

**NINTH RESTATED BYLAWS
FOR
OREGON WOMEN LAWYERS FOUNDATION**

ARTICLE I: NAME

The name of this Corporation is Oregon Women Lawyers Foundation or OWLS Foundation.

ARTICLE II: OFFICES

The Corporation shall maintain in the State of Oregon a registered office and a registered agent located at the registered office. The Board of Directors may, at any time, change the location of the registered office and the person designated as the registered agent. The Corporation may also have other offices at such places as the Board of Directors may fix by resolution.

ARTICLE III: PURPOSE

This Corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this Corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

This Corporation's primary purpose shall be to seek to advance and enhance equity, inclusion and belonging in the Oregon legal profession and to promote access to justice for underserved people.

ARTICLE IV: NONMEMBERSHIP

This Corporation shall have no members.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Duties. The affairs of the Corporation shall be managed by the Board of Directors (also known as the Board).

Section 2. Number. The number of Directors may vary between a minimum of eleven and a maximum of twenty-one.

Section 3. Term and Election. The term of office for Directors (also known as Board Members) shall be three years. The Board of Directors may arrange for its Board Members' terms to be staggered by electing some of the initial Board Members to a single one-year term and some to a two-year term and some for a three-year term. A Director may be reelected without limitation on the number of terms s/he may serve. The Board shall elect its own Board Members, and a Board Member may vote on that Board Member's own position.

Section 4. Removal. The Board may remove any Board Member, with cause, by a vote of two-thirds of the Board Members then in office.

Section 5. Vacancies. Vacancies on the Board of Directors and newly created Board positions will be filled by a majority vote of the Board Members then in office.

Section 6. Quorum and Action. A quorum at a Board meeting shall consist of a majority of the number of Board Members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the Directors present. Where the law requires a majority vote of the Directors in office to amend the Articles of

Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, to establish committees to exercise Board functions, or for other matters, such action is taken by that majority as required by law.

Section 7. Regular Meetings. Regular meetings of the Board of Directors shall be held at the time and place to be determined by one of the Officers of the Corporation. No other notices of the date, time, place or purpose of these meetings is required, except for notice of election or removal of Board Members or Officers, expenditures in excess of \$1,000, or changes to Bylaws.

Section 8. Special Meetings. Special meetings of the Board of Directors shall be held at the time and place to be determined by one of the Officers of the Corporation. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Board Member personally, by telephone, by facsimile, by e-mail, or by mail not less than five days prior to the special meeting.

Section 9. Action by Electronic Communication. Any action may be taken by the Board of Directors without a meeting by electronic communication in which all Board Members participating may communicate with each other, including by e-mail messages in which all members are individually copied or copied through the Board Members' electronic mailing list. Notice of any action without a meeting may be given by e-mail to the Board Members' electronic mailing list on behalf of all the Board Members then in office.

Section 10. No Salary. Board Members shall not receive salaries for their Board services, but may be reimbursed for out-of-pocket expenses related to Board service.

Section 11. Advisory Board. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate or appoint an Advisory Board of Directors. The number of Advisory Board members may vary from time to time. The term of each

Advisory Board member shall be four years and may be renewed. The purpose of the Advisory Board shall be to advise the Board and to assist it with special projects as the Board may request of the Advisory Board from time to time. No Advisory Board member shall be empowered to vote on any issue before the Board. The Secretary shall distribute to the Advisory Board members copies of the final minutes of each meeting of the Board of Directors.

Section 12. Waiver of Notice. If notice has not been given as required in these Bylaws, the Board may vote to waive the notice requirement if two-thirds of all the Board Members then in office consents to such waiver.

Section 13. Conflict of Interest. Board Members shall disclose to the Board any financial interest which the Board Member directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested Board Member shall abstain from voting on the transaction.

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the Corporation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

ARTICLE VI: COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the Officers of the Corporation. The Executive Committee shall have the power to make ongoing decisions between Board meetings and shall have the power to make financial and budgetary decisions.

Section 2. Other Committees. The Board of Directors may establish such other committees as it deems necessary and desirable. Unless otherwise authorized by the Board of Directors, such committees shall not exercise functions of the Board of Directors but shall be advisory committees.

Section 3. Composition of Committees Exercising Board Functions. Any committee that is authorized to exercise any function of the Board of Directors shall be composed of two or more Board Members, elected to the committee by the Board of Directors by a majority vote of all Board Members then in office or approved by the Executive Committee.

Section 4. Limitations on the Powers of Committees. No committee may authorize payment of any part of the income or assets of the Corporation to its Directors or Officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the Board; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

ARTICLE VII: OFFICERS

Section 1. Titles. The Officers of this Corporation shall be the President, Vice President or President-Elect, Secretary, Treasurer and Historian.

Section 2. Election. The Board of Directors shall elect the President, Vice President or President-Elect, Secretary, and Historian to serve one- or two-year terms, as may be determined by the Board. The Board of Directors shall elect the Treasurer to serve one two-year term. The Treasurer may serve a third, fourth, fifth and sixth year, if so elected by the Board, but shall not serve more than six consecutive years. Any one person may hold two offices simultaneously, except that the President shall not also be the Secretary or

Treasurer at the same time.

Section 3. Vacancy. A vacancy of the office of President, Vice President or President-Elect, Secretary, Treasurer or Historian shall be filled not later than the first meeting of the Board of Directors following the vacancy.

Section 4. Other Officers. The Board of Directors may elect or appoint other Officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors. The Board of Directors may choose not to fill an office if the duties of that office will be delegated to one or more of the remaining Officers.

Section 5. President. The President shall be the executive officer of the Corporation, shall have responsibility for the general management of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 6. Vice President or President-Elect. In the absence of the President or in event of the President's death, inability or refusal to act, the Vice President or President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President or President-Elect shall perform such other duties as from time to time may be assigned by the President or Directors.

Section 7. Secretary. The Secretary shall keep the minutes of the Directors' meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required; be custodian of the corporate records of the Corporation; and, 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 or by the Directors.

Section 8. Treasurer. The Treasurer shall have charge and custody of and be responsible for supervising all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Directors.

Section 9. Historian. The Historian shall have charge and custody of and be responsible for the archives and general historical information of the Corporation; prepare and keep current a record of functions, events and other activities of the Corporation to add to the archives; promote the collection of information relating to the history of Oregon Women Lawyers Foundation; and perform all other duties incident to the office of Historian and such other duties as from time to time may be assigned by the President or by the Directors.

Section 10. Related Persons Limitations. No two Officers may be members of the same family or firm.

ARTICLE VIII: AMENDMENTS TO BYLAWS

These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a majority vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each Board Member shall be given at least ten (10) business days' notice of the date, time, and place of the meeting at which the proposed amendment

is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

ARTICLE IX: RELEASE FROM LIABILITY

To the fullest extent permitted by the Oregon Nonprofit Corporation Act, no Director shall be held personally liable to the Corporation or its members for monetary damages for conduct as a Director.

ARTICLE X: INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act, any person who has been made, or is threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including any action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was an unpaid Director, Officer, committee member or agent of the Corporation, or an unpaid fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a Director or an Officer or as a fiduciary of an employee benefit plan of another association, corporation, partnership, joint venture, limited liability company, trust or other enterprise. The right to and the amount of indemnification shall be determined in accordance with the provisions of the Oregon Nonprofit Corporation Act in effect at the time of the determination.

To the fullest extent permitted by the Oregon Nonprofit Corporation Act, the Corporation shall pay for or reimburse any and all reasonable expenses incurred by an

unpaid Director, Officer, committee member, agent or fiduciary of the Corporation who is a party to a proceeding in advance of the final disposition of the proceeding.

The Corporation may indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including any action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a paid Officer, committee member, employee or agent of the Corporation, or a paid fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a Director or an Officer or as a fiduciary of an employee benefit plan of another association, corporation, partnership, joint venture, limited liability company, trust or other enterprise. The right to and the amount of indemnification shall be determined in accordance with the provisions of the Oregon Nonprofit Corporation Act in effect at the time of the determination.

To the fullest extent permitted by the Oregon Nonprofit Corporation Act, the Corporation may pay for or reimburse any and all reasonable expenses incurred by a paid Officer, committee member, employee, agent or fiduciary of the Corporation who is a party to a proceeding in advance of the final disposition of the proceeding.

The right to indemnification, and to the payment or reimbursement of expenses with regard to a proceeding conferred in this Article shall not be exclusive of any other rights to which any person may be entitled or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, Action by the Board of Directors, or otherwise, and shall continue as to any person who has ceased to be a Director, Officer, committee member, employee, agent or fiduciary of the Corporation, and shall inure to the benefit of the heirs,

executors, and administrators of such person.

DATE ADOPTED: January 18, 2023.

Trudy Allen, Secretary