

**BYLAWS
OF
RELIEF ANGELS**



Adopted by the Board of Directors on:

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NOTE: The Oregon Nonprofit Corporation Act, ORS Chapter 65, governs nonprofit organizations incorporated in Oregon. If a conflict exists between these Bylaws and the provisions contained in that Act as it is currently written or as amended, the provisions of the Act govern the organization. If you have questions about how to interpret, apply, or amend these Bylaws, please contact Nonprofit Law Northwest.

**BYLAWS
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ARTICLE 1: PURPOSE

This corporation shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this organization 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 (“ORS”) (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

Within these limits, this corporation’s purposes shall include the following:

Providing a crisis response network with an all-encompassing approach to relief efforts for people, their pets, and their livestock affected by natural or civil disasters from evacuation to long-term recovery.

ARTICLE 2: NO VOTING MEMBERS

The corporation shall not have any voting members, as that term is defined in ORS 65 (or its corresponding future provisions). However, the Board of Directors from time to time may establish one or more classes of nonvoting members on such terms and conditions as the Board in its discretion deems advisable.

ARTICLE 3: BOARD OF DIRECTORS

3.1 Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, a Board of Directors.

3.2 Board Duties. The Board of Directors shall manage the business, property, and affairs of the organization, and may exercise and delegate any and all of the powers of the organization as it sees fit, subject only to restrictions imposed by statute, the organization’s Articles of Incorporation, and these Bylaws. The Board of Directors shall establish corporate and administrative policies; authorize operational goals and objectives; emphasize overall corporate planning; authorize agreements and contracts; adopt the budget; approve committee appointments; provide for the maintenance of headquarters; employ, direct, and discharge the corporation’s Executive Director; authorize meetings; review committee reports; and determine action to be taken. Board members shall actively participate in community outreach, gift solicitation, and event and campaign planning.

3.3 Individual Director Duties. It is the duty of each Director to comply with the standard of conduct required of Directors in ORS 65.357 (or its corresponding future provisions). As such, Directors shall discharge their duties in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interests of the corporation. In addition, Directors will strive to understand all laws, regulations, and rules applicable to the organization, in order to ensure the organization’s legal compliance. In discharging their duties, Directors are allowed to rely on information presented by competent professionals, as explained in ORS 65.357 (or its corresponding future provisions).

3.4 Qualifications. Nominees for Director positions must have demonstrated an interest in and dedication to the mission of the corporation. All Directors must be individuals 18 years of age or older. Directors need not be residents or citizens of the State of Oregon or of the United States of America.

3.5 Number. The Board of Directors shall consist of not fewer than three and not more than nine persons. The number of Directors may be fixed or changed periodically within the minimum and maximum by the Board of Directors.

3.6 Election and Tenure of Office. The initial Directors shall be appointed by the Incorporator and shall serve until the first Annual Meeting, at which time half (or as close to half as possible if the total number of Directors is an odd number) of the positions will be up for reelection. The other half of the initial Directors shall serve until the following Annual Meeting, at which time those positions shall be up for reelection.

Subsequent Directors shall serve for terms of two years, and shall be elected on a rotating cycle, so that half of the Directors (or as close to half as possible if the total number of Directors is an odd number) shall be reelected each year. There is no limit to the number of terms, successive or otherwise, a Director may serve. Directors shall be elected at the corporation’s annual meeting held for that purpose by vote of a majority of Directors whose terms do not expire in that year. The Board of Directors may prepare, and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections. Directors may, if re-elected, serve any number of consecutive terms. Despite the expiration of a Director’s term, the Director shall continue to serve until the Director’s successor is elected and qualifies.

3.7 Resignation. A Director may resign at any time by delivering written notice to the President or the Secretary. A resignation is effective when notice is received, unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors. Disagreements as to when the notice was “received,” and thus effective, should be resolved by reference to ORS 65.034 (or its corresponding future provisions).

3.8 Removal. A Director may be removed at any time, with or without cause, by vote of two-thirds of the Directors then in office, excluding the Director to be removed. The person being considered for removal has no vote in the process of removal. Notice of the meeting must be given that states that the removal of a Director is to be considered at that meeting.

3.9 Vacancies. A vacancy in the Board of Directors shall exist upon the death, resignation, or removal of any Director or a vote by the Board to increase the number of Directors within the limits for the number of Directors allowed in these Bylaws. A vacancy in the Board of Directors may be filled by a vote of the majority of the remaining Directors still in office, although less than a quorum, at any meeting. Each Director so elected shall hold office for the balance of the unexpired term of his or her predecessor, or in the case of an increase in the number of Directors, until the next annual election or the following annual election, as needed to ensure that half of the Directors are reelected at each election. If the Board of Directors receives the resignation of a Director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

3.10 Annual Meeting. An annual meeting of the Board of Directors shall be held during the fourth quarter of the year, unless the meeting is scheduled to take place at a different time by a resolution of the Board of Directors, at a time and place designated by the Board of Directors.

3.11 Regular and Special Meetings. The Board of Directors must meet at least four times a year. The Board shall establish by resolution a regular schedule for meetings, and these meetings are called regular meetings. All other meetings are special meetings. The Board of Directors may hold annual, regular, or special meetings in or out of the State of Oregon.

3.12 Call and Notice of Meetings. Required notices under these Bylaws must be given to each Director currently in office at the time notice is provided and shall be given at the following times, unless stated otherwise in the Articles of Incorporation or these Bylaws: At least seven days' notice if given by first-class mail, or four days' notice if given electronically (including by email or text message), or two days' notice if given verbally directly to the Director (including by telephone). The schedule of regular meetings must be given to all Directors, with the first meeting on the schedule being preceded by notice, as explained above. Once notice has been given of a schedule for regular meetings of the Board of Directors, further regular meetings on that schedule may be held without further notice of the date, time, or place of the meeting. Notice of special meetings shall be given as described above. All notices must give the date, time, and place of the meeting. Except as specifically provided in these Bylaws or applicable law, the notice need not describe the purposes of any meeting. The President or one-third of the Directors then in office may call and give notice of a meeting of the Board.

3.13 Waiver of Notice. A Director may at any time waive any notice required by these Bylaws. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Except as provided in the preceding sentence, any waiver must be in writing, must be signed by the Director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records.

3.14 Telephonic/Video Participation. The Board of Directors may permit any or all of the Directors to participate in any meeting by, or conduct the meeting through use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

3.15 Action Without Meeting (Decision-Making by Email or Other Written Means). Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting by either of the following methods:

(a) Email: The Board of Directors may make a decision without a meeting by email if the corporation has an email address for every Director. In order to conduct a vote by email, the corporation must send an announcement by email to each Director that a vote will be taken. The announcement must include a description of the matter and a deadline for the vote, which must be at least 48 hours from the time of the email announcement. The Directors must respond by email with their vote, and Directors can change their votes at any time before the deadline by responding via email. An affirmative vote of a majority of Directors in office is effective as an act of the Board, unless the Articles of Incorporation or these Bylaws require an affirmative vote of a different number of Directors. The effective date will be the deadline specified in the announcement, or such other date provided in the announcement. The corporation shall include the email announcement and a record of the Directors' votes in the minutes for the Board meeting or shall file the announcement and record of the Directors' votes in documents that reflect the action that the Board took.

(b) **Written Consent:** The Board of Directors may make a decision without a meeting if the action is approved in writing by all of the Directors currently in office (meaning a unanimous affirmative vote). Under this provision, a decision may be made by mail, fax, or other written communication by sending to each Director a clear motion with instructions that each Director must respond by a specified deadline and that the response must be in writing, be signed by the Director, and state his or her vote. If all of the Directors do not respond with an affirmative vote in a written, signed response by the stated deadline, the motion will not be approved. The written, signed consents of each Director must be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director submits his or her written, signed consent, unless the consent specifies an earlier or later effective date.

A written consent or vote by email under this section has the effect of a meeting vote and may be described as such in any document.

3.16 Quorum and Voting. A quorum of the Board of Directors shall consist of a majority of the number of Directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present when the action is taken is the act of the Board of Directors except to the extent that the Articles of Incorporation, these Bylaws, or applicable law require the vote of a greater number of Directors. A Director is considered present regardless of whether the Director votes or abstains from voting.

Prior to voting, a motion must be clearly stated and seconded, a vote must be taken, and the vote must be recorded in the meeting minutes. Each Director has one vote on each motion. If any Director so requests, the minutes shall include the names of each Director who voted for, voted against, or abstained from a specific motion.

3.17 Presumption of Assent. A Director who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:

(a) The Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting the business at the meeting;

(b) The Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) The Director delivers written notice of dissent or abstention to the presiding Officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

3.18 No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

3.19 Compensation. Directors and members of committees may not receive reimbursement of expenses unless the Board first adopts a Travel & Expenses Reimbursement Policy; thereafter, Directors and members of committees may be reimbursed for expenses in accordance with that policy and as may be determined by resolution of the Board of Directors to be just and reasonable. Directors shall not otherwise be compensated for service in their capacity as Directors.

3.20 Executive Session Meetings. The Board, by resolution, or the President, may at any time decide to go into an Executive Session meeting. Executive Session shall be used when the Board of Directors deems it is necessary to protect the confidentiality of the matters that will be considered there. Executive Session meetings may be attended only by members of the Board of Directors, and any guests the Board invites to join the meeting, which may include the Executive

Director, other staff, or any other person the Board wishes to invite. A Director may only be excluded from any portion of Executive Session meetings in which matters will be considered that present a conflict of interest for that Director. Minutes shall be properly recorded, but shall only be read or approved at a subsequent Executive Session if there is a need to continue to ensure the confidentiality of the matters contained in the minutes. The Secretary shall take care to record in the minutes only the motions passed and information essential to comply with the law, in order to protect the confidential nature of Executive Sessions.

3.21 Authority of Directors. The President shall be an official spokesperson for the organization, and may represent the organization and its positions whenever appropriate. No member of the Board of Directors other than the President may officially represent the positions of the organization or speak or act on behalf of the organization without specific approval by the Board to do so.

3.22 Director Conflicts of Interest. A conflict of interest transaction occurs whenever the corporation pays money or other compensation, or provides any tangible benefits, to an Officer or Director or to a member of a Director's or Officer's family, or if the Director or Officer otherwise has a direct or indirect interest in the transaction, as defined in ORS 65.361 (or its corresponding future provisions). All conflict of interest transactions must be approved according to the following procedures: 1) conflict of interest transactions must be approved by the full Board of Directors; they cannot be approved by the President, Executive Committee, Executive Director, or other staff even if those individuals or committees would normally approve the type of transaction at issue. 2) Directors and Officers who have a conflict of interest in any matter must a) declare the existence of the conflict of interest, b) disclose on the record to the rest of the Board the details of their conflict and of the proposed transaction, c) leave the room during any Board discussion of the transaction and not otherwise participate in that discussion, and d) abstain from voting on that matter and leave the room where the vote is to take place until the votes have been counted. These steps must be clearly reflected in the minutes to document that they were taken. 3) The rest of the Board of Directors must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. The information relied upon by the Board of Directors, and its source, must be recorded in the minutes. 4) All conflict of interest transactions must be approved by the affirmative vote of a majority of all of the members of the Board of Directors who do not have a conflict of interest involved in that issue. However, 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.

ARTICLE 4: OFFICERS AND STAFF

4.1 Officers. The Officers of the corporation shall be a President, a Secretary, a Treasurer, a Vice President and such other Officers as the Board of Directors shall from time to time appoint. The Officers shall be appointed by, and hold office at the pleasure of, the Board of Directors. The same individual may simultaneously hold more than one office, except that the offices of President, Secretary, and Treasurer may not be held simultaneously by the same individual. Officers must serve simultaneously as members of the Board of Directors. If an Officer loses his or her position as a Director, he or she automatically loses his or her position as an Officer.

4.2 Term and Election. Officers will be elected for a one-year term by the Board of Directors. Election of Officers must be done as soon as possible following the election of

Directors. However, unless they formally resign or are removed from office, Officers will remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, an Officer may serve.

4.3 Removal. Any Officer may be removed, either with or without cause, at any time by action of the Board of Directors.

4.4 Resignation. An Officer may resign at any time by delivering notice to the Board of Directors, the President, or the Secretary. A resignation is effective when notice is received, unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors. Disagreements as to when the notice was “received,” and thus effective, should be resolved by reference to ORS 65.034 (or its corresponding future provisions).

4.5 Vacancies. If a vacancy in an Officer position exists due to the death, resignation, or removal of any Officer or for any other reason, the remaining Directors may fill that position by a majority vote. The elected Officer will hold office for the unexpired term of that office.

4.6 President. The President shall preside at meetings of the Board of Directors, shall assure that the Board of Directors is advised on all significant matters of the corporation’s business, shall act as a principal spokesperson and representative of the corporation, shall be the chief executive officer of the corporation and have the general powers and duties of management usually vested in a chief executive officer, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

4.7 Vice President. The Vice President shall preside at meetings of the Board of Directors at which the President is absent and in the absence of the President shall have the other powers and perform the other duties of the President. The Vice President also shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

4.8 Secretary. The Secretary shall have responsibility for preparing minutes of meetings of the Board of Directors and for authenticating records of the corporation. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may order, a book of minutes of all meetings of Directors. In the absence of the President, the Secretary shall have the powers and perform the duties of the Vice President. The Secretary also shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

4.9 Treasurer. The Treasurer shall be the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors, shall disburse or cause to be disbursed funds of the corporation as may be ordered by the Board of Directors, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws. If required by the Board of Directors, the Treasurer shall give the corporation a bond in such amount and with such surety specified by the Board of Directors for the faithful performance of the duties of the Treasurer’s office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the Treasurer’s possession or under the Treasurer’s control on the Treasurer’s death, resignation, retirement, or removal from office.

4.10 Executive Director. The Board of Directors may appoint or employ an Executive Director or other staff, whether paid or unpaid, to perform and conduct the programs and activities

of the organization. The Board of Directors shall evaluate the performance of the Executive Director on an annual basis and the Executive Director shall serve at the pleasure of the Board. Unless the Board determines otherwise, the Executive Director will have the power, subject to the approval of the Board of Directors, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the corporation. The Executive Director shall generally receive notice of all meetings of the Board of Directors and Executive Committee meetings, although failure to provide such notice does not make any meeting or action taken at such meeting invalid. The Executive Director shall ordinarily attend all Board meetings, except when the Board goes in to Executive Session to meet without the Executive Director present.

ARTICLE 5: COMMITTEES

5.1 Creation. The Board of Directors may establish any committee, including standing committees or temporary committees, Board committees, and advisory committees by a resolution of the Board, in accordance with the procedures stated below.

5.2 Board Committees. The Board of Directors may create one or more committees of the Board of Directors and appoint members of the Board to serve on them or designate the method of selecting committee members. Each committee shall consist of two or more Directors who serve at the pleasure of the Board of Directors. All members of Board Committees that have the authority to vote on matters before that committee must serve simultaneously as members of the Board of Directors. The creation of a committee and the appointment of Directors to the committee or designation of a method of selecting committee members must be approved by a majority of all Directors in office when the action is taken. The provisions of these Bylaws governing meetings—including action without meetings, notice and waiver of notice, quorum and voting requirements, and minute taking—shall apply to Board committees and their members as well.

5.3 Executive Committee.

(a) The Board of Directors may establish an Executive Committee of the Board to make decisions as deemed necessary between meetings of the full Board, and may delegate to the Executive Committee the power of the Board to authorize expenditures and amendments to budgets, set policies, and authorize programs or activities. The Executive Committee shall be established only by the affirmative vote of at least a majority of all Directors then in office. The Executive Committee must consist of two or more Directors who are simultaneously full members of the Board of Directors, and it shall not have any members who are not simultaneously members of the Board of Directors. The Board of Directors may place substantive restrictions or limits on the powers of the Executive Committee, and may also require certain procedures for the Executive Committee to follow. The Executive Committee must make reasonable efforts to communicate with the full Board of Directors in advance regarding the issues and decisions that will be considered or voted on at Executive Committee meetings.

(b) The Executive Committee must comply with the provisions of these Bylaws concerning the meetings and decisions of the full Board of Directors, including the requirements for notice, quorum, voting and decision-making, the preparation and subsequent adoption of minutes of Executive Committee meetings, and the permanent storage of those minutes. All Executive Committee decisions must be recorded in official minutes, which must be provided to the full Board of Directors. Unless the Board of Directors decides otherwise by the majority vote of all of the Directors in office, the Executive Committee will consist of the President, Secretary, and Treasurer, as well as the Vice President.

5.4 Limitation on Powers. No Committee may:

(a) Authorize distributions, provided that this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of the corporation's purposes;

(b) Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets;

(c) Elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or

(d) Adopt, amend, or repeal the Articles of Incorporation or Bylaws.

The Board of Directors shall always have the power to amend, alter, or repeal the decisions of committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

5.5 Committee Chairs. One member of each committee will be selected or appointed Committee Chair by the Board of Directors, or if the Board wishes, it may delegate that power to the Board President or to the members of the committee.

5.6 Advisory Committees. The Board of Directors may create one or more advisory committees. Members of these committees need not be members of the Board of Directors, but at least one Director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of, the Board of Directors, but may make recommendations to the Board of Directors.

ARTICLE 6: GENERAL PROVISIONS

6.1 Statement of Nondiscrimination. The corporation shall not discriminate in providing services, hiring employees, or otherwise, upon the basis of gender, race, creed, marital status, sexual orientation, religion, color, age, or national origin.

6.2 Inspection of Books and Records. All books, records, and accounts of the corporation shall be open to inspection by the Directors in the manner and to the extent required by law.

6.3 Checks, Drafts, Etc. All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

6.4 Deposits. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in those banks, trust companies, or other depositories selected by the Board of Directors or be invested as authorized by the Board of Directors.

6.5 Loans or Guarantees. The corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. This authority may be general or confined to specific instances. Except as explicitly permitted by ORS 65.364 (or its corresponding future provisions), the corporation shall not make a loan, guarantee an obligation, or modify a pre-existing loan or guarantee to or for the benefit of a Director or Officer of the corporation.

6.6 Execution of Documents. The Board of Directors may, except as otherwise provided in these Bylaws, authorize any Officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

6.7 Insurance. The corporation may purchase and maintain insurance on behalf of any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a Director, Officer, employee, volunteer, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the corporation; provided, however, that the corporation may not purchase or maintain such insurance to indemnify any Director, Officer, or agent of the corporation in connection with any proceeding charging improper personal benefit to the Director, Officer, or agent in which the Director, Officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the Director, Officer, or agent.

6.8 Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

6.9 Severability. A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

6.10 Limitation on Liability, Indemnification. No Director or uncompensated Officer shall be personally liable to the corporation for monetary damages for conduct as a Director or Officer, provided that this Article shall not eliminate or limit the liability of a Director or Officer for any act or omission for which such elimination of liability is not permitted under the Oregon Nonprofit Corporation Act. No amendment to the Oregon Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a Director or Officer for any act or omission which occurs prior to the effective date of the amendment.

The corporation shall indemnify to the fullest extent permitted by, and in accordance with the provisions of, the Oregon Nonprofit Corporation Act and federal law any person who is made, or 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 corporation), by reason of the fact that the person is or was a Director, Officer, employee, or agent of the corporation, provided, that in the event of a settlement, to the extent allowed by law, the Board of Directors must approve the settlement in advance. The corporation shall pay for or reimburse the reasonable expenses incurred by any such person in any such proceeding in advance of the final disposition after the Board of Directors has taken such action as required by ORS 65.404 (or its corresponding future provision), including providing notice of the proposed indemnification to the Attorney General. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of Directors, Officers, employees, agents and fiduciaries that may be allowable under any statute, bylaw, agreement, or general or specific action of the Board of Directors.

ARTICLE 7: AMENDMENT

The affirmative vote of at least two-thirds of all the Directors in office, at a properly called meeting, at which a quorum is present, is necessary and sufficient, to make, alter, amend, or repeal the Bylaws or the Articles of Incorporation of this corporation, except as otherwise provided by law. Proper written notice must be given in advance, including either a written copy of the

proposed amendments or a written summary of those amendments and stating that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws or Articles of Incorporation.



CERTIFICATION

I, the undersigned Secretary of Relief Angels, hereby certify that the foregoing Bylaws were duly adopted by the Board of Directors of Relief Angles on

_____.

Signature: _____

Date: _____

Printed Name: _____