BYLAWS

OF

PROFESSIONAL ENGINEERS OF OREGON

Adopted: _____
(date)

TABLE OF CONTENTS

ARTICLE I. PURPOSE

Section 1. Purpose

ARTICLE II. NONVOTING MEMBERS

Section 1. Nonvoting Members
Section 2. Rights and Obligations of Nonvoting Members
Section 3. Dues and Good Standing
Section 4. Selection of Nonvoting Members
Section 5. Categories and Qualifications of Nonvoting Members
Section 6. Resignation of Nonvoting Members
Section 7. Suspension or Removal of Nonvoting Members

ARTICLE III. VOTING MEMBERS

Section 1. Power and Purpose of the Voting Members
Section 2. Records of Members
Section 3. Dues and Good Standing
Section 4. Selection of Voting Members
Section 5. Categories and Qualifications of Voting Members
Section 6. Resignation of Voting Members
Section 7. Suspension or Removal of Voting Members
Section 8. Quorum for Voting Membership Meetings
Section 9. Decision-Making by Voting Members
Section 10. Proxy Voting
Section 11. Participation in Meetings Remotely and Voting by Mail or Email
Section 12. Annual Voting Membership Meeting
Section 13. Other Voting Membership Meetings
Section 14. Content of Notice
Section 15. Waiver of Notice
Section 16. Record Date

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Duties of the Board
Section 2. Qualifications of Directors and Composition of the Board
Section 3. Number of Directors
Section 4. Terms of Directors
Section 5. Selection of Directors
Section 6. Removal of Directors
Section 7. Resignation of Directors
Section 8. Filling Vacancies
Section 9. Conduct of Directors

Section 10. Quorum
Section 11. Decision-Making and Voting
Section 12. No Proxy Voting
Section 13. Telephonic Meetings
Section 14. Decisions by Mail or Email
Section 15. Meetings
Section 16. Executive Session Meetings
Section 17. Notice of Meetings
Section 18. Waiver of Notice
Section 19. Authority of Directors

ARTICLE V. OFFICERS AND STAFF

Section 1. Officers
Section 2. President
Section 3. Absence of President
Section 4. Secretary
Section 5. Treasurer
Section 6. National Delegate
Section 7. Other Officer Positions
Section 8. Executive Director and Staff

ARTICLE VI. COMMITTEES

Section 1. Establishment
Section 2. Executive Committees
Section 3. Other Committees
Section 4. Committee Members
Section 5. Committee Chairs
Section 6. Limitations on Powers

ARTICLE VII. LOCAL CHAPTERS AND PRACTICE DIVISIONS

Section 1. Establishment of Local Chapters
Section 2. Local Chapter Dues
Section 3. Establishment of Practice Divisions
Section 4. Practice Division Dues
Section 5. Local Chapter and Practice Division Membership
Section 6. Autonomy of Local Chapters and Practice Divisions
Section 7. Dissolution of Local Chapters and Practice Divisions

ARTICLE VIII. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors
Section 2. Conflict of Interest
Section 3. Financial Controls

Section 4. Annual Financial Assessment
Section 5. Tax Year
Section 6. No Discrimination

ARTICLE IX. AMENDMENTS

Section 1. Articles of Incorporation and Bylaws

NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits the powers and procedures available to nonprofit corporations. Where any questions arise about the meaning of these bylaws, or where these bylaws are silent on an issue, the Oregon Nonprofit Corporation Act should be consulted. If you would like assistance in updating, amending or interpreting these bylaws, contact Center for Nonprofit Law.

BYLAWS

OF

PROFESSIONAL ENGINEERS OF OREGON

ARTICLE I. PURPOSE

Section 1. Purpose. The purposes of Professional Engineers of Oregon are exclusively those allowed for organizations defined under §501(c)(6) of the Internal Revenue Code. Within these limits, the purposes of Professional Engineers of Oregon include the following:

(a)Advancement of the engineering profession;
(b) Promotion of public welfare in relation to the engineering profession;
(c)Encourage social and technical communication among engineers and with the public;
(d)Encourage professional improvement of members and recognize achievement;
(e)Represent the engineering profession on legislative matters affecting the interests of the public and the state and the profession;
(f) Support laws providing for the registration of engineers;
(g) Promote high standards of engineering education;
(h)Maintain a code of professional conduct, which best serves the interest of its members and society in general and which is represented in the code of ethics of the Professional Engineers of Oregon.

ARTICLE II. NONVOTING MEMBERS

Section 1. Nonvoting Members. Professional Engineers of Oregon may have Nonvoting Members at the discretion of the Board of Directors.

Section 2. Rights and Obligations of Nonvoting Members. The Board of Directors may by resolution establish categories of Nonvoting Membership and determine any obligations and privileges of members in those categories. The Nonvoting Members will not have the power to vote on the election of Directors or Voting Members, hold an officer position in the corporation, act as a Director on the Board of Directors, or to participate in a binding vote on any corporate matters.

Section 3. Dues and Good Standing. Annual dues, if any, will be set by the Board of Directors. A Nonvoting Member shall be considered in good standing if dues are remitted prior to the Nonvoting Member's dues renewal date. A Nonvoting Member who fails to remit dues by their dues renewal date shall be delinquent. Unless provisions for the deferral of dues has been granted by National Society for Professional Engineers and Professional Engineers of Oregon the delinquent Nonvoting Member shall be dropped from the membership rolls of National Society for Professional Engineers and Professional Engineers of Oregon three (3) months after the date on which remittance is due. State Level Nonvoting Memberships shall only be required to get a deferral of dues from Professional Engineers of Oregon.

Section 4. Selection of Nonvoting Members. Except as otherwise provided in these Bylaws, all Nonvoting Members shall be admitted upon the potential Nonvoting Member's admittance to National Society of Professional Engineers. All Nonvoting Members shall be admitted to Professional Engineers of Oregon in the same category as the Nonvoting Member was admitted in National Society of Professional Engineers. The Board of Directors may establish any policies and/or procedures necessary or convenient to carry out this provision.

Section 5. Categories and Qualifications of Nonvoting Members. Any person applying for a new Nonvoting Membership, or any person whose Nonvoting Membership was terminated and who reapplies for Nonvoting Membership, and is eligible to become a Nonvoting Member of the Professional Engineers of Oregon and the National Society of Professional Engineers shall be required to join and maintain a unified state/national membership in the Professional Engineers of Oregon and the National Society of Professional Engineers. In addition to any other category of Nonvoting Membership established by resolution of the Board of Directors, there shall be the following categories of Nonvoting Membership:

A. Student Member. A Student Member shall be defined as a person who is enrolled full-time in an engineering program accredited by the Accreditation Board for Engineering and Technology ("ABET") or an engineering or pre-engineering program that has a transfer agreement with one or more ABET accredited engineering programs. A student enrolled full-time in a graduate level engineering program may choose any grade for which eligible, including Student Member.

B. Graduate Member. A person who has graduated with a bachelor's degree or higher from an engineering curriculum accredited by ABET, or from an engineering or pre-engineering program that leads to engineering licensure, shall be granted provisional status as a Member for up to two (2) years to achieve the requirements of the Member grade. Graduate Members shall become Members immediately upon successfully meeting the requirements for Member status.

C. Honorary Member. An Honorary Member shall be an individual, whose knowledge and accomplishments deserve special recognition for contributions to the licensed practice of professional engineering, or in activities related thereto. An Honorary Member shall be exempt from paying dues. An Honorary Membership shall be awarded upon the approval of two-thirds (2/3) of the Executive Committee of the Board of Directors. At no time shall there be more than ten (10) living Honorary Members of Professional Engineers of Oregon.

D. Grandfathered Nonvoting Member. A Nonvoting Member on the date these Bylaws were adopted who has maintained membership in Professional Engineers of Oregon but is no longer eligible for Nonvoting Membership due to changes in membership criteria, shall be allowed to maintain their membership in good standing. If the Grandfathered Nonvoting Member's membership lapses, the Grandfathered Nonvoting Member will not be permitted to rejoin Professional Engineers of Oregon without first meeting the then-current membership requirements.

E. State Level Nonvoting Memberships. State Level Nonvoting Memberships shall not be required to be admitted to the National Society of Professional Engineers nor have any rights specially granted by the National Society of Professional Engineers. State Level Nonvoting Members shall be admitted by procedures adopted by resolution of the Board of Directors. Any category of Nonvoting Membership not explicitly set forth above and established by resolution of the Board of Directors shall be a State Level Nonvoting Membership. The Board of Directors shall not establish a category of State Level Nonvoting Membership which is substantially similar to any category of Nonvoting Membership explicitly set forth in these Bylaws.

Section 6. Resignation of Nonvoting Members. Any Nonvoting Member may resign at any time by sending or delivering a written resignation to the Secretary of Professional Engineers of Oregon. Notwithstanding the foregoing, a Nonvoting Member may not resign if the Nonvoting Member is subject to an ongoing disciplinary hearing, or if the Board of Directors has information on the Nonvoting Member that may result in disciplinary action, until final action has been taken in regard to the hearing or information.

Section 7. Suspension or Removal of Nonvoting Members. A Nonvoting Member may be suspended or removed by the by the Board of Directors for any infraction of these Bylaws, corporate policies, the Code of Ethics adopted by the National Society for Professional Engineers (the "Code of Ethics"), for fraud or deception in the member's practice, or for failure to pay dues as set forth in Section 3 of Article II. The Board of Directors shall establish a policy for member discipline that does not contradict the definition and process regarding Member Discipline as set forth in Bylaw 10 of the National Society of Professional Engineers Bylaws. A Nonvoting Member may be suspended or removed by the Board of Directors only by utilizing the process set forth in the Member Discipline policy.

ARTICLE III. VOTING MEMBERS

Section 1. Powers and Purpose of Voting Members. Voting Members have the power to elect and also to remove the members of the Board of Directors of the corporation, to vote on any amendments to the Bylaws or Articles that relate to the number of Directors, the composition of the Board, the term of office of Directors, or the method in which the Directors are elected or selected and to vote on any other matters properly put before them for an advisory vote by the Board of Directors. The Voting Members do not have the power to make binding or enforceable decisions on matters reserved for the Board of Directors, including adopting budgets, authorizing expenditures, setting policies, or determining the organization's programs and activities.

Section 2. Records of Members. The Secretary shall ensure that the organization maintains a current, formal, alphabetical record of the names, addresses and status of Voting Members and Nonvoting Members.

Section 3. Dues and Good Standing. Annual dues, if any, will be set by the Board of Directors. A Voting Member shall be considered in good standing if dues are remitted prior to the Voting Member's dues renewal date. A Voting Member who fails to remit dues by their dues renewal

date shall be delinquent. Unless provisions for the deferral of dues has been granted by National Society for Professional Engineers and Professional Engineers of Oregon the delinquent Voting Member shall be dropped from the membership rolls of National Society for Professional Engineers and Professional Engineers of Oregon three (3) months after the date on which remittance is due. State Level Voting Memberships shall only be required to get a deferral of dues from Professional Engineers of Oregon. Delinquent Voting Members shall not be entitled to vote on any matter before the Voting Members.

Section 4. Selection of Voting Members. Except as otherwise provided in these Bylaws, all Voting Members shall be admitted upon the potential Voting Member's admittance to National Society of Professional Engineers. All Voting Members admitted to the National Society of Professional Engineers shall be admitted to Professional Engineers of Oregon in the same category as the Voting Member was admitted in National Society of Professional Engineers. The Board of Directors may establish any policies and/or procedures necessary or convenient to carry out this provision.

Section 5. Categories and Qualifications of Voting Members. Any person applying for a new Voting Membership, or any person whose Voting Membership was terminated and who reapplies for Voting Membership, and is eligible to become a member of the Professional Engineers of Oregon and the National Society of Professional Engineers shall be required to join and maintain a unified state/national membership in the Professional Engineers of Oregon and the National Society of Professional Engineers. In addition to any other category of Voting Membership established by resolution of the Board of Directors, there shall be the following categories of Voting Membership:

A. Licensed Member. A Licensed Member shall be defined as a person holding valid license or certificate of registration as a professional engineer, issued under the laws of any state, territory, possession, or district of the United States, or the equivalent as defined under the laws of any other country, or a retired engineer who obtained and retained a valid license or certificate while in active practice in the profession until retirement.

B. Member. A Member shall be defined as a person holding a valid Engineer-In-Training or Engineering Intern certification, issued under the laws of any state, territory, possession, or district of the United States, or the equivalent under the laws of any other country. A Member shall automatically advance to the Licensed Member grade as soon as eligible by licensure.

C. At-Large Member. A person may join Professional Engineers of Oregon as an At-Large Member if they meet all the requirements for Licensed Member or Member status as defined above and the person resides outside the United States, its territories, possessions, or districts.

D. Fellow Member. A Fellow Member shall be a Licensed Member who has been approved by a peer review of Fellows to receive this honor, as adopted by resolution of the Board of Directors.

E. Grandfathered Voting Members. A current Voting Member who has maintained membership in Professional Engineers of Oregon but is no longer eligible for Voting Membership due to changes in membership criteria, shall be allowed to maintain their membership in good standing. If the Grandfathered Voting Member's membership lapses, the Grandfathered Voting Member will not be permitted to rejoin Professional Engineers of Oregon without first meeting the then-current membership requirements.

F. State Level Voting Memberships. State Level Voting Memberships shall not be required to be admitted to the National Society of Professional Engineers nor have any rights specially granted by the National Society of Professional Engineers. State Level Voting Members shall be admitted by procedures adopted by resolution of the Board of Directors. Any category of Voting Membership not explicitly set forth above and established by resolution of the Board of Directors shall be a State Level Voting Membership. The Board of Directors shall not establish a category of State Level Voting Membership which is substantially similar to any category of Voting Membership explicitly set forth in these Bylaws.

Clarifications of the criteria for the qualification or selection of voting members, including representation of certain constituencies or required participation in the activities of Professional Engineers of Oregon, may be set by a resolution of the Board of Directors so long as they do not contradict the provisions of these bylaws.

Section 6. Resignation of Voting Members. Any Voting Member may resign at any time by sending or delivering a written resignation to the Secretary of Professional Engineers of Oregon. Notwithstanding the foregoing, a Voting Member may not resign if the Voting Member is subject to an ongoing disciplinary hearing, or if the Board of Directors has information on the Voting Member that may result in disciplinary action, until final action has been taken in regard to the hearing or information.

Section 7. Suspension or Removal of Voting Members. A Voting Member may be suspended or removed by the by the Board of Directors for any infraction of these Bylaws, corporate policies, the Code of Ethics adopted by the National Society for Professional Engineers (the "Code of Ethics"), for fraud or deception in the member's practice, or for failure to pay dues as set forth in Section 3 of Article III. The Board of Directors shall establish a policy for member discipline that does not contradict the definition and process regarding Member Discipline as set forth in Bylaw 10 of the National Society of Professional Engineers Bylaws. A Voting Member may be suspended or removed by the Board of Directors only by utilizing the process set forth in the Member Discipline policy.

Section 8. Quorum for Voting Membership Meetings. There shall be no quorum requirements for meetings of the Voting Members, those votes represented at a meeting of members shall constitute a quorum.

Section 9. Decision-Making by Voting Members. The affirmative vote of at least a majority of the Voting Members present at or participating by phone, mail, or email in a properly called meeting, is necessary and sufficient to make decisions or pass resolutions by the Voting Members, unless a greater proportion is required by law, the Articles, or these Bylaws. An abstention counts as part of the total number of votes cast and does not reduce the number of affirmative votes required to pass a motion. All decisions require a clearly stated motion, a second, and a vote. All motions which are successfully adopted must be recorded in the written minutes.

Section 10. Proxy Voting. Proxy voting will not be allowed at any meeting of the Voting Members or as part of reaching any decision by the Voting Members.

Section 11. Participation in Meetings Remotely and Voting By Mail or Email.

A. Voting Members who are not physically present for a membership meeting may participate in, be deemed present in person at, and vote at the membership meeting if the Board of Directors authorizes participation by remote communication. Participation by remote communication is subject to guidelines and procedures that the Board adopts. Before the Board of Directors may authorize members to participate in a membership meeting by remote communication, the corporation shall implement measures to: (1) Verify that a person that is participating in the membership meeting by remote communication is a Voting Member entitled to vote; and (2) Ensure that the Voting Member may participate by remote communication in an effective manner. The corporation shall maintain a record of the vote or other action of a Voting Member that participates in a membership meeting by remote communication.

B. A notice of a membership meeting at which the board authorizes participation by remote communication shall state that the board authorizes participation by remote communication and shall describe how a Voting Member may notify the corporation that the Voting Member intends to participate in the membership meeting by remote communication.

C. Voting by Mail or E-mail may be authorized by the Board or by the Voting Members. Unless prohibited or limited by the Articles or Bylaws, any action which may be taken at any annual, regular, or special meeting of the Voting Members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter, by mail, fax, or e-mail, as directed by the individual Voting Member. The written ballot will: (1) set forth each nominee or proposed action; and (2) provide an opportunity to vote for each vacant Officer/Board of Directors position, vote for each sub-committee chair position, and for or against each proposed action. Approval by written ballot will 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. The vote is limited to the subject specified on the ballot.

Section 12. Annual Voting Membership Meeting. There must be an Annual Meeting of the Voting Members which will be held to elect members to the Board of Directors. It will be held during the second (2nd) quarter of the calendar year at a time and location determined by resolution of the Board of Directors, if the Voting Members do not do so, unless the meeting is set for a different period of the year.

Written notice of the Annual Meeting must be sent by first class mail, fax, or email, as directed by the individual member, to all Voting Members entitled to receive notice, at the address, email, or fax number provided by the member or as it appears in the corporate records, at least fifteen (15) days in advance of the meeting.

At the Annual Meeting, Voting Members will hear and consider reports from the Board of Directors, Officers, and staff concerning the activities, management, and budget of the corporation. Voting Members will then elect the members of the Board of Directors, and also vote on any other matters for which proper notice was given. Voting will be by secret ballot if any person so requests. Members may be given the option to vote by mail, fax, or email rather than in person. The failure to hold an Annual Meeting does not affect the validity of any corporate action.

Section 13. Other Voting Membership Meetings.
A. Regular Meetings. The corporation may hold a series of regular meetings of the Voting Members at times and locations set by the Board of Directors or Officers. A single notice sent by first class mail, email, or fax, as directed by the individual voting member, at least fifteen (15) days in advance of the beginning of the series of regular meetings will be sufficient and no further notice is required so long as the meeting dates and times which were announced do not change.

B. Special Meetings. Special meetings of the Voting Members may be called by the President, by a quorum of the Board of Directors, or by request of twenty-five (25) or more Licensed Members. Notice for a special meeting must be mailed by first class mail, email, or fax, as directed by the individual Voting Member, at least fifteen (15) days in advance of the meeting and must specify the purpose(s) for which the meeting is called. Only the business for which a special meeting is called may be considered at the meeting.

Section 14. Content of Notice. The notice must contain the date, time, location and when required, the purpose of the meeting. Notices of special meetings always require a statement of the purpose(s) for which the meeting is called. If amendments to the bylaws or the Articles of Incorporation will be considered, the notice must state this fact and either the exact wording or a summary of the amendments to be considered must be included with the notice.

Section 15. Waiver of Notice. Any Voting Member may waive the right to receive full advance notice of any meeting. Waivers of notice will be in writing, signed by the person entitled to

notice, and will be given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a voting member at any meeting without specific objection to improper notice at the start of the meeting will constitute a waiver of the full notice of that meeting.

Section 16. Record Date. The record date for determining the members entitled to receive notice of a meeting will be the day before the day on which the notice is mailed. The record date to determine the members entitled to vote at a member's meeting will be the date of the meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Duties of the Board. The Board of Directors shall establish the corporation's policies and review and change them as necessary, oversee its programs, appoint or employ and supervise its staff director, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The Board of Directors must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Members of the Board of Directors must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks. The Board of Directors must meet at least four (4) times per year and shall strive to do this by meeting at least once each quarter of the year. The role of the Board of Directors does not include direct management or conduct of the daily operations of the organization.

Section 2. Qualifications of Directors and Composition of the Board. Nominees for positions on the Board of Directors must have demonstrated a commitment to the mission and purposes of Professional Engineers of Oregon and must have expertise in areas relevant to the needs of the organization. The Board of Directors shall consist of Elected Directors, Ex-Officio Directors, Appointed Directors, the President, and the Past President.

Section 3. Number of Directors. The Board of Directors must consist of no fewer than ten (10) and no more than thirty (30) Directors.

The Voting Members may create new positions on the Board of Directors by passing a resolution increasing the size of the Board, and then may appoint or elect new Directors at that same meeting or at a later time to fill the newly created positions. Directors appointed or elected in this manner shall serve until the next regularly scheduled annual membership meeting

Section 4. Terms of Directors. Except as otherwise provided in these Bylaws, Directors will serve one (1) year terms. Notwithstanding the foregoing, the National Delegate shall serve a two (2) year term. However, unless they formally resign or are removed from office, Directors 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, a Director may serve.

Section 5. Selection of Directors.

A. Presidential Succession. Upon the election of a new President Elect, the former President Elect shall become the President and the former President shall become the Past President.

B. Ex-Officio Directors. The president of each local chapter of the Professional Engineers of Oregon shall serve as Ex-Officio Directors on the Board of Directors for as long as they serve as president of their local chapter.

C. Elected Directors. Each year, the Voting Members shall elect the President Elect, three (3) to five (5) Vice Presidents, and a Treasurer.

1. Elected Director Qualifications. Only Voting Members in good standing who are residents of the State of Oregon and have expressed a willingness to serve on the Board of Directors may serve as Elected Directors. These qualifications are in addition to, and not in lieu of, the qualifications set forth in Section 2 of this Article.

2. Nominations. Nominations for Elected Directors of the Board of Directors may be made by the Nominating Committee or by written petition signed by fifty (50) Licensed Members and/or Members in good standing. The Nominating Committee shall nominate at least one eligible candidate for each office to be filled, no one of whom shall be a member of the Nominating Committee.

3. Number of Votes. Each Voting Member will have the right to vote only for as many persons as there are Elected Director positions open on the Board of Directors at the time of the election.

4. Election Policy and Procedures. 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.

5. Annual Meeting. The election of Elected Directors will take place at the annual meeting of the voting members, which will be held during the second (2nd) quarter of the calendar year at an exact time and place set by the Board of Directors, unless the Board or the Voting Members decide by resolution to set it at a different time of the year.

D. Appointed Directors. The Secretary, the Chairman of each Practice Division, and National Delegate shall be appointed by the affirmative vote of a majority the Board of Directors in office. Only persons nominated by the President may be considered for Appointed Director positions.

Section 6. Removal of Directors.

A. Elected Directors may be removed with or without cause by resolution of the Voting Members.

B. Elected Directors may also be removed by the affirmative vote of a majority of the Board of Directors for the following causes: (1) Three (3) or more consecutive failures to attend Board meetings; (2) failing to fulfill the duties required of Directors; or (3) intentional acts or omissions that a prudent person could reasonably have foreseen would seriously damage the reputation or interests of Professional Engineers of Oregon.

C. The President, Past President, Treasurer, Secretary, National Delegate, and the Chairman of each Practice Division may be removed with or without cause by the affirmative vote of a majority of the Board of Directors.

D. Ex-Officio Directors may only be removed by the local chapter which elected the Director by removing such Director from their elected position within the local chapter.

E. Whenever the removal of a Director will be considered at a meeting, proper notice must be given in advance, as required for an annual membership meeting, or for a regular meeting of the Voting Members or Board of Directors, or as required for a special meeting of the Voting Members or the Board of Directors, whichever is applicable, stating that the removal of an Elected Director is to be considered.

Section 7. Resignation of Directors. A Director may resign at any time. The resignation of a Director must be in writing and be delivered to the Board of Directors, its presiding officer, the President, or the Secretary. Once delivered, a notice of resignation is irrevocable. A Director's resignation as a Director shall not act as a resignation from membership in Professional Engineers of Oregon unless explicitly stated in the written resignation.

Section 8. Filling Vacancies.

A. The Board of Directors may, by a majority vote, elect or appoint new Directors to fill any vacancies on the Board of Directors except as otherwise stated herein.

B. If the Past President position is vacant, the office shall be filled by the most recently available Past President who left office within the last ten (10) years.

C. If the President position is vacant, the office shall be filled by the President Elect who shall serve the remainder of the term normally associated with that position and shall continue to serve as President the following term pursuant to Section 5(A) of this Article without regard to their early succession to President.

D. If the President Elect position is vacant, the office shall be filled by the affirmative vote of a majority of the Board of Directors. Any President Elect who is elected to fill a

vacancy by the Board of Directors shall not automatically succeed to the office of President under Section 5(A) of this Article. Whenever the President Elect is elected hereunder, and subsection (C) of this Section is not applicable, the office of President shall be elected by the Voting Members at the next annual meeting of the Voting Members.

E. A vacancy in an Ex-Officio Director position shall be filled by the local chapter or practice division that originally elected or appointed the Ex-Officio Director.

F. A Director elected or appointed to fill a vacancy will serve the remainder of the term normally associated with that position. If a current Director accepts appointment or election to fill a vacant office, they shall automatically cease to hold the former position.

Section 9. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence 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 interest of the corporation.

Section 10. Quorum. At all meetings of the Board of Directors, the presence or participation of a quorum, which is at least one-third (1/3) of the number of Directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 11. Decision-Making and Voting. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote. At the request of any Director, the names will be recorded in the minutes of each Director who voted for, voted against, or abstained on a particular motion.

The Directors must diligently and conscientiously attempt to make decisions by consensus and give careful consideration to minority views. When a consensus apparently cannot be achieved, any Director may request that a vote be taken. The affirmative vote of at least a majority of all of the Directors present at or participating in any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these bylaws. An abstention counts as part of the total number of votes cast and does not reduce the number of affirmative votes required to pass a motion.

Section 12. 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.

Section 13. Telephonic Meetings. Meetings may be held by telephone, video conferencing, or other method, so long as all participating Directors can simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purposes of a quorum.

Section 14. Decisions by Mail or Email. Any decision that the Board of Directors may make at a meeting may be made without a meeting if the decision is approved by the affirmative vote of all

of the members of the Board. A clearly stated motion must be sent to all of the Directors on the Board of Directors by mail, fax or email, with clear instructions that this process requires one hundred percent (100%) of the Directors to vote "yes" for the motion to pass. If the motion is sent by email then each Director must send their vote by email in reply, in which case no signature is necessary. Motions are adopted and effective on the date that all Directors in office have responded with an affirmative "yes" vote. If any Director votes "no," abstains, or fails to vote, then the motion fails to pass. A printed record of each Director's vote must be kept in the corporate records.

Section 15. Meetings. The Board of Directors must meet at least four (4) times per year and shall meet at regular intervals not exceeding three (3) months. Meetings of the Board of Directors may be called by the President or by the written request of twenty percent (20%) or more of the Directors in office. Robert's Rules of Order may be consulted for guidance but shall not be binding.

Section 16. 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.

Section 17. Notice of Meetings. Notice must be given to every member of the Board of every meeting of the Board of Directors, stating the date, time, and location of the meeting, and the purpose of the meeting if so required by law or these bylaws. The notice must be given not less than forty-eight (48) hours in advance of the meeting if delivered by telephone conversation or in person, and not less than seven (7) days in advance if delivered by first class mail, email, or fax to an address provided by the individual Director. Except in the case of regular meetings, notice of a special meeting of the Board must include a purpose(s) and no other business may be conducted at the special meeting.

Regular meetings: After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meeting. The Board of Directors may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all Directors.

Section 18. Waiver of Notice. Any Director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and

must be given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a Director at any meeting without specific objection to the notice at the commencement of the meeting constitutes a waiver of the full notice of that meeting.

Section 19. 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 make agreements on behalf of the organization without specific approval by the Board of Directors.

ARTICLE V. OFFICERS AND STAFF

Section 1. Officers. The Officers of Professional Engineers of Oregon must carry out the policies and decisions of the Board of Directors as directed by the Board. The Officers must include a President, Past President, President Elect, three (3) to five (5) Vice Presidents, Secretary, Treasurer, and National Delegate. The same person may not simultaneously hold the offices of President and Secretary but may simultaneously hold any other two or more offices.

Section 2. President. The President is the principal officer of the corporation and will, in general, supervise or oversee the supervision of all of the affairs of the corporation. The President generally will preside at all meetings of the Board of Directors, unless the Board selects another person to preside. The President will also perform other duties as may be assigned by the Board of Directors. The President may serve as an ex-officio member of any committee.

Section 3. Absence of the President. In the absence of the President or in the event of the President's inability to act, the duties of the President will be performed by the next available officer in the following order: (1) President Elect, (2) Vice President (alphabetically), or (3) the Past President. An officer acting as President will have all the powers of and is subject to all the restrictions on the President. The officer will also perform other duties assigned by the Board of Directors.

Section 4. Secretary. The Secretary will perform or oversee the performance of the following duties: a) record and keep the minutes of the meetings of the members and of the Board of Directors and any Board committees, in one or more books provided for that purpose; b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; c) be custodian of the corporate records; d) keep a register of the mailing address of each Voting Member as provided by such member; e) ensure that all required state and federal reports are prepared and filed in a timely fashion; and f) perform or oversee all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary may delegate some or all of these tasks but remains responsible for their proper completion.

Section 5. Treasurer. The Treasurer will perform or oversee the performance of the following duties: a) be responsible for the proper management and control of all funds of the corporation;

b) prepare full and accurate financial records on a timely basis of all the income, expenses and assets of the corporation; c) present reports on the financial affairs of the corporation at least once each quarter at a meeting of the Board of Directors; and d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation. The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

Section 6. National Delegate. The National Delegate shall be Professional Engineers of Oregon's representative at meetings of the National Society of Professional Engineers and shall be vested with such duties as prescribed for such position in the National Society of Professional Engineers Bylaws and any other duties prescribed in these Bylaws or by resolution of the Board of Directors.

Section 7. Other Officer Positions. The duties of any officer position not explicitly set forth above shall be determined by resolution of the Board of Directors or as otherwise directed by the President.

Section 8. Executive Director and Staff. 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. Unless the Board of Directors 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 receive notice of all Board of Directors meetings and shall ordinarily attend all meeting of the Board of Directors, except when the Board goes into Executive Session to meet without the Executive Director's presence.

ARTICLE VI. COMMITTEES

Section 1. Establishment. The Board may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee. The establishment of an Executive Committee must be done in accordance with the procedures stated below.

Section 2. Executive Committee.

A. The Board shall 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 (2) or more Directors who are members of the Board of Directors, and it shall not have any members who are not members of the Board of Directors. The members of the Executive Committee shall be

the President, President Elect, all Vice Presidents, Past President, National Delegate, Secretary, Treasurer, and any other Director appointed by resolution of the Board of Directors. The Board may place substantive restrictions or limits on the powers of the Executive Committee and may also require certain procedures for the Executive Committees to follow. The Executive Committee must make reasonable efforts to communicate with the full Board 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 decision 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.

Section 3. Other Committees.

A. The Board may establish any other committees it deems appropriate, including a nominating committee, financial oversight committee, budget committee, personnel committee, and any number of working committees and advisory committees. These are all "non-Board committees" which do not have the power to make Board level decisions, authorize expenditures, adopt budgets, set policy, or establish programs. Such committees shall be established by a resolution adopted by the Directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

B. Nominating Committee. The Nominating Committee shall be responsible for the nominations of Voting Members to the Board of Directors and such other duties as the Board of Directors may prescribe by resolution. The Nominating Committee shall be appointed by the President and shall consist of at least one (1) member of the preceding year's Nominating Committee, one (1) Director currently serving on the Board of Directors, and one (1) additional Licensed Member from each chapter.

C. Teller Committee. The Teller Committee shall be responsible for counting ballots in all elections to the Board of Directors by the Voting Members and such other duties as the Board of Directors may prescribe by resolution. The Teller Committee shall be appointed by the President and shall consist of at least one (1) member of the preceding year's Teller Committee, one (1) Director currently serving on the Board of Directors, and three (3) additional Licensed Members. A quorum of at least three (3) members of the Teller Committee shall be required to conduct any business or fulfill any obligations of the Teller Committee.

D. Financial Oversight Committee. As soon as reasonably possible the Board shall establish a committee responsible for financial oversight of the organization's income and expenses, which shall be named the Finance and Audit Committee or the Financial

Oversight Committee. The committee must consist of two (2) or more persons, including at least one (1) person with some financial experience or experience with bookkeeping, who is not the organization's check signer or bookkeeper. The committee shall be responsible for overseeing the organization's financial transactions and the implementation of the organization's financial policies. As part of its mission, the committee shall review on a monthly basis, or oversee a monthly review of, the organization's expenditures, financial transactions, bank statements, returned checks, and credit card statements. The committee shall report any questions or concerns about the organization's finances to the Board. The committee shall also make the necessary arrangements for and oversee the organization's annual audit or annual financial review, which is described in these bylaws.

Section 4. Committee Members. The President shall appoint the members of committees, or for committees other than the Executive Committee the President may delegate this task to the Board of Directors or the Committee Chair. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 5. Committee Chairs. One member of each committee will be selected or appointed committee chair by the President, or if the President wishes, they may delegate that power to the Board of Directors or to the members of the committee.

Section 6. Limitation on Powers. No committee may:

A. Elect, appoint, or remove any Officer, any member of the Board of Directors, or member of the Executive Committee;

B. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation;

C. Authorize the dissolution of the corporation or revoke proceedings therefore;

D. Amend, alter, or repeal the Articles, these Bylaws, or any resolution of the Board of Directors; or

E. Authorize the payment of a dividend or any part of the income or profit of the corporation to its Directors or Officers.

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.

ARTICLE VII. LOCAL CHAPTERS, PRACTICE DIVISIONS, AND AFFILIATED ORGANIZATIONS

Section 1. Establishment of Local Chapters. Any group of ten (10) or more Voting Members may, with the approval of the Board of Directors, organize as a local chapter. The chapter shall be known as the (distinguishing name) chapter of Professional Engineers of Oregon. The local chapter shall adopt bylaws which have been approved by the Board of Directors of Professional Engineers of Oregon. Such bylaws at a minimum must set forth:

A. The rules and procedures for the election of the local chapter's officers;

B. Require the local chapter's president to have a Professional Engineers of Oregon membership grade of Member or Licensed Member;

C. Define the local chapter's territorial limits;

D. Allow for any Voting or Nonvoting Member of Professional Engineers of Oregon residing within the territorial limits to be eligible for membership in the local chapter at a membership grade equivalent to the member's membership grade in Professional Engineers of Oregon;

E. Require the local chapter to adhere to, and be subject to, these Bylaws, the Articles of Professional Engineers of Oregon, and any and all resolutions passed by the Board of Directors of Professional Engineers of Oregon.

Section 2. Local Chapter Dues. The Board of Directors of Professional Engineers of Oregon may resolve to remit to the local chapters a portion of the dues of each member in good standing who is certified as a member of the local chapter in such amounts as the Board may determine from time to time. Local chapters may impose additional dues on its members as determined by the local chapter. Any dues imposed by a local chapter shall be subject to review and modification by the Board of Directors of Professional Engineers of Oregon.

Section 3. Establishment of Practice Divisions. Practice divisions may be established for fields of practice recognized by the National Society of Professional Engineers.

Section 4. Practice Division Dues. The Board of Directors of Professional Engineers of Oregon may resolve to remit to practice divisions a portion of the dues of each member in good standing who is certified as a member of the practice division in such amounts as the Board may determine from time to time. Practice divisions may impose additional dues on its members as determined by the practice division. Any dues imposed by a practice division shall be subject to review and modification by the Board of Directors of Professional Engineers of Oregon.

Section 5. Local Chapter and Practice Division Membership. All Voting and Nonvoting Members of Professional Engineers of Oregon may join a local chapter and as many practice divisions for which the member is eligible to join. Members shall affiliate with local chapters and

practice divisions for which they are eligible to join by requesting the Secretary of Professional Engineers of Oregon to enter the member's name on the roll of the specified chapter or practice division. Any member who does not live within the boundaries of a local chapter, as established by each local chapter's bylaws, or who chooses not to join a local chapter, shall be designated a Member-At-Large.

Section 6. Autonomy of Local Chapters and Practice Divisions. All local chapters and practice divisions shall be self-governing and have autonomy in all local matters which are not otherwise provided for in these Bylaws. Notwithstanding the foregoing, any action or omission which may purport to represent the policy of Professional Engineers of Oregon shall be subject to the prior approval of the Board of Directors of Professional Engineers of Oregon. All actions of local chapters and practice divisions shall be subject to review and modification by the Board of Directors of Professional Engineers of Oregon.

Section 7. Dissolution of Local Chapters and Practice Divisions. The Board of Directors of Professional Engineers of Oregon may dissolve any local chapter or practice division when such dissolution is in the best interests of Professional Engineers of Oregon. For the purposes of this Section, the best interests of Professional Engineers of Oregon shall be exclusively determined by the Board of Directors of Professional Engineers of Oregon.

ARTICLE VIII. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors. No Officer or member of the Board of Directors will receive any compensation for fulfilling the responsibilities of a member of the Board or of an officer as defined in these Bylaws. However, the corporation may pay compensation to Officers and members of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Members of the Board of Directors and their relatives who receive regular compensation from the corporation must always constitute less than a majority of the Board of Directors. Officers and members of the Board of Directors may be given reimbursement for actual expenses incurred in the course of fulfilling their responsibilities subject to Board approval.

Section 2. Conflict of Interest. A conflict of interest is always present whenever the corporation pays money or other compensation, or provides any tangible benefits, to an Officer or member of the Board of Directors or to a member of a Director's or Officer's family. All transactions involving conflicts of interest must be approved using 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. 2) Directors and Officers who have a conflict of interest in any matter must a) declare the existence of any direct or indirect conflict of interest, b) disclose the details of the proposed transaction on the record, c) abstain from voting on that matter, and d) leave the room where the vote is to take place until the votes have been counted. The minutes must record this to show that it was done. 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, as long as no less than two (2) disinterested Directors vote to approve the transaction.

All Directors and Officers must sign a disclosure of all conflicts of interest and update it if that disclosure needs to be changed.

Section 3. Financial Controls. The Board of Directors shall adopt formal Board policies that provide a system of financial controls that are adequate to prevent the misuse, embezzlement, or theft of the organization's funds and assets, and that would discover it if those problems or crimes were to occur. Those financial policies shall require that there must be three (3) separate levels of financial operations, and that those operations shall be performed by different people: 1) those with the authority to spend the organization's money; 2) those who are the bookkeeper(s) who record and track the income and expenditures; and 3) those who oversee the bookkeeping system and the expenditure of funds. This means that the persons who have authority to sign the corporation's checks or use its credit cards shall not be allowed to also serve as the organization's bookkeeper(s); and that the organization's bookkeeper(s) shall not be given permission or authority to spend the organization's money, sign its checks, or use its credit cards.

Section 4. Annual Financial Assessment. The Board of Directors must require the performance of an annual audit, financial review, financial compilation, or financial assessment, which must involve the services of a trusted person with bookkeeping skills and knowledge, who does not do the bookkeeping for the organization or sign checks for the organization. This need not be a formal audit but must at least involve a sufficiently thorough review of the organization's financial records so that it would likely discover any misuse, embezzlement, or theft of the organization's funds or assets.

The Financial Oversight Committee described above shall select the person performing the annual financial assessment and shall ensure that the resulting report is presented to the entire Board of Directors.

Section 5. Tax Year. The tax year of the corporation shall run from July 1st through June 30th.

Section 6. No Discrimination. In the delivery of its services to the public, Professional Engineers of Oregon does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

ARTICLE IX. AMENDMENTS

Section 1. Amendment of the Articles of Incorporation and Bylaws. The Board of Directors may amend or restate the Articles or Bylaws, and the affirmative vote of at least two-thirds (2/3) of the entire Board of Directors is necessary and sufficient to do so. Provided, however, that only

the Voting Members may approve amendments that relate to the number of Directors, the composition of the Board, the term of office of Directors, the method or way in which the Directors are elected or selected, the requirement that the corporation have Voting Members, the qualifications of Voting Members, or any right granted to the Voting Members in these Bylaws or the Articles. The affirmative vote of two-thirds (2/3) of all Voting Members participating in the vote is necessary and sufficient for the approval of such amendments. Proper written notice must be given in advance, including either a written copy or written summary of the proposed amendments.

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CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing bylaws constitute the bylaws of Professional Engineers of Oregon, as duly adopted by the Board of Directors on the _____ day of _____, 2018.

Signed this ____ day of _____, 2018.

_____
Secretary of Professional Engineers of Oregon