

BYLAWS  
OF  
GLADSTONE BOOSTERS  
*A Nonprofit Corporation*

*Article 1*  
CORPORATION OFFICES

1.1 *Principal Office.* The principal office of the Corporation shall be located in such place or places as determined by the Board of Directors. The Corporation may have such offices as the Board of Directors may determine from time to time.

1.2 *Registered Office.* The registered office of the Corporation required by the Oregon Nonprofit Corporation Act to be maintained in the State of Oregon may be, but need not be, identical with the principal office in the State of Oregon, and the address of the registered office and registered agent may be changed from time to time by the Board of Directors.

*Article 2*  
PURPOSES AND POWERS

2.1 *General Purposes and Powers.* The Corporation shall have such purposes as are now or may hereafter be set forth in the Articles of Incorporation and shall have and exercise such powers in furtherance of its purposes as are now or may hereafter be set forth in the Articles of Incorporation.

2.2 *Exempt Activities.* Notwithstanding any other provision of these Bylaws, no Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they hereafter may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they hereafter may be amended.

*Article 3*  
BOARD OF DIRECTORS

3.1 *General Powers.* The business and affairs of the corporation shall be managed by the Board of Directors, except as may be otherwise provided in these Bylaws, the Articles of Incorporation or the Oregon Nonprofit Corporation Act.

3.2 *Number and Tenure.* The Board shall consist of not less than three (3) or more than fifteen (15) Directors, the specific number to be set by the Board. Directors shall be elected to three-year terms, equally staggered so that one-third of the directors are elected at each annual meeting. The number of Directors may be changed from time to time by amendment to these Bylaws, but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. Unless a director dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of directors or until his or her successor is elected, whichever is later. Directors need not be residents of the State of Oregon.

3.3 *Annual and Regular Meetings.* The annual meeting of the Directors shall be held on or about the second Monday in February in each year at the principal office of the corporation, or such other place as fixed by the Board, for the purpose of electing Directors and transacting such other business as may properly come before the meeting. Regular meetings will be held pursuant to a meeting schedule adopted by the Board. If the day fixed for an annual or regular meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the annual meeting is not held at the designated time, the President or the Board may call the annual meeting at a time fixed by them not more than sixty days after such designated time by proper notice designating the meeting as the annual meeting. If the annual meeting is not held at the designated time or during the sixty-day period thereafter, the annual meeting may be called by any director entitled to vote at the meeting. In such event, notice shall be given not more than fifteen days after the expiration of such sixty-day period. Any such notice shall fix the time of the meeting at the earliest date permissible under the applicable notice requirements. That Board may adopt by resolution a regular meeting schedule.

3.4 *Special Meetings.* Special Board meetings may be called by or at the request of the Chairman of the Board, the President, the Secretary or one-third of the Directors. The person or persons authorized to call special meetings may fix any place either within or without the State of Oregon as the place for holding any special Board meeting called by them.

3.5 *Meetings by Telephone.* Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.6 *Notice of Special Meetings.* Notice of a special Board meeting shall be given to a Director in writing delivered to the Director at his or her address shown on the records of the corporation. Neither the business to be transacted at, nor the purpose of, any special meeting need be specified in the notice of such meeting.

3.6.1 *Personal Delivery.* If delivery is by personal service, the notice shall be effective if delivered at such address at least two days before the meeting.

3.6.2 *Delivery by Mail.* If notice is delivered by mail, the notice shall be deemed effective if deposited in the official government mail properly addressed with postage prepaid at least five days before the meeting.

3.6.3 *Delivery by E-mail.* If notice is delivered by e-mail, the notice shall be deemed effective if the content thereof is transmitted to, and received by, the addressee's regular e-mail address at least three days before the meeting.

3.6.4 *Delivery by Telefacsimile.* If notice is delivered by telefacsimile, the notice shall be deemed effective if the content thereof is transmitted to, and received by, the addressee's regular telefacsimile machine at least three days before the meeting.

### 3.7 *Waiver of Notice.*

3.7.1 *Written Waiver.* Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or the Oregon Business 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.7.2 *Waiver by Attendance.* The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.8 *Quorum.* A majority of the number of Directors fixed in the manner provided by the Bylaws shall constitute a quorum for the transaction of business at any Board meeting, but if less than a majority are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.9 *Manner of Acting.* The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or the Oregon Nonprofit Corporation Act.

3.10 *Presumption of Assent.* A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be deemed to have assented to the action unless his or her dissent is entered in the minutes of the meeting, or unless such Director files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forwards such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

3.11 *Action by Board or Committee Without a Meeting.* Any action which could be taken at a meeting of the Board or of any committee appointed by the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by a majority of the Directors or by each committee member entitled to vote on the matter. Such written consent, which shall have the same effect as a vote of the Directors or committee members, shall be inserted in the minute book as if it were the minutes of a Board of committee meeting.

3.12 *Resignation.* Any Director may resign at any time by delivering written notice to the Chairman of the Board, the President, the Secretary or the Board, or to the registered office of the corporation, or by giving oral notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.13 *Removal.* At a meeting of the Board called expressly for that purpose, one or more members of the Board may be removed, with or without cause, by a vote of the majority of the Directors then entitled to vote on the election of Directors.

3.14 *Vacancies.* Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board, or by a sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the number of Directors fixed by the Bylaws prior to such increase.

3.15 *Compensation.* By Board resolution, Directors and committee members may be paid their expenses, if any, of attendance at each Board or committee meeting, or a fixed sum for attendance at each Board or committee meeting, or a stated salary as Director or a committee member, or a combination of the foregoing. No such payment shall preclude any Director or committee member from serving the corporation in any other capacity and receiving compensation therefor.

3.16 *Transactions with Directors.*

3.16.1 Any contract or other transaction or determination between the corporation and one or more of its Directors, or between the corporation and another party in which one or more of its Directors are interested, shall be valid notwithstanding the relationship or interest or the presence or participation of such Director or Directors in a meeting of the Board or a committee thereof which acts upon or in reference to such contract, transaction, or determination, if (a) the fact of such relationship or interest is disclosed or known to the Board or committee and it authorizes, approves or ratifies the contract, transaction or determination by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or (b) the fact of such relationship or interest is disclosed or known to the Board members entitled to

vote and they authorize, approve or ratify such contract, transaction or determination by vote or written consent; or (c) the contract, transaction or determination is fair and reasonable to the corporation.

3.16.2 Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or committee which authorizes or ratifies such contract, transaction or determination. The interested Directors shall not be disqualified from voting as shareholders for ratification or approval of such contract, transaction or determination.

3.16.3 None of the provisions of this section shall invalidate any contract, transaction or determination which would otherwise be valid under applicable law.

3.17 *Liability of Directors.* No director of the corporation shall be personally liable to the corporation for monetary damages for conduct as a director; provided that this section shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Oregon Nonprofit Corporation Act, as amended. No amendment to the Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission that occurs before the effective date of such amendment.

3.18 *Committees.*

3.18.1 *Standing or Temporary Committees.* The Board, by resolution adopted by a majority of the number of Directors fixed in the manner provided by these Bylaws, may appoint standing or temporary committees from its own number and invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by the Board and by applicable law.

3.18.2 *Minutes of Meetings.* All committees so appointed shall keep regular minutes of their meetings and shall cause them to be recorded in books kept for that purpose.

3.18.3 *Resignation.* Any member of any committee may resign at any time by delivering written notice thereof to the Chairman of the Board, the President, the Secretary, the Board, or the Chairman of such committee, or by giving oral notice at any meeting of such Committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.18.4 *Removal.* The Board may remove from office any member of any committee elected or appointed by it, but only by the affirmative vote of not less than a majority of the number of Directors fixed in the manner provided by these Bylaws.

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*Article 4*  
OFFICERS

4.1 *Officers.* The officers of the Corporation shall be a President, Secretary, Treasurer and such Vice Presidents as determined appropriate or necessary by the Board. The President shall be designated by the Board to carry out the duties and responsibilities as outlined in Section 4.5 below. Any two offices may be held by the same person, except the offices of President and Secretary.

4.2 *Election and Term of Office.* All officers of the corporation shall be elected by the Board and, except as otherwise provided in Section 4.4 below, each shall hold office until his successor is elected. The officers shall have such duties, in addition to those expressed herein, as the Board shall specify from time to time.

4.3 *Resignation and Removal.* Any officer may resign at any time by giving written notice to the President or to the Secretary. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any elected or appointed officer may be removed at any time by the Board.

4.4 *Vacancies.* A vacancy in any office may be filled by the Board for the unexpired portion of the term.

4.5 *Duties of Officers.*

4.5.1 *President.* The President shall be the principal corporate officer of the corporation and shall preside at all meetings of the Board, and shall be an ex officio member without vote of all committees.

4.5.2 *Vice President.* In case of the death or absence of the President, or of his inability from any cause to act, one of the Vice Presidents, in the order of their seniority, shall perform the duties of his office.

4.5.3 *Secretary.* The Secretary shall provide for the keeping of the minutes of all meetings of the Board, shall send or cause to be sent appropriate notices and prepare agenda for all meetings of the Board, and shall act as custodian of all records and reports, and shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President.

4.5.4 *Treasurer.* The Treasurer shall keep or cause to be kept correct and accurate accounts of the property and financial transactions of the corporation and in general perform all duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the President.

## *Article 5*

### STAFF

5.1 *Employment.* The Board may employ such personnel as are necessary to carry on the purposes of the corporation. Board members may also be employees of the corporation.

## *Article 6*

### CONTRACTS, LOANS, CHECKS, AND DEPOSITS

6.1 *Contracts.* The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

6.2 *Loans.* No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. 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 evidenced of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board.

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

## *Article 7*

### MISCELLANEOUS

7.1 *Waiver of Notice of Meetings.* Whenever any notice is required to be given to any board member of the corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation 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.

7.2 *Books and Records.* The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceeds of its Board.

7.3 *Amended Bylaws.* These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board at any regular or special meeting of the Board, but only if a notice, stating that alterations, amendments, or repeal of Bylaws will be considered at the meeting, has been given at least three (3) days in advance of such regular or special meeting by written notice delivered personally or mailed to each Board member at his or her business or residential

address, or by telegram.

7.4 *Indemnification.* To the extent of its assets the Corporation shall indemnify any Board member or officer or former Board member or officer of the Corporation against claims, liabilities, expenses and costs necessarily incurred by him in connection with the defense, compromise or settlement of any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been such Director or officer, except in relation to matters as to which such person shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of duty to the Corporation, to the extent not otherwise compensated, indemnified or reimbursed by insurance.

7.5 *Investments.* The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a Board member is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended.

7.6 *Nondiscriminatory Policy.* The corporation's programs serve persons of any sex, race, color, national and ethnic origin and all persons are entitled to the same rights, privileges, programs, and activities generally accorded or made available to persons served by the corporation's programs. The corporation does not discriminate on the basis of sex, race, color, national and ethnic origin in administration of its policies or programs.

*Adopted* this 25<sup>th</sup> day of February, 2005.

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Kathy Beykovsky, Secretary