

BYLAWS

of

THE EATING AND DRINKING SOCIETY OF OREGON, Inc.

ARTICLE I: PURPOSE

This corporation shall be organized and operated exclusively for social 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 non-profit activities for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions).

This corporation's primary purpose shall be to help and guide those who would like a better understanding, appreciation, and interest in the exciting world of gastronomy ("the art, or science, of good eating").

ARTICLE II: MEMBERS

Section 1. **Classes and Voting.** There shall be one class of members of this corporation. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the bylaws of the corporation.

Section 2. **Qualifications.** A person may become a member of this corporation by submitting a membership application and paying dues.

Section 3. **Termination of Membership.** Membership may be terminated by the Board of Directors after giving the member notice, containing reasons for the termination, at least 15 days prior to the termination. Notice may be communicated in person, by telephone, electronically or by mail or any other allowed means. That member shall be entitled to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. Dues nonpayment may constitute grounds for expelling or suspending the member or suspending or terminating the membership without a hearing. The decision of the Board shall be final and shall not be reviewable by any court.

Section 4. **Annual Meeting.** The annual meeting of the members shall be held on a date and at a location set by the Board of Directors. Meetings may be held by means of remote communication.

Section 5. **Special Meetings.** Special meetings of the members shall be held at the call of the Board of Directors, or by the call of at least twenty percent of the members of the corporation by a demand signed, dated, and delivered to the corporation's Secretary. This demand by the members shall describe the purpose for the meeting. The Secretary shall determine the time and

place of the meeting. The time of the meeting must be within 30 days of the notice from the members demanding a meeting.

Section 6. **Notice of Meetings.** Notice of all meetings of the members shall be given to each member at their most recent address in the list of members. Notice must be provided no less than seven days prior to the meeting. Notice may be communicated in person, by telephone, electronically or by mail or private carrier, including publication in a newsletter or similar document mailed to a member's address. Electronic notice in writing is effective at the earlier of when the notice is received or two days after the notice is sent. Notice by mail or private carrier is considered received five days after the notice is deposited in the United States mail.

Section 7. **Quorum and Voting.** Those members voting at a meeting shall constitute a quorum. A majority vote of the members voting is the act of the members, unless these bylaws or the law provide differently.

Section 8. **Proxy Voting.** There shall be no voting by proxy.

ARTICLE III: BOARD OF DIRECTORS

Section 1. **Duties.** The affairs of the corporation shall be managed by the Board of Directors.

Section 2. **Number and Composition.** The Board of Directors shall be composed of the four elected officers (President, Vice-President, Secretary, and Treasurer) and at least three other Directors, for a minimum of seven Directors.

Section 3. **Election and Term.** The Board shall be elected by the members at the annual meeting of the members by a majority of the votes cast. The term of office for Directors shall be from the first day of the year following the annual membership meeting through the last day of that year. A Director may be reelected without limitation on the number of terms he or she may serve.

Section 4. **Removal.** Any Director may be removed from office, with or without cause, at a special meeting of the members called for this purpose. A director may be removed by a majority of the votes cast.

Section 5. **Vacancies.** Vacancies on the Board of Directors may be filled by a majority vote of the Directors then on the Board of Directors.

Section 6. **Quorum and Action.** A quorum at a board meeting shall be a majority of the number of directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the Directors present. There shall be no voting by proxy.

Section 7. **Meetings.** All meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, and place of the meeting, shall be delivered to each Director not less than two days prior to the

meeting. Notice may be communicated in person, by telephone, electronically or by mail or any other allowed means. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all directors participating may simultaneously communicate during the meeting.

Section 8 Actions without a meeting. The board of directors may, without a meeting, use electronic mail or other electronic means to take any action that it could at an actual meeting. All directors must have an electronic mail address. Each director shall be sent an announcement that states that the board of directors will take action. The announcement must specify a deadline of not less than 48 hours after the announcement is sent for each director to record their vote. A director may change their vote at any time before the deadline. An affirmative vote of the majority of the directors who hold office at the time the board of directors takes an action by means of electronic mail or by other electronic means is an act of the board

Section 9. Compensation. Directors shall not receive compensation for their Board services, but may be reimbursed for expenses related to Board service.

ARTICLE IV: OFFICERS

Section 1. Titles. The officers of this corporation shall be the President, Vice President, Secretary, and Treasurer. All officers of this corporation must be members of the Board of Directors.

Section 2. Election and Term. Officers shall be elected at the annual meeting of the members by a majority of the votes cast. The term of office for Officers shall be from the first day of the year following the annual membership meeting through the last day of that year. An officer may be reelected without limitation on the number of terms he or she may serve.

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

Section 4. President. The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any powers and duties as may be determined by the Board of Directors.

Section 5. Vice President. The Vice President shall assume the duties of the President in the President's absence. The Vice President shall have any powers and duties as may be determined by the Board of Directors.

Section 6. Secretary. The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors' and members' meetings and actions; (b)

providing notice of all meetings of the Board of Directors and members; (c) authenticating the records of the corporation and (d) any other duties as may be assigned by the Board of Directors.

Section 7. **Treasurer.** The Treasurer shall have the overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed the following duties: (a) keeping full and accurate accounts of all financial records of the corporation; (b) depositing all monies in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursing all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; (e) maintaining current and accurate membership lists; and (f) any other duties as may be assigned by the Board of Directors.

ARTICLE V: AMENDMENTS TO BYLAWS

The Board of Directors may vote to amend or repeal these Bylaws or to adopt new ones by a majority vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two 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.

The members may vote to amend or repeal these Bylaws or adopt new ones by a majority of the members represented and voting. In amending or repealing a particular Bylaw, the members may provide expressly that the Board may not amend or repeal that Bylaw. Prior to the adopting of the amendment, each member shall be given the notice of meeting required by these Bylaws 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 VI: DISSOLUTION

In the event this corporation is dissolved, all assets remaining after the payment of all just claims shall be distributed and donated to the Society of St. Vincent de Paul of Portland, Oregon, if the Society of St. Vincent de Paul of Portland, Oregon, is at the time of such distribution a charity recognized as a qualified charitable institution pursuant to Section 501(c)(3) of the Internal Revenue Code. If the Society of St. Vincent de Paul of Portland, Oregon, is not so recognized, then such distribution may be made to any other charity which is then recognized as a qualified charitable institution pursuant to Section 501(c)(3) of the Internal Revenue Code.

ADOPTED: May 6, 2021

Corporate Officer: APWauson
SECRETARY