

BYLAWS OF HIV ALLIANCE, INC.
1966 Garden Avenue
Eugene, Oregon 97403

ARTICLE I: PURPOSE

The Corporation is organized to engage in any lawful activity, none of which is for profit, for which corporations may be organized pursuant to Chapter 65 of the Oregon Statutes.

The Corporation has the following specific and primary purposes: (a) to provide education, preventative information, client advocacy and support services to those affected, or likely to be affected, by HIV disease and AIDS;

(b) to determine the availability of, and coordinate the use of resources (financial or otherwise) for carrying out the purposes of the Corporation;

(c) to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful or desirable for the furtherance of attainment of the above purposes.

ARTICLE II: RECORDS

Section 1. Records.

(a) There shall be kept for public inspection at the principal office of the Corporation in written form, or in another form capable of conversion into written form within a reasonable time, a copy of the Articles of Incorporation and all amendments to them currently in effect; the Bylaws and all amendments to them currently in effect; a list of the names and addresses of the current directors and officers; the last three annual financial statements, prepared on the basis of generally accepted accounting principles; the last three accountant's reports, if annual financial statements are prepared by a public accountant; the most recent annual report delivered to the Secretary of State; and a copy of tax exemption applications and related correspondence and IRS 990 and CT- 1 2.

(b) There shall also be kept, not for public inspection, a copy of the minutes of all meetings of the board of directors, a record of all corporate actions taken by directors without a meeting, a record of all actions taken by committees of the board in place of the Board of Directors on behalf of the Corporation, and appropriate accounting records.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board of Directors shall have general power to control and manage the affairs and property of the corporation and shall have the power to hire or discharge the Executive Director.

Section 2. Number. The number of directors shall not be less than four, and not more than 21.

Section 3. Election. Directors shall be nominated by the Nominating Committee (as set down in Article VII, Section 4e) and elected by a majority of the directors then in office. Elections, except those for filling vacancies on the Board or for filling newly created board position (see Sections 7 and 8 of this Article), shall take place at the election meeting of the Board of Directors. A Board member shall not vote on her or his own position.

Section 4. Term of Office. Directors shall serve for three year terms commencing on July 1 and ending on June 30. The terms shall be staggered as nearly as possible, among those directors serving in any given time period. No director shall serve more than a partial term of a resigned director and two full, consecutive terms.

Section 5. Removal. Any director may be removed, with or without cause, by a vote of two-thirds of the directors then in office. Such action may be taken only at a meeting called for the purpose of removing the director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director. A director who has two consecutive absences from the monthly Board meeting, without having informed the President or Secretary in advance about his or her need to be absent may be automatically removed from the Board of Directors.

Section 6. Resignation. A director may resign at any time by delivering written notice to the Board of Directors, the President of the Board or the Secretary. Such resignation shall take effect at any time specified therein. If no time is specified, it shall be effective when received. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies. Any vacancy in the Board of Directors arising at any time and for any reason, may be filled for the unexpired term upon nomination by the Nominating Committee (see Article VII, Section 4e) and election by a majority of the directors then in office. A director filling such an unexpired term shall be eligible to be elected to a full term at the election meeting preceding the expiration of the vacated term he or she was filling.

Section 8. New Board Positions. The Board of Directors may create a new Board position at any meeting of the Board of Directors by a vote of a majority of the directors then in office. Such a position shall be filled upon nomination by the Nominating Committee (see Article VII, Section 4e) and election by a majority of the directors then in office. A director filling such an unexpired term shall be eligible to be elected to a full term at the election meeting preceding the expiration of the vacated term he or she was filling.

Section 9. Compensation. Directors shall not receive any compensation for serving as directors, but may be reimbursed for expenses related to Board services.

ARTICLE IV: MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meetings.

(a) Regular meetings. The Board of Directors shall attempt to meet monthly at regularly scheduled times but no fewer than 10 times a year.

(b) Special meetings. Special meetings shall be held upon request made to the president by one-third of the Directors then in office, or at the call of the President. A notice for special meetings requires a two-day in advance notice by phone or by person, a seven-day in advance notice by any other means.

Section 2. Election Meeting. A scheduled June meeting of the Board of Directors shall be designated the Election Meeting, at which elections of Directors to full terms and elections of Officers of the Corporation shall take place. Notice of the election meeting shall be given by the Secretary by mailing a copy thereof or delivering the same to each director not less than ten or more than thirty days before such meeting.

Section 3. Quorum and Decisions. A majority of the Directors then in office shall constitute a quorum for the transaction of business, and a majority vote of a quorum shall be sufficient to transact any business of the Board of Directors except as otherwise specified in these bylaws or the Oregon Nonprofit Corporation Act.

Section 4. Procedure. All matters of substance shall be acted upon by resolution. All questions of procedures shall be decided by motion and majority vote, or ruling of the chair if no

objection is heard. Robert's Rules of Order, as recently revised, shall apply to all meetings and proceedings of the Board.

Section 5. Directors Meeting by Conference. Any one or more members of the Board or of any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment that allow all persons participating in the meeting to hear and be heard by each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6. Proxies. No proxy voting. There shall be no proxy voting allowed at any meeting of the Board of Directors or as any part of reaching any decision by the Board.

Section 7. Action by Common Consent. The Board may make any decision or take any action within its power without a meeting through a "unanimous consent resolution" in writing, setting forth the action so taken, signed in agreement by all of the directors then in office. The resolution is effective when the last director signs the consent, unless the resolution specifies a later date. The consent resolution shall be filed with the corporate records.

ARTICLE V: OFFICERS

Section 1. Offices. The officers of the Corporation shall be a President, Vice President, a Secretary, a Treasurer, and such other officers, including Vice Presidents when necessary, as the Board of Directors may from time to time appoint or elect from the membership of the Board of Directors. One person may hold more than one office in the Corporation, except that one person may not hold both the offices of the President and the Secretary. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected by a majority of the Board of Directors present at the election meeting. The election of officers shall follow the election of directors to the Board of Directors. Officers shall serve for a one-year term beginning, on July 1 and ending on June 30.

Section 3. Removal. Any officer of the Corporation may be removed, with or without cause, by a vote of a majority of the directors then in office.

Section 4. Resignation. An officer may resign at any time by delivering a written notice to the Board of Directors, the President of the Board, or the Secretary. Such resignation shall take effect at any time specified therein. If no time is specified, it shall be effective when received.

Section 5. Vacancies. Any vacancy in any office may be filled by the Board of Directors. Any officer so elected shall hold office for the remainder of the one-year term.

Section 6. President. The President shall preside at all meetings of the Board of Directors. She or he shall generally manage and supervise the affairs of the Corporation. The President shall keep the Board of Directors fully informed, and shall freely consult with them concerning the activities of the Corporation. She or he shall have the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Corporation all contracts authorized either generally or specifically by the Board of Directors. The President shall perform all duties incident to her or his office subject, however, to the control of the Board of Directors.

Section 7. Vice-Presidents. The first Vice-President shall perform such duties as may be prescribed by the President or by the Board from time to time. During the absence or disability

of the President, a Vice-President shall have all the powers and functions of the President as enumerated in Section 6 of this Article.

Section 8. Secretary. The Secretary shall perform or oversee the following duties: act as recorder of all the meetings of the Board of Directors, and shall keep the minutes of all such meetings. She or he shall attend to the giving and serving of notices of the Corporation and shall perform all duties incident to the Office of Secretary, subject however, to the control of the Board of Directors, and such other duties as shall from time to time be assigned by the Board of Directors.

Section 9. Treasurer. The Treasurer shall monitor all funds and securities of the Corporation. The Treasurer shall keep or cause to be kept complete and accurate accounts of all moneys and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of the Corporation's accounts. She or he shall at all reasonable times exhibit the Corporation's books and accounts to any director of the Corporation, and shall perform all duties incident to the office of Treasurer subject, however, to the control of the Board of Directors. The Treasurer shall, if required by the Board of Directors, give such security for the faithful performance of her or his duties as the Board of Directors may require.

ARTICLE VI: BOARD OF ADVISORS

Section 1. Appointment and Term of Office. The Board of Directors may appoint from time to time any number of persons as advisors to the Corporation to act either singly or as a committee or committees. Each such advisor shall hold office at the pleasure of the Board of Directors and shall have only such authority or obligations as the Board of Directors may from time to time determine.

Section 2. Compensation. No advisor to the Corporation shall receive, directly or indirectly, any salary, compensation or emolument there from for any service rendered to the Corporation by such advisor, except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

ARTICLE VII: COMMITTEES

Section 1. Establishment. The President and Board may establish any committee, including standing committees or temporary committees by a resolution of the Board. Unless the Board decides otherwise through an adoption of resolution there shall be these established standing committees and any other committee the Board chooses to create. Such resolutions shall name the committee and the purpose of the committee, shall state whether it is a "Board" committee or a "Non-Board" committee, shall state what powers, authority and duties have been delegated to the committee, and shall state how the chair of the committee and how the members of the committee shall be appointed or elected, and what procedures, if any, the committee shall use in carrying out its work.

Section 2. Power. The Board of Directors shall always have the power to amend, alter or repeal the decisions of the Board committees and Non-Board committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

Section 3. Board Committees. The Board may establish "Board" committees to which are delegated part or all of the power of the whole Board to authorize expenditures, adopt budgets, set policy, establish programs or to make other decisions for the Corporation. Such committees shall be established by resolution by a majority vote of all Directors then in office.

Board committees shall consist of two or more Directors, and shall not have any members who are not Directors.

(a) **Executive Committee.** The Executive Committee shall consist of the officers of the Corporation, with no less than three persons. The Executive Committee shall meet at least once a month, apart from the Board of Directors meeting, with the Executive Director to review the operations of the Corporation. The Executive Committee shall review the Executive Director at least annually and report back to the Board the results of the evaluation. The Executive Committee shall prepare the agenda for the monthly meetings of the Board of Directors.

The Executive Committee shall comply with the provisions of the bylaws concerning the full Board so far as those are reasonably applicable to the Executive Committee. All Executive Committee decisions shall be in the form of written resolutions, which shall be submitted to the full Board. Any director may be a member of the Executive Committee. The Board may at any time pass a resolution modifying or revoking the authority of the Executive Committee, or changing the persons serving on the Executive Committee or increasing or decreasing the number of persons who serve on the Executive Committee.

Section 4. Non-Board Committees. The Board may establish "Non-Board" committees, including Working Committees or Advisory Committees, which do not have any part of the power or authority of the Board to authorize expenditures, adopt budgets, set policy, establish programs or to make decisions for the Corporation. Such committees shall be established by resolution, by a majority vote of the directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

(a) **Program Planning Committee.** The purpose of the Program Planning Committee shall be to review with the Executive Director the current programs of the Corporation and to recommend and implement the final strategic plans of the Corporation consistent with the Corporation's adopted Statement of Purpose.

(b) **Budget and Finance Committee.** The Budget and Finance Committee shall consist of the Treasurer, the Executive Director and such other persons as the President appoints. The purpose of the Committee shall be to ensure that the financial affairs of the Corporation are run in a prudent and fiscally sound manner. The Committee shall review and recommend the annual budget of the Corporation, which shall be presented to the Board of Directors no later than the June meeting each year for the following fiscal year.

(c) **Development/Public Relations Committees.** The purpose of the Development Committee is to direct all fundraising efforts of the Corporation. Employees or independent contractors engaged by the Corporation to engage in fundraising activities shall coordinate their activities with the Development Committee.

The purpose of the Public Relations Committee shall be to inform the wider community of the purposes and activities of the Corporation and to maintain association with other agencies and organizations that are concerned with the purposes of the Corporation.

(d) **Personnel Committee.** The purpose of the Personnel Committee is to review the employment, hiring, and benefit policies of the Corporation as stated in the personnel policy. The Personnel Committee is also responsible for the volunteer management policy of the Corporation. Any changes or recommendations will be forwarded to the Board for final approval or disapproval upon resolution.

(e) **Nominating Committee.** The Nominating Committee shall consist of three Board members and at times an advisory person(s) appointed by the President. The purpose of the

Nominating Committee shall be to solicit and encourage nominees for election to the Board and to Board offices.

The Nominating Committee shall present to the Board the names of nominees to fill new Board positions or vacancies. These names shall be presented at a monthly Board meeting prior to the meeting at which the nominations will be put to a vote.

The Nominating Committee shall present at the May Board meeting the names of the nominees for election to full terms at the June election meeting.

The Nominating Committee shall present at the May Board meeting a slate of officers for election by the Board at the June election meeting. These officers shall include the President, one or more Vice-Presidents, the Secretary and the Treasurer.

(f) **Advisory Committee(s).** Advisory Committees not having or exercising the authority of the Board of Directors in the management of the Corporation may be created. The Board of Directors shall determine how members of these committees are appointed and removed. The Advisory Committees need not have any directors as members.

Section 5. Members. The Board shall appoint the members of every Board committee and of any advisory committees. The members of other committees may be appointed by the Board, or if the Board wishes, it may delegate that power to the President, the Chair of that committee, or to the initial members of a committee, and the Board may elect to approve, disapprove, or alter the appointment of members of the non-Board committees.

The term of office of a member of a committee shall continue as such until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 6. Chair. One member of each committee shall be selected or appointed chair by the Board, or if the Board wishes, it may delegate that power to the President or by the members of the committee, subject to later confirmation by the Board.

Section 7. Limitation on Powers. No committee may authorize the payment of a dividend or any part of the income or profit of the Corporation to its directors or officers; may approve dissolution, merger, or sale, pledge, or transfer of all or substantially all of the Corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or may adopt, amend, or repeal the Articles, bylaws, or any resolution of the Board of Directors.

ARTICLE VIII. SPECIAL CORPORATE ACTS

Section 1. Contracts. The Executive Committee of the Board of Directors is authorized to select such banks or depositories as it shall deem proper for the funds of the Corporation. The Board of Directors may determine, from time to time, who, in addition to the President, shall be authorized on behalf of the Corporation to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments. The Executive Committee shall report back to the Board of Directors.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board of Directors may deem desirable.

Section 3. Gifts. The Board of Directors may from time to time accept or reject on behalf of the Corporation grants, contribution or devices from any source for the general purpose or any special purpose of the Corporation.

Section 4. Agents. The Board of Directors may from time to time appoint such agents as it shall deem necessary, each of whom shall serve in that capacity at the pleasure of the Board of Directors and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

Section 5. Executive Director.

(a) The Executive Director shall have the power subject to the rules, regulations and policies set by the Board of Directors and bylaws to employ, terminate, fix duties and salaries, establish standards and evaluate employees of the Corporation.

(b) The Executive Director shall attend all regular and special meetings of the Board of Directors where reasonably possible and shall give verbal or written reports at Board meetings as requested by the Board.

(c) The Executive Director by permission of the Board may sign deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated to some other officer or agent of the Board of Directors, by these bylaws, or by statute.

(d) The Executive Director is authorized to prepare budgets and ensure the fiscal integrity of the organization.

(e) The Executive Director maintains current programs and develops new projects with or without the Directors.

(f) The Executive Director maintains community relations.

(g) The Executive Director will implement policies approved by the Board.

Section 6. Indemnification. Each director and officer of the Corporation, now or hereafter serving as such, shall be indemnified by the Corporation to the full extent permitted by law against any and all claims and liabilities to which she or he has or shall become subject to be reason of serving or having served as director or officer, or by reason of any action alleged to have been taken, omitted or neglected as such director or officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by her or him in connection with any such claim or liability, provided however, that no such person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability arising out of her or his own willful misconduct or gross negligence.

The amount paid to any director or officer by way of indemnification shall not exceed her or his actual, reasonable and necessary expenses incurred with the matter involved.

Nothing contained herein shall limit the Board of Directors authorizing the Corporation's purchase of director and officer liability insurance should a majority of the Board of Directors so resolve pursuant to these bylaws.

ARTICLE IX: MISCELLANEOUS

Section 1. Conflict of Interest. No director or officer shall be interested directly or indirectly in any contract relating to the operations of the Corporation, nor in any contract for

furnishing services or supplies to the Corporation, unless such contract shall be authorized by a majority of the directors on the Board of Directors who have no direct or indirect interest in the transaction and the facts and nature of such interest have been fully disclosed to the members of the Board of Directors, and the transaction is fair to the Corporation at the time it occurs.

Section 2. Nondiscrimination. The Corporation shall provide its services without regard to sex, race, color, national origin, ability or disability, religion, sexual orientation, means by which HIV was contracted or any other extraneous criteria.

Section 3. Membership. The Corporation shall not have voting members as defined in the ORS 65.

Section 4. Fiscal Year. The fiscal year of the Corporation shall be from July 1 to June 30.

Section 5. Amendments to Bylaws. These bylaws may be amended by the Board of Directors. Notice of any meeting at which an amendment is to be voted on must be delivered to the Board at least seven days before the meeting, and shall contain text of the proposed amendment. The notice must state that the purpose, or any of the purposes, of the meeting is to consider a proposed amendment to the bylaws and contain a copy or summary of the amendment. The amendment must be approved by two-thirds of the directors in office at the time the amendment is adopted.

Section 6. Section Headings. The heading of particular sections in the bylaws are inserted only for convenience and are not part of these bylaws or a limitation on the scope of the particular section to which each refers.

[Approved by the Board of Directors of HIV Alliance, November 1998, amended in 2001, February 2004 and January 2005.]