

**Bylaws
Of
Oregon Teen Pregnancy Task Force**

Article I—Members

Section 1—Eligibility. The membership of the organization shall consist of the board of directors and all those who contribute to the mission and purpose of the organization in accordance with regulations set by the board of directors.

Section 2—Voting. All members shall be entitled to one vote at the annual meeting for each position on the board of directors, which is to be filled at the meeting and for each officer position. Members shall be entitled to attend all meetings of the board of directors but shall have no vote at such meetings, unless the directors otherwise determine.

Article II—Directors

Section 1—Powers. The business and affairs of the corporation shall be managed by a board of directors who shall exercise or direct the exercise of all corporate powers except to the extent otherwise required by law the articles of incorporation or these bylaws.

Section 2—Number. The number of members of the board of directors shall be fixed for time to time by resolution of the board and shall not be less than 4 or more than 35. No reduction of number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 3—Election and Term of Office. The directors shall be elected by the members at the annual meeting of the corporation or at another time set by the Board of Directors, or by mail. Notification of any meeting in which an election of board members is to occur shall be sent to the membership no less than 10 days prior to the meeting.

The terms of office shall be two years, and directors may be re-elected for subsequent terms. The terms of office shall begin immediately after election.

Section 4—Vacancies. A vacancy on the Board of Directors shall be filled as an appointment by the Board of Directors until the next annual meeting. A vacancy shall be filled by a nomination from any member of the Board of Directors and vote of approval by the Board of Directors. Any member so appointed shall be elected by the membership at the annual meeting and their term of office shall begin immediately after the election.

Section 5—Meetings. Meetings of the board of directors shall be held at such a place as may be designated from time to time by the board of directors or other person calling the meeting. Annual meetings shall be held each year at a time established by the board of directors. Regular meetings shall be held at such times as may be designated by the officers of the board of directors.

Special meetings for any purpose or purposes may be called at any time by the president or by a simple majority of the Directors.

Attendance: Any member of the Board of Directors who shall be absent from three consecutive meetings without notification to or prior arrangement with the president of the board may be regarded as thereby resigning from the Board. The secretary or other designated officer of the Board shall notify the Director in writing to confirm their resignation from the Board.

Section 6—Notification of the Meetings. Notification of the Board of Directors of the date, time, location, and purpose of all regular annual meetings shall be provided at least 10 days prior to the date set for the meeting. Notification of special meetings shall be provided at least 5 days prior to the date of the meeting. Notification may be provided by oral, written, or electronic means.

Section 7—Quorum and Vote. One third of the directors shall constitute a quorum for the transaction of business. A minority of the directors, in the absence of a quorum, may convene from time to time but may not transact any business. The action of a majority of the directors present at any meeting at which there is a quorum shall be the act of board of directors, except as otherwise provided by law, the articles incorporation or these by laws. Those members present at any annual meeting shall constitute a quorum at the meeting.

Section 8—Executive and Other Committees. Subject to law, the provisions of the articles of incorporation and these bylaws, the board of directors may appoint such committees as may be necessary from time to time, consisting of such number of its members and having such powers as it may designate. Such committees shall hold office at the pleasure of board of directors.

The Executive Committee, which shall consist of all the officers of the corporation and such other members as the board shall appoint, shall have the power to take any and all actions which the board itself may take, between regular meetings of the board, unless the board has placed a specific limitation upon such power to act and except as otherwise provided in this section. Executive committee shall meet upon call of the president of the corporation, who shall act as chair of the executive committee, and copies of its minutes shall be circulated to all members of the board of directors, The executive committee shall not have the power to amend, alter or repeal these bylaws; to elect, appoint or remove any member of the executive committee or any director or officer of the corporation; to amend the articles of incorporation of the corporation; to adopt a plan of merger or plan of consolidation with another corporation; to authorize the sale, lease, exchange or substantially all the property and assets to the corporation or to revoke proceedings therefore; to adopt a plan for the distribution of the assets of the corporation; or to amend, alter or repeal any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by the executive committee.

Section 9—Action without a Meeting. Any action which the law, the articles of incorporation of these bylaws requires or permit the directors to take at a meeting may be taken without a meeting if consent in writing setting forth the action so taken is signed by all of the directors entitled to vote on the matter. The consent, which shall have the same effect as a unanimous vote of the directors, shall be filed in the records of minutes of the corporation.

Article III—Officers

Section 1—Designation, Election, Qualification. The officers shall be chairperson, secretary, treasurer and such other officers and assistant officers as the board of directors shall from time to time

determine; the officers shall be elected by the members at the annual meeting. Any two offices may be held by the same person, except the offices of president and secretary.

Section 2—Vacancies. A vacancy shall exist upon the death, resignation or removal from office of any officer. Vacancies may be filled by a majority of the board of directors though less than a quorum. Each officer so elected shall hold office until the next annual meeting until his qualified successor is elected and accepts office. If the board of directors accepts the resignation of an officer tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 3—Compensation and Term of Office. Compensation and term of office of all officers of the corporation shall be fixed by the board of directors. Any officer may be removed by action of the board of directors. This section shall not affect the rights of the corporation or any officer under any express contract of employment.

Section 4—President. The chairperson shall be the chief executive officer of the corporation and shall, subject to the control for the board of directors, have the general powers and duties of management usually vested in the office of the chief executive officer of a corporation and shall have such other powers and duties as may be prescribed from time to time by the board of directors.

Section 5—Vice Presidents. The vice chair, if any, shall perform such duties as the board of directors shall prescribe. In the absence of disability of the president, his duties and powers shall be performed and exercised by vice president designated by the board of directors.

Section 6—Recorder. The secretary shall keep or cause to be kept at the principal office or such place as the board of directors may order, the book of minutes of all meetings of directors, shall give or cause to be given such notice of the meetings of the board of directors as is required by the bylaws and shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors.

Section 7—Treasurer. The treasurer shall be responsible for the funds of the corporation and pay them out only on the check of the corporation signed in the manner authorized by the board of directors and shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors.

Article IV—Corporate Records

Section 1—Records. The corporation shall maintain adequate and correct books and records and accounts of its business and properties. All such books and records and accounts shall be kept at such a place as may be fixed by the board of directors from time to time, except as otherwise provided by law.

Section 2—Inspection of Books and Records. All books, records and accounts of the corporation shall be open to inspection by any director during regular business hours.

Article V—Amendment of Bylaws

Except as otherwise provided by law, the board of directors may amend or repeal these bylaws and adopt new bylaws.