

AMENDED BYLAWS OF  
OREGON COAST REPEATER GROUP, INC.  
A Non-Profit Oregon Corporation

ARTICLE I - - NAME & PURPOSE

- Section 1: The name of the organization shall be the Oregon Coast Repeater Group, Inc.
- Section 2: Oregon Coast Repeater Group, Inc. ('OCRG') was formed as a nonprofit organization to promote and provide recreational, scientific, and emergency communication equipment and services to the greater Tillamook and Lincoln County geographic areas with the primary purpose of helping to ensure the availability of emergency communication links between volunteer amateur radio operators and government emergency management offices and other governmental agencies as may be required in the event of an emergency, drill or other event.

ARTICLE II - - BOARD OF DIRECTORS

- Section 1: Board Role, Size, Composition. The Board is responsible for overall policy and direction of OCRG, and delegates responsibility for day-to-day operations to the Board's Chair and committees. The Board shall have up to seven, and no fewer than five, members. The Board receives no compensation other than reasonable expenses as may be set by the Board.
- Section 2: Meetings. The Board shall meet at least annually, at an agreed upon time and place.
- Section 3: Term. The term of office for members of the board of directors initially appointed shall commence on the date of the initial meeting of the board of directors, and each director shall serve until the annual meeting or until his or her successor has been elected and qualified. All Board members shall serve three-year terms, and are eligible for re-election. The first Board will include members with one and two and three-year terms to begin staggered terms.
- Section 4: Board Development Committee. A Board Development Committee shall be appointed by the Board. Committee members shall serve one year terms. The Board Development Committee shall be responsible for developing nominees for Board elections, Board committees, and planning for Board training and leadership development.
- Section 5: Election Procedures. The Board Development Committee shall be responsible for nominating a slate of potential Board candidates. The election of Board members will be held by mail or at any regular or special Board meeting, or in accordance with the election procedures established by the Board of Directors.

Section 6: Quorum. A quorum must be attended by at least fifty percent of the Board members before business can be transacted or motions made or passed.

Section 7: Notice. An official Board meeting requires that each Board member have written notice a minimum of 5 business days in advance, unless this notice period is waived in writing by the Board members. Any Director may waive receipt of written notice of any meeting before, at, or after such meeting, and the attendance of a Director at a meeting shall constitute a waiver of notice except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. "Written notice" may include electronic mail unless the Board member has specified in writing another method of communication, however, any such notice must be reasonably assured to have been received by the Director.

Section 8: Officers and Duties. There shall be four officers of the Board consisting of a Chair, Vice-Chair, Secretary, and Treasurer. The officers shall be elected by the Board at the Annual Board Meeting, and shall have terms equal to their board term. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.

The Vice-Chair will chair committees on special subjects as designated by the board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 9: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members and members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. All vacancies will be filled only to the end of the particular Board member's term.

Section 10: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member may be dropped for excess absences from the Board if he or she has three consecutive unexcused absences from Board meetings in a year. A

Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 11: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board, and written notice thereof is required as provided herein.

Section 12: Action by Consent. Any action required by law to be taken at a meeting of the Board of Directors, or any action that may be taken at a board meeting, may be taken without a meeting if a written consent to such action, setting forth the action to be taken or so taken, is signed by all the board members.

### ARTICLE III - - COMMITTEES

Section 1: The Board may create committees as needed, such as public relations, peer education, trustee education and data collection. There shall be two standing committees - Executive, Finance Committees. The Board Chair appoints all committee chairs. Committee chairs must be members of the Board.

Section 2: Executive Committee. The four officers serve as the members of the Executive Committee. The Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors except that this nor any committee may:

- i. Authorize distributions;
- ii. Approve dissolution, merger or the sale, pledge or transfer of the all or substantially all of the corporation's assets;
- iii. Elect, appoint or remove directors or fill vacancies on the Board of Directors or on any of its committees; or
- iv. Adopt, amend or repeal the Articles of Incorporation or Bylaws of the corporation.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes at least three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income, but the Board may require more frequent reports in its discretion. The financial records of the OCRG are public information and shall be made available to the Board members and, upon request to any member of the public or government.

## ARTICLE IV - - CONFLICT OF INTEREST

Section 1: Conflict Defined. A conflict of interest may exist when the interests or activities of any Director, Officer, or committee member may be seen as competing with the interests or activities of the Corporation, or the Director, Officer, or committee member derives a financial or other material gain as a result of a direct or indirect relationship.

Section 2: Disclosure Required. Any possible conflict of interest shall be disclosed to the Board of Directors or to the Chair, by the person concerned if that person is a Director or an Officer of OCRG, or to such person or persons as he or she may designate, if the person is not a Director or Officer of the Corporation. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by vote of the Board of Directors or its Committee, excluding the person concerning whose situation the doubt has arisen.

Section 3: Abstinance from Vote. When any conflict of interest relates to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate Committee and such person shall not vote on the matter; provided however, that any Director disclosing a conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a Committee thereof.

Section 4: Absence from Discussion. Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board or its Committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board or Committee with any and all relevant information.

Section 5: Minutes. The minutes of the meeting of the Board of Directors shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote.

Section 6: Annual Review. A copy of this conflict of interest Bylaw shall be furnished each Director, Officer, and committee member who is presently serving OCRG, or who may hereafter become associated with OCRG. This policy shall be reviewed annually for the information and guidance of Directors, Officers, and committee members. Any new Director, Officer, and committee member shall be advised of this policy upon undertaking the duties of such office.

## ARTICLE V - - MISCELLANEOUS

Section 1: Books & Minutes. OCRG shall keep correct and complete books and minutes and records of account and financial statements. All such records may be inspected by any Director for any purpose at any reasonable time.

Section 2: Fiscal Year. The fiscal year of OCRG shall be January 1 through December 31. The Board of Directors may establish policies for fiscal audits by certified public accountants.

Section 3: Designated Contributions. The Officers of OCRG may accept on its behalf, in accordance with policies and procedures set by the Board of Directors, any designated contribution, grant, bequest, or devise consistent with its general tax exempt purposes. As so limited, donor designated contributions will be accepted for special funds, purpose, or use. Further, OCRG shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used in a manner consistent with the restriction contained in the grant and OCRG's exempt purposes.

Section 4: Loans to Directors and Officers Prohibited. No loans or advances, other than customary travel advances, shall be made by OCRG to any of its Directors or Officers.

Section 5: No Private Inurement. OCRG is not organized for profit and is to be operated exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and in the promotion of social welfare in accordance with the purposes stated in Article 1 of these bylaws. The net earnings of OCRG shall be devoted exclusively to charitable and educational purposes and shall not inure to the benefit of any private individual. No Director or person from whom OCRG may receive any property or funds shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets or assets of OCRG be paid as salary or compensation to, or distributed to, or inure to the benefit of any member of the Board of Directors; provided, however, that (a) reasonable compensation may be paid any director while acting as an Agent, including consultant, contractor, or employee of OCRG for services rendered in affecting one or more of the purposes of OCRG; and (b) any Director may, from time to time, be reimbursed for his or her actual expenses incurred in connection with the administration of the affairs of OCRG.

Section 6: Indemnification. OCRG will indemnify its officers and directors to the extent authorized by the board of directors and allowed by the Oregon Nonprofit Corporation Act and consistent with the Articles of Incorporation of the corporation.

Section 7: Dissolution. On dissolution of OCRG, all of its net assets shall be paid over or transferred to one or more exempt organizations of the kind described in Internal Revenue Code Section 501(c)(3). The organization to receive such property shall be designated by the Board of Directors. Any assets not so disposed of shall be conveyed to the Lincoln County and/or Tillamook County, provided such conveyance qualifies as an entity for one or more exempt purposes under Internal Revenue Code Section 501(c)(3).

Section 8: Amendment of Bylaws. These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

Section 9: Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event, these Bylaws shall be construed in all respects as if such invalid provisions were omitted.

#### BYLAWS CERTIFICATE

The undersigned certifies that he/she is the Secretary of OCRG, an Oregon nonprofit Corporation, and that, as such, is authorized to execute this certificate on behalf of said Corporation, and further certifies that the foregoing Bylaws, consisting of 6 pages, including this page, constitute the Bylaws of the Corporation as of this date, duly adopted by the Directors of OCRG at their meeting held on the date below.

Dated this 1<sup>st</sup> Day of April, 2006.

Wendy C. Wilson  
Secretary, Oregon Coast Repeater Group, Inc.