

Bylaws

Oregon Organization Development Network (OODN)

Submitted to the membership by the board on April 25, 2016

Approved as of May 16, 2016

ARTICLE I: NAME

Section 1. Name. The name of the organization shall be Oregon Organization Development Network (hereafter referred to OODN). It is a nonprofit incorporated under the laws of the State of Oregon and exempt under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE II: OFFICES

Section 1. Offices. The offices of the organization shall be within the State of Oregon.

ARTICLE III: PURPOSE

Section 1. Purpose. OODN is organized and operated exclusively for charitable, scientific, literary, religious and educational purposes. The primary purpose of this organization is to provide professional development for persons in the organization development field.

ARTICLE IV: MEMBERSHIP

Section 1. Classes and Voting. There shall be one class of members. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation or the bylaws.

Section 2. Eligibility for Membership. The board will set dues, fees and terms of chapter membership by board policy or action. Membership is open to anyone interested in the field. A member in good standing is one who meets membership requirements and pays dues for a membership year. All references to members in these bylaws refer to members in good standing.

Section 3. Resignation and / or Termination of Membership. Any member may resign by filing a written resignation with the Secretary. Dues already paid are nonrefundable.

The Board of Directors may terminate a member for not paying dues or money owed the chapter, for violating these bylaws, or for not behaving in the best interests of the chapter, by a vote of two-thirds of the directors then in office. The Board of Directors shall give the member at least 15 days written notice by first class mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

Section 4. Annual Meeting. An annual meeting of the members shall be held, the specific date, time and location of which will be designated by the President of the Board. At the annual meeting, the Board will report on the activities and financial condition of the organization.

Section 5. Special Meetings. Special meetings may be called by the President of the Board or by a simple majority of the Board of Directors. A petition signed by 25% of the voting members can also trigger a special meeting.

Section 6. Notice of Annual Meetings. Notice of all meetings of the members shall be given to each member at the last address of record, by first class mail or electronic mail at least 10

business days before the meeting. The notice shall include the date, time, place and purpose of the meeting.

Section 7. Quorum and Voting at Annual Meetings. A simple numerical majority of current members present constitutes a quorum. A simple numerical majority of the members present also is required for any vote to pass, unless these bylaws or the law provide differently. There is no voting by proxy.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Duties. The board is responsible for overall policy and direction of the organization and may delegate responsibilities to appointed leaders and staff. The board receives no compensation.

Section 2. Qualification and Number. Directors must be members of OODN. The number of Directors may vary between a minimum of three and a maximum of nine.

Section 3. Board Positions. Board positions include President and Secretary and any additional positions as determined by the board. Positions can be elected or appointed.

Section 4. Terms. Board members serve a minimum of a one year term and are eligible for re-election.

Section 5. Board Elections. New directors and current directors shall be elected or re-elected by the members through electronic ballot. Directors will be elected by a simple majority of members voting.

On an annual basis, the President creates a Nominating Committee comprised of at least one board member and one regular member to develop a slate of prospective board members.

Section 6. Meetings and Notices. The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance. The board will make its minutes and financial reports available to members.

Section 7. Quorums. A quorum to conduct board business is a simple numerical majority of all filled board positions. A quorum to vote on specific board business is a simple numerical majority of those board members present.

Section 8. Vacancies. When a vacancy on the board exists mid-term, the board may appoint a member to fill the vacancy for the remainder of the term.

Section 9. Resignations and Terminations. Resignation from the board must be in writing and received by the Secretary. A board member may be removed by a simple numerical majority of the remaining directors.

Section 10. Special Meetings. Special meetings of the board shall be called upon the request of the President, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

Section 11. Meeting by Telecommunication or Computer. Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications or electronic means, as long as all Directors can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating

Directors. All participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

ARTICLE VI. COMMITTEES

Section 1. Committee Formation. The board may create or dissolve committees as needed, such as nominating, financial review, program development, membership, etc. The President appoints all committee chairs. All committees are subject to board direction and oversight.

ARTICLE VII. OFFICERS

Section 1. Officers. The officers of this organization shall be the President and Secretary and any additional officers as determined by the board.

Section 2. President. The President manages the organization according to these bylaws and the laws of the State of Oregon. The President presides at, and sets the agenda for, Board meetings and membership meetings, except as otherwise provided in these bylaws. The President also directly supervises any paid staff.

Section 3. Secretary. This position serves as the organization's secretary. This position has overall responsibility for all recordkeeping, including recording board and membership minutes, provision of notice of board and membership meetings, authentication of records, and maintenance of current and accurate membership lists.

ARTICLE VIII. AMENDMENTS to BYLAWS

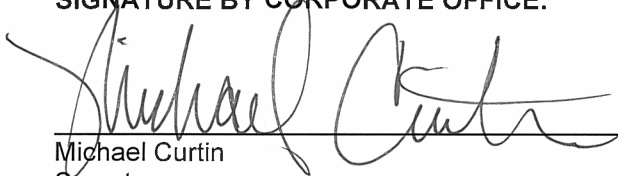
Either the Board of Directors or a member may propose amendments to these bylaws.

Current members may vote to accept any proposed amendments by a simple numerical majority of the members voting. Notice of intent to amend the Bylaws, describing the date, time, place for voting and including a copy of the proposed amendments, shall be delivered to each member personally or by telephone or by mail or electronic mail not less than 14 days prior to the intent to vote.

DATE ADOPTED: May 16, 2016

I certify that these bylaws are a true copy of the bylaws of this chapter.

SIGNATURE BY CORPORATE OFFICE:



Michael Curtin
Secretary

5.16.16
Date