

**AMENDED BYLAWS  
OF  
OREGON NATIONAL GUARD BENEFITS, INC.,  
an Oregon Nonprofit Corporation**

**ARTICLE I  
NAME and LOCATION**

**1-1.** The name of this Corporation is **OREGON NATIONAL GUARD BENEFITS, INC.** (also referred to herein as **"The Corporation," "ORNG Benefits, Inc."** or **"Benefits, Inc."**)

**1-2. PRINCIPAL OFFICE:** The principal office for the transaction of the activities and affairs of the Corporation is located at the Oregon Military Department, 1776 Militia Way SE, Marion County, Salem, Oregon 97309-5047 in conjunction with the Oregon National Guard Association. The Corporation's mailing address is PO Box 12988, Salem, Oregon 97309-0988. The Board of Directors ("the Board") may change the mailing address or principal office. A change form will be filed with the State by the Secretary, and noted when Bylaws are amended later.

**ARTICLE II  
PURPOSE AND DEFINITIONS**

**2-1. PURPOSE:** This ORNG Benefits, Inc. is a mutual benefit nonprofit corporation and is not organized for the private gain of any person except that reasonable compensation may be paid for services rendered to or for the Corporation. It is organized under the Oregon Nonprofit Corporation Act exclusively for providing benefits to the Members of the Oregon National Guard Association, the Enlisted Association of the National Guard, State of Oregon and all other Members of the Oregon National Guard. Any income to the Corporation from the provision of such benefits, after payment of expenses, may be distributed to or for the benefit of the Oregon National Guard Association and the Enlisted Association of the National Guard, State of Oregon, for the general purposes of such organizations and not the private gain of any individual. The corporation is a tax-exempt organization under Section 501 (c) (19) of the Internal Revenue Code of 1986, as amended.

**2-2.** The Corporation shall not discriminate against any person on the basis of race, color, age, gender, or religion.

**2-3. DEFINITIONS:**

- a. Corporate Directors: Presidents of each association, the ORNG Association and the Enlisted Association of Oregon.*
- b. Board: Appointed Representatives of their respective associations. Appointed by the Directors.*
- c. Officers: Are the members of the Board and conduct the normal business of the ORNG Benefits, Inc.*
- d. Where covered in these by-laws, the term, ORNG Benefits, Inc., or Benefits, Inc. or "the Corporation", it means "Oregon National Guard Benefits, Inc."*

**ARTICLE III  
ORGANIZATION  
BOARD AND OFFICERS**

**3-1. THE BOARD:**

- a. The Board consists of six (6) Officers: three (3) each from the ORNGA and the EANGOR.
- b. The Board will be organized by electing the following positions:
  - 1) President
  - 2) Vice-president (ORNGA rep)
  - 3) Vice-president (EANGOR rep)
  - 4) Treasurer
  - 5) Secretary
  - 6) Member-at-large

**3-2. BOARD POSITIONS:** The officers of the Board shall include a President, a Secretary, and a Treasurer. The Board shall also have two Vice-Presidents, one of whom shall be appointed by the Board Members appointed by the Officer association (ORNGA) and the other shall be a person appointed by the Board Members appointed by the Enlisted association (EANGOR). The Board shall also have, one member-at-large. Board members may also be assigned as an assistant Secretary, or assistant Treasurer.

**3-3. ELECTION OF OFFICERS:** Except as other provided, the officers of the Board shall be chosen by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

**3-4. REMOVAL OF OFFICERS:** Subject to the rights, if any, of an officer under any contract of employment may be removed, with or without cause, by the Board, or the appointing Director. All material related to Benefits, Inc. shall be returned to the Board promptly.

**3-5. RESIGNATION OF OFFICERS:** Any officer may resign upon written notice to the Board without prejudice to the rights, if any, of the Corporation or the Board under any contract to which the officer is a party.

**3-6. VACANCIES IN OFFICE:** A vacancy occurring in any office because of death, resignation, removal or other cause, shall be filled in the manner prescribed in these Bylaws for regular appointment to that office.

**3-7. RESPONSIBILITIES OF OFFICERS:**

a. **President.** Subject to the control and supervision of the Board, the President shall generally supervise, direct and control the activities and affairs and the officers of the Board. The President shall preside at all meetings of the Board. The President shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

b. **Vice Presidents.** In the absence or disability of the President, the Board will appoint one of the Vice Presidents to perform all of the duties of the President, and, when so acting, shall have all the powers of and by subject to all of the restrictions upon the President. The Vice Presidents

shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board or the Bylaws.

c. **Secretary.**

1. **Book of Minutes.** The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board and of committees of the Board. The Secretary shall also keep, or cause to be kept, at the principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date.

2. **Seal and Other Duties.** The Secretary shall give, or cause to be given, notice of regularly required meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the seal of the Corporation, if any [none at this time], in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

d. **Treasurer.**

1. **Books of Account.** The Treasurer of the Board shall keep or maintain, or cause to be kept or maintained, adequate and correct books and accounts of the properties and transactions of the Corporation, and shall send or cause to be sent to the Board and the Directors, such financial statements and reports as are required by law or these Bylaws to be given. The books of account shall be open to inspection by any Director or officer at all reasonable times.

2. **Deposit and Disbursement of Money and Valuables.** The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board, shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the Board or the President, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation and shall have other powers to perform such other duties as may be prescribed by the Board or the Bylaws.

3. **Bond.** If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Treasurer upon death, resignation, retirement or removal from office.

**ARTICLE IV**  
**DIRECTORS AND OFFICERS**

**4-01. POWERS:**

- a. General Corporate Powers.** Subject to the provisions and limitations of the Oregon Nonprofit Corporation Act and any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by the Officers under the direction of the Board.
- b. Specific Powers.** Without prejudice to these general powers, but subject to the same limitations, the Directors shall have the power to: Appoint and remove, at the pleasure of the Board, all officers (except as otherwise provided herein), agents and employees of the Corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.

**4-2. NUMBER AND ELECTION OF OFFICERS AND RESTRICTIONS ON OFFICERS:**

- a. Number of Directors.** The authorized number of Directors is two, consisting of the then-serving presidents of ORNGA and EANGOR. Each director shall serve until the end of their term as President of their Association. They will be represented by the Corporate Officers during Board meetings.
- b. Appointment of Officers.** Each Board officer so appointed shall serve until the next annual meeting of the Board. Each Officer appointed to fill a vacancy, shall hold office until expiration of the term for which the Officer was appointed, a successor has been appointed and qualified, or they are approved for another term, whichever first occurs.

**4-3. TERM OF OFFICE OF OFFICERS:** The Officers newly appointed in accordance with Article II shall hold office for a term of one year.

**4-4. VACANCIES:**

- a. Events causing vacancy.** A vacancy or vacancies of the corporate officers shall exist on the occurrence of the following: the removal, suspension or resignation of any Officer.
- b. Resignations.** Except as provided in this Section, any Officer may resign effective upon giving written notice to the President or the Secretary of the Board, unless such notice specified a later time for the resignation to become effective.
- c. Filling Vacancies.** Any Officer vacancy of the Board shall be filled by appointment by the Association President who appointed the outgoing Officer.
- d. No Vacancy on Reduction of Number of Officers.** No reduction of the authorized number of Officers shall have the effect of removing any Officer before the Officer's term of office expires.

e. **Removal.** Any Officer may be removed by the unanimous vote of all the other Officers or by the appointing Director.

## ARTICLE V MEETINGS

### 5-1. ANNUAL AND SPECIAL MEETINGS:

a. **Annual Meeting.** The Board shall hold an annual meeting within 75 days of the end of the corporation's fiscal year, unless the Board fixes another date or time. If the scheduled date falls on a legal holiday, the meeting shall be held the next full business day. The meeting shall be for the purpose of organization, election of officers and the transaction of other business. Notice of this meeting shall be required, and shall be given in accordance with paragraph 5-1(b).

b. **Special Meetings.**

1. **Authority To Call.** Special meetings of the Board for any purpose may be called at any time by the President or any Vice President, or the Secretary or any two Officers.

2. **Notice.**

(a) **Manner of Giving Notice.** Notice of the time and place of the annual or any special meeting shall be given to each Officer by one of the following methods:

(1) by personal delivery of written notice;

(2) by first—class mail, postage prepaid;

(3) by telephone, either directly to the Officer or to a person at the Officer's office who would reasonably be expected to communicate that notice promptly to the Officer;

(4) by facsimile; or

(5) by e-mail.

All such notices shall be given or sent to the Officer's address, or telephone number or fax number or other electronic addresses as shown on the records of the Corporation.

(b). **Time Requirements.** Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or facsimile shall be delivered, telephoned, faxed or e-mailed at least 48 hours before the time set for the meeting.

(c). **Notice Contents.** The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

**5-2. QUORUM:** A majority of the authorized number of Officers shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 5-6 and 5-7. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Officers, if any action taken is approved by at least a majority of the required quorum for that meeting.

**5-3. WAIVER OF NOTICE:** Notice of a meeting need not be given any Officer who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be in writing and filed with the Secretary or made a part of the minutes of the meetings.

**5-4. VOTING BY MAIL:** With respect to the election of Officers a 'vote by mail' may be conducted on such terms and in such form as may be designated by the Board of the Corporation.

**5-5. PROXIES:** *Officers* shall be entitled to appoint a proxy to vote or otherwise act on their behalf by delivering a written appointment to the Secretary of the Board. Such proxy shall be effective for a period of eleven months after delivery to the Secretary and shall be revocable by the granting officer at any time prior to its expiration.

**5-6. ADJOURNMENT:** A majority of the Officers present, whether or not a quorum is present, may adjourn any meeting to another time and place.

**5-7. NOTICE OF ADJOURNED MEETING:** Notice of the time and place of holding an adjourned meeting need not be given, unless the original meeting is adjourned for more than 24 hours, in which case notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the Officers who were not present at the time of the adjournment.

**5-8. ACTION WITHOUT MEETING:** Any action required or permitted to be taken by the Boards may be taken without a meeting, if all members consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Officers. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

**5-9. DEADLOCK OF OFFICERS:** If a deadlock should occur in the vote of the Corporate Officers and the deadlock cannot be resolved by agreements of the Officers, the issue shall be referred to the Directors (Presidents of the Associations) for resolution. If no resolution is agreed upon by the Directors, the issue shall be tabled until further notice.

**ARTICLE VI**  
**COMMITTEES**

**6-1. COMMITTEES OF THE BOARD:** The Board, by resolution adopted by a majority of the Officers then in office, may create one or more committees, each consisting of two or more Officers, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Officers then in office. The Board may appoint one or more Officers as alternate members of any such committee, who may replace an absent member at any meeting. Any such committee, to the extent provided in the resolution of the Officers, shall have all of the authority of the Board, except that no committee, regardless of Board resolution, may:

- a. authorize distributions;
- b. approve or recommend to Board dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; a committee shall make recommendations to the full Board on any matters for which they are appointed.
- c. elect, appoint or remove officers or fill vacancies on the Board or on any of its committees; or
- d. adopt, amend or repeal the Articles of Incorporation or the Bylaws.

**6-2. MEETINGS AND ACTIONS OF THE COMMITTEES:** Meetings and actions of the committees of the Board shall be governed by, held and taken in accordance with the provisions of Article V of these Bylaws, concerning meetings and other action of the Board. Minutes shall be kept of each meeting of any committee of the Board and shall be filed with the corporate records. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws or in the absence of rules adopted by the Board, the committee may adopt such rules.

**ARTICLE VII**  
**INDEMNIFICATION AND INSURANCE**

**7-1. INDEMNIFICATION DIRECTORS, OFFICERS, EMPLOYEES OR AGENT:** The Corporation shall indemnify a director, officer, employee or agent made a party to a proceeding as the result of the individual being or having been a director, officer, employee or agent of the corporation to the fullest extent provided by the laws of the State of Oregon now in effect or later amended.

**7-2. INSURANCE:** The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, against any liability asserted against the director, officer, employee or agent and incurred by the person in any such capacity or arising out of the person's status as such.

**ARTICLE VIII  
AMENDMENTS**

**8-1. ADOPTION OR AMENDMENT BY THE BOARD:** New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of a majority of the Officers of the Board.

**ARTICLE IX  
COMPENSATION**

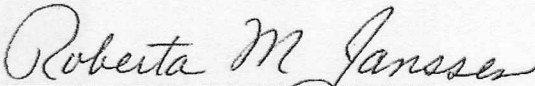
**9-1. COMPENSATION:** The Board shall be authorized to approve the payment of an Honorarium for any Officer (normally the Treasurer or Secretary) who has been appointed by letter to take care of any full-time business of the Corporation.



CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of **OREGON NATIONAL GUARD BENEFITS, INC.**, an Oregon nonprofit corporation, and the above Amended Bylaws are the Bylaws reviewed, updated and adopted by the Board effective date of 1 October 2017.

Executed on 1 October 2017, at Salem Oregon.

  
Roberta M. Janssen, Secretary