

BY-LAWS
OF
LEADERSHIP CORVALLIS

A Not-For Profit Corporation

ARTICLE I

Name

The name of the corporation is LEADERSHIP CORVALLIS, INC., and its duration shall be perpetual.

ARTICLE II

The corporation is organized exclusively for educational and charitable purposes, including, but not limited to, providing a broad educational experience to interested citizens on how the community works and preparing them to become more involved and effective in shaping the destiny of our area.

ARTICLE III

Offices

The principal office of the corporation in the State of Oregon shall be located in the City of Corvallis, County of Benton. The corporation may have such other offices, either within or without the State of Oregon, and the address of the registered office may be changed from time to time by the Board of Directors.

The registered office of the corporation required by the Oregon Non-profit Corporation Law to be maintained in the State of Oregon may be, but need not be, identical with the principal office in the State of Oregon, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV

The corporation is to have no membership or members, and the business affairs of the corporation are to be managed by the Board of Directors, as hereinafter set forth.

ARTICLE V

Section 1 General Powers: The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2 Number, Election and Qualifications: The number of directors of the corporation shall be at least eleven, but not more than fifteen. Each new director will be elected by the Board of Directors. Two-thirds of the members of the Board must be alumni of the Leadership Corvallis Program. Each director shall be entitled to one vote on each matter submitted to the Board.

Section 3 Terms: The terms of office of the directors shall be fixed for two years, and shall be elected by secret ballot by the board members at the annual meeting, except that at the first board meeting six directors will be elected for a three year term.

Section 4 Annual Meetings: Annual meetings may be held anytime after January 1st, but before June 30th.

Section 5 Regular Meetings: Regular meetings of the Board of Directors shall be held monthly with the day and time to be determined by board consensus.

Section 6 Special Meetings: Special meetings of the Board of Directors may be held whenever called by the President or a majority of the Board of Directors.

Section 7 Place of Meeting: The Board of Directors may designate any place, either within or without the State of Oregon, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, the place of the meeting shall be the registered office of the corporation in the State of Oregon.

Section 8 Notice: Notice of every meeting, whether regular or special, shall be given not less than five days nor more than thirty days of such meeting in advance. Such notice may be given by sending to each director at the home or business address, by mail or delivered personally, a written notice, and in the case of special meeting, the purpose of the meeting. If all the directors should meet at any time and place and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attended for the purpose of objecting to the transaction of business because the meeting was not lawfully called or convened.

Section 9 Vacancies: Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the un-expired term of his or her predecessor in office.

Section 10 Quorum: A majority of the sitting directors may constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of

directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors. If less than a majority of all directors is present at a meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 11 Removal: Any member of the Board of Directors may be removed for cause by at least two-thirds of the membership of the Board of Directors voting in person, by secret written ballot, provided the board members have been notified in writing of the proposal at least two weeks before the meeting at which the removal is to be voted on. The decision of the Board of Directors shall be conclusive as to the matter submitted.

Section 12 Meeting by Telecommunication: Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications so long as all directors participating may simultaneously hear each other during the meeting.

Section 13 Committees: There will be eight committees of the Board including Recruitment, Public Relations, Curriculum, Finance, Nominations, Vision, Graduation and Alumni. Each committee will be chaired by a board member. The President/Chair will appoint all committee chairpersons. The President/Chair may establish new committees as appropriate. A director may hold up to two board positions (ie: committee chair and officer) but will have only one vote on the Board.

ARTICLE VI

Board of Advisors

Section 1 Term: The Board of Directors may select a Board of Advisors to serve as an advisory council of individuals who are interested in Leadership Corvallis and who shall serve for such term as the Board of Directors may provide.

Section 2 Duties: The duties of the Board of Advisors shall be to counsel and advise with the directors and officers in the furtherance of the objectives of this corporation.

Section 3 Board Membership: A member of the Board of Advisors may serve on the Board of Directors.

ARTICLE VII

Corporate Officers

Section 1 Number: The officers of the corporation shall be a President/Chair, President-Elect, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors and shall be members of the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. No two or more offices may be held by the same person. In the event there is a President-Emeritus, he or she shall serve in a non-voting, ex-officio capacity.

Section 2 Election and Term of Office: The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the regular meeting in June. If the election of officers shall not be held at such meeting, such election shall be held as soon after as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 3 Removal: Any officer or agent appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4 Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the un-expired portion of the term.

Section 5 President/Chair: The President/Chair must be an alumnus of the Leadership Corvallis Program. The President/Chair shall be the principal executive officer of the corporation and subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the corporation. He or she shall, when present, preside at all meetings of the Board of Directors. He or she may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6 President-Elect: The President-Elect shall assist the President in the administrative duties of the organization and shall become President at the conclusion of his or her term as President-Elect. In the absence of the President or in the event of his or her death, inability or refusal to act, the President-Elect shall perform the duties of President/Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President/Chair. Any President-Elect shall perform such duties as from time to time may be assigned to him or her by the President/Chair or Board of Directors.

Section 8 Secretary: The Secretary shall: (a) Keep the minutes of the Board of Directors meeting in one or more books provided for the purpose; (b) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) Be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) Keep a register of the post office address of each director; and (e) In general, perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

Section 9 Treasurer: The Treasurer shall: (a) Have charge and custody of and be responsible for all funds and securities of the corporation from any source whatsoever, receive and give receipts for monies due and payable to the corporation, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IX of these By-Laws; and (b) In general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president/chair or Board of Directors.

Section 10 Assistant Secretary and/or Treasurer: If assistant secretaries and/or treasurers are elected by the Board of Directors, the assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned them by the secretary or the treasurer, respectively, or by the president/chair of the Board of Directors.

Section 11 President-Emeritus: In the event a president retires from the board after multiple years of service, the Board of Directors may elect to confer upon the individual the title of President-Emeritus. This title shall be reserved for individuals who have made an extraordinary contribution to the organization. The primary duty of this non-voting, ex-officio director position is to serve as the chairperson of the Board of Advisors. In the event there is more than one President-Emeritus they will serve as co-chairs of the Board of Advisors.

ARTICLE VIII

Contracts, Loans, Checks and Deposits

Section 1 Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be in general or confined to specific instances.

Section 2 Loans: No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized in a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3 Checks, Drafts, etc.: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4 Gifts: The Board of Directors may accept for any lawful purposes on behalf of the corporation, any contribution, gift, bequest or devise for any purpose of the corporation.

ARTICLE IX

Fiscal Management

Section 1 Fiscal Year: The fiscal year of the corporation shall begin on the first day of July of every year. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors.

Section 2 Books and Records: The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time to the extent permitted by law and in accordance with Non-profit Corporation Law.

Section 3 Indemnity: Each person who shall be or shall have been a director or officer of the corporation shall be indemnified by the corporation against all liabilities and expenses at the time imposed upon or reasonably incurred by him or her in connection with, arising out of, or resulting from any action, suit or proceeding in which he or she may be involved or with which he or she may be threatened by reason of his or her then serving or having served as such director or officer, or by reason of any alleged act or omission by him or her in any such capacity, whether or not he or she shall be serving as such officer or director at the time any or all such liabilities or expenses shall be imposed or incurred by him or her. These indemnity provisions shall not be exclusive of any other rights which any director or officer may have pursuant to Oregon law.

ARTICLE X

Seal

The Board of Directors may provide a suitable corporate seal containing the name of the corporation, which seal shall be in the charge of the Secretary.

ARTICLE XI

Amendments

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors provided that notice of a proposed change to the By-Laws has been given at least 10 days before the meeting.

ARTICLE XII

Rules of Procedure

The rule of procedure at Board of Directors meetings shall be the rules contained in Robert's Rules of Order on Parliamentary Procedures, as then revised, so far as possible and not

inconsistent with these By-Laws or the Articles of Incorporation or with any resolution of the Board of Directors.

ARTICLE XIII

Certification

I, Joyce L. Maitland, certify that I am the duly constituted Secretary of Leadership Corvallis, Inc., and the foregoing By-Laws are the By-Laws of said corporation, and all of them are now lawfully in force and effect.

X _____

IN TESTIMONY WHEREOF, I have hereunto affixed my official signature in the City of Corvallis, State of Oregon, on this 7th day of **April, 2003**.