

BYLAWS
of The
OREGON BAMBOO ASSOCIATION
A NONPROFIT CORPORATION

ARTICLE I. NAME, MAILING ADDRESS

The **name** of this corporation shall be the **Oregon Bamboo Association (OBA)**, hereinafter referred to as “the Corporation” or “OBA”. The principal office for the transaction of business of the corporation (“principal executive office”) shall be at 620 Horn Lane, Oregon, 97404. Its mailing address shall be P.O. Box 41086, Eugene, Oregon, 97404-2919. The principal office and/or the mailing address may be changed by the Board of Directors (BOD) at any time.

ARTICLE II. NONPARTISAN ACTIVITIES

Said organization is organized exclusively for charitable, educational, and scientific purposes, 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 corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons except that the organization shall be authorized and empowered to pay a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III. OBJECTIVES, PURPOSES, AND ACTIVITIES

The specific **purpose** of this association is to:

- a) To support and conduct scientific research and prepare publications concerned with bamboo (plants comprising the Tribe Bambuseae, Family Poaceae), and any projects approved by the Board of Directors.
- b) To serve as an educational and reference source to the public about bamboo, its many uses and relationships to society.

Activities to be carried out by the organization, or to be supported by grants to or from other 501(c)(3) organizations, may include:

1. To support the goals of the national organization as stated in the American Bamboo Society (ABS) charter.
2. To share expertise in the utilization of bamboo and promote its many applications in art and technology.
3. To promote bamboo as an ecological alternative for environmental remediation where appropriate.
4. To support research and additional accessions in designated bamboo collections in Oregon.
5. To assist bamboo growers in the economic development of bamboo as a food and fiber crop.
6. To support, educate and assist individuals desiring to use bamboo in the landscape.
7. To educate the general public to make wise choices in safely using bamboo through knowledge of bamboo's characteristics, management, and susceptibility to any diseases or pests.

ARTICLE IV. FISCAL YEAR

The fiscal year shall be the Calendar year, or such other fiscal year as set by the BOD.

ARTICLE V. DEDICATION OF ASSETS

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI. MEMBERSHIP

Section 1. Types of Membership.

a) Any person who is dedicated to the purposes of this corporation shall be eligible for **Regular membership** upon acceptance of his or her application by the Board of Directors or member appointed to provide this function, and payment of such dues and initiation fee as may from time to time be fixed by the BOD. Several subclasses of regular membership may be defined by the BOD, and each subclass may have its own distinct membership dues.

b) **Dual Members.** Any two people living in the same household may qualify as dual members and receive a single copy of all publications. Dual membership, however, has only one vote.

c) Any person studying the Bambuseae toward an advanced degree shall be eligible for **Student membership** upon acceptance of his or her application by the BOD. Membership fees and dues shall be waived for this class. The application must be reviewed each year and membership granted at the discretion of the BOD or person designated to provide this function.

d) Any person of good character who has materially added to the knowledge of the Bambuseae, or provided exemplary service to the Oregon Bamboo Association, may be granted **Honorary membership** for life at the discretion of the BOD. Membership fees and dues are waived for this class.

Section 2. Fees, Dues, and Assessments.

Each member in good standing must pay, within the time and on the conditions set by the BOD, the initiation fee and annual dues in amounts to be fixed from time to time by the Board of Directors. The dues and fees shall be equal for all members of each class, but the BOD may set different fees and dues for each class. The BOD may establish separate dues for joint membership in the American Bamboo Association (ABS) and the OBA.

Section 3. Termination of Membership.

a) Causes of Termination. The membership of any member shall terminate upon occurrence of any of the following events:

- (i) Resignation of the member.
- (ii) The failure of a member to renew his or her membership for the following year by paying annual dues within the time set forth by the BOD.
- (iii) The determination by the BOD or a committee designated to make such determination that the member has engaged in conduct materially and seriously prejudicial to the interest of the corporation.

Section 4. Transfer of Memberships.

No member may transfer for value, a membership or any right arising from it. All rights of memberships cease on the member's death.

Section 5. Authority

In all matters of membership(s) qualification or termination, the Board of Directors retains the final authority, within Oregon Corporation Law.

ARTICLE VII. MEETING OF MEMBERS

Section 1. Annual Meeting

The annual meeting of members shall be called by the Board of Directors at a date, time and place to be fixed by the BOD, but in no case later than April 15th of each year. The purpose of the annual meeting shall be to elect the Board of Directors, to present the members with a financial statement for the fiscal year ended, and to consider any other business that the Directors may determine to be appropriate.

Section 2. Special Meeting

A special meeting of the members may be called at any time by the BOD, the president, or by five percent or more of the members. If a special meeting is called by members other than the president, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, to the president or the secretary of OBA. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, naming the date, time, and place for such a meeting, which date shall be not less than 35 or more than 90 days following the receipt of the request.

Section 3. Notice of Members' Meetings

a) **General notice contents.** All notices of meetings of members shall be sent or otherwise given in accordance with Subsection (c) of this Section 3, of this Article VII, not less than 10 days before the date of this meeting. The notice shall specify the place, date, and hour of the meeting and

- (i) in the case of a special meeting, the general nature of the business to be transacted and
- (ii) in the case of the annual meeting, matters which the BOD intends to present for action by the

members.

b) **Notice of certain agenda items.** If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s).

- (i) Removing a director without cause;
- (ii) Filling vacancies on the BOD by the members;
- (iii) Amending the articles of incorporation;
- (iv) Voluntarily dissolving the corporation.

c) **Manner of giving notice.** Notice of any meeting of members shall be mailed by hard copy and/or electronic means, to the address of that member appearing on the membership data base or the address given by the member to the corporation for the purpose of notice.

Section 4. Quorum

a) **Percentage required.** Ten percent of the members or 100 members, which ever is fewer, shall constitute a quorum, except that at the annual meeting, where those members present in person or by absentee ballot shall constitute a quorum for the transaction of business at a meeting of the members.

b) **Loss of quorum.** The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 5. Voting

a) All members are voting members. Except as otherwise provided in these bylaws; all members present at meetings shall be entitled to vote and the BOD may make provisions for absentee balloting from time to time as is appropriate.

b) There shall be no cumulative voting.

c) Except as otherwise provided in these bylaws; the majority of votes cast shall be required for the adoption of any matter coming before the membership.

Section 6. Action by Written Consent Without a Meeting

a) Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice upon compliance with the provision(s) of this section.

b) Solicitation of Written Ballots by the corporation shall be one written ballot distributed to each member entitled to vote; such ballots shall be mailed or delivered in the manner required by Section 3 of this Article VII for giving notice of special meetings.

c) All solicitations of votes by ballot shall:

- (1) indicate the number of responses needed to meet the quorum requirement;
- (2) state the percentage of approvals necessary to pass the measure(s); and
- (3) specify the time by which the ballot must be received in order to be counted.
- (4) Each ballot shall set forth the proposed action and provide the members an opportunity to specify approval or disapproval of each proposal.
- (5) Quorum; majority, as set forth in Section 4 (a) above.

Section 7. Proxies; Right of Members

Every person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the secretary of the corporation.

Section 8. Voting of Classes

Each member of each class of membership shall be entitled to cast one vote on all matters submitted to a vote of the members.

ARTICLE VIII. ELECTION OF DIRECTORS

Section 1. Nominations

a) **Nominating Committee.** The Board of Directors shall appoint a committee to select candidates for election to BOD positions and/or members of the Board of Directors may serve on this committee. It is requested, but not directed, that the names of candidates be published in the latest issue of the OBA Newsletter that is distributed before the annual meeting, and/or with the notice of meeting required by Article VII, Section 3.

b) **Nominations by members.** Members representing a minimum of two percent of the membership may nominate candidates for directorships at any time before the deadline for material for publication in the OBA Newsletter issue that precedes the annual meeting. On timely receipt of a petition signed by the required number of members, the secretary shall cause the names of the candidates named on it to be placed on the ballot and listed in the newsletter along with other candidates named by the nominating committee.

c) **Nominations from the floor.** Any member present at a meeting to elect directors, in person or by proxy, may place names in nomination.

Section 2. Election material

a) Every nominee shall be given the opportunity to place a brief statement of qualifications in any election material or the OBA newsletter.

Section 3. Vote required to Elect Director

Candidates receiving the highest number of votes shall be elected as directors.

Section 4. Election by default

If after the deadline for submission of nominations for Directors there is no more than one nominee for any open position, the BOD may declare that nominee elected.

Section 5. Any person nominated for election to the BOD, or appointed, **must be a member of the OBA.** For the office of OBA President and OBA Vice President, the OBA member must be a joint member of the American Bamboo Society and have selected the OBA as her/his primary chapter.

ARTICLE IX. DIRECTORS

Section 1. Powers

a) **General.** The activities, affairs and property of the corporation shall be managed and directed by the Board of Directors.

b) **Specific.** The BOD is authorized to perform whatever acts appear reasonably necessary to further the interest of the corporation. Such powers include, but are not limited to; creating committees, entering into contracts, hiring employees and consultants, investing funds and promulgating and enforcing rules for participation in the OBA.

Section 2. Number and Qualification

a) **Number.** There shall be no fewer than four and no more than twelve directors inclusive of any alternate directors, but the number may vary from time to time at the discretion of the BOD.

b) **Alternate Directors:** One or more of the directors may serve as an alternate director. Alternate directors shall attend meetings of the board and shall vote and act as a director whenever there is a regular director absent. Alternate directors may make motions, second motions, and participate in all Board discussions, whether or not a regular board member is absent. As otherwise used in these bylaws the term director shall include alternate directors.

Section 3. Election and Term of Office

a) **Election.** The Board of Directors shall be elected by the membership at the annual membership meeting. Each member shall have the right to vote for as many nominees as there are vacancies on the Board at the time the balloting closes.

b) **Term.** The terms of office of Directors shall be 3 years, except for Directors elected to fill a vacancy who will serve the remainder of the term of the previous director, and Directors elected to fill newly created positions, who may actually serve longer than a 3 year period.

Section 4. Vacancies

a) **Events causing vacancy.** Vacancies may result from death, resignation, or removal. Any director may resign provided written notice is given to the president, the secretary, or the BOD. Two thirds of the BOD may remove director for just cause. A majority of the membership may remove a director by mail ballot.

b) **Resignations.** Except as provided in this paragraph, any director may resign, but no director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

c) **Vacancies filled by members.** The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors, but any such election by written consent shall require the consent of a majority of the voting power.

d) **Vacancies filled by BOD.** The BOD is authorized to fill any vacancies even if the number of remaining directors is less than the number necessary for a quorum under other provisions of these bylaws.

Section 5. Place of Meetings

Regular or special meetings of the BOD may be held at any place within the State of Oregon, or by conference telephone, use of Mail, FAX, or electronic means, if consented to by a majority of the BOD either before or after the meeting, and all actions so taken shall be as valid as if taken at a meeting in person.

Section 6. Annual Meeting, Directors

In conjunction with each annual meeting of members, the BOD will hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business.

Section 7. Special Meetings, Directors

Special meetings may be called by the president, the vice president, the secretary, the treasurer, or any two directors with the provision that other board members are notified in a timely fashion of the time, place, and agenda of the meeting.

Section 8. Quorum, Directors

A majority of the authorized number of directors shall constitute a quorum for the transaction of business.

Section 9. Action Without Meeting

Any action required or permitted to be taken by the BOD, may be taken without a meeting, if a majority of board members, individually or collectively, consent to that action. Such action(s) whether or not done by written consent must be recorded and filed with the minutes of the proceedings of the BOD. Such action(s) shall have the same force and effect as a majority vote of the BOD.

Section 10. Fees and Compensation of Directors.

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the BOD to be just and reasonable.

Section 11. Proxies

Any director who is unable to attend a scheduled meeting of the Board may designate another OBA member to attend that meeting as his/her proxy, and vote in her/his behalf. Such proxies may be counted to establish a quorum.

Section 12. Policy of Decision Making

It shall be the express policy of the OBA that, except as provided in section 13, all meetings are open to members of the OBA and that the BOD shall give due consideration to the opinions and desires expressed by those members present.

Section 13. Closed Sessions

Closed sessions may be held at the discretion of the President and two of the BOD or a majority of Board members. These sessions shall be closed to all except the BOD, consultants, witnesses, and such other persons as the BOD may invite. No votes shall be taken at these meetings. Minutes may be recorded and distributed at an appropriate time. Notice shall be given to all BOD members.

Section 14. Conflict of Interest

Any BOD member who has a conflict of interest on any matter brought before the BOD (ie. the matter under consideration will have a direct or indirect financial effect on the director, a relative of the director or a member of the director's household) must, before discussion or vote on the issue, fully disclose the conflict. The member shall not be counted for purposes of a quorum.

ARTICLE X. COMMITTEES

The Board may appoint committees and delegate such authority to the committees as the Board deems necessary by resolution. These committees may be made up of members of OBA. Any committees so appointed shall report to the BOD or to such other persons or committees as the BOD may designate. The BOD shall remain responsible for ensuring that the committee function is properly performed.

Section 1. Committees of Directors.

The BOD may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to

the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- a) take any final action on matters which may require members' approval or conflict with Oregon Nonprofit Corporation Law, or the Internal Revenue Code for 501 (c) (3) organizations.
- b) fill vacancies on the BOD or any committee which has the authority of the BOD,
- c) fix any compensation of any officer or director,
- d) amend or repeal or adopt any new bylaws,
- e) amend or repeal any resolution of the BOD,
- f) appoint any other committees of the BOD,
- g) expend corporate funds without express terms by the BOD,
- h) approve any transaction(s) which might result in a conflict of interest or financial interest by one or more directors.

Section 2. Records of Committees

Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The BOD may adopt rules for the government of any committee not inconsistent with the provision of these bylaws.

ARTICLE XI. OFFICERS

Section 1. Officers

The officers of the corporation shall be a president, a vice president, a secretary, and a chief financial officer (Treasurer). The corporation may also have, at the discretion of the BOD, one or more assistant officers and any other such officers as may be appointed in accordance with the provisions of Section 3 of this Article XI. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as the president.

Section 2. Election of Officers.

The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article XI, shall be chosen by the BOD if not duly elected by the membership at the annual membership meeting,, and each shall serve for two years or until his/her successor is appointed.

Section 3. Subordinate Officers

The BOD may appoint and may authorize the president or another officer to appoint, any other officers that the business of the corporation may require; each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the BOD.

Section 4. Removal of Officers.

Subject to the rights, if any, of an officer under contract or employment, any officer may be removed with or without cause, by the BOD at any regular or special meeting of the BOD.

Section 5. Resignation of Officers.

Any officer may resign at any time by giving written notice to the corporation. any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 6. Vacancies in Offices.

A vacancy in any office for any cause shall be filled only in the manner prescribed in these bylaws.

Section 7. Responsibilities of Officers.

It is recognized that some duties of each of the officers may be shared or authorized by the BOD to be shared.

a) **President.** The president shall, subject to the control of the BOD, generally supervise, direct, and control the business and the officers of the corporation. S/He shall preside at all meetings of the members and at all meetings of the BOD. S/he shall have such other powers and duties as may be prescribed by the BOD or these bylaws.

b) **Vice President(s).** In the absence or disability of the president, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. Vice President(s) shall have other such powers and perform such other duties as directed by the BOD.

c) **Secretary.** The secretary shall attend to the following:

i) **Book of minutes,** to be kept at the principal executive office or such other place as directed by the BOD, which shall include the minutes of all meetings and actions of the BOD and/or committees, time and place, type of meeting and if special meeting, how authorized, notice given and names of those present.

ii) **Memberships records.** The secretary shall keep or cause to be kept a record of the corporation's members, showing the names of all members, their addresses, and the class of membership held. This function may also be delegated to the Treasurer for facilitation of collection of membership fees and duties associated with that task.

iii) **Notices** and other duties. The secretary shall give, or cause to be given, notice of all meetings of the members and of the BOD required by the bylaws. S/He shall have such other powers and perform such other duties as may be prescribed by the BOD or bylaws.

d) **Chief financial officer (Treasurer).** The CFO shall attend to the following:

i) **Books of account.** The CFO shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the business transactions of the corporation, including accounts of assets, liabilities, receipts, disbursements, gains, losses, earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times. Periodic financial statements shall be supplied to the BOD upon their request or at regularly scheduled meetings.

ii) **Deposit and disbursement of money.** The CFO shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the BOD, and disburse such funds as may be ordered. An account of all transactions as CFO shall be rendered to the president and BOD upon request. The CFO shall have any other powers and perform any such other duties as may be prescribed by the BOD or the bylaws.

iii) **Bond.** If required by the BOD, the CFO shall give the corporation a bond in the amount and with sureties specified by the BOD for the faithful performance of the duties of office and restoration of all financial papers, books, money and properties of every kind in his/her possession or under control, upon death, resignation, retirement, or removal from office.

ARTICLE XII. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AGENTS

Section 1. Indemnification's. All indemnification's for legal expenses and related costs caused to Directors, Officers, Employees, and other agents of OBA, shall be handled in conformance with Oregon Corporation Law.

Section 2. Insurance. The BOD may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violating provisions against self-dealing or violations of law, incurred by the agent in duties representing the OBA.

ARTICLE XIII. RECORDS AND REPORTS

Section 1. Corporate Records. The corporation shall keep:

- a) Adequate and correct books and records of account;
- b) Minutes in written form of the proceedings of its members, BOD, and committees of the BOD;
- c) A record of its members, giving their names and addresses.

Section 2. Member's Inspection Rights

a) Any member of the corporation may, in concordance with subsection (c), below:

- i) Inspect and copy the records of members' names and addresses during business hours on five days' prior written demand on the corporation, stating the purpose.
- ii) Obtain from the secretary or his/her appointee with five days' prior notice, upon written demand, at cost, and stating the purpose, a list of names and addresses of members who may vote.

b) Any member of the corporation may inspect the accounting books and records and minutes of the proceedings of the members and BOD and committees.

c) Any inspection and copying under this section may be made in person or by an agent or attorney of the member. However, in respect of privacy rights, membership demographics will not be made available for commercial advertising or released to any law enforcement agency without probable cause or due process.

Section 3. Maintenance and Inspection of Articles and Bylaws.

The secretary shall, on the written request of any member, furnish to that member a copy of the articles and bylaws as amended to date.

Section 4. Inspection by Directors.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation.

Section 5. Annual Report to Members

Not later than 120 days after the close of the corporation's fiscal year, or 90 days following the annual meeting, the BOD shall cause an annual report to be sent to the members. Such report shall be accompanied by the certification of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation and contain the following information in reasonable detail:

- a) The assets and liabilities of the corporation as of the end of the fiscal year.
- b) Any principal changes in assets and liabilities.
- c) The revenue or receipts of the corporation by category.
- d) The expenses or disbursements of the corporation.

e) A statement of the amount and circumstances of any transaction(s) in which the corporation was a party, and in which any director or officer of the corporation, had a direct or indirect financial interest.

ARTICLE XIV. CONSTRUCTION AND DEFINITIONS

In all matters not specified above, the provisions of the Oregon Corporation Code for Nonprofit Public Benefit Corporations and the Internal Revenue Service shall be followed.

ARTICLE XV. AMENDMENTS

Section 1. Amendment(s) by Members

New bylaws may be adopted or these bylaws amended or repealed by approval of the members or proxies, or by written consent. Where any provision of these bylaws requires the vote of a larger proportion of the members than is otherwise required by law; such provision may not be altered except by vote of such larger number of members. No amendment may extend the term of a director beyond that for which the director was elected.

Section 2. Amendment by Directors.

The BOD may adopt, amend or repeal bylaws, subject to the rights of members and limitations set forth below.

a) The limitation(s) set forth in Section 1 on the members' power to adopt, amend, or repeal bylaws shall apply to actions of the BOD.

b) The BOD may not adopt or amend bylaw provisions, concerning the following subjects without the approval of the members:

- (i) Any provision allowing one or more directors to hold office designation or selection rather than election by the members.
- (ii) Any provision giving the BOD power to fill vacancies on the board created by removal of directors.
- (iii) Any provision increasing the quorum for members' meetings.
- (iv) Any provision repealing, restricting, creating or expanding proxy rights.

CERTIFICATE OF PRESIDENT:

I the undersigned, certify that I am the presently elected and acting President of The Oregon Bamboo Association, an Oregon not-for-profit corporation, and the above bylaws are the bylaws of this corporation as of the date of signing of these Bylaws.

Dated: _____

John Theus, President, OBA