

**FRIENDLY HOUSE, INC.**  
**Restated Bylaws**

**ARTICLE I                    NAME**

The name of this corporation is FRIENDLY HOUSE, INC., referred to throughout these Bylaws as the "Agency".

**ARTICLE II                    PURPOSE**

The purposes of the Agency shall be as set forth in the Articles of Incorporation and shall be exclusively charitable and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this Agency 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 (the "Act") and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE III                    MEMBERSHIP**

Membership shall be as set forth in the Articles of Incorporation.

**ARTICLE IV                    BOARD OF DIRECTORS**

Section 1. **POWERS, POLICIES.** The business and affairs of the corporation shall be managed by the Board, which shall exercise or direct the exercise of all corporate powers. By resolution, the Board may establish policies in furtherance of the powers granted herein. The Board shall have the power to establish the principles and purposes of this Agency consistent with Article III of the Articles of Incorporation.

Section 2. **NUMBER AND CLASSES.** The Board shall consist of up to 24 elected voting directors, none of whom shall be a member of the staff. The number of directors shall be determined by resolution of the Board. At least one-third of the elected director positions shall be designated or approved by the session of First Presbyterian Church of Portland, approximately one third shall reside or work in the neighborhood area served, and approximately one third shall be chosen from the community at large. Where the number of voting director positions is not divisible by three, the required number from each class shall be determined by dividing the total number of voting director positions by three and disregarding any fractional remainder. Where the resulting total of all members of all classes does not equal the total number of voting director positions, at least one of the remaining director positions shall be designated or approved by the session of First Presbyterian Church and the remaining director position may be from any other class.

Section 3. **ELECTION.** Directors shall be elected by a majority vote of the then-current directors as vacancies arise during the year. Subject to Section 5 of this Article, the term of office of all directors shall begin immediately upon election and shall end upon the later of the third annual meeting next following a director's election or upon election of the director's successor. A director

may serve two successive terms but may not again be elected until the lapse of one year after expiration of the second successive term.

Section 4. EX-OFFICIO DIRECTORS. The immediate past president, if not otherwise serving part of a regular term, shall continue as a non-elected voting director for one year following the expiration of his or her term as president.

Section 5. VACANCIES. A vacancy on the Board shall exist upon the death, resignation, disability, or removal of any director or upon the creation of an additional directorship by resolution of the Board. Such vacancies shall be filled as provided in Section 3 of this Article. Each director so elected shall hold office for the balance of the unexpired term of his or her predecessor. If at any time during his or her term, a director shall cease to have the qualification or affiliation required of directors of the class he or she was elected to represent under Section 2 of this Article, such director's term of office shall expire as of the next annual meeting. At such time, the director so affected may be elected, subject to Sections 2 and 3 of this Article, to a different class of director. If the director so affected is not eligible under Section 2 of this Article to serve in any other class, or if no vacancy exists with respect to such a class, or if his or her election would violate the limit on successive terms set forth in Section 3 of this Article, the affected director's term shall expire and his or her position shall be deemed vacant.

Section 6. LEAVES. Directors who anticipate being absent from two or more consecutive board meetings should communicate with the board president or executive director. A director may request a leave from the Board for up to one year. The Board may elect an interim replacement with equal voting rights, or may choose not to replace the director on leave.

Section 7. REMOVAL OF DIRECTORS. A director who is absent from more than half of the regular board meetings held during any calendar year shall be automatically removed from office, unless the Director has received an approved leave of absence. Any director may be removed from office by a two-thirds vote of all of the other directors then in office. Any such action shall take place at a special meeting of the Board called for such a purpose.

Section 8. RESTORATION OF AGENCY PROPERTY. Upon leaving office for any reason, any director Agency shall return to the Agency all Agency property of whatever kind in their possession or control.

#### Section 9. MEETINGS.

a) Regular meetings of the Board shall be held approximately monthly on the dates and at locations determined by the Executive Committee. The time of the meeting shall be determined by the Executive Committee and notice of such time shall be given to the Board by proper notice. Guests are welcome at all board meetings except when the Board determines to meet in executive session or the meeting has been otherwise closed by the president or by a majority vote of the Board. When meeting in executive session, only members of the Board and the Executive Director of the Agency shall be present unless, by majority vote of the Board, the Executive Director is excluded from attendance and/or others are permitted to be in attendance. A regular meeting may be canceled if the Executive Committee finds insufficient business to transact.

b) The annual meeting of the Agency shall occur in September of each year or, upon proper notice, during such other month as determined by the Executive Committee. Officers of the Agency shall be elected at the annual meeting.

c) Special meetings of the Board may be called at any time by the president or by any five directors. Notice of any special meeting shall be given to all directors.

d) The most current edition of "Roberts Rules of Order" shall govern the order of business at all meetings. As appropriate, the president may appoint a parliamentarian as needed to interpret such rules.

e) Directors may participate in meetings through the use of any means of communication by which all directors may simultaneously hear each other and in doing so they will be deemed present at the meeting.

Section 10. NOTICE OF MEETINGS. Annually, a schedule of regular meetings shall be published and provided to all directors. Thereafter, no notice of a regular meeting is required unless such meeting is to be held at other than date, time and place previously set forth in the schedule of regular meetings. Notice of any special meeting shall be given in writing, electronically or by telephone to each director not fewer than five days before such meeting. By attending a special meeting, a director shall waive such notice.

Section 11. QUORUM AND VOTE. A quorum for Board meetings shall consist of one-third of all of the voting directors then in office. Each voting director shall be entitled to one vote and shall vote in person. No voting by proxy shall be allowed. Except as otherwise provided in these Bylaws or the Articles of Incorporation, all actions of the Board shall be by resolution and shall require a majority vote of those directors present at a meeting at which a quorum is present.

Section 12. ACTION WITHOUT A MEETING. Any action which the Act, the Articles of Incorporation, or these Bylaws require or permit the directors to take at a meeting may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the directors entitled to vote on the matter. The consent, which shall have the same effect as a unanimous vote of the directors, shall be filed in the records of the minutes of the Agency.

## **ARTICLE V                      OFFICERS**

### **Section 1. DESIGNATION; ELECTION; QUALIFICATION; VACANCIES.**

a) The officers of the Agency, each of whom must be an elected director, shall be the president, vice president, secretary, and treasurer. No two offices may be held by the same person except in cases when fewer than four directors serve on the board.

b) Officers shall be elected by a majority vote of the directors at the annual meeting. A slate of officers shall be nominated by the Board Resource Committee. In addition, at the annual meeting any director may nominate any other candidate whose nomination shall be received with like effect and manner as nominations submitted by the Board Resource Committee.

c) Any vacancy in office for any reason shall be filled by the Executive Committee subject to approval by a majority vote of the Board at the next regular meeting of the Board at which a quorum is present. . If such approval is not obtained the Executive Committee shall fill the vacancy by a subsequent appointment subject to approval by a majority vote of the Board at the next regular meeting of the Board at which a quorum is present. An officer so elected shall hold office for the remainder of the term of office to which he or she has succeeded.

## Section 2. TERM OF OFFICE.

a) The term of office for any officer shall be until the next annual meeting or, if later, until such officer's successor is elected and qualifies. An officer may be reelected for an additional one-year term in a particular office but may not again be elected to that office until the lapse of one year following the expiration of the second successive term.

b) Any officer may be removed, with or without cause, by a two-thirds vote of the other directors if, in the judgment of the Board, the best interests of the Agency would thus be served.

c) Any officer may resign at any time by giving written notice to the Board, the president, or the secretary. Any such resignation shall take effect upon receipt of such notice or at any later time specified in it.

Section 3. PRESIDENT. The duties of the president shall include: 1) to preside at all meetings of the Board and of the Executive Committee, 2) to call special meetings of the Board, 3) to recommend committee chairs (except the Board Resource Committee), 4) to enforce and carry out these Bylaws and the policies and regulations adopted by the Board, 5) and to perform all other acts and duties usually performed by an executive or presiding officer or as the Board may prescribe. The president shall serve as an ex officio non-voting member of all committees.

Section 4. VICE PRESIDENT. The duties of the vice president shall include: 1) assisting the president in the performance of his or her duties, 2) performing those duties and exercising the authority of the president in the event the president is absent, disqualified, or for any other reason unable to serve, 3) serving as a member of the Board Resource Committee, and 4) performing such other duties as the Board may specify from time to time. In the event of a vacancy in the office of the president, the vice president shall automatically become acting president pending the election of a new president at the meeting of the Board following the meeting at which the vacancy was declared.

Section 5. SECRETARY. The duties of the secretary shall include: 1) taking adequate minutes of each Board meeting, including a record of attendance and Board resolutions, The secretary shall record in the minutes at the annual meeting the nominees presented for office and those elected to office. All records shall be kept on the premises of the Agency and under the control of the Executive Director, except the minutes of the executive sessions of the Board, which shall be kept under control of the secretary who, upon vacating office, shall surrender them to the succeeding secretary. The secretary shall serve on the Executive Committee.

Section 6. TREASURER. The duties of the treasurer shall include: 1) overseeing the financial management, control systems, and budgeting of the Agency, 2) chairing the Finance

Committee, and, as delegated to staff members, 3) causing staff or professional accountants to properly account for all assets, liabilities, revenue, and expenses of the Agency, 4) leading the development of operating and capital budgets for the Agency and its programs, and 5) reporting financial results on a timely, accurate, and complete basis to the Board and other constituents. The treasurer shall serve on the Finance Committee.

## **ARTICLE VI                    CONFLICT OF INTEREST**

No officer, director, or employee of the Agency shall take part in recommending or approving on behalf of the Agency a transaction if that person would have a direct or indirect interest in the transaction as defined in ORS 65.361 or a successor provision of law. The Board may, by resolution, establish policies to expand and implement this provision.

## **ARTICLE VII                    COMMITTEES**

Section 1. **STANDING COMMITTEES.** Standing Committees of the Board shall include the Executive Committee, the Finance Committee and the Board Resource Committee. Additional committees may be established by, and they have the duties determined by, resolution of the Board. The president may name members of any committees established under this Article VII, provided, however, that such members shall be confirmed by resolution of the Board at a regular meeting. Persons not serving as elected directors may be appointed as members of a committee (but not as its chair). Unless otherwise specified in these Bylaws, the number of persons on each committee shall be established from time to time by the president but shall not be fewer than two directors. At committee meetings for which regular notice is provided there shall be no quorum requirement, except at the Executive Committee. Minutes shall be taken of any committee meeting and the appointed chair of any committee shall ensure that such minutes are promptly provided to the president and the executive director.

Section 2. **EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the four officers. The president may appoint the immediate past president to serve on the Executive Committee for a term of not more than one year. The executive director shall be a non-voting member of the committee. The committee shall meet monthly. A regular meeting may be canceled if the Executive Committee finds insufficient business to transact. The president may call additional meetings as s/he deems necessary. The Executive Committee shall have the authority to incur indebtedness or expense not exceeding \$500 except such limit shall not apply if action is required to preserve the Agency. The Committee shall set the agenda for the Board meeting, review committee reports as requested by the standing committees, and review and recommend changes in the Bylaws when appropriate. In addition to the duties prescribed in these Bylaws, additional duties may be assigned to the Executive Committee by the president or by resolution of the Board.

Section 3. **FINANCE COMMITTEE.** The Finance Committee shall be chaired by the treasurer, and include at least two other directors. Its fundamental charge shall be to set policy to guide the treasurer in overseeing the fiscal and administrative affairs of the Agency. Its duties shall include: In accordance with any investment policies approved by the Board, the Committee shall have the power to buy, subscribe for, sell, exchange, or transfer stocks, bonds, and other securities and otherwise invest and reinvest any funds of the Agency (the Committee may form an

Investments Sub-Committee that includes non-directors to advise it on investment policy). The Committee shall serve as the audit committee of the Board and shall contract annually with independent auditors to examine the books and accounts of the Agency, review the annual financial audit and propose an annual budget to the Board. In addition to the duties prescribed in these Bylaws, additional duties may be assigned to the Finance Committee by the president or by resolution of the Board.

Section 4. BOARD RESOURCE COMMITTEE. The Executive Committee shall appoint for a term of two years the members of the Board Resource Committee and shall annually designate a chair of the committee from among its members. The Board Resource Committee shall consist of between three and five directors, with a majority of the committee composed of directors not then serving on the Executive Committee. A person who has served as President in the past three years, whether or not that person is currently a director, may be appointed to the committee. The Board Resource Committee, prior to the annual meeting, shall nominate directors to serve as officers of the Agency. The Board Resource Committee shall also identify prospective directors of the Board and nominate candidates for election as directors. In addition to the duties prescribed in these Bylaws, additional duties may be assigned to the Board Resource Committee by the President or by resolution of the Board.

## **ARTICLE VIII EXECUTIVE DIRECTOR**

Section 1. APPOINTMENT. The executive director shall be appointed by the Board and shall serve at the pleasure of the Board. The executive director shall have primary responsibility for implementing and administering all activities and programs of the Agency, in accordance with its purpose and with policies established by the Board. The Board may, by resolution, authorize the executive director to act on behalf of the Agency to execute contracts, agreements, obligations and other documents binding upon the Agency. The executive director shall be responsible to the Board through the president and the Executive Committee.

Section 2. DUTIES. The executive director shall hire, supervise, and discharge Agency employees according to the personnel policies and practices established by the Board, and shall serve as a non-voting ex officio member of all standing committees.

## **ARTICLE IX CORPORATE RECORDS**

Section 1. FISCAL YEAR. The fiscal year of the Agency shall begin July 1 and end June 30 of each year.

Section 2. RECORDS. The Agency shall maintain adequate and correct books, records, and accounts for its business and properties.

Section 3. INSPECTION OF BOOKS AND RECORDS. The books and records of the Agency shall be available for examination by any director during all normal business hours.

Section 4. CERTIFICATION AND INSPECTION OF BYLAWS. The original or a copy of these Bylaws, as amended, certified by the secretary, shall be open to inspection by any director.

Section 5. EXECUTION OF DOCUMENTS. Execution of any contract, obligation, memorandum of understanding or other document, to be binding upon the Agency, shall be authorized by resolution of the Board. Such resolution may identify either a specific document or a general class of documents which may be executed by the Executive Director or by some number of members of the Board. Unless so authorized by the Board or these Bylaws, no officer, agent, or employee shall have any power or authority to bind the Agency by any contract or engagement, to pledge its credit, or to render it liable for any purpose or for any amount.

## **ARTICLE X                      GENERAL PROVISIONS**

Section 1. AMENDMENTS. The Articles of Incorporation may be amended as provided therein. These Bylaws may be amended or repealed at any regular meeting of the Board (or at any special meeting called for that purpose) by a two-thirds majority of those directors in attendance, provided that 30 days' written notice of the proposed amendment or repeal shall have been given to the directors and a quorum shall be present.

Section 2. WAIVER OF NOTICE. Whenever any notice to any director is required by law, by the Articles of Incorporation, or by these Bylaws, a waiver of notice in writing signed at any time by the person entitled to notice shall be equivalent to the giving of the notice.

Section 3. INDEMNIFICATION. The Agency shall indemnify directors for liability arising from their actions undertaken in good faith on behalf of the Agency to the full extent provided under applicable Oregon law. The Board may adopt by resolution policies to implement this provision. The Agency shall maintain insurance on behalf of its directors and officers against liability asserted against them by others in connection with their service on the Board.

Restated as of 2010 and amended November 15, 2011.