated to the enrolled, registered and auxiliary membership via email and shall not be effective until such dissemination has been effected or attempted to all members who have provided the Secretary with an official email address of record.

### **Section 5. Additional Duties of, Limitations Upon, OSC.**

The OSC may be assigned additional duties by the CO, Board of Directors, President, Executive Committee, Executive Director, and/or the Procedural Bylaws. The OSC shall have no authority to approve corporate expenditures or incur expenses on behalf of the corporation, nor to obligate the corporation contractually, nor to perform any other act that is solely within the authority of the Board of Directors and any Committees or agents of the Board to which the Board has delegated such authority. The Board, Executive Committee or if so authorized by the Board, the Executive Director, may, however, pre-approve such expenditures, and/or may establish a discretionary account from which the CO may, with advice of the OSC but not requiring its consent, expend funds without specific line item approval by the Board or any person(s) unto whom the Board has otherwise delegated such approval authority.

### **Article V-C: Unattached and Unaffiliated Members and Subunits.**

#### **Section 1. Authority of CO to Organize CARES as to Operations**

The CO shall have authority to organize CARES operationally as he/she deems necessary for effective operations, including but not limited to forming operational subunits of the corporation, from within its membership, to primarily serve particular functions, geographical areas, or political subdivisions and special service districts, including recruitment of new members for that purpose. Such organization of CARES' members at large pursuant to this paragraph does not establish a CARES affiliate subunit as defined in Article VI of these Organic Bylaws.

#### **Section 2. Internal Subunits Formed from within Membership, Generally.**

Subunits formed from within the membership in accordance with this section (hereafter "*internal subunits*") may be organized, altered, combined, abolished and administered in all respects as the CO deems necessary. The commanding officer of such subunit, or other designee approved by the CO, shall serve on the OSC if the unit is primarily organized to serve a specific geographical area or service district, and otherwise if the CO so desires. The CO is free to appoint and dismiss such subunit commanding officers with or without

cause as he/she deems necessary for the best operational functioning of the organization. No such commanding officer serving on the OSC may be removed by the CO, however, during such period as the OSC has under its consideration initiation of procedures for removal of the CO.

**Section 3. Internal Subunit not to Solicit, Accept, Donations under Auspices of CARES.**

A internal subunit formed from within the membership in accordance with Section 2 of this Article, shall have no authority to solicit or accept donations under CARES' tax exempt status for said subunit's own ownership or exclusive control; nor shall the subunit do so on behalf of CARES without approval of the Board of Directors or Executive Committee. The CO, Board of Directors, Executive Committee or Executive Director (if so authorized by the Board) may, however, assign custody of corporate property to such subunit for its use during operations.

**Article V-D: Affiliation of Subunits**

**Section 1. How Group to Become Affiliated with CARES.**

The corporation, by Board of Directors resolution, may accept an external, unincorporated association of individuals as an affiliate unit of the corporation with respect to Operations, upon such association's request, which affiliate unit shall be known as a "CARES affiliated subunit."

**Section 2. Functions and Purposes of Affiliated Subunits.**

A CARES affiliated subunit shall be primarily dedicated to providing the services constituting the corporation's purposes, to a specific agency, geographical area, political subdivision or special service district, or as a unit specializing in a particular aspect of activities and operations within CARES' purposes and objectives.

**Section 3. Affiliated Subunits Bound by CARES Bylaws, Rules, etc.**

Any such unincorporated association accepted as a CARES affiliated subunit shall be bound by the provisions of the Articles of Incorporation, Organic and Procedural Bylaws, and Standing Rules of the corporation, as a condition of such affiliation. No person shall be compelled to become an enrolled member of CARES, but such membership by all or some of the unincorporated association's members may be made a condition of such affiliation.

#### **Section 4. Extent of Subunit Autonomy.**

A CARES affiliated subunit may manage its own administrative affairs to the extent such administration is not in conflict with Section 3 of this Article.

#### **Section 5. Charitable Donations to Affiliates; Distribution Upon Dissolution of CARES or Subunit, or upon Disaffiliation.**

A CARES affiliated subunit may solicit and accept monetary and tangible property donations (but not real property donations) under the Internal Revenue Code Section 501(c)(3) status of CARES, by such donation being presented to CARES, earmarked for the affiliated subunit; provided, however, that CARES shall retain an equitable and constructive title to same. Upon dissolution of CARES, any such donation earmarked for such affiliated subunit in existence at the time of dissolution, the title to which has not passed to said subunit, shall be deemed to have unencumbered title transferred to said affiliated subunit if same is still in existence, provided such transfer is allowed by law; otherwise, such money and tangible property still in existence shall be distributed as provided in the Articles of Incorporation, these or the Procedural Bylaws consistent with said Articles, or as otherwise provided by law. In the event that an affiliated subunit shall dissolve, disband or become disaffiliated from CARES while CARES is still in existence, unencumbered title to such money and tangible property donated to said affiliate under auspices of CARES' IRC 501(c) (3) status and still in existence shall revert to CARES pursuant to its equitable and constructive title in same, reserving all rights to *bona fide* purchasers for value and other third-party transferees as may be provided by law.

#### **Section 6. CO to Establish Mutual Aid Protocols.**

The CO shall establish protocols governing release of CARES affiliate unit personnel to incidents to which CARES is responding, and *vice versa*.

#### **Section 7. Obligation of Subunit to Accede to CO Command in Certain Operations; CO Authority to Appoint Subunit Commander, Exceptions.**

Any CARES affiliate subunit, by voluntarily affiliating with CARES as such, thereby agrees that its members are subject to the Supreme Operational Command Authority of the CARES CO at any time CARES has been activated by Emergency Management officials or other served agencies at the county or higher level, or when such affiliate is otherwise conducting joint operations with CARES. Additionally, at all times during which the CARES CO is the ARES EC for Clackamas County, such a CARES affiliate subunit, by voluntarily being

accepted as such, thereby consents to the CO passing upon or directly making the appointment of the highest ranking operational commander of said affiliate unit, unless an exception to such policy has been expressly provided in the Board of Directors Resolution accepting the unincorporated association as a CARES affiliate subunit.

**Section 8. Authority of CO to Commandeer Affiliate Unit Personnel.**

Any CARES affiliate subunit, by voluntarily affiliating with CARES as such, agrees that its members are subject to being summoned into the direct operational service of CARES upon Order of, and subject to direct command by, the CARES CO.

**Section 9. Affiliate Subunit Delegates to Operations Steering Committee.**

The highest ranking operational commander of each CARES affiliate subunit shall attend meetings of, and serve on, the Operations Steering Committee (OSC). In lieu of such person's service and attendance in the OSC, the person may delegate such duty to a Deputy on an ongoing basis or from time to time.

**Section 10. Additional Stipulations Reserved.**

The Procedural Bylaws may provide further specifics with regard to CARES affiliate subunits.

**Section 11. Grandfathered Provisions as to Certain Affiliates.**

The preexisting stipulations under which Oregon City ARES/RACES (OCARES), and Lake Oswego ARES (LOARES) were admitted as affiliate subunits of CARES, which predate these Organic Bylaws, are hereby ratified, and may not be altered without the agreement of the CARES Board of Directors and LOARES or OCARES, as the case may be. Included within this preservation of preexisting stipulations is the Charter of Oregon City ARES/RACES.

**TITLE 5: MEMBERSHIP; MEETINGS**

**Article VI: Members**

**Section 1. Classes and Voting.**

There shall be four classes of membership: *enrolled membership*; *registered membership*; *auxiliary membership*; and *honorary membership*, with the following general eligibility criteria and privileges:

**(A) *Enrolled members*** shall, in addition to being eligible to participate in operations and other regular activities of the corporation, be entitled to vote for Directors on more than one occasion, and to vote on any matter for which a vote of the membership is provided by law or by these or the Procedural Bylaw, as well as possessing the rights and privileges reposing in a “member” of a nonprofit corporation under the ONPCA.

**(B) *Registered members*** shall be those who are entitled to participate in one or more of the corporation’s regular purposes or activities, including operations, but who do not meet the criteria for enrolled membership and shall have no such vote or other privileges afforded “members” of a nonprofit corporation under the ONCPA.

**(C) *Auxiliary members*** shall be persons who otherwise qualify for Enrolled or Registered Membership, but who do not possess an amateur radio license required for those classes of membership, or who have not attained the age of sixteen years, and who may participate in operations and other activities according to such Standing Orders and *ad hoc* exceptions thereto, as are issued by the CO from time to time. The CO is not required to admit any persons into the auxiliary class of membership.

**(D) *Honorary Members*** shall be those who possess no privileges, but upon whom such title is bestowed by the Board or Executive Committee (if any), in recognition of remarkable and noteworthy service or assistance to CARES and/or its objectives, in recognition of such support.

**Section 2. Board May Set, Modify Membership Criteria; When Membership Approval of Such Changes Required.**

Notwithstanding any other provision of this Article, the Board of Directors may establish criteria for enrolled membership from time to time, and same may also be enumerated in the Procedural Bylaws in lieu of, or in addition to, such Board resolutions. At all times in which CARES is a public benefit corporation, however, the members of a class entitled to vote on one or more occasion for Directors or to vote on amendments to the Articles of Incorporation, are entitled to vote as a class on a proposed change in enrolled membership criteria if such a change would affect the rights of a membership class as to voting in a manner different than the change would affect another class or members of another class.

**Section 3. Limitations on Ex Post Facto Membership Criteria.**

No alteration of enrolled membership criteria shall operate *ex post facto* in such manner as to evade the legal or Bylaws requirements attendant to suspension, termination or expulsion from membership, or in such manner as to disenfranchise an enrolled member from voting or exercising any other privilege of enrolled membership retroactively or during the pendency before the membership of any matter in which the enrolled membership is entitled to vote.

**Section 4. Qualifications of Members, Generally; Manner of Joining CARES; Delegation by Board of Application Review.**

A person shall become a member of the corporation by submitting an application in a form approved by the Board of Directors or Executive Committee, and including such fields as are also designated by the CO, and the CO's recommendation shall be sought regarding action on any such application. The Board, Executive Committee (if any) or Executive Director (if any), whichever shall be so designated by the Board, may, however, defer the discretionary and/or ministerial enrollment and registration of members to the CO and the Secretary, retaining ultimate authority, however, to ratify or reject any applicant. In the event that the CO has been delegated such authority, the CO shall promptly report to the Board, Executive Committee or Executive Director, as the case may be, the identity of any person rejected for membership, and the reasons for such rejection, as provided in Sections 6 and 8 of this Article.

**Section 5. Specific Qualifications for Enrolled & Registered Members to Be Established in Procedural Bylaws or by Board; Qualifications where Both Silent.**

Specific qualifications for membership may be set forth in the Procedural Bylaws. In the absence of such provisions, the Board of Directors shall, by Resolution, establish such qualifications. In the absence of either, the Interim Qualifications enumerated in Section 6 of this Article shall control.

**Section 6. Interim Qualifications for Enrolled and Registered Membership.**

In the interim between adoption of these Organic Bylaws and the adoption of such Resolution by the Board or by adoption of Procedural Bylaws, the minimum qualifications for enrolled or registered membership shall be:

**(A) For Enrolled Membership:** The applicant shall, at or before the time of admission: have attained the age of eighteen years; be a full-time resident of the State of Oregon and also be either a resident of Clackamas County or

maintain a fixed place of business within said county; be of lawful presence within the United States; hold a current, valid and unexpired amateur radio license issued by the Federal Communications Commission; and neither be, at the time of application or admission, under indictment or formal accusation in any jurisdiction of or within the United States, excluding any Tribal Court, for any felony offense or any misdemeanor offense of moral turpitude or physical violence, or any offense under the United States carrying a penalty of death or imprisonment, nor be under probationary supervision or restriction of physical liberty as a consequence of conviction of such offense.

**(B) For Registered Membership:** The applicant shall meet all criteria for Enrolled Membership, except that the applicant need have attained the age of 16 years, and need not be a resident of, or maintain a fixed place of business in, Clackamas County.

### **Section 7. When Applicant Shall be Admitted.**

Any person meeting the minimum qualifications for enrolled or registered membership, shall be admitted as a member, of the highest class for which the person is eligible and for which the person has applied, enrolled membership being a higher class of membership than registered membership.

### **Section 8. Role of Board in Passing on Applicants; Delegation.**

The Board need not, but may, initially pass upon the admission of enrolled members, or it may delegate such authority to the CO, Executive Committee, Membership Secretary (if any), Secretary, Executive Director, or Operations Steering Committee, provided that the Board retains ultimate oversight over, and ultimate discretionary right to exercise approval or rejection of, such applicants.

### **Section 9. Board Action on Application Not Reviewable.**

No decision by the Board rejecting an applicant for any class of membership shall be reviewable by the courts unless the law otherwise guarantees such judicial review to the affected person notwithstanding contrary Bylaws provisions.

### **Section 10. Duties of Person Unto Whom Admission Decision Delegated.**

Any person to whom initial consideration of applicants is delegated, shall, within 96 hours of such action, report in writing to the Executive Director (if any) and the Board (via the Secretary), on the action taken on the application, the recommendation thereon provided by the CO (if any), and the decision made, which report shall also recite the basis on which any applicant was deemed to

not meet the minimum qualifications of any class of membership, in the case of rejected applicants.

### **Section 11. Operational Qualifications & Classifications; Posse Comitatus Temporary Membership.**

**(A) CO Retains Authority as to Operational Eligibility.** Nothing in this Article precludes the CO from establishing, by Standing Order, criteria for the participation of members, be they enrolled, registered, or auxiliary, in particular kinds of responses and Operations, provided such criteria are reasonable, lawful, subject to ultimate oversight by the Board of Directors, and not inconsistent with these or the Procedural Bylaws.

**(B) Posse Comitatus Authority of CO.** Nor does anything in these Bylaws prohibit the CO from conferring temporary membership upon any person to facilitate such person's assistance to CARES as actually necessary in the course of a CARES response during a *bona fide* emergency, which membership shall expire: upon such declaration by the CO; when the emergency situation ceases; or when such person ceases said assistance, whichever occurs first. For purposes of these Bylaws, said authority of the CO to confer such temporary membership, shall be known as the *posse comitatus* power. The Board, or any person so authorized under the Emergency Bylaws, may qualify, limit, expand, modify or revoke the *posse comitatus* authority of the CO.

## **Article VII: Meetings**

### **Section 1. Annual meeting.**

The annual meeting shall be held on the date, at the time, and in the location otherwise reserved for the November regular membership meeting. Notice of an annual meeting must include a description of any matter or matters which must, under the Article of Incorporation, law or any Bylaw, be approved by the members, including any matters enumerated in Section 9 of this Article, in which case such notice must comply with Sections 3 and 4 of this Article. Except as may be otherwise provided by law, the failure to timely hold the Annual Meeting shall not invalidate any act or transaction of the corporation.

### **Section 2. Regular Membership Meetings.**

**(A) Frequency & Notice.** Regular meetings of the members of the corporation shall be held on a monthly basis. Notice of the time, date and place thereof, shall be provided by announcement at the preceding regular membership meeting. If in the course of the corporation's operational activities, a regularly scheduled radio net is established, such announcement shall be made in the course of each such net. Except as otherwise required by this Section, by law, by Section 7 of this Article, or other provisions of these or the Procedural Bylaws, failure to provide notice as provided in this section shall not invalidate

any matter decided at a regular membership meeting, provided the meeting and business so conducted occurred at the time, on the day of the month, and at the location previously established as being regular for such meetings. Notice of a regular meeting must include a description of any matter or matters which must, under law, the Articles of Incorporation, or the Bylaws (including the matters enumerated in Section 9 of this Article) be approved by the members, in which case the notice must comply with Sections 3 and 4 of this Article.

**(B) When Regular Meeting Business Requires Notice.** Notwithstanding paragraph (A) of this subsection, no action by the membership on any matter which by law requires the vote of the membership, nor any vote by the membership on bylaws amendments, Resolutions or motions of No Confidence in the CO, removal of an Officer or enfranchised Director, trial or expulsion of a member, or other matter of corporate administration for which the Bylaws or Articles of Incorporation require a membership vote, including consideration of any matter enumerated in Section 9 of this Article, shall be taken unless fair and reasonable notice as defined in Section 7 of this Article, has been provided. Purely advisory votes or polling of those in attendance at any such meeting, however, shall be permitted.

**(C) Cancellation of Meeting.** Due to unforeseen circumstances or as otherwise may become necessary from time to time, the CO or President may cancel such meeting, providing to the membership as much advance notice of such cancellation as is practical, and the reasons therefor. No such cancellation shall occur solely in order to avoid any requirement established by law or by these or the Procedural Bylaws.

**(D) Primary Purpose Operational, not Administrative.** Except as otherwise provided in these or the Procedural Bylaws, or as required by law, the primary purposes of regular membership meetings shall be training, education, exchange of information, and program presentations related to the provision by the members of the services which fall within the purposes for which the corporation is organized. Transaction of formal business shall be kept to a minimum, and only to the extent required by law, these or the Procedural Bylaws, or action by the Board of Directors.

**(E) Time Limitation on Transaction of Business; Presiding Officer; Agenda.** The first portion of a regular membership meeting, not to exceed fifteen minutes without a majority vote of the enrolled members in attendance and voting, or, by unanimous consent of such members by lack of objection, shall constitute the business portion of the regular meeting, and shall be presided over by the President or officer next in succession. The following items shall be handled during said business portion of the meeting:

- (1)** The Secretary shall cause to be read or distributed to the assembled members copies of minutes of Board meetings conducted since the

preceding membership meeting, and report on any correspondence or formal actions requiring membership input or approval. Likewise, a concise and brief summary of any action of the Executive Committee (if any) shall be so disseminated, but need not be in the format of formal minutes.

- (2) The Secretary shall likewise cause to be read or distributed minutes of the preceding regular membership meeting. In the absence of objection by any enrolled member in attendance, said minutes shall be deemed approved and authenticated. In the absence of objection by any enrolled member in attendance, the dissemination of minutes at the meeting may be waived, in which case same shall be posted on the CARES World Wide Web site or disseminated via email as soon as practicable and prior to the next regular membership meeting.
- (3) In lieu of reading or distributing the reports recited in (1) and (2) above, same may be posted on the official CARES World Wide Web site, and/or distributed via email, in advance of the membership meeting.
- (4) Such other items of formal administrative business as shall be necessary and properly considered at that time, subject to the notice provisions of Section 6 of this Article. The Secretary, or Treasurer if there be one, shall report of the current financial status of the corporation and upon the amount of recent expenditures and revenues since the preceding membership meeting. Such report may be oral and need not be in any particular format. By majority vote of those in attendance, or by unanimous lack of objection, the Treasurer's report may be waived.

**(F) Waiver of Business Portion of Meeting.** In the case of field trips, training, special programs or other operational matters scheduled by the CO which impose time restrictions, the business portion of a regular meeting may be waived, if otherwise permitted by law and these and the Procedural Bylaws, at the direction of the CO with the concurrence of the President. In such case, the alternate methods of disseminating reports and minutes recited in Subsection (E), paragraphs (1), (2) and (3) of this Article, shall apply. Additionally, to the extent not prohibited by law, or by these or the Procedural Bylaws, any or all formal administrative business may be deferred or committed to the Board, Executive Committee, Executive Director, or other person or committee as shall be proper, upon motion of any enrolled member in attendance approved by majority vote of enrolled members in attendance and voting, or by unanimous consent upon inquiry by the presiding officer. This subsection shall not be invoked solely to delay the taking up of any matter committed to the vote of the enrolled membership by virtue of law or of these or the Procedural Bylaws

**(G) Operations Portion of Meeting; Presiding Officer.** The remainder of the regular meeting shall be presided over by the CO, for such purposes described in paragraph (B) of this Section other than formal business.

**Section 3. Notice of Certain Regular Meetings.**

**(A) Generally.** Except as provided in Sections 4 and 10 of this Article, and in subsection (B) of this Section, prior to any meeting of the members in which matters of corporate administration are to be considered and voted upon by the members in a binding fashion, including but not limited to such matters in which the law, Articles of Incorporation or these or the Procedural Bylaws require such vote of the Enrolled Membership, notice of such meeting, describing the date, time, place and purposes of the meeting, shall be valid if it conforms to that deemed valid as a matter of law by ORS 65.214, or is given to each member entitled to notice in accordance with the following:

(1) Notice to a member is valid if given at the last address of record, by first class mail at least seven days before the meeting, or if by mail other than first class mail then at least 30 but not more than 60 days before the meeting, effective upon date of deposit in the United States Postal Service mail at Oregon City, Oregon as evidenced by postmark.

(2) Except as provided in Subsection (B) of this Section, notice to a member other than as described in paragraph (1) of this subsection shall nonetheless be valid if it is given by other fair and reasonable method not less than seven days prior to the meeting, or if it is actually delivered to the member by one or more of the methods described in Article II-D, Section 1 of these Bylaws.

**(B) Stricter Notice Required for Certain Matters.** Notwithstanding any other provision of these or the Procedural Bylaws, when the matters to be considered by the membership include any of the specific items of business enumerated in Section 9 of this Article signified by the inclusion of an asterisk adjacent to the item, the notice must comply with Subsection (A), paragraph (1) of this Section.

**Section 4. Alternative Notice by Electronic Mail of Certain Regular Meetings.**

Except as required by Section 5 of this Article, in lieu of the manner and method of notice recited in Section 3 of this Article, notice by electronic mail shall be allowed, which shall be given at least seven days prior to the meeting described in said Section 3 or other meeting for which notice is otherwise required, except as otherwise required by law, provided the member has

consented in writing to such form of notice, and said consent is maintained on file, noting the email address specified by the member for such notice.

**Section 5. Applicants to Provide Record Email Address for Notice; Waiver of Notice when None Provided; Maintenance of Email Account as Requirement for Membership in Good Standing or for Operational Ready Status.**

Every application for enrolled, registered or auxiliary membership in CARES shall contain a field for designation by the applicant of his/her official email address for receipt of official CARES information. By designating such email address and by submitting said application, the applicant agrees that receipt of such information via email at the designated email address shall constitute reasonable manner of notice to the applicant of any matter requiring such notice, and in the absence of designation of such official email address the applicant waives any right to object to lack of notice of any proposed action other than that which involves suspension, termination or expulsion of the member, and the application form shall so indicate. If an applicant does not possess an email account, the mailing address of record thereon designated shall constitute the official address for transmittal of such notices and information. The Board, by Standing Rule, subject to the limitations recited in Article VI, Sections 2 and 3 of these Bylaws may require that maintenance of an active email account be a requirement for enrolled membership. Likewise, the CO, by Standing Order, may require that maintenance of such account be a requirement of active status on the list of CARES responders.

**Section 6. Special Membership Meetings.**

The Procedural Bylaws may provide for Special Membership Meetings, and enumerate the procedures pertaining thereto, not inconsistent with the Articles of Incorporation and the ONPCA. In the absence of such provisions, Sections 6 through 9 of this Article shall apply.

**(A) Called by CO for Operational Purposes Only.** Irrespective of whether CARES has members entitled to vote on more than one occasion for the election of Directors, the CO may call a special meeting of CARES, but solely with respect to operational, and not administrative, matters.

**(B) On Call of Board of Directors, or by Demand of Membership.** Whenever CARES has members entitled to vote on more than one occasion for the election of Directors, it shall hold a special meeting of members:

**(1) On call of the Board of Directors** or any person or persons authorized to do so by the Articles of Incorporation or Bylaws; or

**(2) By Demand of the Enrolled Membership,** except as provided

in the Articles of Incorporation or in the Procedural Bylaws, if the holders of at least five percent of the voting power of the corporation sign, date and deliver to the Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. If not otherwise fixed under ORS 65.207 or 65.221, the record date for members entitled to demand a special meeting is the date the first member signs the demand.

### **Section 7. Notice Required for Special Meetings; Effect of Noncompliance with Notice Requirements.**

Notice of special membership meetings shall be provided in accordance with the following requirements of this Section, in the absence of which no action taken at such meeting shall be deemed valid, except to the extent described in Sections 7, 9, 10 and 11 of this Article:

**(A)** If a notice for a special meeting demanded under Section 6, subsection (B), paragraph (2) of this Article is not given pursuant to Sections 3 and 4 of this Article or in the manner deemed fair and reasonable as a matter of law by ORS 65.214, within 30 days after the date the written demand or demands are delivered to the Secretary then, regardless of the provisions of Section 8 of this Article, a person signing the demand or demands may set the time and place of the meeting and give notice pursuant to Sections 3 and 4 of this Article, or as is deemed fair and reasonable as a matter of law by ORS 65.214.

**(B)** If a notice for a special meeting called by the Board or other authorized person(s) under Section 6, subsection (B), paragraph (1) of this Article is not given pursuant to Sections 3 and 4 of this Article or in the manner deemed fair and reasonable as a matter of law by ORS 65.214, such special meeting shall, for all purposes concerning membership consideration of any question, be null and void; and, if such special membership meeting was a condition imposed by the Articles of Incorporation, any Bylaw, any Board motion or Resolution, or by law, for rendering effective any related Board action, said Board action shall be of no effect until a special meeting preceded by proper notice has been held.

### **Section 8. Location of Special Meetings.**

Special meetings of members may be held in or out of this state at the place stated in or fixed in these or the Procedural Bylaws or set by the Board. If

no place is so stated, fixed or set in accordance with the Bylaws, special meetings shall be held at the corporation's principal office or, in the absence of such principal office, at the regular membership meeting location.

**Section 9. Limitation on Matters which may be Considered at Special Meeting, being Permissive Matters at Regular Meeting.**

Only the following types of matters, described in the meeting notice required by Sections 3 and 4 of this Article, may be conducted at a special meeting of members, any of which may also be considered at a regular membership meeting provided the notice requirements and attributes of Sections 3 and 4 of this Article are followed, those matters for which the notice must strictly comply with paragraph (1) of subsection (A), Section 3 of this Article being indicated by an asterisk adjacent to the item:

- (1) authorization, approval or ratification of a transaction in which a Director has conflict of interest;\*
- (2) indemnification and provisions for advancement of expenses provided by ORS 65.387 to 65.411, and/or any further indemnification, including advancement of expenses, of any director as authorized by the articles of incorporation, any bylaws approved, adopted or ratified by the members or any resolution or agreement approved, adopted or ratified, before or after such indemnification or agreement is made, by the members, provided that no such indemnification shall indemnify any director from or on account of acts or omissions for which liability could not be eliminated under ORS 65.047 (2)(c);\*
- (3) an amendment to the Articles of Incorporation where the amendment relates to the number of directors, the composition of the board, the terms of office of directors or the method or way in which directors are elected or selected;\*
- (4) a plan of merger of the corporation;\*
- (5) sale, lease, exchange or other disposal of all or substantially all of the corporation's property, with or without the goodwill, other than in the usual and regular course of its activities;\*
- (6) dissolution of the corporation pursuant to ORS 65.624;\*
- (7) any amendment or change in the Articles of Incorporation, Bylaws or other corporate authority if such change would affect the rights of a membership class as to voting in a manner different than the change would affect another class or members of another class, in which case the requirements of Article VI, Section 2 of these Bylaws also apply;\*

- (8) proceedings concerning potential removal of a Director pursuant to Article II-B, section 4 hereof;
- (9) proceedings concerning removal of an officer pursuant to Article II-B, section 4 hereof;
- (10) proceedings concerning removal of the CO pursuant to Article V-A, Section 13 hereof.

**Section 7. Action by Written Ballot.**

Unless prohibited or limited by the Articles of Incorporation or these Organic Bylaws, any action which may be taken at any annual, regular or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. Such balloting shall be in accordance with the provisions of this Section.

**(A) Contents of Ballot.** Such written ballot shall:

- (1) Set forth each proposed action; and
- (2) Provide an opportunity to vote for or against each proposed action.

**(B) Votes Cast Required for Valid Action.** Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Any provision in the Procedural Bylaws allowing for proxy voting at a membership meeting shall be immaterial to such calculation and disregarded.

**(C) Required Information to be Included with Ballot.** All solicitations for votes by written ballot shall:

- (1) Indicate the number of responses needed to meet the quorum requirements;
- (2) State the percentage of approvals necessary to approve each matter other than election of directors; and
- (3) Specify a reasonable time by which a ballot must be received by the corporation in order to be counted.

**(D) Ballots Not Revocable.** Except as otherwise provided in the Articles of Incorporation or by these or the Procedural Bylaws, a written ballot may not be revoked.

**Section 8. Quorum.**

Unless otherwise required by law or by the Articles of Incorporation, and except as may be further provided by any Procedural Bylaws provisions authorizing voting by proxy, a quorum for purposes of any membership meeting shall be the voting power represented by those in actual physical attendance at said meeting.

**Section 9. Notice Procedure When Meeting Adjourned to Later Date.**

**(A) Generally.** If an annual, regular or special meeting of members is adjourned to a different date, time or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment.

**(B) When Adjournment Exceeds 120 Days.** A determination of members entitled to notice of or to vote at a membership meeting is effective for any adjournment of the meeting unless the board fixes a new record date, which it must do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting. In such case, notice of the adjourned meeting must be given in accordance with Section 3 and 4 of this Article to the persons who are members as of the new record date.

**Section 10. Express and Implied Waiver of Meeting Notice by Member.**

Notice to a member of any meeting is deemed waived under the circumstances provided in this Section.

**(A) Express Waiver.** A member may at any time waive any notice required by the 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. A waiver, once submitted, is not revocable.

**(B) Implied Waiver.** A member's attendance at a meeting waives objection by that member to:

- (1)** Lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the

meeting or transacting business at the meeting; and

- (2) Consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

**Section 11. Action by Members without Meeting.**

Except in the case removal of the CO, unless the Articles of Incorporation or Bylaws provide otherwise, action required or permitted herein to be taken at a members' meeting may be taken without a meeting if the action is taken by all the members entitled to vote on the action, pursuant to this Section.

(A) The action must be evidenced by one or more written consents describing the action taken, signed and dated by all the members entitled to vote on the action, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. Action taken under this section is effective when the last member signs the consent, unless the consent specifies an earlier or later effective date. A member's consent, once submitted, is not revocable.

(B) Except as may be otherwise provided by the Procedural Bylaws, the record date for determining members entitled to take action without a meeting is the date the first member signs the consent under subsection (A) of this Section.

(C) A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

**TITLE 6: RACES; CLUB STATION**

**Article VIII: RADIO AMATEUR CIVIL EMERGENCY SERVICE (RACES)**

**Section 1. CARES Participation in RACES.**

CARES shall strive to maintain in good standing, as many of its members as possible, in the Radio Amateur Civil Emergency Service (RACES).

**Section 2. CARES CO as Deputy RACES Radio Officer (RO) when not ARES EC for County.**

The CO, if not the ARES EC for Clackamas County, shall endeavor to become appointed as a RACES Deputy Radio Officer (RO) for said county, with responsibility for participation of CARES in RACES to the fullest extent possible.

**Section 3. CARES CO as RACES Radio Officer (RO) when County EC.**

If the CO is the ARES EC for Clackamas County, he/she shall seek formal recognition by relevant civil defense/homeland security/emergency management officials, as the RACES Radio Officer (RO) for Clackamas County. He/she shall likewise promote appointment, by appropriate officials in various jurisdictions within Clackamas County, of the Assistant ECs for CARES affiliated subunits and subunits formed from the membership, as Deputy Radio Officers for Clackamas County and as ROs within said jurisdictions and, further, shall designate from among his staff such persons as shall be his/her Deputy ROs for various functions or in succession of his/her authority as RO.

#### **Section 4. RACES Response Plans & Procedures.**

The CO shall cause to be drafted and disseminated to the membership plans and procedures uniquely germane to CARES' response during any period in which it is functioning as a group of amateur stations participating in RACES, as well as guidelines under which individual CARES responders may invoke RACES privileges on an *ad hoc* basis in order to effect transmission of a particular message or otherwise carry out communications with a station with which the responder would otherwise lack lawful authority to communicate.

#### **Section 5. CARES Club Station Participation in RACES.**

The CO shall, in consultation with the Station Trustee, establish criteria and issue Standing Orders regarding participation of the CARES Primary Club Amateur Station in RACES. The CO shall endeavor to cause said station to be duly registered with, and recognized in writing by, relevant competent authority as an amateur station participating in RACES.

### **Article IX: CARES PRIMARY CLUB AMATEUR STATION AND CALLSIGN.**

#### **Section 1. CARES to Maintain Station License.**

CARES shall maintain a Primary Club Amateur Station license issued by the Federal Communications Commission (FCC). The CARES amateur station license shall be subject to the provisions of this Article.

#### **Section 2. Name Under which License to be Issued.**

The station licensee shall be designated on all documents submitted to the FCC with regard to said license, as "Clackamas Amateur Radio Emergency Services."

#### **Section 3. Station Trustee.**

The Board of Directors shall designate an Enrolled Member possessing a valid, unexpired FCC amateur radio license of the highest class issuable by FCC or, if no Enrolled Member holds such license, of the highest class held by any Enrolled Member, as *Station Trustee*. The Station Trustee shall be fully knowledgeable regarding the legalities of Primary Club Amateur Station configurations and operations generally, and specifically as pertain to use of the station in ARES/RACES and in emergency, disaster, public service and third-party traffic communications.

#### **Section 4. CARES Permanent Stations to Bear CARES Callsign.**

Any permanently sited repeater, digipeater, or remote base owned and maintained by CARES, shall carry the callsign of the CARES Primary Club Amateur Station license.

#### **Section 5. Station Usage Policies & Procedures; Control Operators.**

The Station Trustee, in consultation with the CO, shall promulgate policies and guidelines for the use of the CARES station callsign and for operation of the station and participation in amateur radio under the authority of the Station Trustee's privileges, and for the designation of control operators of one or more components of the station, consistent with FCC regulations. Such policies and guidelines shall carry the force of Standing Rules and Standing Orders. In the event of a disagreement between the Station Trustee and the CO as to any such policy or guideline, the matter shall be resolved by the Board or, if so delegated, by the Executive Committee. If the corporation has a General Counsel, the opinion of the General Counsel shall be sought on any issue pertaining to this subsection on which doubt or disagreement exists. If the corporation has no General Counsel, such opinion shall be sought from a duly appointed American Radio Relay League, Inc. Volunteer Counsel.

#### **Section 6. Station Command Authority in Emergency.**

During a *bona fide* emergency, the CO, or next in chain of operational command as may become necessary, is hereby preauthorized to make and delegate such use of the CARES station and callsign to the fullest extent permissible under 47 CFR Part 97, Subpart E of the Rules and Regulations of the FCC as codified in the Code of Federal Regulations, or successor provisions, in effect at such time.

**TITLE 7: AMENDMENT OF BYLAWS; DISPOSITION OF ASSETS OTHER THAN IN ORDINARY COURSE OF BUSINESS; DISSOLUTION; MANNER OF ADOPTING BYLAWS INITIALLY**

**Article X: Adoption & Amendment of Bylaws**

**Section 1. Amendment by Directors or Members, Generally.**

These Bylaws may be amended in accordance with the provisions of this Article. The Enrolled Members entitled to vote on Bylaws may amend or repeal the Bylaws even though the Bylaws may also be amended or repealed by the Board of Directors.

**Section 2. Amendment by Directors; Limitations.**

**(A)** The Board of Directors may amend or repeal the corporation's bylaws unless:

- (1)** The Articles of Incorporation or any provision of Chapter 65 of the Oregon Revised Statutes reserve this power exclusively to the members, or to a party authorized under ORS 65.467, or both, in whole or in part; or
- (2)** The Enrolled Members entitled to vote on Bylaws, in amending or repealing a particular bylaw, or in ratifying an amendment provisionally adopted by the Board, provide expressly that the Board of Directors may not amend or repeal that bylaw; or
- (3)** The Articles of Incorporation or any provision of the ONPCA or these Bylaws require that an amendment be approved by both the Board of Directors and the members.

**Section 5. Board May Condition Adoption on Membership Ratification.**

The Board may, with respect to any Bylaws amendment which the Board has authority to adopt absent membership vote thereon, nonetheless condition the validity of its adoption of any such amendment upon subsequent ratification of the amendment by the membership. The Board need not but may, in the Resolution provisionally adopting the amendment and committing it to the membership for vote, provide a time limit within which said amendment must be ratified by the membership, upon the expiration of which the Board's provisional adoption of the amendment shall be deemed null and void.

#### **Section 4. Required Notice of Proposed Bylaws Amendments.**

Failure to provide Notice in compliance with this Section shall render void *ab initio* any Board action on said amendment, except as provided in Article II-B, Section 14, and by Article VII, Sections 7, 9, 10 and 11 of these Bylaws regarding member waiver of notice, member action by consent without meeting, member action by ballot, and adjournment of meetings, and except as may be otherwise lawfully provided in the Emergency Bylaws.

**(A) Notice of Board Consideration of Amendment.** Any meeting of Directors at which an amendment is to be put to vote of the Board, must be preceded by at least two days' notice to all Directors, and to the membership when required by this Section, of the date, time and place of the meeting in accordance with Article II-B, Section 9 of these Bylaws, and shall be subject to the following:

(1) When CARES is a public benefit corporation, then as to any proposed Bylaws amendment would affect the rights of a membership class as to voting in a manner different than the change would affect another class or members of another class, the failure to provide to all the affected classes or members entitled to vote as a class pursuant to Article VI, Section 2 and conforming to Article II-B, Section 9, paragraph (C) of these Bylaws, shall invalidate any action by the Board or the membership on such amendment.

(2) As to any amendment which would alter the rights of any members or class of members of members to vote for Directors or officers, or which would repeal or abridge the rights of enrolled members to initiate action or vote on any matter according to these Bylaws, failure to provide such Notice to the enrolled membership in compliance with Article II-B, Section 9, paragraph (C) of these Bylaws, shall invalidate any Board action on such amendment.

**(B) By Membership.** The Enrolled Members entitled to vote on Bylaws may amend or repeal the Bylaws even though the Bylaws may also be amended or repealed by the Board of Directors as follows:

(1) Such amendments may be proposed by the submission to the Secretary, by not less than two sponsors. of the proposed amendment in sufficient clarity that, if necessary, it may be redrafted by the Secretary or General Counsel to reflect legally proper and grammatically correct verbiage, and to allow such

officers to draft any additional amendments to the Bylaws or Articles of Incorporation which must occur contemporaneously with the proposed change in order for it to be enforceable or not in conflict with other Bylaws provisions. If there is a General Counsel and it is practical for same to review the proposed amendment prior to action thereon, such shall occur.

- (2) If, in the opinion of the General Counsel, the proposed amendment is contrary to law and cannot be made lawful without undermining the intent of the amendment, such opinion shall be conveyed to the sponsor(s) of the amendment, and it may be withdrawn by the sponsor(s). No Bylaws amendment deemed by the Board to be unlawful, shall be put to membership vote.
- (3) If all, or all but one, of the sponsors withdraw their sponsorship with or without stated reason, prior to action being taken the proposal, that is sufficient to withdraw it from consideration by the Board and/or membership, but not otherwise; and such withdrawal may not be perfected once debate has begun following any submission to the membership.
- (3) Such amendment shall otherwise be put to the membership for vote without Board action on it of it, according to the same procedures and notice requirements as are recited in subsection (A) of this Section as to any membership meeting to consider the amendment, excluding the necessity of providing notice of Board discussions of the proposal. Failure to comply with such notice requirements shall render null and void any member action on the proposed amendment and shall mandate its proper resubmission to the membership. The membership entitled to vote on the proposed amendment is entitled to amend it at the membership meeting at which it is considered. The proposed amendment shall be presented to the membership at the next scheduled regular or special membership meeting for which proper notice may be perfected, unless submission must be delayed due to the need to conduct legal research, in which case a delay of up to 60 days may be permitted beyond the meeting date at which the amendment must otherwise be considered. Noncompliance with the notice requirements of this paragraph shall not be fatal to membership adoption of the amendment by action without meeting by written consent of all members entitled to vote, by waiver of such notice by all members entitled to same, by utilization of mailed ballot, or when lack of notice in conformance with this paragraph arises from adjournment to another date of a meeting considering the

amendment, provided such causes are otherwise in conformity with these Bylaws.

- (4) The Board may, in lieu of submitting the proposed amendment to the membership, adopt said amendment without substantive amendments and without such submission, unless the amendment as proposed by the original sponsor(s) contains a clause prohibiting the Board from repealing or amending the proposed provision(s) in the future without same being approved or ratified by the affected membership; in the latter case, the Board must submit the amendment to the affected membership as otherwise provided in this subsection, subject to the other relevant provisions of this Section.

## **Article XI: Amendment of Article of Incorporation**

### **Section 1. Who Must Approve.**

An amendment to the Articles of Incorporation, to be adopted must be approved by all of the following which apply in the stated circumstances:

(A) By the board if CARES is at that time a public benefit corporation and the amendment does not relate to the number of enfranchised Directors, the composition of the board, the term of office of directors or the method or way in which directors are elected or selected;

(B) Except as provided in ORS 65.434 (1), by the members entitled to vote on Articles by at least two-thirds of the votes cast or a majority of the voting power, whichever is less; and

(C) In writing by any person or persons whose approval is required for an amendment to the articles as authorized by ORS 65.467.

### **Section 2. Conditional Approval by Members.**

The members entitled to vote on articles may condition the amendment's adoption on receipt of a higher percentage of affirmative votes or on any other basis.

### **Section 3. Conditional Approval by Board.**

If the Board initiates an amendment to the Articles of Incorporation or Board approval is required by Section 1 of this Article to adopt an amendment to the articles, the board may condition the amendment's adoption on receipt of a higher percentage of affirmative votes or on any other basis. For the amendment

to be adopted, the Board of Directors shall, except in those cases described in Section 1, subsection (A) of this Article, adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members, which may be either an annual or special meeting.

**Section 4. Notice.** If the Board or the members entitled to vote on Articles of Incorporation seek to have the amendment approved by such members at a membership meeting, the corporation shall give notice to such members of the proposed membership meeting in writing in accordance with Article VII, Section 9 of these Bylaws. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment. If the board or the members entitled to vote on articles seek to have the amendment approved by such members by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment.

**Section 5. Class Voting by Members on Amendments.**

When CARES is a Public Benefit corporation, the following apply:

**(A)** Members of a class entitled to vote on Articles of Incorporation are entitled to vote as a class on a proposed amendment to the articles if the amendment would affect the rights of that class as to voting in a manner different than the amendment would affect another class or members of another class.

**(B)** If a class is to be divided into two or more classes as a result of an amendment to the Articles of Incorporation, the amendment must be approved by the members of each class entitled to vote on articles that would be created by the amendment.

**(C) Size of Majority Required for Adoption of Amendments to Articles when Class Vote is Required.** If a class vote is required to approve an amendment to the Articles of Incorporation, the amendment must be approved by the members of the class entitled to vote on articles by two-thirds of the votes cast by the class or a majority of the voting power of the class, whichever is less.

**(D) Contrary Provisions of No Effect.** A class of members is entitled to the voting rights granted by this section although the Articles and Bylaws otherwise provide that the class may not vote on the proposed amendment.

**Article XII: Disposition of Assets other than  
in the Ordinary Course of Activities**

**Section 1. Distribution Terms to be Set by Board.**

The corporation may sell, lease, exchange or otherwise dispose of all or substantially all of its property, with or without the goodwill, other than in the usual and regular course of its activities, on the terms and conditions and for the consideration determined by the Board of Directors, if the proposed transaction is authorized by the following provisions of this Article.

**Section 2. By Whom Disposition Must be Approved.**

The proposed transaction, to be authorized, must be approved in accordance with this Section.

**(A) When CARES has Members.** Unless the ONPCA, the Articles of Incorporation, any Bylaw or the Board of Directors or members, acting pursuant to subsection (C), paragraph (1) of this Section, require a greater vote or voting by class, the proposed transaction to be authorized must be approved by all of the following:

(1) by the board;

(2) by the enrolled members and other members otherwise entitled to vote on the transaction, by at least two-thirds of the votes cast or a majority of the voting power, whichever is less; and

(3) in writing by any person or persons whose approval is required for an amendment to the Articles of Incorporation or Bylaws by a provision of the Articles as authorized by ORS 65.467.

**(B) If CARES does not have Members.** If the corporation does not have members entitled to vote on the transaction, it must be approved by a majority of the enfranchised Directors *in office* at the time the transaction is approved. The corporation shall provide notice of any Directors' meeting at which such approval is to be obtained in accordance with Article II-B, Section 9 of these Bylaws. In addition to stating that the purpose, or one of the purposes, of the meeting is to consider the sale, lease, exchange or other disposition of all or substantially all of the property of the corporation, the notice must contain or be accompanied by a description of the transaction.

**(C) Transaction may be put to Membership Vote.** The Board of Directors may condition its submission of the proposed transaction to a vote of enrolled members, subject to the following:

(1) The members entitled to vote on the transaction may condition their approval of the transaction, on receipt of a higher percentage of affirmative votes or on any other basis.

(2) If the board seeks to have the transaction approved by the

enrolled members at a membership meeting, the corporation must give notice to those members of the proposed membership meeting in accordance with Article VII, Sections 3 and 4 of these Bylaws. The notice must also state that the purpose or one of the purposes, of the meeting is to consider the sale, lease, exchange or other disposition of all or substantially all of the property of the corporation and contain or be accompanied by a description of the transaction.

- (3) If the Board seeks to have the transaction approved by the enrolled members by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a description of the transaction.

**(D) When CARES is a Public Benefit Corporation.** If CARES remains classified as a Public Benefit corporation under Oregon law at the time of the proposed transaction, it must give written notice to the Attorney General 20 days before it sells, leases, exchanges or otherwise disposes of all or substantially all of its property unless the transaction is in the usual and regular course of its activities or the Attorney General has given the corporation a written waiver of this notice requirement.

**(E) Board May Abandon Transaction.** After a sale, lease, exchange or other disposition of property is authorized, the transaction may be abandoned, subject to any contractual rights, without further action by the members or any other person who approved the transaction, in accordance with the procedure set forth in the Resolution proposing the transaction or, if none is set forth, in the manner determined by the Board of Directors.

### **Article XIII: Dissolution**

Dissolution of the corporation shall be as is provided under the provisions of ORS 65.621 *et seq.* and IRC §501(C)(3) or equivalent provision of any successor Internal Revenue Code.

### **Article XIV: Ratification of Prior Acts**

All otherwise lawful corporate acts and transactions occurring prior to the adoption of these Bylaws which for any reason deviated from proper form or procedure in their adoption or implementation are hereby ratified, being subject to such further disposition as shall be proper under these Bylaws.

### **Article XV: Manner in which these Bylaws Shall Take Effect**

#### **Section 1.**

These Bylaws shall be effective to the extent, and upon the occurrences, enumerated in this Article.

**Section 2. When Specific Provisions Shall Take Effect.**

Certain provisions of these Bylaws shall become effective immediately upon approval by the Board, and others immediately upon ratification of the enrolled membership following such Board adoption, as provided in this Section.

**(A) Provisions Effective Immediately Upon Adoption by Board.** The following Bylaws provisions take effect immediately upon their adoption by the affirmative votes of a majority of the enfranchised Directors in office, at a lawfully and otherwise properly called meeting of the Board of Directors enumerated in Article II-B, Section 2, Subsection (F), paragraph (1) of these Bylaws:

- (1) Title 1;
- (2) Title 2; but as to paragraph (1) only, with regard to Article II-B, Section 2, subsection (F);
- (3) Title 3;
- (4) The following provisions of Title 4:
  - (a) Sections 1, 2, 3, 4, 5, 6, & 7 of Article V-A;
  - (b) subsection (A) of Section 8 of Article V-A;
  - (c) Sections 9, 10, 12, & 14 of Article V-A;
  - (d) Article V-C;
  - (e) Article V-D, Sections 1, 2, 3, 4, 5, 6, 7, 8, 9, & 10;
- (5) Title 5;
- (6) Title 6; and
- (7) Title 7.

**(B) Bylaws Provisions Requiring Member Ratification.** The balance of the provisions of these Bylaws, not enumerated in subsection (A) of this Section, shall become effective immediately upon their ratification by a majority of those present and voting at a meeting of the membership properly called pursuant to fair and reasonable Notice as required by the provisions enumerated in subsection (A) of this

Section adopted by the Board of Directors prior to such meeting, or otherwise as required by ORS 65.215.

**(C) Ratification of Provisions places No Limitation of Future Action.**

Except as may required by the ONPCA or by Article X of these Bylaws, or by other specific Bylaws provisions in a specific circumstance, the initial adoption and ratification of the foregoing provisions of these Bylaws by the Board and the membership, respectively, do not limit the ability of either or both to adopt, amend or repeal provisions hereof in the future.