City Club of Central Oregon
Bylaws

1. STATEMENT OF MISSION AND PURPOSES

1.1 Name. This corporation shall be known as The City Club of Central Oregon (hereafter referred to as "The City Club") and shall be a regional "City Club" focusing on membership in Central Oregon, but open to all who have an interest.

1.2 Mission. The mission and purpose of the City Club of Central Oregon shall be set by the Board of Directors after consultation with the membership.

1.3 Purposes. The City Club is organized exclusively for charitable and educational purposes.

1.4 Pursuit of Purposes. The purposes of The City Club shall be pursued by means of regular meetings, lectures and discussions; and such other means as the Board of Directors may deem appropriate. The City Club is a tax-exempt nonprofit entity under Section 501(c) (3) of the Internal Revenue Code, as amended from time to time, and as a public benefit organization under the Oregon Nonprofit Corporation Act, as amended from time to time.

2. REGISTERED AGENT AND OFFICE

The City Club shall continuously maintain in the state of Oregon a registered agent, who shall be an individual who resides in Oregon, a domestic business or nonprofit corporation with an office in Oregon, or a foreign business or nonprofit corporation authorized to transact business in Oregon with an office in Oregon. The registered office of The City Club shall be the residence or office address of the registered agent. The registered agent or office may be changed from time to time by the Board of Directors upon compliance with the requirements of the Oregon Nonprofit Corporation Act.

3. MEMBERSHIP

3.1 Members. The City Club shall have members but shall not have shareholders. No shares of capital stock shall be issued.

3.2 Qualification for Membership. Membership shall be open to any individual who subscribes to the mission and purposes of The City Club, as evidenced by his or her signature on a completed application for membership, and who makes timely payment of all membership dues and assessments. Membership shall be effective upon payment of dues. Memberships are nontransferable.

3.3 Dues and Assessments.

3.3.1 Dues. The amount of annual membership dues shall be established from time to time by the Board of Directors. Annual dues shall be payable for a membership year commencing on the date dues are first paid and continuing for one year. Membership renewals shall be due each year on the anniversary of when dues were first paid. The dues schedule may be changed with the approval of the Board of Directors.

3.3.2 Special Assessments. Special assessments of any amount, in addition to membership dues, may be established by the affirmative vote of the directors at any meeting of the Board of Directors, provided that notice that a special assessment is to be considered at the meeting shall be given to directors in the manner provided in paragraph 4.7.1.

3.3.3 Failure to Pay. A member's failure to pay dues or assessments within 45 days after the billing date shall result in automatic termination of membership, without prejudice with respect to a subsequent reapplication.

3.4 Regular Meetings. The City Club shall hold regular meetings of members at such times and places within the region as may be established from time to time by the Board of Directors, as necessary for accomplishing the purposes of The City Club. Those meetings may be held in any manner determined to be appropriate by the Board of Directors including, without limitation, by telephonic or electronic means.

3.5 Special Meetings. The City Club shall hold a special meeting of members upon the call of the Board of Directors, or 10 percent of the members. A call by 10 percent of the members shall be made by written demand, dated and delivered to the Chair or secretary of The City Club, describing the purpose or purposes for which the meeting is to be held and signed by the required number of members. Special meetings shall be held at such times and places within the region as may be determined by the Board of Directors, subject to the requirements of the Oregon Nonprofit Corporation Act. Those meetings may be held in any manner determined to be appropriate by the Board of Directors including, without limitation, by telephonic or electronic means.

3.6 Annual Meeting. The City Club shall hold the annual meeting of members ("Annual Meeting") once each year, unless otherwise determined by the Board of Directors, for the purpose of holding elections and transacting such other business as may come before the meeting. The Annual Meeting shall be held at such time and place within the region as may be determined by the Board of Directors. The Annual Meeting may be held in any manner determined to be appropriate by the Board of Directors including, without limitation, by telephonic or electronic means.

3.7 Notice of Meetings. Written, printed or electronic notice stating the place, means, timing, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven days nor earlier than 60 days before the meeting date, at the direction of the Chair or secretary of The City Club, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, first-class postage prepaid, addressed to the member at the address as it appears on the membership roster of The City Club. Notice may also be effected by publication of the regular meeting schedule in any newsletter, bulletin, email or website posting or other writing of similar purpose established by The City Club and regularly distributed to the members by effective means. Notice of meetings at which matters requiring the approval of members pursuant to the Oregon Nonprofit Corporation Act or these Bylaws will be considered shall be given in the manner provided by that Act.

3.8 Membership Record Date. The record date for purposes of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to make a determination of members for any other proper purpose except demanding a special meeting, shall be 20 days prior to the date set for such meeting or action requiring the determination of members. All members in good standing as of such date shall be entitled to such notice as may be required under these Bylaws. To determine the members entitled to demand a special meeting, the record date shall be the date the first member signs the demand.

3.9 Quorum of Members. A minimum of 25 members shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of a majority of members present at the meeting and entitled to vote on the subject matter shall be the act of the members, unless a greater vote is required by the Oregon Nonprofit Corporation Act or these Bylaws. Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. In the absence of a quorum, a majority of those present may adjourn the meeting from time to time until a quorum exists. Any business that might have been transacted at the original meeting may be transacted at the adjourned meeting if a quorum exists.

3.10 No Proxy Voting. Except as otherwise provided in the Articles of Incorporation, these Bylaws or by applicable law, each member shall be entitled to one vote on each matter submitted to a vote at a meeting of members. A member may vote by mail or other reasonable means approved by the board including, without limitation, email or electronic voting. No voting by proxy shall be permitted.

3.11 No Cumulative Voting. At each election of directors, every member entitled to vote shall have the right to vote, for as many persons as there are directors to be elected. No member shall have the right to vote cumulatively.

3.12 Resignation; Termination.

3.12.1 Resignation. A member may resign from The City Club at any time. A resigning member may be entitled to a partial refund of annual dues paid at the discretion of the Executive Director. A resigning member shall not be entitled to a refund of any portion of the annual dues after six months of membership or any special assessment previously paid.

3.12.2 Termination. The membership of any person who fails to pay any dues or special assessment within 45 days after the billing date shall automatically terminate. The membership of any individual whose conduct is found by the Board of Directors to be inconsistent with the purposes of The City Club or otherwise to materially hinder pursuit of the purposes of The City Club, may be terminated by the affirmative vote of at least two-thirds of the Board of Directors at a meeting at which there is a quorum, after notice and hearing as follows:

3.12.2.1 Upon written request by the Chair, treasurer or any five members, the secretary shall give written notice of intent to terminate membership to the offending member at least 15 days prior to the meeting at which termination shall be considered. The notice shall specify the reasons for the proposed termination and offer the offending member the opportunity to be heard at the meeting or to submit written testimony before or at the meeting.

3.12.2.2 The Board of Directors may act at the meeting at which the matter is first heard or take the matter under advisement for decision at a subsequent meeting. In the latter case, the offending party shall be entitled to not less than five days' prior written notice of such subsequent meeting, and shall be entitled to be heard, orally or in writing, at such meeting. A decision by the Board of Directors to terminate a membership shall be effective five days after the meeting at which such decision is reached.

4. BOARD OF DIRECTORS

4.1 General Powers. All corporate powers shall be exercised by, and all business of The City Club shall be managed by, or under the direction and authority of, the Board of Directors. The Board of Directors shall adopt such policies and procedures from time to time for conduct of The City Club's business as the Board of Directors deems appropriate or necessary.

4.2 Composition. City Club shall endeavor to have a Board of Directors with no less than 9 members, comprised of a minimum of six directors, including officers, elected and serving in accordance with this paragraph 4, together with the Chair, Chair-elect, and immediate past-Chair, elected and serving in accordance with paragraph 5.2 of these Bylaws. Failure to elect the minimum number of directors shall not jeopardize City Club's continued existence or activities.

4.3 Tenure. Directors elected by the members at the Annual Meeting shall serve terms of two years. The term of a director appointed by the Board of Directors prior to being elected by the members at an Annual Meeting shall serve until the next Annual Meeting, and, if elected by the members at an Annual Meeting, a two-year term thereafter. Directors may be re-nominated and, if elected, may continue to serve on the Board of Directors but shall not serve more than three consecutive two-year terms. An exception shall be made for a director who is elected as

Chair-Elect in his or her third term. That director may serve a fourth consecutive term as Chair and/or Past-Chair.

4.4 Election.

4.4.1 Nominations. The Board of Directors shall present an aggregate number of nominees of not more than two times the number of vacant full-term positions and not more than two nominees for each vacant partial-term position. The Board of Directors shall present the nominations in sufficient time for inclusion in the notice of the election. The Board of Directors should provide a reasonable process for members to nominate additional candidates for the directorship, such as by making nominations from the floor or electronically.

4.4.2 Voting. Each member shall have one vote for each full-term position then vacant, and one vote for any partial-term position then vacant. Cumulative voting shall not be permitted; members shall be entitled to cast only one vote for any one candidate. The voting for full-term positions shall be separated on the ballot from the voting for partial-term positions, if any. The full-term positions shall be filled by the candidates receiving the highest numbers of votes, with the candidate receiving the highest number of votes taking the first available position, and so on. Likewise, the partial-term position(s) shall be filled by the candidate(s) therefore receiving the highest number(s) of votes for such position(s).

4.4.3 Membership Meeting or Remote Voting. Except as provided in paragraph 4.12, Directors shall be elected by the members either at a Membership Meeting or remotely. If elections are held at a Membership Meeting, the election may be conducted by a voice vote. If elections are held remotely without any meeting, ballots shall be circulated by any reasonable means determined by the Board of Directors including, without limitation, by mail, email, or other electronic means. To the extent elections occur remotely, the Board shall provide a reasonable process for members to make competing nominations for inclusion on the ballot with those candidates nominated by the Board of Directors. There is no quorum requirement for an election by remote voting.

4.4.4 Re-election. Elected directors may stand for re-election, provided that no person shall serve as an elected director for more than three consecutive full terms.

4.5 Qualifications. All directors shall be members of The City Club in good standing. If, in the sole judgment of the remaining directors, a member of the Board of Directors becomes so identified with a particular political issue or candidate that he or she is unable, or gives the appearance of being unable, to exercise independent judgment on behalf of The City Club as a member of the Board of Directors, the remaining directors may remove such director from the Board of Directors by two-thirds vote at any meeting of directors, provided that prior notice that removal will be considered at the meeting is given to directors in the manner provided in paragraph 4.7.1.

4.6 Regular Meetings.

4.6.1 In General. Regular meetings of the Board of Directors shall be held not less than six (6) times annually, at such time and place as the directors shall determine. Except as may be required under the Oregon Nonprofit Corporation Act or these Bylaws, no other notice of the date, time or place of the regular meetings shall be required. Club members shall be entitled to attend any meetings of the Board of Directors but shall not be entitled to be heard on any matter without the express permission of the presiding officer, or upon the request of two members of the Board of Directors. City Club members shall not be permitted to be present at Executive sessions of the Board unless their participation is requested by the presiding officer or upon the request of two members of the Board.

4.6.2 Annual Organizational Meeting. The first regular meeting of the Board of Directors following the election of Directors shall be the annual organizational meeting of the directors (the “Annual Organizational Meeting”), at which the first order of business shall be election of the secretary and the treasurer, as provided in paragraph 5.2, and conduct of such other

organizational business as may be necessary or appropriate, including appointment of committees as provided in paragraph 7.

4.6.3 Executive Sessions: Executive sessions may be held for the purpose of contract negotiations, Executive Director compensation and evaluation, consideration of the termination of a member or other deliberations of a highly sensitive nature. Executive sessions shall not be used to conceal the work of the Board of Directors and are for deliberative purposes only. All resultant actions shall be taken during the open meeting of the Board of Directors.

4.6.4 Use of Telecommunications: Teleconference and/or electronic participation in Board of Director meetings by a member of the Board shall be permitted and shall be deemed to be full attendance by the Board member participating in that manner. Regular and special meetings of the full Board of Directors using teleconference or electronic media shall be permitted.

4.6 Special Meetings. Special meetings of the Board of Directors may be called by the Chair upon his or her own initiative and shall be called by the Chair at the request of any two or more directors. The Chair shall fix the date, time and place within the region for any special meeting of the Board of Directors. Requests for a special meeting by two or more directors shall be made in writing delivered to the Chair or secretary of The City Club and shall set forth the purpose of such meeting. If the Chair fails to call a special meeting and cause proper notice to be given therefore within five business days of receiving a valid request, the directors making the demand may call the meeting, fix the date, time and place within the region for the meeting, and cause proper notice to be given.

4.7 Notice.

4.7.1 Requirement. Notice of any special meeting, or of any regular meeting at which a matter is to be considered for which notice is specifically required by the Oregon Nonprofit Corporation Act or these Bylaws, shall be given at least two days prior to the meeting, either orally by telephone or in person, by mail, or by electronic notification to each director at the director's email address shown on the records of The City Club. If mailed, such notice shall be deemed delivered on the fourth day after deposit in the United States mail, properly addressed, with first-class postage prepaid. It shall be the policy of The City Club to require that reasonable efforts be made in good faith to achieve actual notice to each director when notice is required under this paragraph 4.7.

4.7.2 Waiver of Notice. Whenever any notice is required to be given to any director of The City Club under the provisions of these Bylaws or under the provisions of the Oregon Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.8 Quorum. A majority of the members of the Board of Directors in office immediately before commencement of the meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Directors shall be deemed to be present at any regular or special meeting where all directors participating may simultaneously hear each other during the meeting, irrespective of whether or not they are present in the same location, as by a telephonic or video conference.

4.9 Presumption of Assent. A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the secretary of The City Club immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of the action.

4.10 Manner of Acting.

4.10.1 At a Meeting. Unless expressly provided otherwise in these Bylaws or the Oregon Nonprofit Corporation Act, the act of a majority of the directors present at a meeting at which there is a quorum present shall be the act of the Board of Directors.

4.10.2 Without a Meeting. Unless expressly provided otherwise in these Bylaws or the Oregon Nonprofit Corporation Act, any action required or permitted to be taken at a meeting of directors may be taken without a meeting if a written or electronic consent setting forth the action so taken is signed or otherwise consented to by two-thirds of the directors entitled to vote on the action. Such consent shall have the same force and effect as a two-thirds vote of the directors.

4.11 Removal.

4.11.1 By Directors. Except as provided in paragraph 4.4, any director may be removed from office with cause at any meeting of the Board of Directors at which there is a quorum by a vote of two-thirds of the remaining directors in attendance, provided that prior notice that removal will be considered at the meeting is given to directors in the manner provided in paragraph 4.7.1.

4.11.2 By Members. Any director may be removed from office with or without cause at any meeting of members at which there is a quorum by a vote of two-thirds of the members in attendance, provided that prior notice that removal will be considered at the meeting is given to members in the manner provided in paragraph 3.7.

4.12 Vacancies. If a director resigns or otherwise becomes unable or unwilling to complete his or her entire term of office for any other reason, including removal by the members, the vacancy may be filled for the remainder of the term by special election of the members or by the affirmative vote of a majority of the remaining directors. Directors appointed in such a manner must be nominated and elected as required in Section 4.4 at the next regular Election.

5. OFFICERS

5.1 Number. The officers of The City Club shall be the Chair, Chair-elect, past-Chair, secretary, and treasurer. Other officers, such as a vice-Chair or assistant officer, may be appointed by the Board of Directors, to serve until expiration of the term specified by the Board of Directors or until the Board's next Annual Organizational Meeting, whichever occurs first.

5.2 Election and Term of Office.

5.2.1 Chair-Elect. The Chair-elect shall be elected by the members at the Annual Meeting or by remote ballot circulated during that approximate timeframe by any reasonable means determined by the Board of Directors including, without limitation, by mail, email, or other electronic means. To the extent elections occur remotely, the Board shall provide a reasonable process for members to make competing nominations for inclusion on the ballot with those candidates nominated by the Board of Directors. There is no quorum requirement for an election by remote voting. The Chair-elect shall succeed to the office of Chair at the next year's Annual Meeting after his or her election. If the election of the Chair-elect is not held at the Annual Meeting, the election shall be held as soon thereafter as convenient, with notice therefore given in the manner provided in paragraph 3.7. The Board of Directors shall present not more than two nominees for the position of Chair-elect, in sufficient time for nominees to be included in the notice of the Annual Meeting at which elections are to be held. Additional nominations may be made from the floor by the members if the election occurs at any Membership Meeting.

5.2.2 Secretary, Treasurer. The secretary and the treasurer shall be selected by and from the Board of Directors at its Annual Organizational Meeting. The position of secretary may be filled by the Executive Director of The City Club at the Board's discretion. The secretary and the treasurer shall serve one-year terms.

5.3 Removal and Resignation. The Chair or the Chair-elect may be removed with or without cause by the affirmative vote of two-thirds of the members at any meeting of members at which there is a quorum, provided that prior notice that removal will be considered at the meeting has been given to members in the manner provided in paragraph 3.7. Any director removed in accordance with paragraph 4.11 who was occupying any other office of The City Club shall be deemed to have been removed from such office. Any officer of The City Club may resign at any time by giving written notice to the Chair or the secretary of The City Club. Any such resignation shall take effect at the later of the date of actual receipt, two days after its postmark if mailed by United States mail, first-class postage prepaid, and correctly addressed, or the time specified therein, if any.

5.4 Vacancies.

5.4.1 Chair, Secretary, Treasurer. If the office of Chair becomes vacant for any reason at any time, the Chair-elect shall immediately succeed to the office of Chair for the remainder of the term and the next succeeding term. If the office of secretary or treasurer becomes vacant for any reason at any time, the vacancy shall be filled by the Board of Directors for the unexpired portion of the term.

5.4.2 Chair-Elect.

5.4.2.1 If the office of Chair-elect becomes vacant at any time for any reason other than succession of the previous Chair-elect to the office of Chair, the vacancy shall be filled by a special election of the members at the next regular or special meeting of members for which notice is given in the manner provided in paragraph 3.7 or by remote election under paragraph 5.2.1. The Chair-elect selected at such special election shall fill the remainder of the term as Chair-elect, and shall succeed to the office of Chair at the next Annual Meeting.

5.4.2.2 If the office of Chair-elect becomes vacant because of succession of the previous Chair-elect to the office of Chair, the vacancy shall be filled by a special election of the members at the next regular or special meeting of members for which notice is given in the manner provided in paragraph 3.7 or by remote election under paragraph 5.2.1. The Chair-elect selected at such special election shall fill the remainder of the term and the next succeeding term prior to becoming Chair.

5. 5 Duties of Officers.

5.5.1 Chair. The Chair shall be the principal officer of The City Club, and, subject to direction by the Board of Directors, shall represent The City Club publicly. The Chair shall preside at all meetings of the Board of Directors and of the members, and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors. The Chair may sign, with the secretary or any other proper officer of The City Club authorized by the Board of Directors, any contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of The City Club, or shall be required by law to be otherwise signed or executed.

5.5.2 **Chair-Elect.** In the absence of the Chair or in the event of the Chair's death, inability or refusal to act, the Chair-elect shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Chair-elect shall perform such duties as from time to time may be assigned to the Chair-elect by the Chair or the Board of Directors.

5.5.3 Secretary. The secretary shall keep or cause to be kept at the principal office, or at such other place as the Board of Directors may order, a book of minutes of all meetings of directors showing the time and place of the meeting; whether the meeting was regular or special and, if a

special meeting, how authorized; the notice given; the names of those present; and the proceedings thereof. The secretary shall in general perform all duties incident to the office of secretary, including but not limited to compliance with record keeping and filing requirements of the Corporation Division of the office of the Oregon Secretary of State and the Internal Revenue Service pertaining to The City Club's corporate and tax-exempt status, and such other duties as from time to time may be assigned to the secretary by the Chair or the Board of Directors.

5.5.4 Treasurer. The treasurer shall be responsible for the funds of The City Club, shall pay them out only on the checks of The City Club signed in the manner authorized by the Board of Directors, shall deposit and withdraw such funds in such depositories as may be authorized by the Board of Directors with the advice of the Finance Committee, and shall keep full and accurate accounts of receipts and disbursements in books maintained at The City Club's principal office or at such other place as the Board of Directors may approve or order. The treasurer shall in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the Chair or the Board of Directors.

5.5.5. Executive Director. The Board of Directors shall employ an Executive Director for The City Club who shall assume and execute the duties contained in a Board approved job description including, but not limited to serving as the chief executive of The City Club, representing The City Club to the public and its members, recording all financial transactions and assist the Treasurer in the management of The City Clubs financial functions, collecting and making available information desired by The City Club, distributing information about The City Club and its activities to the media and the public, and may serve as Secretary to the Board. The Executive Director shall be appointed by the Board of Directors to hold office and shall continue in office at the Board of Directors' discretion.

6. CONTRACTS, LOANS, CHECKS AND DEPOSITS

6.1 Contracts. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or agent of The City Club to enter into any contract or execute any instrument in the name of and on behalf of The City Club. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, or unless inherent in the authority vested in the office under the provisions of these Bylaws, no officer, agent or employee of The City Club shall have any power or authority to bind The City Club by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount. The Board of Directors shall adopt policies and procedures from time to time establishing fair and reasonable procedures for awarding contracts for the provision of goods or services to The City Club.

6.2 Loans to Club. No loans shall be contracted on behalf of The City Club and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

6.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other debt issued in the name of The City Club, shall be signed by such officer or officers, agent or agents of The City Club and in such manner as shall from time to time be determined by resolution of the Board of Directors.

6.4 Deposits. All funds of The City Club not otherwise employed shall be deposited from time to time to the credit of The City Club in such banks, trust companies or other depositories as the Board of Directors may select.

6.5 Prohibited Loans. The City Club shall not lend money to, or guaranty the obligations of, any director, officer, member or employee of The City Club.

7. COMMITTEES

7.1 Board Committees. The Board of Directors may create one or more committees of the Board of Directors and appoint members of the board to serve on them or designate the method of selecting committee members. Each committee must consist of one or more Directors who will serve at the pleasure of the Board of Directors. The creation of a committee and the appointment of directors to the committee or designation of a method of selecting committee members must be approved by a majority of all Directors in office when the action is taken. The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors will apply to committees and their members as well. Committees of the Board of Directors may, to the extent specified by the Board of Directors, exercise the authority of the Board of Directors, but no committee of the Board of Directors may:

7.1.1 Authorize distributions, but this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of City Club's purposes;

7.1.2 Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of City Club's assets;

7.1.3 Elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or

7.1.4 Adopt, amend, or repeal the articles of incorporation or bylaws.

7.2 Ad Hoc Committees. The Board of Directors may create one or more other committees. Members of these committees need not be members of the Board of Directors, but at least one director must serve on each such committee. These committees will have no power to act on behalf of, or to exercise the authority of, the Board of Directors, but may make recommendations to the Board of Directors. Members of committees, other than Board Committees, may be selected by Committee Chair(s) and Executive Director.

7.3 Qualification. All committees of The City Club, and any subcommittees thereof, shall be comprised of members in good standing. The Chair, with the advice of the Board of Directors and executive director, shall annually appoint the Chairs of the committees.

The Chair and executive director shall be ex officio, non-voting members of all committees of The City Club.

8. INDEMNIFICATION OF DIRECTORS AND OFFICERS

8.1 Directors and Officers. The City Club shall indemnify to the fullest extent permitted by law, any person who is made, or threatened to be made, a party to or witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including any action, suit or proceeding by or in the right of The City Club) by reason of the fact that the person is or was a director or officer of The City Club.

8.2 Employees and Other Agents. The City Club may indemnify its employees and other agents to the fullest extent permitted by law.

8.3 Advances of Expenses. The expenses incurred by a director or officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise, which the director or officer is made or threatened to be made a party to or witness in, or is otherwise involved in, shall be paid by The City Club in advance upon written request of the director or officer, if the director or officer:

8.3.1 Affirmation of Entitlement. Furnishes The City Club a written affirmation of his or her good faith belief that he or she is entitled to be indemnified by The City Club; and

8.3.2 Undertaking to Repay. Furnishes The City Club a written undertaking to repay such advance to the extent that it is ultimately determined by a court that he or she is not entitled to be indemnified by The City Club. Such advances shall be made without regard to the person's ability to repay such expenses and without regard to the person's ultimate entitlement to indemnification under this paragraph or otherwise.

8.4 Nonexclusivity of Rights. The rights conferred on any person by this paragraph 8 shall be in addition to any rights to which a person may otherwise be entitled under any articles of incorporation, bylaw, agreement, statute, policy of insurance, vote of the Board of Directors, or otherwise.

8.5 Survival of Rights. The rights conferred on any person by this paragraph shall continue as to a person who has ceased to be a director, officer, employee or agent of The City Club; and shall inure to the benefit of the heirs, executors and administrators of such person.

8.6 Amendments. Any repeal of this paragraph shall be prospective only and no repeal or modification of this paragraph 8 shall adversely affect any right or protection that is based upon this paragraph 8 and that pertains to an act or omission that occurred prior to the time of such repeal or modification.

9. CONFLICTS OF INTEREST

9.1 Conflict of interest Transaction. A conflict-of-interest transaction is a transaction with City Club in which a director of City Club has a direct or indirect conflict of interest.

9.2 **Definition.** For purposes of this paragraph 9, a director of City Club has an indirect interest in a transaction if (a) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction or (b) another entity of which the director is a director, officer, or trustee is a party to the transaction, and the transaction is or should be considered by the Board of Directors of City Club.

9.3 **Not Voidable.** A conflict-of-interest transaction is neither voidable nor the basis for imposing liability on the director if the transaction is fair to City Club when it was entered into or is approved as provided in Section 2.18(d).

9.4 **Approval in Advance.** A transaction in which a director has a conflict of interest may be approved in advance by the vote of the Board of Directors or a committee of the Board of Directors if the material facts of the transaction and the director’s interest were disclosed or known to the Board of Directors or a committee of the Board of Directors.

9.5 **Approval Process.** A conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the Board of Directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this paragraph by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction under paragraph 9.4, does not affect the validity of any action taken under paragraph 9.4.

9.6 **Conflict of Interest Policy.** The Board of Directors should adopt a conflict of interest policy and require the board members to acknowledge compliance with the policy annually.

10. MISCELLANEOUS

10.1 Meeting Procedures. All meetings of members, the Board of Directors or any committee shall be governed by "Robert's Rules of Order" to the extent not inconsistent with these Bylaws, the Articles of Incorporation, or the Oregon Nonprofit Corporation Act.

10.2 Fiscal Year. The fiscal year of The City Club for tax and accounting purposes shall begin and end at such time as the Board of Directors shall determine, which may, but shall not be required to coincide with The City Club's membership year.

10.3 Amendment of Bylaws.

10.3.1 Initiation. Changes to these Bylaws may be initiated by the Board of Directors adopting a proposed amendment or restatement and referring the same to a vote of the members, or by written petition signed by at least 10 percent of the members in good standing, setting forth the amendment or restatement in whole, delivered to the Chair or secretary.

10.3.2 Adoption. Properly initiated changes to these Bylaws shall be adopted upon approval by two-thirds of the members present at any meeting of members at which there is a quorum, provided that notice of the proposed changes is given to the members with notice of the meeting at which the action is proposed in accordance with the provisions of paragraph 3.7.1.

10.4 Suspension of Bylaws. Any provision of these Bylaws except paragraph 1 may be temporarily suspended by a vote of two-thirds of the members at a meeting at which there is a quorum, for the purpose of permitting the members to take any specified action not inconsistent with the mission and purposes of The City Club, the tax-exempt status of The City Club, or the provisions of the Oregon Nonprofit Corporation Act.

11. AMENDMENTS

The Articles of Incorporation and Bylaws of The City Club may be amended by two-thirds vote of those members who vote electronically, by mail, or at any regular, special or Annual Meeting of the members of The City Club, provided that notice describing such amendments shall be mailed either electronically or by mail to all members at least thirty days prior to the vote to enable adequate exchange of ideas about any such amendments through material published by The City Club or otherwise distributed to the members.

Approved by the Membership on 11/16/2007
Amended and approved by the Membership on 7/18/2013
Amended and approved by the Membership on 10/20/2016
Amended and approved electronically by the Membership 7/2020
Amended and approved electronically by the Membership 10/2025
Amended and approved electronically by the Membership 10/30/26