

Organic Bylaws of CARES, Inc.: APPENDIX “A”

EMERGENCY BYLAWS

TITLE E: EMERGENCY BYLAWS AND POWERS

Article E-1: Emergency Bylaws

Section 1. Authority for, Scope of, Emergency Bylaws.

Unless the Articles of Incorporation provide otherwise, and to the extent not prohibited by Chapter 65 of the Oregon Revised Statutes, the Board of Directors may adopt, amend or repeal bylaws to be effective only in an emergency as defined in Section 4 of this Article. Articles E-1 and E-2 of this Title, comprise such Emergency Bylaws. The Emergency Bylaws, which are subject to amendment or repeal by the members, may provide special procedures necessary for managing the corporation during the emergency, including:

- (A) Procedures for calling a meeting of the Board of Directors;
- (B) Quorum requirements for the meeting; and
- (C) Designation of additional or substitute Directors.

Section 2. Consistent Regular Bylaws Provisions Remain in Effect.

All provisions of the regular Organic bylaws consistent with the Emergency Bylaws remain effective during the emergency, but the Procedural Bylaws or any provision(s) thereof may be declared suspended by the person authorized under the Organic Bylaws to act as President. The Emergency Bylaws are not effective after the emergency ends.

Section 3. Good Faith Actions Binding; Qualified Immunity.

Corporate action taken in good faith in accordance with the Emergency Bylaws binds the corporation. A corporate Director, Officer, employee or agent shall not be liable for deviation from normal procedures if the conduct was authorized by Emergency Bylaws adopted as provided in this section, provided said person acted in good faith.

Section 4. “Emergency” Defined.

An emergency exists for purposes of this Article and Title, if a quorum of the corporation’s directors cannot readily be assembled because of some

present or imminent catastrophic event.

Article E-2: Emergency Powers

Section 1. Lines of Succession; Relocation.

During an emergency defined in Section 4 of Article E-1 of these Emergency Bylaws, the Board of Directors may:

(A) Modify lines of succession to accommodate the incapacity of any director, officer, employee or agent; or

(B) Relocate the principal office, designate alternative principal offices or regional offices or authorize the officers to do so.

Section 2. Notice; Substitute Directors; Qualified Immunity; Emergency Plenary Powers of Executive Committee & Executive Director

During an emergency defined in Section 4 of Article E-1, unless these Emergency Bylaws provide otherwise:

(A) Alternative Notice. Notice of a meeting of the board of directors need be given only to those directors whom it is practicable to reach and may be given in any practicable manner, including but not limited to notice by publication or radio; and

(B) Officers, CO as Substitute Enfranchised Directors. One or more Officers of the corporation present at a meeting of the Board of Directors not otherwise enfranchised, and in addition the Commander of Operations (CO), or if the CO is not available, then the next in the CO's predesignated operational Chain of Command, may be deemed to be Directors for purposes of the meeting, in order of the Officer's rank (as recited in the order of Succession of Chief Executive Authority enumerated in Article II-C, Section 7 of the Organic Bylaws), and within the same rank in order of seniority, as necessary to achieve a quorum.

(C) Ex Officio Directors as Substitute Enfranchised Directors. In the event of an Emergency as defined in Section 4 of Article E-1, *ex officio* Directors shall have the full plenary authority of enfranchised Directors to such extent as is necessary in order to obtain a quorum of the Board, and to the extent necessary to achieve a majority necessary for action as defined in the Organic and Procedural Bylaws and the Oregon Non-Profit Corporation Act (ONPCA).

(D) Actions Binding; Qualified Immunity. Corporate action taken in good faith under this Section to further the affairs of the corporation during an emergency binds the corporation. A corporate director, officer, employee or

agent shall not be liable for deviation from normal procedures if the conduct was authorized by emergency powers provided in this Article and performed in good faith.

(E) Emergency Powers of Executive Committee & Executive Director.

During an Emergency as defined in Section 4 of Article E-1, and to the extent not prohibited by law, the Executive Committee is authorized to exercise full plenary authority on behalf of the corporation in the event that, through exercise of the foregoing powers, a quorum of the Board of Directors cannot be achieved; and in case of the inability of the Executive Committee to so act, then such full plenary authority may be exercised by the Executive Director; provided, however, that neither the Executive Committee nor the Executive Director may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; nor shall either of them approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; nor shall either of them elect, appoint or remove officers or Directors or fill vacancies on the Board or on any of its Committees; nor shall either of them adopt, amend, or repeal the Articles of Incorporation, Bylaws, or any Resolution by the Board of Directors.

Organic Bylaws of CARES, Inc.: APPENDIX "B"

Offenses & Elements thereof for purposes of Article II-B, Section 4, subsection (l), paragraph (5):

- (a) unlawful sexual conduct or sexual contact, including attempted sexual abuse whether punished as a felony or misdemeanor;
- (b) intentional infliction of serious physical injury;
- (c) reckless infliction of serious physical injury under circumstances manifesting extreme indifference to the value of human life;
- (d) any degree of homicide;
- (e) extortion;
- (f) kidnapping;
- (g) coercion;
- (h) possession of "substantial quantity" of a controlled substance;
- (i) a "commercial drug offense;"
- (j) delivery or manufacture of a controlled substance, but including neither a single such conviction of an offense punishable as a misdemeanor pursuant to ORS 161.705 if the controlled substance was marijuana, nor a single conviction of manufacture or delivery of marijuana for no consideration when such offense was punishable only as a felony;
- (k) driving under the influence of intoxicants;

- (l) promoting or compelling prostitution, whether punished as a felony or misdemeanor;
- (m) child abuse, whether punished as a felony or misdemeanor;
- (n) encouraging child sexual abuse, whether punished as a felony or misdemeanor;
- (o) displaying child sexual conduct, whether punished as a felony or misdemeanor;
- (p) displaying sexual conduct in a live public show, whether punished as a felony or misdemeanor;
- (q) hindering prosecution;
- (r) obstruction of governmental administration;
- (s) assaulting a public safety officer, whether punished as a felony or misdemeanor;
- (s) perjury, false swearing, tampering with physical evidence, or intimidation of a witness, whether punished as a felony or misdemeanor;
- (u) unsworn falsification, where the false statement involved the procurement or attempted procurement of a benefit, public or private;
- (v) providing false information to a police officer, or providing false information to a police officer for a citation, if punished as a felony or misdemeanor;
- (w) public indecency, whether punished as a felony or misdemeanor;
- (x) menacing;
- (y) unlawfully obtaining public assistance, whether punished as a felony or misdemeanor;
- (z) any offense, however classified, the conviction of which required or resulted in the defendant being

ordered to register with any governmental authority as a sex offender, or predatory sex offender;

- (aa)** any offense or degree of theft, aggravated theft, or theft of motor vehicle, or burglary, however classified or punished, for which the convicting court made a finding on the record that the value of the goods, property, currency or other item(s) of value stolen or attempted or intended to be stolen exceeded \$750 in isolation or in aggregate or, in the case of burglary, in which the building burgled or attempted to be burgled was a dwelling;
- (bb)** failure to register as a sex offender, whether punished as a felony or misdemeanor;
- (cc)** escape or unauthorized departure, whether punished as a felony or misdemeanor;
- (dd)** racketeering;
- (ee)** arson;
- (ff)** any offense for which the mandatory minimum penalties prescribed by ORS 137.707 *et seq* were imposed;
- (gg)** unlawful use of a weapon, whether punished as a felony or misdemeanor;
- (hh)** forgery, whether punished as a felony or misdemeanor;
- (ii)** identity theft;
- (jj)** unlawful possession by felon of restricted weapon, whether punished as a felony or misdemeanor;
- (kk)** intimidation, whether punished as a felony or misdemeanor;
- (ll)** failure to perform duties of driver involved in an accident, whether punished as a felony or misdemeanor and whether the accident resulted in property damage or injury;

- (mm)** computer crime;
- (nn)** unlawful interception or recording of electronic or oral communications, whether punished as a felony or misdemeanor;
- (oo)** attempting to elude a police officer, whether punished as a felony or misdemeanor;
- (pp)** notwithstanding the general limitations recited in Paragraph (5) of this Section, any offense for which the conviction was entered in federal court and which resulted in imprisonment for one year or more; or which regardless of the punishment imposed, was for an offense under the federal Communications Act, Electronic Communications Privacy Act, or any federal statute proscribing wiretapping, defrauding of public or private communications carriers, treason, trading with the enemy, trafficking in child pornography, immigration fraud, a securities offense, or computer crime.