

**INDEX TO
 AMENDED BYLAWS
 OF
 OREGON REMODELERS ASSOCIATION**

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BYLAWS OF THE
OREGON REMODELERS ASSOCIATION

ARTICLE I.

Section 1. Purposes. The purposes for which this Association is organized are:

(a) To promote common business interests and improve business conditions in the home improvement/light commercial remodeling industry within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986;

(b) To establish standards of business conduct and to foster and promote ethical conduct, good business practices and professionalism among the members of the home improvement/light commercial remodeling industry within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986;

(c) To foster cooperative action in advancing, by all lawful means, the common purposes of its members within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986;

(d) To sponsor education programs and activities for the benefit and enlightenment of, and to disseminate information, advice and instruction among, the members of the Association within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986;

(e) To conduct programs to inform the public of the need for, and the advantages of, maintaining homes and buildings in good condition, and to thereby improve the areas' housing and building inventory within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986;

(f) To represent the interests of the home improvement/light commercial remodeling industry before legislative and regulatory agencies within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986;

(g) To stimulate awareness of the need and desirability for remodeling and maintenance of residential and commercial structures and to support and encourage other agencies to train a skilled labor force for the industry within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986;

(h) To perform all and any acts necessary to carry out the purposes of this Association and which are permissible activity

within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986.

Section 2. Offices. The principal office of the Association shall be located within the state of Oregon.

ARTICLE II. MEMBERS

Section 1. Membership. The Association shall have four classes of membership. Except as otherwise provided in these amended bylaws, all classes of membership shall be entitled to all services and benefits of the Association. The designation of such classes and the qualifications and rights of the membership of such classes shall be as follows:

a) Regular Members. There shall be one class of regular members who shall be entitled to vote in all matters subject to vote by the membership. Any person, including any individual, partnership, corporation or trust or association, which is engaged in the business of a general or specialty contractor in the remodeling industry or otherwise has an interest in the remodeling industry in the states of Oregon and/or Washington shall be eligible to be admitted as a regular member.

b) Branch Members. There shall be one class of branch members who shall be entitled to vote in all matters subject to vote by the membership. A branch member is any regular member who, by payment of additional dues to the state association, becomes a member of another chapter other than such member's home chapter.

c) At-Large Members. There shall be one class of at-large members who shall be entitled to vote in all matters subject to vote by the membership. Any regular member who is not located within the boundaries of a local chapter, as determined by the board of directors, may constitute an at-large member.

d) Honorary Members. There shall be one class of honorary members who shall be entitled to vote in all matters subject to vote by the membership. Any individual or organization who has performed services in the promotion or development of the home improvement/light commercial remodeling industry shall be eligible to be admitted as an honorary member.

Section 2. Admission and Qualifications

a) Application for Membership. Prospective members shall submit an application to become a member to the president and chief executive officer. The board of directors may from time to time prescribe the contents of such application, but if not so

prescribed, it shall contain the name, address and telephone number of such prospective member and the individual authorized to vote for the prospective member.

b) Qualifications for Membership.

Members shall: (i) be engaged in the business of a general or specialty contractor in conformance with all state and local regulations; (ii) agree to conduct business in conformity with the ORA Code of Ethics and shall refrain, during the course of business, from dishonest or fraudulent conduct which is injurious to the welfare of the public; and (iii) agree to comply with the Association's bylaws.

c) Admission. The board of directors shall admit members as provided for in these bylaws, either by approval of the president and chief executive officer, or by affirmative vote of a majority of the board of directors. Acceptance of an applicant for membership is made on the condition that the applicant accepts the terms and conditions of membership and agrees to abide by these bylaws.

Section 3. Dishonest or Fraudulent Conduct Defined.

Dishonest or fraudulent conduct shall be a consideration for both admission to membership and continuation of membership. Dishonest or fraudulent conduct which is injurious to the welfare of the public includes, but is not limited to, the following:

(a) wrongful or fraudulent course of conduct through a series of acts as a dealer or provider of goods or services that has resulted in injury or damage to other persons; or

(b) having been found by a court of competent jurisdiction to have been engaged in a course of business conduct which is dishonest, fraudulent, or injurious to the welfare of the public; or

(c) engaging in a course of conduct by using false, misleading or deceptive advertising whereby a reasonable person could be misled or injured.

Section 4. Procedure for Expulsion When Qualifications are not Maintained. If the Board of Directors determines that it is necessary to expel a member for dishonest or fraudulent conduct as defined in Article II, Section 3 of these amended bylaws, then the board of directors shall take the following action:

(a) Notify the member of the conduct which constitutes the dishonest or fraudulent activity which gives rise to the proposed

expulsion. Written notice of the conduct which, in the board's judgment, constitutes dishonest or fraudulent conduct, shall be described with reasonable clarity so that the member may explain the reasons why the alleged conduct is not dishonest or fraudulent;

(b) Give 15 days' notice to the member in person or by mail of the date that such expulsion is due to take effect. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the member's last known business address, with postage prepaid. Said 15-day period shall begin on the date of mailing of said notice;

(c) If within said 15-day period the member requests the opportunity to be heard, the board of directors shall either set a date for the member to be heard on the question of his/her/its expulsion or, at the discretion of the board, shall permit such member to present written testimony on the issue of such member's expulsion. Only those board members present for oral testimony, or those board members who personally review the written testimony, shall be eligible to vote concerning the expulsion of such member. A majority of the board shall constitute a quorum and a two-thirds vote of such members is required to expel such member. The effective date of any such expulsion shall be no sooner than five days following said oral or written testimony. Any written notice given pursuant to this section by mail must be given by first class or certified mail, sent to the last address of such member as shown on the Corporation's record. A member who has been expelled will continue to be liable to the Corporation for those dues, assessments or fees incurred by such member prior to the expulsion.

Section 5. Dues and Assessments. The board of directors shall fix by resolution annual dues for members. The board of directors shall also fix by resolution any assessments for members. Payment of dues will be in advance, are nonrefundable and shall be a condition precedent to membership in good standing and for the continuation of membership. Any member whose dues remain unpaid for more than 60 days shall be expelled and no longer a member, and, in addition to the other requirements set forth in these bylaws, shall not be eligible to serve in any elected or appointed capacity for the association. Any dues payable to affiliate associations will be incorporated into the overall structure of the state and local association dues. Any changes in dues or assessment shall be mailed to all members with an effective date of no less than 30 days from the date of the notice. This requirement of notice may be fulfilled by printing of the notice in the Association's monthly publication, if any.

Section 6. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the voting members.

Section 7. Annual Meeting. The annual meeting of members of the Association shall be held in or out of the state of Oregon at least once during each fiscal year, at the time and place appointed by the board of directors.

Section 8. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the chairperson or by the board of directors. The secretary shall call such a meeting upon the written request of five directors or the holders of not less than five percent of all the voting power of the Association.

Section 9. Place of Meeting. The annual meeting or special meetings of the members may be held at the principal office of the Association or at such other place within or without the state of Oregon as the board of directors may from time to time designate. A waiver of notice signed by all the members entitled to vote at a meeting may designate any place for the holding of any meeting. If no designation is made for any annual or special meeting of the members, the place of meeting shall be the principal office of the Association.

Section 10. Notice of Meetings. Written or printed notice stating the place, day and hour of a meeting of members and, in the case of a special meeting of members, the purpose or purposes for which the meeting is called, shall be given to each member entitled to vote at such meeting no fewer than seven ~~(7)~~ days before such meeting, or if the notice is mailed by other than first class or registered mail, no fewer than 30 days, but in any event, not more than 60 days before the meeting. This requirement of notice for either the annual meeting or a special meeting may be fulfilled by printing of the notice in the Association's monthly publication. To the extent allowed by law, notice of either the annual meeting or a special meeting may be fulfilled by electronic mail or such other form of computer communication whereby members either directly or indirectly receive notice of the meeting.

Section 11. Record Date. For purposes of determining members entitled to notice of, or to vote at any meeting of, members, or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the record date shall be fixed as follows:

(a) For purposes of determining the members entitled to notice of a members' meeting, the record date shall be the day before the day on which first notice is mailed or otherwise

transmitted to members, or if such notice is waived, the day proceeding the day on which the meeting is held;

(b) For purposes of determining the members entitled to demand a special meeting, the record date shall be the date upon which such demand is made to the Association's secretary;

(c) For purposes of determining the members entitled to take action without a meeting, the record date shall be the date that the first member signs the consent;

(d) For purposes of determining the members entitled to vote at a members' meeting, the record date shall be the date of the meeting;

(e) For purposes of determining the members entitled to exercise any rights and respect to any other lawful action, the record date shall be the date on which the board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.

Section 12. Voting Lists. The Association shall prepare an alphabetical list of the names, addresses and membership dates of all its members. The list must show the class and number of votes each member is entitled to vote at the meeting, if applicable. The Association shall prepare on a current basis through the time of the membership meeting a list of members, if any, who are entitled to vote at the meeting, but are not part of the main list of members. The list of members shall be available for inspection by any member for the purpose of communication with other members concerning the meeting, beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the Association's principal office or at a reasonable place identified in the meeting notice in the city or other location where the meeting will be held. A member, the member's agent or attorney is entitled, on written demand setting forth a proper purpose, to inspect and, subject to the requirements of ORS 65.774 and 65.782, to copy the list at a reasonable time and at the member's expense, during the period it is available for inspection. The Association shall make the list of members available at the meeting, and any member, the member's agent or attorney is entitled to inspect the list for any proper purpose at any time during the meeting or any adjournment.

Section 13. Action Without Meeting. Action required or permitted by law to be taken at a members' meeting may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all the members entitled to vote with respect to the subject matter thereof. Action taken under this section is effective when the last member signs the consent,

unless the consent specifies an earlier or later effective date.

Section 14. Action by Written Ballot

(a) Any action which may be taken at any annual, regular, or special meeting of members may be taken without a meeting, if so determined by the board of directors, if the Association delivers a written ballot to every member entitled to vote on the matter at such member's last known address as shown on the Association's record.

(b) The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action.

(c) Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(d) All solicitations for votes by written ballot shall:
(i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter, other than the election of directors; (iii) contain instructions for marking and returning of the ballot; and (iv) specify a reasonable time by which a ballot must be received by the Corporation in order to be counted.

Section 15. Quorum. Ten percent of the members in good standing of the Association entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. The members present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 16. Proxies. Every member shall have the right to cast his/her vote either in person or by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the Association before or at the time of the meeting. No unrevoked proxy shall be valid after eleven months from the date of its execution unless some other definite period of validity shall be expressly provided therein. No proxy may be effectively revoked until notice in writing of such revocation has been given to the secretary of the Association.

Section 17. Voting of Memberships by Certain Members

(a) Memberships standing in the name of another Association may be voted by its president or by proxy appointed by him/her unless some other person, by resolution of its board of directors, shall be appointed to vote such shares, in which case such person shall be entitled to vote upon production of a certified copy of such resolution. Wherever possible, the application for membership shall designate a person who shall exercise the vote of the membership.

(b) Memberships held by an administrator, executor, guardian or conservator may be voted by him/her, either in person or by proxy, without a transfer of such membership into his/her name. Memberships standing in the name of a trustee may be voted by him/her either in person or by proxy, but no trustee shall be entitled to vote memberships held by him/her without a transfer of such memberships into his/her name.

(c) Memberships standing in the name of a receiver may be voted by such receiver, and memberships held by or under the control of a receiver may be voted by such receiver, without the transfer thereof into his/her name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

(d) Where memberships are held jointly by three or more fiduciaries, the will of the majority of such fiduciaries shall control the manner of voting, unless the instrument or order appointing such fiduciaries otherwise directs.

Section 18. Resignation. A member may resign at any time. The resignation of such a member does not relieve such member from any obligations that such member may have to the Association as the result of obligations incurred or commitments made prior to resignation. No dues will be refunded for the portion of time remaining from the date of the member's resignation to the anniversary date of the member's next annual renewal.

Section 19. Transfers. No member may transfer or assign a membership or any right arising therefrom without approval of the board of directors. Approval will not be unreasonably withheld.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers. All corporate powers of the Association shall be exercised by or under the authority of the board of directors and the affairs of the Association shall be managed under the direction of the board of directors.

Section 2. Number and Tenure

(a) The board of directors shall consist of the chairperson, vice chairperson, treasurer, secretary, local chapter directors, and the immediate past chairperson. The terms for all directors shall be for one year, commencing January 1 and ending December 31.

(b) A local chapter director is a director that is recommended to the nominating committee pursuant to Article V of these bylaws and elected by the members of the Association to represent a local chapter on the Association's board of directors. A local chapter which has at least 15 regular members is entitled to one or more local chapter directors, based on the following formula. Branch, at-large, and honorary members shall not be included in the formula. However, members who pay dues directly to an affiliated national association, plus dues to the state association, (Local-National members), shall be included in the formula.

15 to 99 regular members2 board members
100-199 regular members	3 board members
200-299 regular members	4 board members
300+ regular members5 board members

For purposes of this section, a local chapter's membership should be calculated 90 days prior to the election of directors.

(c) The immediate past chairperson of the Association shall serve as a director for a one-year period beginning immediately at the conclusion of his/her term as chairperson. If the chairperson is re-elected to one or more additional terms, the past chairperson shall remain as a director until a new chairperson is elected. Once a past chairperson's term on the board expires, he/she will not be eligible to serve on the board of directors again.

(d) No member firm may have more than one officer, employee, agent and/or board members on the board of directors at the same time.

(e) No director shall serve on the board for more than three one-year terms, with the exception of those serving as an officer. For purposes of this section, if a person is appointed or elected as a director with an effective date other than January 1st, that director's service during the year elected or appointed shall not apply toward the three-term limitation.

(f) The minimum number of directors shall be 9 and the

maximum shall be 13. The number of directors may be increased or decreased from time to time by board resolution. No decrease in number shall have the effect of shortening the term of any director. In the event that the number of directors is increased, and the board appoints new directors, the term will extend to the next annual meeting of members.

Section 3. Qualifications of Directors. All directors shall be individuals and an officer, employee, or agent of a voting member in good standing.

Section 4. Regular Meetings. The board of directors shall hold at least four meetings each year. Unless determined otherwise by the board of directors, all meetings of the board shall be held at the Association's principal office. The requirement of notice of the meetings may be fulfilled by publication of the notice in the Association's monthly publication, or to the extent allowed by law, notice may be fulfilled by electronic mail or such other form of computer communication whereby directors either directly or indirectly receive notice of the meeting.

Section 5. Special Meetings. Special meetings of the board of directors may be called by or at the request of the chairperson, any four directors, or the president and chief executive officer. The person or persons authorized to call special meetings of the board may fix any place, either within or without the state of Oregon, as the place for holding any special meeting of the board called by them.

Section 6. Notice. Notice of the time and place and purpose of any special meeting of the board of directors shall be delivered at least seven days prior to the meeting. Notice must be delivered personally or sent by mail or telegram or facsimile to each director at his/her address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by facsimile, such notice shall be deemed given when the facsimile is received by the director as evidenced on the facsimile transmittal report. If by telegram, such notice shall be deemed given when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice for such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Quorum. A majority of the board of directors constitutes a quorum for the transaction of business at any

meeting. If there is not a quorum at any said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than the announcement at the meeting, until a quorum shall be present. For purposes of determining the quorum, vacant positions will not be considered when determining what constitutes a majority of the board. In the absence of the chairperson, the vice chairperson and the treasurer, the quorum may choose a chairperson for the meeting.

Section 8. Manner of Acting. The act of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law, by the articles, or by these bylaws.

Section 9. Vacancies and Removal

(a) A vacancy on the board of directors shall exist upon the death, resignation or removal of any director, or if a director is no longer eligible for membership.

(b) All or any number of directors may be removed, with or without cause, at a meeting called expressly for that purpose by a majority vote of the members who elect them.

(c) A director's absence from two or more consecutive meetings may be considered grounds for removal from the board. Such a vacancy on the board may be filled by a majority of the remaining directors.

(d) Any director may resign at any time by giving written notice to the board of directors, the chairperson or the secretary of the Association. Except as otherwise provided by law, any such resignation shall take effect upon the receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. In the event the resignation of a director is tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

(e) Vacancies on the board of directors and any directorship to be filled by reason of an increase in the number of directors may be filled by a majority of the remaining directors.

Section 10. Compensation. Directors as such shall not receive any salary or other compensation for their services as a director; however, the board of directors shall authorize reimbursement or partial reimbursement of expenses incurred in the performance of their duties subject to budget allocations and

limitations and in accordance with procedures for approval and payment of such expenses as the board may prescribe. Eligibility for reimbursement of expenses by the Association related to participation in any national association meetings shall be consistent with the guidelines established by such national association.

Section 11. Action Without a Meeting. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. Such consent shall have the same force and effect as a unanimous vote.

Section 12. Telephone Meetings. Members of the board of directors, or any committee designated by the board of directors, may participate in a meeting of the board of directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 13. Conflicts of Interest

(a) A transaction in which a director of this Association has a conflict of interest may be approved:

(1) In advance by the vote of the board of directors or a committee of the board of directors if the material facts of the transaction and the director's interest were disclosed or known to the board of directors or a committee of the board of directors; or

(2) If the material facts of the transactions and the director's interest were disclosed or known to the members and they authorized, approved or ratified the transaction.

(b) A conflict of interest transaction is a transaction with the Association in which a director of the Association has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction is fair to the Association at the time it was entered into or is approved as provided in Subsection (a) of the Section.

(c) For the purposes of this Section, a director of the Association has an indirect interest in a transaction if:

(1) Another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; or

(2) Another entity of which the director is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the Association.

(d) For purposes of Subsection (a) of this Section, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the directors on the board of directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this Section by a single director. If a majority of the directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under paragraph (1) of Subsection (a) if the transaction is otherwise approved as provided in Subsection (a) of this Section.

(e) For purposes of paragraph (2) of Subsection (a) of this Section, a conflict of interest transaction is authorized, approved or ratified by the members if it receives a majority of the votes entitled to be counted under this Subsection. Votes cast by or voted under the control of a director who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity described in Subsection (c) of this Section may be counted in a vote of members to determine whether to authorize, approve or ratify a conflict of interest transaction under paragraph (2) of Subsection (a) of this Section. A majority of the members, whether or not present, that are entitled to be counted in a vote on the transaction under this Subsection constitutes a quorum for the purpose of taking action under this Section.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the Association shall be the chairperson, vice chairperson, secretary, treasurer, and immediate past chairperson. These officers shall be current members of the board of directors. The board of directors may elect or appoint such other officers and agents as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. No person shall be eligible to hold more than one office at any given time.

Section 2. Vacancies and Removal A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled by the board of directors. Any officer

or agent may be removed by the board of directors at any time, with or without cause.

Section 3. Chairperson. The chairperson shall be the principal officer of the Association, and shall have general policy direction of the business of the Association, except where required by law to be otherwise signed and executed, and except where the signing and execution thereof shall be delegated or reserved by the board of directors to some other officer or agent of the Association. The chairperson shall preside over all regular and special meetings of the Association; shall appoint committees as he or she sees fit unless otherwise limited by these bylaws or by statute; shall call special meetings as needed; shall be entitled to vote on all questions and at all elections; and shall perform all other duties as are incident to the office or are properly required by the board of directors.

Section 4. Vice Chairperson. In the absence of the chairperson or in the event of his/her death, inability or refusal to act, the vice chairperson shall perform the duties of the chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the chairperson; and shall perform such other duties as from time to time may be assigned to him/her by the chairperson or by the board of directors.

Section 5. Treasurer. In the absence of the chairperson and vice chairperson, or in the event of his/her death, inability or refusal to act, the treasurer shall perform the duties of the chairperson and, when so acting, shall have all the powers of and be subject to all the restrictions upon the chairperson. The treasurer shall maintain and be responsible for all funds and securities of the state association and its chapters; shall receive and give receipts for money paid to the state association and shall deposit the money in the name of the state association and its chapters in banks or other depositories which the state board of directors designates; and, in general, shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the chairperson or by the board of directors.

Section 6. Secretary. The secretary shall attend all meetings of the board and shall record, or cause to be recorded, all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. The secretary shall give, or cause to be given, notice of all special meetings of the board of directors in accordance with the provisions of these bylaws or as required by law, and shall perform such other duties as may be prescribed by the board of directors or the chairperson, under whose supervision the secretary shall be.

Section 7. President and Chief Executive Officer. The president and chief executive officer shall be hired and retained by the board of directors and shall be responsible to the board. The board shall supervise and otherwise direct the activities of the president and chief executive officer. The president and chief executive officer shall be a member of all committees appointed by the chairperson, but without a vote. The president and chief executive officer shall have sole discretion which committee and local chapter meetings to attend. The president and chief executive officer shall have sole authority over the Association staff, other than the president and chief executive officer, for purposes of employment, supervision, termination, establishing titles, determining duties, and fixing compensation, within the approved budget. The president and chief executive officer shall also serve as an appointee of the secretary and treasurer in all matters of Association records, making an accounting of the receipts and disbursements of all funds for the business of the Association, and the performance of all other duties as are usually performed by the secretary and treasurer of a corporation authorized by law. The president and chief executive officer shall cause all funds to be deposited in a commercial bank or a savings and loan association in one or more accounts and in the name of the Association and not in the name of any of the officers, and be prepared to make periodic reports of financial condition to the treasurer and at other such times as the board of directors may require.

Section 8. Budget. If the board of directors shall require, the finance and audit committee may, at such time as the board of directors may designate, prepare and submit an annual budget for discussion and approval by the board of directors. The Association budget shall utilize the cash accounting method.

ARTICLE V. ELECTION OF OFFICERS AND DIRECTORS

Section 1. Election and Term of Office. Except for the immediate past chairman, the officers and directors shall be elected annually by a majority vote of the members at the regular annual meeting of the members. Such meeting shall be held in the geographic location of the local chapter which has the largest percentage of Association membership at the time of the meeting notice. The terms of such officers and directors shall commence January 1 and end December 31. If the election of officers and directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

Section 2. Nominating Committee. The chairperson shall appoint a nominating committee consisting of at least two directors. The nominating committee shall place in nomination for directors and officers the names of sufficient members to provide a reasonable representation of the business and geographic interests of the Association membership. Local chapters may recommend to the nominating committee regular members of the local chapter to be nominated as the local chapter's local chapter director(s). The nominating committee shall place such individuals(s) in nomination to be voted on by the members of the Association in accordance with these bylaws. The nominating committee shall have the authority to nominate other regular members from local chapters to satisfy the requirements of Article III, Section 2 of these bylaws or to otherwise place in nomination the names of such individuals considered by the nominating committee to be qualified to serve on the Association's board of directors.

Section 3. Nomination by Petition. The Association Members may nominate by petition additional candidates for election as directors and officers. Such petitions shall be signed by not less than 10 percent of Association members and filed with the nominating committee not less than 60 days prior to the annual meeting of members in which the election of officers and directors will take place. For purposes of this section, membership should be calculated 90 days prior to the election.

Section 4. Notice to Members. Not less than 30 days prior to the annual meeting, the list of nominees for officers and directors shall be mailed to all members. This requirement of notice may be fulfilled by printing of the notice in the Association's monthly publication. To the extent allowed by law, this notice may be fulfilled by electronic mail or such other form of computer communication whereby members either directly or indirectly receive the notice.

ARTICLE VI. SHARES OF STOCK AND DIVIDENDS PROHIBITED

The Association shall not have or issue shares of stock. No dividend shall be paid and no part of the income of the Association shall be distributed to its directors or officers.

ARTICLE VII. LOANS TO DIRECTORS AND OFFICERS RESTRICTED

The Association may not lend money to or guarantee the obligation of a director of the Association.

ARTICLE VIII. COMMITTEES

Section 1. Executive Committee. The board of directors

shall have an executive committee. The executive committee shall consist of five members: the chairperson, vice chairperson, treasurer, secretary and the immediate past chairperson. The executive committee shall carry out such responsibilities and functions as are assigned to it by the board of directors, except those items prohibited by ORS 65.354. A majority of the members of the executive committee shall constitute a quorum for the transaction of business.

Section 2. Standing Committees. The chairperson, with the approval of the board of directors, shall appoint members to standing committees, as determined by the board of directors. The general purpose of each standing committee shall be to carry out such functions and responsibilities as are assigned to it by the board of directors, except those items prohibited by Section 4 below.

Section 3. Compensation and Review Committee. The chairperson shall appoint a committee consisting of the chairperson and two other directors to conduct an annual performance review and establish compensation and benefits for the president and chief executive officer annually, within the approved budget. This committee will not have authority over compensation and review of Association staff members other than the president and chief executive officer.

Section 4. Limits on Authority of Committees. No committee, including the executive committee, may do any of the following:

(a) authorize distributions that have not been authorized by the board of directors or the committee's budget;

(b) approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Association's assets;

(c) elect, appoint or remove directors or fill vacancies on the board or on any of its committees;

(d) adopt, amend or repeal the articles or bylaws; or

(e) submit to the members of the Association a report without submitting the report to the board of directors.

Section 5. Term of Office. Committee members shall serve for a period of one year and may be reappointed to a committee for successive terms of office. Each member of a committee shall continue as such until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to

qualify as a member thereof.

Section 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee and except as provided in Section 1, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. At least two of the committee members present must then be members of the board of directors.

Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors. The provisions of the Oregon Nonprofit Corporation Act governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors, apply to committees and their members as well.

Section 9. Other Committees. Other committees not having and exercising the authority of the board of directors in the management of the Association may be appointed in such manner as may be designated by a resolution adopted by a majority of the directors present, and shall not be subject to the provisions of the Oregon Nonprofit Corporation Act governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors. The board of directors may, from time to time, request such committees to provide the board with a full and complete report when required.

ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. The president and chief executive officer shall be authorized to sign contracts on behalf of the Association, subject to the approval of the board of directors.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association in amounts exceeding \$2,500, shall be signed by any two of the following: treasurer, chairperson, vice chairperson, president and chief

executive officer, or such other individual as the board of directors may determine.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the board of directors may select.

Section 4. Gifts. The board of directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

ARTICLE X. BOOKS AND RECORDS

Section 1. Books and Records. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors, and shall keep at its registered or principal office a record giving the names and addresses of the directors entitled to vote. The association books and records shall utilize the cash accounting method. All books and records of the Association may be inspected by any director, or his/her agent or attorney, for any proper purpose at any reasonable time.

Section 2. Financial Statements. At the close of each fiscal year, the directors shall engage an accountant to prepare a financial statement for the Association. The board of directors shall determine the scope of such examination. The accountant's financial statement shall be prepared in accordance with generally accepted accounting principles.

ARTICLE XI. FISCAL YEAR

The fiscal year of the Association shall begin on January 1 and end on December 31 in each year.

ARTICLE XII. LOCAL CHAPTERS

Section 1. Formation of Local Chapters. The board of directors may, from time to time, authorize local chapters of the Association. Except as otherwise set forth in these bylaws, the board may determine the nature and scope of authority of any such local chapter, permit the selection of, and establish selection procedures for, a governing board of such local chapters, and establish dues or fees to be levied against such local chapters.

A local chapter may elect or appoint a board of directors by whatever means is determined by the local chapter members. Neither the local chapter nor any of its officers or members are authorized to represent or in any way bind the Oregon Remodelers Association, unless authorized to do so by the Association's board of directors; nor will any of them in any way hold themselves out as being authorized to do so without specific authorization of the Association's board of directors.

Without express written authority of the board of directors of the Association, no such local chapter shall have the authority to enter into contracts, to borrow funds, to confess judgment, to make representations, to acquire property, to assign rights in Association property, to hire employees or independent contractors, to open bank accounts or to otherwise bind the Association in any way. Any contracts or other obligations incurred by a local chapter for the benefit of the local chapter shall be the sole and exclusive responsibility of the local chapter and not the Association.

Section 2. Chapter Names. Local chapters shall utilize the description "The [GEOGRAPHIC DESIGNATION] Chapter of the Oregon Remodelers Association."

ARTICLE XIII. NATIONAL AFFILIATION

The board of directors may establish an affiliation between the Association and any other chapter and an international, national, regional, or local trade association. If a conflict between bylaws exists, these bylaws take precedence over all others.

ARTICLE XIV. ROBERT'S RULES OF ORDER REVISED

Unless otherwise provided by the Oregon Nonprofit Corporation Act or these amended bylaws, all meetings and proceedings of the Association shall be governed by, and in accordance with, Robert's Rules of Order Revised.

ARTICLE XV. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Oregon Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time Stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI. AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the board of directors, with the approval of a majority of the directors present at any regular meeting or at any special meeting, if written notice is given of the intention to alter, amend or repeal or to adopt new bylaws at such meeting and copy of the proposed changes(s) have been communicated in writing to each of the board members not less than ten (10) days prior to the meeting of the board. Such changes may be further amended at said meeting of the board without notice, as long as such amendments are incidental to the originally proposed change(s), and do not substantially alter the original intent of said changes.

ARTICLE XVII. HEADINGS

The headings contained in these bylaws are for convenience only and shall not in any way affect the meaning or interpretation of these bylaws.

ARTICLE XVIII. ACTIONS AGAINST OFFICERS AND DIRECTORS

The Association 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 an action, suit, or proceeding by or in the right of the Association), by reason of the fact that the person is or was a director or officer of the Association, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Association, or serves or served at the request of the Association as a director or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise.