

BYLAWS
of the
LINN BENTON BAR ASSOCIATION

1. Purposes and Objectives

The Linn Benton Bar Association (the “Association”) is a mutual benefit corporation with members organized under the Oregon Nonprofit Corporation Act. The Association shall have the following purposes and objectives:

- 1.1. To facilitate and promote the continuing legal education of lawyers in Oregon.
- 1.2. To preserve and promote high standards of integrity, honor, professional courtesy, and professional ethics among attorneys.
- 1.3. To promote a closer union and fellowship among the lawyers and judiciary in Linn and Benton Counties.
- 1.4. Maintenance and improvement of relations with the public and the media.
- 1.5. To implement the foregoing purposes and objectives as a not-for profit organization with no part of the net earnings inuring to the benefit of any member.

2. Members

2.1. Qualifications

- 2.1.1. **Regular members.** Any active or inactive attorney in good standing with the Oregon State Bar or any attorney admitted to practice law in any jurisdiction may become a regular member of the Association upon payment of the membership dues prescribed for regular members.
- 2.1.2. **New admittee members.** Any attorney admitted to practice law in any jurisdiction within two years prior to the collection of annual dues may become a new admittee member upon payment of the membership dues prescribed for new admittee members. A new admittee member shall have the same rights and privileges of a regular member.
- 2.1.3. **Retired members.** Any attorney who was licensed to practice law in any jurisdiction, who is 60 years of age or older, and is retired from the active practice of law may become a retired member of the Association upon the payment of the membership dues prescribed for retired members. A retired member shall have all of the rights and privileges of a regular member,

except a retired member may not become a member of the board of directors.

2.1.4. Honorary members. Any attorney admitted to practice law in any jurisdiction holding elected office may become an honorary member of the Association upon payment of the dues prescribed for honorary members. An honorary member shall have all of the rights and privileges of a regular member, except an honorary member may not become a member of the board of directors.

2.2. Dues. Membership dues shall be at rates set by board of directors after consultation with the members of the Association present at the annual meeting. Membership dues shall not be pro-rated for any portion of the year. Dues may be waived or reduced for new admittees, law students, judges, honorary members, retired members, or any other category designated by the board of directors. Membership dues shall be collected annually in October of each year.

If dues are required as a condition of membership, membership may be terminated for failure to pay dues by December 31 of any calendar year after having been sent notice of potential membership termination at least fifteen (15) days prior to actual termination of membership.

No member shall have any interest in the assets of the Association, nor shall the membership of any member be transferable or be subject to the claims of creditors in any circumstances.

2.3. Membership Termination

2.3.1. Resignation of members. A member may resign at any time by submitting his or her resignation in writing to the Secretary. The resignation shall be effective upon receipt by the Secretary.

2.3.2. Disbarment or suspension. The membership of any person who has been disbarred or whose license has been suspended, in any jurisdiction shall cease upon the effective date of the disbarment or suspension. Upon the end of any disbarment or suspension, the person may become a member of the Association upon meeting the requirements for membership pursuant to this Section.

2.3.3. Expulsion. Any member may be expelled for any conduct prejudicial to the legal profession, and any expelled member reinstated, by a two-thirds (2/3) vote of the Board of Directors present and voting at any regular meeting or at special meeting called for that purpose.

2.3.4. No refunds. No dues shall be refunded, regardless of the reason for

termination of membership.

3. Meetings

- 3.1. Annual meeting.** An annual meeting of the members shall be held in May of each year.
- 3.2. Meetings.** Meetings of the members may be called by: (a) the president of the Association; (b) a majority of the Board of Directors; or (c) fifteen (15) or more members entitled to vote.
- 3.3. Place of meeting.** Meetings shall be held at a place specified by the Board of Directors and specified in the meeting notice.
- 3.4. Notices.** Notice stating the place, day and time of meetings, and the purpose for which the meeting is called, shall be sent to each member not less than three (3) nor more than fifty (50) days before the date of the meeting, either personally, by regular mail, or by electronic mail by or at the direction of the board of directors or the members calling the meeting. If sent via electronic mail, such notices shall be deemed delivered when sent to each member's last known electronic-mail address in the records of the Association. If sent via regular mail, such notices shall be deemed to be delivered when deposited in the United States mail with postage fully prepaid thereon, addressed to the member at his or her most recent address as it appears on the records of the Association.
- 3.5. Quorum.** Five (5) members shall constitute a quorum.
- 3.6. Voting.** Each regular member shall be entitled to one (1) vote. The board of directors shall determine, in the best interests of the association, whether votes for any particular decision shall be cast in person or otherwise.

4. Board of Directors

- 4.1. Duties; number.** The business, property and affairs of the Association shall be managed by a board of directors composed of not less than three (3) persons, all of whom shall be regular or new admittee members of the Association. The board of directors alone shall have the authority and responsibility to take public positions or make public statements on behalf of the Association. Such positions or statements must be in writing and must be reviewed and approved by the president or the president's delegate before being publicized.
- 4.2. Composition.** The board of directors shall consist of those persons elected by the members at the annual meeting to the position of president, vice president, secretary, treasurer, communications officer, Linn County liaison, and Benton County liaison, unless a vacancy occurs as set forth in Section 4.6. Directors

shall serve for one (1) year terms or until their successors are elected and qualified.

- 4.3. Immediate Past President.** The immediate past president of the Association shall be an ex-officio and non-voting member of the board of directors, except that in the event of a tie vote the immediate past president shall be entitled, although not required, to vote.
- 4.4. Candidates.** Each candidate for election to the board of directors shall identify which of the officer positions listed in Section 5 he or she wishes to fill, and shall be elected to the board of directors in order to fill that particular position. A qualifying member may be elected to fill only one position, although the member may choose to seek election to more than one position.
- 4.5. Election.** Candidates may be nominated and elected at the annual meeting. The member(s) receiving the highest number of votes for open positions on the board of directors as set forth in Section 4.2 shall be declared duly elected. If there are more open positions than nominees, the uncontested nominees shall be declared elected.
- 4.6. Vacancies.** A vacancy on the board of directors occurring between annual meetings shall be filled by a vote of the majority of the remaining directors. There is no quorum requirement to fill a vacancy on the board of directors that occurs due to reasons set forth in Sections 4.11 and 4.12.
- 4.7. Annual, regular, and special meetings; notice.** An annual meeting of the board of directors may be held any time within sixty (60) days after the annual meeting of the members. A schedule of regular meetings may be fixed by resolution of the board of directors and no further notice shall be required. Special meetings for any purpose may be called at any time by the president or any two (2) directors. Notice of the time and place of special meeting shall be delivered personally, by telephone, by electronic mail, or by mail, not less than twenty-four (24) hours before the special meeting is held.
- 4.8. Waiver of Notice.** Attendance of a director at a meeting shall constitute a waiver of notice of such meeting except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. Notice of any special meeting of the board of directors may be waived by any director by an instrument in writing which shall be filed with the secretary of the Association as part of the minutes of the meeting.
- 4.9. Quorum; action without notice.** A majority of the directors shall constitute a quorum for transaction of business. Any action that may be taken by the directors at a meeting may be taken without a meeting by unanimous consent of all directors evidenced by a memorandum signed by all directors setting forth the action so taken or by an email sent from each of the directors' usual email addresses

confirming that all of the directors have considered and approved or disapproved the issue at hand.

4.10. Emergency meeting. An emergency meeting of the board of directors may take place by telephone, provided that a quorum of the directors participates simultaneously in the telephone conference and reasonable efforts were made to provide actual notice of the meeting to the board of directors.

4.11. Resignation. A director may resign at any time by delivering written notice to the board of directors.

4.12. Removal of directors. A director may be removed with or without cause by the members at a meeting called for the purpose of removing the director subject to the notice requirements in Sections 3.4 and 4.7. The meeting notice must state that the purpose or one of the purposes of the meeting is removal of a director or directors.

5. Officers

5.1. Qualification. Only those members who reside, practice or work in Linn County or Benton County, both at the time of their election and at all times during their term of office, shall be qualified to serve as officers of the Association.

5.2. Elected Officers. The officers of the Association shall consist of a president, a vice president, a secretary, a treasurer, a communications officer, a Linn County Liaison, and a Benton County Liaison, each of whom shall serve for a term of one (1) year.

5.3. Appointed Officers. The board of directors may also appoint such other officers, assistant officers and agents as it shall deem necessary or desirable, who shall have such authority and perform such duties as shall be determined by the board of directors but may or may not become members of the board of directors.

5.4. Terms. Officers of the Association shall hold office until their successors are elected and qualified. Any officer or agent appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.5. President. The president shall be a director who has served at least one (1) year on the board of directors of the Association. The president shall be the chief executive officer of the Association. The president shall have general and active management responsibility for the business of the Association and shall see that all orders and resolutions of the board of directors are carried into effect. The president shall execute contracts on behalf of the Association, except where required by law to be otherwise signed or executed or where signature on execution thereof shall be

expressly delegated by the board of directors to some other officer or agent of the Association.

The president shall preside at all meetings of the Association and may call special meetings and shall appoint any and all committees necessary to achieve the objectives and implement the policies of the Association. The president shall appoint members of committees.

- 5.6. Vice President.** The vice president shall be a director who has served at least one (1) year on the board of directors of the Association. In the absence or disability of the president, the vice president shall perform the duties and exercise the powers of the president. The vice president also shall perform such other duties as the board of directors may prescribe.
- 5.7. Secretary.** The secretary shall be a member of the Association. The secretary or designee should attend all sessions of the board of directors and all meetings of the members and record the minutes of the proceedings in a book to be kept for that purpose. The secretary shall give, or cause to be given, notice of all meetings of the members and of the board of directors. The secretary also shall perform such other duties as the board of directors may prescribe.
- 5.8. Treasurer.** The treasurer shall be a member of the Association. The treasurer or designee should attend all sessions of the board of directors and all meetings of the members. The treasurer shall keep the financial records. All funds shall be kept in the treasury of the Association and shall be disbursed upon order of the treasurer with the approval of the president or board of directors. The treasurer shall render an account of all transactions and of the financial condition of the Association to the president and board of directors whenever they may require it. The treasurer also shall perform such other duties as the board of directors may prescribe.
- 5.9. Communications Officer.** The communications officer shall be a member of the Association. The communications officer should attend all sessions of the board of directors and all meetings of the members. The communications officer shall be responsible for maintaining the Association's website in accordance with the instructions of the board of directors and distributing the newsletter to the members.
- 5.10. Linn County Liaison.** The Linn County Liaison shall be a member of the Association. The Linn County Liaison shall attend all sessions of the board of directors and all meetings of the members. The Linn County Liaison shall act as the Chair of the Linn County Judicial Screening Committee. The Linn County Liaison shall organize no fewer than two (2) events on behalf of the Association during the liaison's term of office. If an event organized by the liaison qualifies for continuing legal education certification by the Oregon State Bar Association, the liaison shall acquire the material necessary to obtain certification and coordinate the submission of such material with the secretary.

5.11. Benton County Liaison. The Benton County Liaison shall be a member of the Association. The Benton County Liaison shall attend all sessions of the board of directors and all meetings of the members. The Benton County Liaison shall Chair the Benton County Judicial Screening Committee. The Benton County Liaison shall organize no fewer than two (2) events on behalf of the Association during the liaison's term of office. If an event organized by the liaison qualifies for continuing legal education certification by the Oregon State Bar Association, the liaison shall acquire the material necessary to obtain certification and coordinate the submission of such material with the secretary.

6. Financial Administration

The fiscal year of the Association shall begin on June 1 and end on May 31 of the succeeding year.

The board of directors is responsible for the customary and usual financial administration of the Association. For the purposes of this Section 6, customary and usual financial administration shall include furthering the purposes and objectives of the organization set forth in the bylaws, organizing, administering, and paying for continuing legal education programs, and other such events that are open to participation by all members. The board may designate an officer or officers to act on its behalf to execute customary and usual fiscal affairs.

Any commercial transactions in which the Association is a party and that are not deemed part of the customary and usual financial administration of the Association must be approved by a majority of the members of the Association eligible to vote at a meeting held in accordance with Section 3.

All checks or demands for money and notes of the Association in excess of \$1000 shall be signed by the president or the secretary and one other member of the board of directors.

The board of directors may have financial statements prepared annually.

7. Amendment of Bylaws

These Bylaws may be amended, waived, supplemented or revoked at any time by the board of directors at a regular meeting or a special meeting called for the particular purpose of amendment, supplementation, or waiver. All proposed changes to the Bylaws must be submitted in writing with written notice of the board of directors' meeting.

Any changes to these Bylaws shall be consistent with the laws of the State of Oregon and the United States of America. No amendment shall be made which would cause the Association to be disqualified from exemption under Internal Revenue Code section 501(c) and corresponding regulations as they now exist or are hereafter amended.

8. Dissolution.

Upon dissolution of the Association, distribution of assets shall be pursuant to law, subject to any contractual or legal requirements.