

RESTATED BYLAWS OF FOUR RIVERS HEALTHY COMMUNITY, INC.

Article I. Name and Purpose.

Section 1. Name. The name of the Corporation is Four Rivers Healthy Community, Inc. (hereinafter "Corporation"). Corporation is a non-profit Corporation incorporated under the laws of the State of Oregon.

Section 2. Purpose. The Corporation is organized and operated exclusively to carry out charitable, educational, literary, and scientific purposes. Incidental to this stated purpose herein and limited by the Articles of Incorporation, the Corporation shall engage in any lawful activities, none of which are for profit, for which Corporation is organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

The mission statement of the Corporation shall be "Making our community a safe and healthy place to live, work, raise a family, and enjoy."

The vision of the Corporation is the community vitality demonstrated in areas of health, education and support, basic needs, and leadership.

Article II. Membership.

Section 1. Eligibility for Membership. Application for voting membership shall be open to any person, property owner, and business operator which supports the purpose statement in Article I Section 2 above. Membership shall be granted pursuant to policies and procedures established by the Board of Directors for the admission of new Members to the Corporation. All membership shall be granted upon a majority vote of the Board of Directors.

Section 2. Annual Dues. The amount required for annual dues shall be \$_____ each year, unless changed by a majority vote of the Board of Directors. Continued Membership is contingent upon being up to date on Membership dues.

Section 3. Rights of Members. Each Member shall be entitled to one vote on all matters to which a membership vote is required by law or these Bylaws.

Section 4. Resignation and Termination. Any Member may resign by filing a written resignation with the Secretary. Resignations shall not relieve the Member of unpaid dues or other charges previously accrued. A Member can have their Membership terminated by the majority vote of the Board of Directors upon notice given to the Member at least fifteen (15) days in writing by first class certified mail of the event to terminate and the reasons for the termination and an opportunity for the Member to be heard by the Board of Directors, in writing, not less than five (5) days before the Effective Date of the termination. A decision by the Board of Directors to terminate a Member shall be final and shall not be reviewable by any Court.

Article III. Meetings of Members.

Section 1. Annual Meetings. An annual meeting of the Members shall take place, the specific date, time and location of which will be designated by the Board of Directors. At the annual meeting, the Members shall elect Directors and receive reports on the activities of the Corporation and the direction of the Corporation for the coming year.

Section 2. Special Meetings. Special meetings may be called by the Board of Directors, or by petition of at least ten percent (10%) of the Voting Members, signed, dated and delivered to the Corporation's secretary. In the event of a special meeting called by a Petition of the Voting Members, the Petition shall specify the purpose of the special meeting.

Section 3. Notice of Meetings. Notice of each meeting shall be given to each Voting Member at the address of record provided by the Member. Notice by email shall be permitted in the event the address provided by the Member is an email address. Notice shall be given not less than two (2) weeks prior to the date set for the meeting and shall include the date, time, place and purpose of the meeting.

Section 4. Quorum. The Members present at any properly announced meeting shall constitute a quorum.

Section 5. Voting. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Article IV. Board of Directors.

Section 1. Board Role and Size. The Board of Directors shall be responsible for the overall policy and direction of the Corporation and shall delegate responsibility of day to day operations to staff members and appropriate committees. The Board shall have up to fifteen (15), but not fewer than ten (10) members.

Section 2. Terms. All Board Members shall serve three (3) year terms and shall be eligible for reelection for an unlimited amount of terms. The terms of Directors shall be staggered so that the term of no more than one-third of the existing Board's Terms shall be set to expire in any given year.

Section 3. Board Elections. New Directors and current Directors shall be elected or reelected by the Voting Members at the annual meeting. Directors will be elected by a simple majority of Members present at the annual meeting.

Section 4. Quorum. A quorum shall consist of a majority of Board Members for business transactions to take place and motions to pass.

Section 5. Officers and Duties. There shall be four (4) Officers of the Board, consisting of a President, Vice President, Secretary, and Treasurer. The duties of the respective officer positions shall be as follows:

5.1 The President shall be the Chief Officer of the Corporation and shall act as the Chair of the Board and shall preside or arrange for other officers to preside at each meeting in the following order: Vice President, Secretary, and Treasurer. The President shall have any other powers and duties as may be prescribed by the Board of Directors from time to time.

5.2 The Vice President shall be the Chief Officer of the Corporation and shall act as the Chair of the Board in the event of the absence or inability of the President for the Corporation. The Vice President shall have any other powers and duties as may be prescribed by the Board of Directors from time to time.

5.3 The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of Minutes at all Board Meetings, sending out meeting announcements and notices, distributing copies of minutes and the agenda to each Board Member and insuring that corporate records are appropriately maintained. In addition, the Secretary shall be responsible for maintaining current and accurate membership lists with addresses and for authenticating the records of the Corporation as well as any other duties that may be prescribed by the Board of Directors.

5.4 The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) maintenance of full and accounts of all financial records of the Corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories that may be designated by the Board of Directors or appropriate committee; (c) disbursement of all funds when proper to do so; (d) presentation of financial reports as to the financial condition of the Corporation as to the Board of Directors; and (e) any and all other duties that may be prescribed by the Board of Directors.

Section 6. Meetings and Notice. The Board of Directors shall meet regularly and at least quarterly, at an agreed upon time and place. An official Board Meeting requires each Board Member have written notice at least five (5) days in advance.

Section 7. Special Meetings. Special meetings of the Board of Directors shall be held at time and place determined by the Board of Directors. Notice of such meeting describing the date, time, place, and purpose of the meeting shall be delivered to each Director personally or by telephone, mail or email not less than two (2) days prior to the date set for the special meeting.

Section 8. Alternative Meeting Venue. Any regular or special meeting of the Board of Directors may be conducted through the use of any means of communication by which all Directors participating may simultaneously hear and/or read each other and have the ability to respond during the meeting.

Section 9. Action by Consent. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a Board Meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors. A written communication includes a communication that is transmitted or received by electronic means. Signing shall include an electronic signature that is executed or adopted by a Director with the intent to sign.

Article V. Committees.

Section 1. Committee Formation. The Board may create committees as needed. The Board of Directors shall appoint all committee chairs and committee members. Such committees may exercise the authority of the Board of Directors or may be deemed advisory committees only at the discretion of the Board of Directors.

Section 2. Executive Committee. The Board of Directors may appoint an Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors including the authority to make financial and budgetary decisions, the Executive Committee shall be subject to the direction and control of the full Board of Directors.

Section 3. Healthy Community Committee. The Board of Directors shall establish a committee consisting of at least ____ Members known as the Healthy Community Committee. Subject to oversight by the full Board of Directors, the Healthy Community Committee shall be responsible for the following activities of the Corporation:

3.1 The promotion of proactive strategies to increase the number of people of all ages who are healthy and avoid risky behaviors;

3.2 Promote proactive strategies and encourage community involvement from people of all ages and backgrounds.

3.3 Promotion of strategies that increases success in children, youth, and adults.

3.4 Promotion and proactive strategies that increase the safety and overall well-being of children, youth, adults and families.

The Committee shall have the full power and authority of the Board of Directors in the intervals between meetings of the Board of Directors to promote and carry out the purposes and functions of the Communities as set forth above.

Section 4. Community Foundation Committee. The Board of Directors shall select at least ____ Members to serve on the Community Foundation Committee. Subject to the oversight and control of the full Board of Directors, the Community Foundation Committee shall be responsible for the following actions and activities of the Corporation:

4.1 Administration of property donated to the Corporation for charitable, educational and scientific purposes.

4.2 Distribution of property for such purposes in accordance with the terms of gifts, bequests or devises to the Corporation for charitable, educational, and scientific purposes for and in accordance with determination by the full Board of Directors pursuant to the Articles of Incorporation and these Bylaws.

4.3 Distribution of property qualified for charitable, educational, and scientific organizations and to governmental units.

4.4 To do and perform such acts as may be necessary or appropriate in carrying out the purposes to exercise any of the powers granted to non-profit corporations by the Oregon Non-Profit Corporation Act, as amended from time to time, consistent with the Corporation's status as an organization which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and to which contributions are deductible under the same Internal Revenue Code.

Pursuant to the above activities, the Community Foundation Committee shall administer and distribute the property held by the Corporation in a manner that best serves the charitable, educational and scientific needs of the geographical area identified for service by the Board of Directors and shall have the power in carrying out such duty to modify any restriction or condition on the distribution of funds for any specified charitable, educational or scientific purposes or to specify organizations or governmental units if, in the sole judgment of the Committee, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable, educational, and scientific needs of the geographical area serviced by the Corporation.

Section 6. General Powers and Limitations. The full Board of Directors shall have the power at any time to fill vacancies in, to change the size or Membership of, and to discharge any committee. The President, subject to ratification by resolution adopted by the full Board of Directors at or before its next scheduled meeting shall have the power at any time to fill any vacancies in any committee and any general or special distribution committee. Each committee shall have and may exercise such power as may be conferred or authorized in these Bylaws or by the resolution appointing such powers to a committee; provided, however, that no such committee shall have the authority to approve or recommend dissolution, merger, or the sale, pledge or transfer of all or substantially all of the Corporation's assets; elect, appoint, or remove Directors or fill vacancies on the Board of Directors or on any of its committees; or adopt, amend or repeal of the Articles of Incorporation or these Bylaws. The creation of, delegation of authority to, or action by a committee shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it, him or her by law and shall not alone constitute compliance by the Board of Directors or any individual Director with the standards of conduct described in the Oregon Non-Profit Corporation Act, as amended from time to time.

Section 7. Quorum. A majority of the members of a committee shall constitute a quorum, and any transaction of a committee shall require a majority vote of the quorum present at any meeting. Except as provided in these Bylaws, each member

of a committee, including the person presiding at the meeting, shall be entitled to one vote.

Section 8. Removal of Committee Members. The Board of Directors, by resolution adopted by a majority of the Directors in office, may remove at any time, with or without cause, a Member or Members of any committee.

Section 9. Meetings. Regular meetings of any committee may be held without notice at such times and place as the Committee may fix from time to time by resolution. Special meetings of any committee may be called by any committee member thereof upon not less than two days' notice to each Member of the date, time, and place of the meeting, which notice may be written or oral, and if written, shall be given and delivered as provided by the provisions of these Bylaws related to the delivery of notices. Each committee shall keep minutes of its proceedings and make written report to the Board of Directors of its action within a reasonable time subsequent to the meeting.

Article VI. Director and Staff.

The Board of Directors may elect to employ an executive director. Any executive director shall be hired by the Board. Executive Director shall have day to day responsibilities for the Corporation, including carrying out the Corporation's procedures and policies. The Executive Director will attend all Board and Committee meetings, report on the progress of the Corporation, answer questions of the Corporation and the Committees, answer questions of the Board Members and carry out the duties described in the job description. The Board shall retain the authority designated and any other duties and responsibilities as deemed appropriate from time to time.

Article VII. Dissolution of the Corporation.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by a court with appropriate subject matter jurisdiction in which the County in which the principal office of the Corporation is then located, exclusive for the purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article VIII. Corporate Indemnity.

The Corporation shall indemnify to the fullest extent permitted by law any person who is made or threatened to be made a party to an action, suit or other proceeding by reason of the sole fact that the person is or was a director, officer, employee, volunteer, or agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation. No amendment to these Articles that limits the Corporation's obligations to

indemnify any person shall have any effect on this obligation for any act or omission that occurs prior to the later date of the effective date of the amendment or the date notice of the amendment is given to the affected person. The Corporation shall interpret this indemnification provision to extend to all persons covered by the business in the most liberal possible indemnification substantively, procedurally, and otherwise.

**Article IX.
Amendment.**

The Board of Directors shall have the sole right to amend or repeal these Bylaws and may vote to amend or repeal these Bylaws or to adopt new bylaws by a majority vote of Directors present, if a quorum is present. Prior to the vote on the adoption of any amendment, each Director shall be given at least two days' notice of the date, time, and place of the meeting at which proposed amendments shall be considered and the notice shall state that one of the purposes of the meeting to be considered is a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment or restated Bylaws.

Certification:

These Bylaws were approved at a meeting of the Board of Directors by a majority vote on _____, 2014.

President

Vice President

Secretary

