

# OREGON NONPROFIT CORPORATION BYLAWS

## ARTICLE I – NAME AND PRINCIPAL OFFICE

Section 1. Name. The name of this nonprofit corporation (the “Corporation”) is the name stated in its Articles of Incorporation.

Section 2. Principal Office. The principal office of the Corporation shall be located in the State of Oregon. The Corporation may have such other offices as the Board of Directors may determine.

## ARTICLE II – PURPOSES

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Oregon Nonprofit Corporation Act for charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE III – MEMBERS

The Corporation shall have no members. The management and control of the affairs of the Corporation shall be vested in the Board of Directors.

## ARTICLE IV – BOARD OF DIRECTORS

### Section 1. General Powers.

The affairs of the Corporation shall be managed by its Board of Directors. The Board shall have all powers necessary for the governance and control of the Corporation.

### Section 2. Number, Tenure, and Qualifications.

The number of Directors shall be no less than three (3) and no more than fifteen (15), as determined from time to time by the Board. Each Director shall hold office for a term of three years and until a successor is elected and qualified. Directors must be natural persons at least 18 years of age.

### Section 3. Election and Removal.

Directors shall be elected by the existing Board at the annual meeting. Any Director may be removed, with or without cause, by a two-thirds majority vote of the Board then in office at any regular or special meeting called for that purpose.

### Section 4. Vacancies.

Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall serve for the unexpired term of their predecessor.

## ARTICLE V – MEETINGS OF THE BOARD OF DIRECTORS

### Section 1. Annual Meeting.

The annual meeting of the Board shall be held at such time and place as the Board shall determine for the purpose of electing Directors and transacting other business.

### Section 2. Regular Meetings.

Regular meetings shall be held at such times as the Board may determine but not less than two times per year.

**Section 3. Special Meetings.**

Special meetings may be called by the Chair, the President, or any two Directors upon at least two days' notice to each Director.

**Section 4. Place of Meetings.**

All meetings shall be held at the principal office of the Corporation or at such other place as may be designated by the Board.

**Section 5. Quorum.**

A majority of the Directors then in office shall constitute a quorum for the transaction of business. Actions approved by a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board.

**ARTICLE VI – OFFICERS**

**Section 1. Officers.**

The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as the Board may from time to time elect.

**Section 2. Election and Term of Office.**

Officers shall be elected by the Board at the annual meeting and shall hold office for one year and until their successors have been elected and qualified.

**Section 3. Removal and Vacancies.**

Any officer may be removed with or without cause by the Board at any regular or special meeting. Vacancies shall be filled by the Board for the unexpired term.

**ARTICLE VII – DUTIES OF OFFICERS**

**Section 1. President.**

The President shall be the principal executive officer and shall supervise and control the affairs of the Corporation, preside at all meetings of the Board, and perform other duties as assigned by the Board.

**Section 2. Secretary.**

The Secretary shall keep the minutes of all meetings, maintain all corporate records, give notices as required, and perform other duties as directed by the Board.

**Section 3. Treasurer.**

The Treasurer shall have custody of all funds, keep accurate financial records, render financial reports as requested, and oversee the Corporation's financial affairs.

**ARTICLE VIII – COMMITTEES**

The Board may establish one or more committees and appoint members of the Board or others to serve on such committees. Each committee shall have such powers and duties as delegated by the Board.

**ARTICLE IX – CONFLICT OF INTEREST**

No Director, officer, or committee member shall participate in any decision in which they have a direct or indirect financial interest without fully disclosing such interest to the Board and abstaining from voting or influencing such decision.

**ARTICLE X – FISCAL YEAR**

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

**ARTICLE XI – AMENDMENTS**

These Bylaws may be amended, altered, or repealed by a two-thirds majority vote of the Board of Directors at any regular or special meeting, provided that at least seven days' written notice of the proposed amendment(s) is given.

**ARTICLE XII – DISSOLUTION**

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 a state or local government for a public purpose, as determined by the Board.

**SECRETARY'S SIGNATURE**

**PRESIDENT'S SIGNATURE**

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

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