



BYLAWS

The following constitutes the Bylaws of the Oregon Association of Acupuncturists (hereinafter referred to as the OAA), a nonprofit organization organized under the laws of Oregon.

ARTICLE I

PURPOSES

Section 1. General Information. The OAA is organized within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 (the “Code”) as amended, or its successor provisions. No part of the net earnings of the OAA shall inure to the benefit of, or be distributable to, any director, officer or other private individual, except that the OAA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Section 2. Specific Purposes. The OAA shall operate exclusively as set forth in Section 501(c)(6) of the Code, or its successor provisions. More specifically, the OAA is organized for the following purposes:

- A. To promote excellence and integrity in the professional practice of acupuncture and Asian medicine, thereby enhancing public health and well-being.
- B. To establish, maintain and advance the professional field of Asian medicine, including acupuncture and other modalities, as a distinct field of medicine.
- C. To protect and advance the science, art and philosophy of acupuncture and Asian medicine, and the professional welfare of our members.
- D. To educate legislators, regulators, healthcare interests and the public regarding acupuncture and Asian medicine.

ARTICLE II

OFFICES

Section 1. Offices. The registered office of the OAA required to be maintained in the state of Oregon may be, but need not be, identical with the OAA's principal office. The registered agent may be either an individual resident of the State of Oregon whose business office is identical with such a registered office, a domestic corporation, whether for profit or not for profit, or a foreign corporation, whether for profit or not for profit, authorized to transact business or conduct affairs in the State of Oregon and having an office identical with such registered office. The address of the registered office and the registered agent may be changed from time to time by the Board of Directors.

ARTICLE III

MEMBERSHIP

Section 1. Eligibility. Members shall be in accord with the principles and purposes of the OAA and meet the qualifications for membership as set forth in Section 4 below.

Section 2. Application and Dues. Application for membership shall be made on forms and in accordance with procedures approved by the Board of Directors of the OAA. The Board shall review and approve all applications and may, in its discretion, reject any application. The Board may delegate its power to review and approve applications to the Executive Director. The Board of Directors shall establish the dues for the various categories of membership.

Section 3. Categories of Membership. There shall be three (3) categories of membership: Individual, General and Honorary.

Section 4. Categories of Membership Defined and Qualifications.

A. Individual Members (Voting Members). A person is eligible for Individual Membership if he/she is a Licensed Acupuncturist (L.Ac.) in Oregon. Proof of appropriate state licensing must accompany the application for membership. Each Individual Member in good standing (see Article IV Section 7) is entitled to all the rights and privileges of membership and has the right to vote.

B. General Members (Non-Voting Members). Any student, person, organization, or business which supports the principles and purposes of the OAA, and is not eligible for any other membership category may apply for General Membership in the OAA in any of the following subcategories:

a) Student - Any student of acupuncture and Asian medicine.

b) Business - Any business that supports the principles and purposes of the OAA and provides a service or product used in the profession of acupuncture and Asian medicine.

c) School - An educational institution which supports the principles and purposes of the OAA.

d) Allied Organization - Any organization which supports the principles and purposes of the OAA, and which does not qualify for any other membership category.

e) Friend - Any individual who supports the principles and purposes of the OAA and who does not qualify for any other membership category or subcategory.

C. Honorary Member (Non-Voting Member). Any lay person whom the OAA wishes to honor because of special services to the acupuncture profession may be granted Honorary Membership in the OAA. Nomination to Honorary membership must be made by five (5) or more Individual Members in good standing, and submitted to the Board of Directors. A vote of 3/4 of the whole Board of Directors is necessary to confer Honorary Membership. An Honorary Member shall be entitled to all the rights and privileges of membership but may not vote.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Annual General Meeting. The Annual General Meeting of the OAA for the purpose of electing members of the Board of Directors and the transaction of such business as may properly come before the meeting shall be held on such date and time, and in such place in the state of Oregon as the Board of Directors shall determine.

Section 2. Special Meetings. Special meetings of the members for the transaction of such business as may properly come before the meeting may be called by order of the Board of Directors, the President, or the Secretary, and shall be held at such date and time in the state of Oregon, as may be specified by such order.

Section 3. Notice. Notification as to date, time and place of the Annual General Meeting and the date, time place and purpose of any Special Meeting shall be published in the OAA's newsletter or otherwise given to each Individual Member at least six (6) weeks prior to the Annual General Meeting and thirty (30) days prior to any Special Meeting.

Section 4. Membership List. The Election Committee shall prepare, at least ten (10) days before every meeting, complete and separate lists of the Individual Members, in alphabetical order. Such lists shall be open to the examination of any member for any purpose germane to the meeting. The list shall be produced and kept at the place where the meeting is to be held and during the whole time of the meeting may be inspected by any member who is present.

Section 5. Quorum. A quorum shall consist of those Individual Members present and voting at any Annual General Meeting or any Special Meeting.

Section 6. Conduct of Meeting. The President, or, in his absence, such other officer of the OAA designated by a majority of the Board of Directors, will act as presiding officer at meetings of the members. The presiding officer will call the meeting to order, determine the order of

business, determine what business is properly brought before the meeting, and have authority, in his or her sole discretion, to regulate the conduct of any such meeting.

Section 7. Individual Members in Good Standing. Any person applying for Individual Membership to the OAA for the first time must apply sufficiently in advance of the Annual General Meeting to allow the Board of Directors (or the Executive Director, if so delegated) to review and approve his/her application in order to be an Individual Member in good standing and thus allowed to vote. Such a first time application shall be made no less than thirty (30) days before the Annual General Meeting. The Board of Directors may, at its discretion, require longer advance notice, but at no time should the requirement be greater than ninety (90) days. Persons who have been Individual Members in the past year may be designated Individual Members in good standing (and thus eligible to vote) if they pay their dues by or on the day of the Annual General Meeting, provided that the dues are paid prior to the voting.

Section 8. Voting. In the election of Directors, a plurality of the votes cast shall elect. All other issues shall be decided by a simple majority, unless otherwise designated in these bylaws. All elections of Directors shall be by secret ballot. All other voting shall be by hand vote, unless specifically challenged by an Individual Member present.

Section 9. Mail Vote. In case of the need for a mail vote, the Board shall send notification of the mail vote with a clear statement of the proposal to be voted on and specified time limit for receipt of the response to all Individual Members at least 15 days prior to the date by which a reply is requested. The proposal shall be adopted if approved by members having no less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted. In a mail vote, voting members may also vote by electronic mail (email) provided that the email sets forth information from which the OAA can determine that:

- (i) the email was transmitted by the voting member and
- (ii) the date on which the voting member transmitted the email.

Section 10. Proxies. No proxies will be accepted for any vote at the Annual General Meeting or any Special Meeting or for any mail vote until a reliable method of verifying that the proxy is from a voting member and appropriate methodology is described in the Policy and Procedures Manual.

ARTICLE V

DIRECTORS

Section 1. Functions and Definition. The affairs of the OAA shall be managed by, or under the direction of the Board of Directors. The use of the phrase whole Board herein refers to the total number of directors which the OAA would have if there were no vacancies.

Section 2. Number. The number of directors constituting the whole Board shall be no more than eight (8), not counting the President Emeritus. The number of directors may be changed by resolution of the Board of Directors, but in no event shall the number of directors be less than three (3).

Section 3. Election of Directors; Candidacy. If an Individual Member desires to be a candidate for election to the Board of Directors, the Individual Member shall write a letter to the Board of Directors declaring her/his candidacy and including a statement in support of such candidacy. These are to be published in the OAA's newsletter prior to the Annual General Meeting. The Board may set a deadline for the receipt of such letters and nominations up to 90 days before the Annual General Meeting in order that the letters and/or resumes may be widely disseminated and published in the newsletter. However, nominations may always be offered at the Annual General Meeting. vvvvvvvv

Section 4. Election of Directors; Qualifications. A candidate for election to the office of Director shall be an Individual Member in good standing. (See Article IV Section 7.)

Section 5. Power to Elect Directors. The Individual Members present at the Annual General Meeting shall elect the Directors and Alternates.

Section 6. Terms.

A. The term of a Director shall be two (2) years. No more than half of the Board should be elected each year, including one of the two Alternates. If the term of any Director comes to an end for any reason before the end of that Director's two years, an elected Alternate shall take his/her place on the Board and shall serve for the unexpired portion of the former Director's term.

B. The term of the President Emeritus shall continue until such person ceases to be the most recent President prior to the acting President.

Section 7. Filling of Vacancies. Vacancies shall be filled by the elected Alternates. If the term of a Director comes to an end for any reason after both Alternates have become Directors, the vacancy may be filled by a majority vote of the Directors then in office, although less than a quorum (see Article VI Section 6). Should the term of the President Emeritus come to an end for any reason, this shall not create a vacancy on the Board of Directors.

Section 8. Resignation and Removal of Directors. Any Director may resign at any time, and such resignation shall take effect upon receipt thereof by the President or the Secretary, unless otherwise specified in the resignation. Any Director who misses two regular Board meetings in a row will be automatically removed from the Board. Directors, who are no longer members in good standing, either due to loss of licensure/certification, or being 30 days in arrears on their dues, will automatically lose their seats on the Board. Exceptions may be made at the discretion of a majority of the Board. Upon a

secret ballot of no-confidence by a minimum of two thirds (2/3) of the members of the Board, a member shall be terminated as a member of the Board of Directors.

ARTICLE VI

DIRECTORS MEETINGS

Section 1. Annual Meetings. The Board shall meet immediately before the Annual General Meeting. Following the Annual General Meeting, the Board shall meet for the purpose of the election of the President, the Vice President, the Treasurer and the Secretary from among its members, and the transaction of such other business as may properly come before the meeting.

Section 2. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors determines.

Section 3. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by any three Directors.

Section 4. Place. Meetings of the Board of Directors may be held at any place within the State of Oregon.

Section 5. Notice. A notice of the place, date and time of each regular meeting of the Board of Directors shall be given to each director by mailing the notice not less than seven days before the meeting, or by email, facsimile, text or delivering the notice personally, not less than four days before the meeting, at the residence address of each director or at his/her usual place of business. Special meetings of the Board of Directors may be called on 24 hours notice, if notice is given to each Director personally or by telephone, by email, text or facsimile, or by overnight courier, to each Director addressed to him/her at the residence address of each director or at his/her usual place of business.

Section 6. Quorum. At all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present may then adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7. Organization. At all meetings of the Board of Directors, the President, or in his/her absence, the Vice President, or a director chosen by the plurality of the directors present at such meeting shall preside. The Secretary of the OAA shall act as secretary at all meetings of the Board of Directors when present, and, in his/her absence, the presiding officer may appoint any person to act as secretary.

Section 8. Telephone, etc. Meetings. Members of the Board of Directors, or any committee

designated by the Board of Directors, may participate in a meeting of the Board of Directors, or committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting.

Section 9. Conflict of Interest. No Director may vote or act independently on any matter in which that member has a private or financial interest. A Director shall declare any private or financial interest in a matter prior to the Board's consideration of that matter.

Section 10. Miscellaneous. Meetings of the Board of Directors shall be open to the general membership and invited non-members, subject to the right of the Board to hold a closed meeting or to close an open meeting at any time. The minutes of each Board meeting shall be distributed to all Directors and Alternates promptly following the meeting.

ARTICLE VII

COMMITTEES AND TASK FORCES

Section 1. Committees and Task Forces. From time to time, the Board of Directors by a resolution adopted by a majority of the whole Board may appoint an Executive Committee and any other committee or committees for any purpose or purposes, to the extent lawful, which shall have such powers as shall be determined and specified by the Board of Directors in the resolution of appointment, except that no committee shall have the power or authority to take the actions set forth in paragraphs (A), (B), (C) or (D) of Section 2 below. The President may appoint one or more task forces, which shall be given very specific and limited responsibilities and shall not have or exercise the authority of the Board, primarily to gather information and report back to the Board of Directors. Except for the Executive Committee, whose membership shall consist entirely of two or more Directors, the members of any Committee need not be Directors. However, no Committee having one or more non-Director members shall have or exercise the authority of the Board in the management of the OAA.

Section 2. Executive Committee. The Executive Committee shall consist of the President, the Vice President, the Treasurer, the Secretary, and the President Emeritus (and any additional Vice Presidents appointed by the Board). Except as otherwise provided by the Board of Directors, the Executive Committee shall have and exercise all the powers of the Board of Directors in the management of the affairs of the OAA; provided, however, that the Executive Committee shall not have any power or authority to:

- A. Amend the Certificate of Incorporation;
- B. Adopt an agreement of merger or consolidation;
- C. Recommend to the members the sale, lease or exchange of all or substantially all of

the OAA's property and assets; or

D. Recommend to the members dissolution of the OAA or a revocation of dissolution.

The President shall act as the Chairman of the Executive Committee. The Board of Directors may designate one or more Directors as alternate members of the Executive Committee, who may replace any absent or disqualified member at any meeting of the Executive Committee. Vacancies on the Executive Committee shall be filled by the Board of Directors. Only Directors shall be eligible for election to the Executive Committee.

Section 3. Election Committee. The Election Committee shall be responsible for conducting all of the elections of Directors subject to the oversight of the President, who shall preside at the Annual General Meeting. The Election Committee members shall serve as inspectors of elections, certify the results and render such reports and maintain such lists as the President may direct. The Election Committee shall be composed of three persons; one non-candidate Director and two other persons, who need not be Directors. A member of the Committee may run for re-election as a Director, but only if the member resigns from the Committee at least three months prior to the election.

Section 4. Chairpersons. Except as otherwise provided herein, the President, by and with the consent of a majority of the Board, shall appoint Committee and Task Force chairpersons. All Committee and Task Force chairpersons shall be members in good standing of the OAA. Unless otherwise provided, all Committee and Task Force chairpersons shall hold their positions until the next Annual General Meeting.

Section 5. Procedures Applicable to All Committees and Task Forces. Each Committee and Task Force shall follow the OAA's policies and procedures, and shall meet in accordance with such rules or by resolution of the Board of Directors. The presence of a majority of the then appointed members of that body shall constitute a quorum for the transaction of business, and in every case where a quorum is present the affirmative vote of a majority of the members of that body present shall be the act of that body. Each Committee and Task Force shall keep minutes of its proceedings, and any action taken by a Committee or Task Force shall be reported promptly to the Executive Committee.

Section 6. Action by Telephonic Communications. Members of any Committee or Task Force designated by the Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

Section 7. Termination of Committee Membership. In the event any person shall cease to be a member of the OAA, such person shall simultaneously therewith cease to be a member of any Committee or Task Force appointed by the Board of Directors. Any member (and any alternate member) of any Committee or Task Force may be removed at any time, either for or without cause, by resolution adopted by the Board of Directors.

ARTICLE VIII

OFFICERS

Section 1. Officers. The Officers of the OAA shall be a President, a Vice President, a Treasurer, a Secretary, and a Membership Director, all of whom shall be elected annually by the Board of Directors from among its members. The Board of Directors, in its discretion, may choose a Chairman of the Board (who must be a Director). Unless otherwise provided in the resolution of election, each Officer shall hold office until the next Annual General Meeting and until his successor shall have been elected and qualified or until his earlier resignation or removal. Any number of offices may be held by the same person except the offices of President and Secretary. No person may be elected to the same office for more than three consecutive terms. Any person may be elected to an office that the individual has not held for at least one term, regardless of the duration of his past service in this position. Only voting members in good standing may hold office.

Section 2. Other Officers. The Board of Directors may appoint one or more assistants to any Board officer as it may deem necessary or advisable, of such term as the Board of Directors shall fix in such appointment, who shall have such authority and perform such duties as may from time to time be prescribed by the Board.

Section 3. Resignation and Removal. Any officer may resign his office at any time and such resignation shall take effect upon receipt thereof by the President or the Board of Directors, unless otherwise specified in the resignation. All officers, agents and employees of the OAA shall be subject to removal, with or without cause, at any time by a resolution of the Board. The power to remove agents and employees, other than officers or agents elected or appointed by the Board of Directors, may be delegated as the Board of Directors shall determine.

Section 4. The President. The President shall preside at all meetings of the Board of Directors, the Executive Committee and the Membership. The President shall, subject to the control of the Board of Directors, have general supervision of the affairs of the OAA and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall be the chief officer of the OAA. He shall execute all bonds, mortgages, contracts and other instruments of the OAA except where required or permitted by law to be otherwise signed and executed and except that the other officers of the OAA may sign and execute documents when so authorized by these bylaws, the Board of Directors, or the President. The President shall also perform such other duties and may exercise such other powers as may be assigned to him by these bylaws or the Board of Directors.

Section 5. The Vice President. The Vice President shall perform such duties and exercise such powers as may be assigned to her/him from time to time by a resolution of a majority of the Board of Directors or the President. In the absence of the President, the duties of the President shall be

performed and his powers may be exercised by the Vice President.

Section 6. The Treasurer. The Treasurer shall have the following duties:

- a) Render to the Board of Directors or the President, whenever requested, a statement of the financial condition and results of operations of the OAA and such other matters as may be requested, and render a full financial report at the Annual General Meeting, if called upon to do so.
- b) Require from all officers or agents of the OAA reports or statements giving such information as she/he may desire with respect to any and all financial transactions of the OAA.
- c) Supervise and review the OAA's biannual audit and report to the Board of Directors on these matters.
- d) Ensure that the OAA's financial policies are being followed.
- e) Prepare the OAA's annual budget or supervise and review the preparation of the OAA's annual budget by the Executive Director.
- f) Perform such other duties as may be specified in these bylaws or as may be assigned to her/him from time to time by the Board of Directors or the President.
- g) In the absence of the President and any Vice President, perform the duties of the President.

Section 7. The Secretary. The Secretary shall have the following powers and duties:

- a) Keep or cause to be kept a record of all the proceedings of the meetings of the members and of the Board of Directors in books provided for that purpose.
- b) Cause all notices to be duly given in accordance with the provisions of these bylaws and as required by law.
- c) Keep custody of all instruments, the execution of which, on behalf of the OAA, shall have been duly authorized in accordance with these bylaws, and be prepared to attest to such documents, and also to keep custody of the records of the OAA.
- d) Properly maintain and file all books, reports, statements, certificates and all other documents and records required by law, the Certificate of Incorporation, or these bylaws.
- e) Perform such other duties as may be specified in these bylaws or as may be assigned to her/him from time to time by the Board of Directors, or the President.

Section 8. The Membership Director. The Membership Director shall have the following duties:

- a) Be responsible for recruiting new members.
- b) Regularly promote membership in the OAA to non- members.
- c) Facilitate services to members, such as selection of speakers for continuing education and liaison with the public and/or acupuncture patients concerning legislative issues.
- d) Perform such other duties as may be specified in these bylaws or as may be assigned to her/him from time to time by the Board of Directors, or the President.

ARTICLE IX

THE EXECUTIVE DIRECTOR

Section 1. Appointment. The Board of Directors may employ a salaried head of staff who shall have the title of Executive Director and whose terms and conditions of employment shall be specified by the Board. The Board may also hire a management firm to fulfill the responsibilities of the Executive Director.

Section 2. Authority and Responsibility. The Executive Director shall be responsible for the day to day management of the OAA subject to the oversight and control of the Board of Directors and the President. The Executive Director's authority and responsibilities shall include:

- (i) coordination of all committees and programs and assisting the President and the Board of Directors in executing the OAA's programs;
- (ii) attendance at all meetings of the membership, the Board of Directors and the Executive Committee;
- (iii) responsibility for the monies, securities, receipts and disbursements of the OAA;
- (iv) preparation of annual and periodic financial statements and maintenance of full and accurate financial records;
- (v) the deposit of all monies, and other valuable effects of the OAA in the name and to the credit of the OAA in such banks and trust companies or other depositories as shall be selected by the Board of Directors or the President;
- (vi) the disbursement of monies of the OAA by checks or drafts upon authorized depositories of the OAA and the receipt and preservation of proper vouchers for all money dispersed;
- (vii) subject to the oversight and direction of the Treasurer, the biannual audit of the OAA's financial statement;

- (viii) subject to the oversight and direction of the Treasurer, the preparation of the OAA's annual budget;
- (ix) the preparation and filing of all federal, state and local tax returns by the OAA;
- (x) such other duties as may be specified in these bylaws or as may be assigned to the Executive Director from time to time by the Board of Directors or the President.

Section 3. Staff. The Executive Director shall employ and may terminate the employ of the Executive Director's staff and fill their positions within the budget approved by the Board of Directors. The Executive Director defines the duties of the staff, supervises their performance, and establishes their titles. The Executive Director may delegate responsibilities to the staff as shall be in the judgment of the Executive Director in the best interests of the OAA provided, however, that the Executive Director shall remain accountable for all matters under the Executive Director's authority and responsibility.

ARTICLE X

GENERAL PROVISIONS

Section 1. Waiver of Notice. Any person may waive any notice required to be given by law, in the Certificate of Incorporation or under these bylaws

- (i) by attendance at any meeting, except when such person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened, or
- (ii) by a writing signed by the person or persons entitled to said notice, whether before or after the time stated in said notice, which waiver shall be deemed equivalent to such notice.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members, directors, or members of a committee of directors need be specified in any written waiver of notice.

Section 2. Contracts. The Board of Directors may authorize the President, any Vice President, the Secretary or Treasurer or any other officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the OAA and such authority may be general or confined to specific instances.

Section 3. Fiscal Year. The fiscal year of the OAA shall be fixed, and shall be subject to change, by the Board of Directors. Unless otherwise fixed by the Board of Directors, the fiscal year of the OAA shall

commence on the first day of January of each year (except for the OAA's first fiscal year which shall commence on the date of incorporation) and shall terminate in each case on December 31.

Section 4. Reliance; Scope of Duties. A Director, committee member or any Officer shall be fully protected in relying in good faith upon the records of the OAA and upon information, opinions, reports, or statements presented to the OAA and its officers and by the Executive Director or its employees, or any other person as to matters the Board or committee member or officer reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care. The Directors and Officers of the OAA are volunteers and non-executive in the sense that none of them are full or part-time employees of the OAA and the scope of their duties shall be interpreted in this context.

ARTICLE XI

INDEMNIFICATION

Section 1. Right of Indemnification. Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he or she, his or her estate, or its personal representative is or was a Director, officer or employee of the OAA, or an individual acting as an agent of the OAA, or serves or served any other corporation or other entity or organization in any capacity at the request of the OAA, shall be and hereby is indemnified by the OAA. This indemnification shall be against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred, as a result of any such action or proceeding, or any appeal therein, to the fullest extent permitted and in the manner prescribed by the laws of Oregon, as they may be amended from time to time, or such other law or laws as may be applicable to the extent such other law or laws are not inconsistent with the law of Oregon. Nothing contained herein shall be construed as providing indemnification to any person in any malpractice action or proceeding arising out of or in any way connected with such person's practice of his or her profession.

Section 2. Creation of Contract Right. The foregoing provisions of this article shall be deemed to be a contract between the OAA and each Director, officer, employee and agent of the OAA who serves in such a capacity at any time while this Article is in effect. Any repeal or modification of this Article or any applicable provision of the law of Oregon shall not affect any right or obligation then existing as it relates to any action or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 3. Reimbursement of Expenses. Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the OAA in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such Director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the OAA pursuant to this

Article. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.

Section 4. Bylaws Not Exclusive. The indemnification and the advancement of expenses provided by this Article shall not be exclusive, and the OAA may make any other or further indemnification or advancement of expenses of any of its Directors, or otherwise, both as to action in his or her official capacity, and as to action in another capacity while holding such office.

Section 5. Continuation of Rights. Rights to indemnification and advancement of expenses provided by this Article shall continue, unless otherwise provided when authorized or ratified, as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person, unless otherwise provided when authorized or ratified.

Section 6. Insurance. Insurance may be maintained on behalf of any person who is or was a Director, officer, employee or agent of the OAA or is or was serving at the request of the OAA as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the OAA would have the power to indemnify him or her against such liability under the provisions of this Article or under the laws of the state of Oregon

ARTICLE XII

AMENDMENTS

Section 1. Power to Amend by the Board. The Board of Directors and the Individual Members shall each have the power to amend or repeal these bylaws or adopt new bylaws in the manner set forth in this Article XII. The Board shall have the power to amend or repeal these bylaws or adopt new bylaws at any regular or special meeting where all Board members are present and two-thirds (2/3) of the Board is in favor of such amendment, repeal or adoption. In the event of any amendment or repeal of these bylaws or adoption of new bylaws by the Board, the Board is required to communicate these actions to the membership within 30 days and place them on the agenda of the next Annual General Meeting. These actions will only be in effect until the next Annual General Meeting, unless the actions are ratified by a majority vote of all those members present and voting.

Section 2. Power to Amend by the Individual Members. Bylaws may be amended or repealed or new bylaws adopted by the Individual Members in accordance with the following procedures:

Any Individual Member of the OAA may move to amend or repeal these bylaws or adopt new bylaws by submitting such a motion in writing to the Board of Directors at least three (3) months prior to the Annual General Meeting. The Board will consider the matter and place it on the agenda for the Annual General Meeting, commenting on whether it recommends or does not recommend the motion. A vote

of a majority of all members present and voting is required for passage of the motion to adopt, amend or repeal. The Individual Members may prescribe that any bylaw made by them shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XIII

DISSOLUTION

Upon dissolution, the net assets of the OAA will be distributed to a 501(c)(6) corporation with goals and objectives in accordance with the OAA.

ARTICLE XIV

PARLIAMENTARY AUTHORITY

Robert's Rules of Order are the adopted rules of order and are the adopted parliamentary authority.