

BYLAWS

OF

WINE AND FOOD SOCIETY OF OREGON, INC.

Amended June 6, 2009

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BYLAWS
OF
THE WINE AND FOOD SOCIETY OF OREGON, INC.
An Oregon nonprofit corporation

ARTICLE 1
MEMBERSHIP; CORPORATE RIGHTS AND INTERESTS

Section 1.1 Members

The corporation shall have members within the meaning of the Oregon Nonprofit Corporate Act. The membership shall consist of a single class of members, and the qualifications and rights of members shall be as follows:

- 1.1.1 the members must have willingness to join this group for personal contentment and health with the knowledge that food and wine offer more than appetite satisfaction;
- 1.1.2 the members must have desire to raise the standards of good food and good wine by organizing events at Oregon hotels, restaurants, clubs and private homes;
- 1.1.3 to promote a wider knowledge of not only Oregon wines but wines of the World through tastings and visits to vineyards; and
- 1.1.4 admitted through the designated application process.

Section 1.2 Admission to Membership

- 1.2.1 The prospective member must submit an application to the corporation, with an appropriate application fee, as designated by the Board of Directors.
- 1.2.2 The Board has authority to revoke a membership at the next Board meeting following the receipt of a member's application.
- 1.2.3 Current members must renew membership on an annual basis at the annual dues rate established by the Board of Directors.

Section 1.3 Voting Rights of Members

Each member is entitled to one vote on each matter submitted to a vote of the members.

Section 1.4 Terminations, Suspension and Expulsion of Members

The Board of Directors, by affirmative vote of a quorum of all the Directors in office, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority

vote of the Directors present at any duly constituted meeting of the Board, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who is in default in the payment of dues, assessments or other charges for the period specified in Section 8.2 of these Bylaws.

Section 1.5 Resignation of Members

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member from the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 1.6 Reinstatement

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of a majority of all the Directors in office, reinstate the former member to membership upon such terms and condition as the Board of Directors may deem appropriate.

Section 1.7 Transfers of Membership

Membership in this corporation shall be personal to the member and shall not in any way or by any means be transferable or assignable.

Section 1.8 Corporate Rights and Interests

All rights and interests of this corporation as a member, shareholder or otherwise in other corporations, partnerships, ventures, organizations and entities shall be exercisable solely by the Board of Directors of this corporation, except to the extent such authority is delegated by the Board of Directors to one or more of its officers either generally or with respect to specific matters.

ARTICLE 2

MEETINGS OF MEMBERS

Section 2.1 Annual Meeting

An annual meeting of the members shall be held on the date of the third quarterly Board of Directors meeting and/or annual planning meeting in each year, beginning immediately before the board/planning meeting, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday, the meeting will be held on the next succeeding business day. If the election of Directors is not held on the day designated for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

Section 2.2 Special Meetings

Special meetings of the members may be called by the President, at least two members of the Board of Directors, or by not less than one-tenth of the members have voting rights.

Section 2.3 Place of Meeting

The Board of Directors may designate any place, either within or without the State of Oregon, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting is otherwise called, then the place of meeting will be the registered office of the corporation; but if all the members meet at any time and place, either within or without the State of Oregon, and consent to the holding of the meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 2.4 Notice of Meetings

Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than seven nor more than 50 days before the date of the meeting, by or at the direction of the President, the vice President, or the Corporate Secretary, or the officers or persons calling the meeting. In the case of a special meeting, or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting will be deemed delivered when deposited in the United States first class mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid.

Section 2.5 Quorum

Five percent (5%) of members entitled to vote at such a meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 2.6 Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his or her duly authorized attorney-in-fact. No proxy will be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 2.7 Manner of Acting

A majority of the votes entitled to be cast on a matter to be voted upon by the member present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of such matter unless a greater proportion is required by law or by these Bylaws.

Section 2.8 Action by Written Ballot

Action by written ballot is permitted to the extent provided in the Oregon Nonprofit Corporation Act.

ARTICLE 3

BOARD OF DIRECTORS

Section 3.1 Management

The affairs of the corporation shall be managed under the direction of a Board of Directors, and each member thereof individually shall be known as a Director.

Section 3.2 Number

3.2.1 The Board of Directors shall consist of not less than five (5) or more than nine (9) Directors. The exact number of Directors shall be fixed from time to time by resolution of the Board of Directors.

3.2.2 The chairperson shall be an ex-officio member of the Board.

Section 3.3 Qualification, Term and Removal

3.3.1 Board of Directors shall be as follows:

The President, Vice President, Corporate Secretary, Treasurer, Winemaster, Events Committee Chair, Membership Committee Chair, Historian and a member at large. The Chairman, Immediate Past President, and corporate counsel shall be ex-officio members of the Board. The Board shall be divided into two classes, as nearly equal in size as possible, and one class of Directors shall be elected each year.

3.3.2 The term of office of each Director (other than ex-officio Directors) shall be two years provided, however, that classes of Directors serving in office immediately following the adoption of these Bylaws may have three year terms of office to the extent necessary to allow for the staggering of terms by class.

3.3.3 Directors may be removed from office as provided in the Oregon nonprofit Corporation Act. "After a Board member misses two consecutive meetings, the Board has the option of removing him/her from the Board."

Section 3.4 Vacancies

A vacancy on the Board of Directors shall exist upon the death or resignation of a Director, upon removal of any Director or upon the creation of an additional directorship. The Board of Directors, acting at any meeting, or any designated person entitled to elect or appoint such Director as provided in Section 2.3 above may fill a vacancy on the Board for the unexpired portion of the term in the manner provided herein for the election of such Director.

Section 3.5 Regular Meetings

A regular annual meeting of the Board of Directors shall be held each year without further notice, immediately after, and at the same place as, the annual meeting of the members. The Board of Directors may provide by resolution the time and place, either within or without the State of Oregon, for the holding of additional regular meetings of the board. The Secretary shall

deliver a copy of each resolution to any Director who was not present when it was adopted, but no further notice of such regular meetings need be given.

Section 3.6 Special Meetings

Special meetings of the Board of Directors may be called by the Chair or the President or upon written request by at least two of the Directors in office setting for the business they wish to have conducted at the special meeting. Notice of special meetings shall be given at least 24 hours before the meeting if called by the Chair or at least 72 hours before the meeting if called by the Directors. Such notice may be given in any reasonable manner.

Section 3.7 Place of Meetings; Other Means of Communication

All meetings of the Board of Directors shall be held at such place as is designated in the notice of meeting. Any or all Directors may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all Directors participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by such means shall be deemed present in person at the meeting.

Section 3.8 Quorum

A majority of the Directors in office shall constitute a quorum for the transaction of business. A minority of the Directors in the absence of a quorum may adjourn the meeting but may not transact any business.

Section 3.9 Manner of Acting

The act of a majority of the Directors present at a meeting where there is a quorum shall be the act of the Board of Directors, unless otherwise provided in the Articles of Incorporation, these Bylaws, or by law. Except as specifically provided to the contrary in the Articles of Incorporation or these Bylaws, all Directors and committee members including without limitation ex-officio Directors and committee members, shall have voting rights in their capacity as members of the Board of Directors and committees on which they serve.

Section 3.10 Conflicts of Interest

3.10.1 A conflict of interest transaction is a transaction with the corporation in which a Director has a direct or indirect interest. A conflict of interest transaction is not voidable by the corporation solely because of the Director's interest in the transaction if the transaction was (i) fair to the corporation, or (ii) authorized, approved or ratified by the vote of the Board of Directors, or of a committee having and exercising the authority of the Board of Directors over such transaction, after disclosure to the Board of Directors over such transaction, after disclosure to the Board of Directors or the committee of the material facts of the transaction and the Director's interest.

3.10.2 For the purposes of this section, a Director has an indirect interest in a transaction if (i) another entity in which the Director has a material interest or in which the Director is a general partner is a party to the transaction, or (ii) the Director is a director, officer, or trustee of another entity

which is not described in the last sentence of this paragraph and is a party to the transaction, and the transaction is or should be considered by the Board of Directors. A Director does not have a direct or indirect interest in a transaction solely by serving as the director, officer, or trustee of an entity which substantially controls, is under substantial common control with, is wholly owned by or is substantially controlled by this corporation.

3.10.3 For purposes of this section, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors, or on the committee, who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this section by a single Director. Notwithstanding any provision of these bylaws to the contrary, 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. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action take under this section if the transaction is otherwise authorized, approved or ratified as provided in this section.

ARTICLE 4

OFFICERS

Section 4.1 Designation and Qualification

The officers of the corporation shall be President, Vice President, Corporate Secretary, and Treasurer. Only Directors shall be eligible to serve as the President. Directors serving as officers shall retain their right to vote as Directors on matters presented to the Board of Directors.

Section 4.2 Election and Vacancy

4.2.1 The officers shall be elected by the Board of Directors.

4.2.2 A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors, at any meeting, for the unexpired portion of the term in the manner prescribed in these Bylaws for regular elections to such office.

Section 4.3 Term

Each officer shall hold office for a term of one year commencing after the forth quarter meeting.

Section 4.4 Resignation and Removal

Subject to the provisions of any employment contract, an officer may be removed, either with or without cause, the by Board of Directors. Subject to the provision of any employment contract, an officer may resign at any time by giving written notice to the Board of Directors, the Chair or the Secretary.

Section 4.5 President

4.5.1 The President shall be the Chief Executive officer of the corporation and shall perform the customary duties of a Chief Executive Officer.

4.5.2 The President shall have responsibility for the overall management of the corporation. The President shall cause reports on the activities of the corporation to be submitted to the Board of Directors.

4.5.3 Unless limited by law or otherwise provided in these Bylaws, the President shall serve ex officio on all committees and, when in attendance at a meeting, shall be counted for purposes of a quorum and, except as may be limited by the Board of Directors, shall have the right to vote.

4.5.4 The President shall chair all meetings of the Board of Directors.

4.5.5 The President shall have served two years on the Board of Directors before being eligible to serve as President.

Section 4.6 President Elect

4.6.1 The President Elect shall in the absence of the President shall perform the duties of the President. The President Elect shall have such other powers and perform such other duties as the Board of Directors or these Bylaws may prescribe.

4.6.2 The President Elect shall automatically become President at the next annual election, subject to review by the Board of Directors at the time of nominations. For cause, the Board may declare the President Elect ineligible to serve as President, and nominate another individual for the position.

Section 4.7 Corporate Secretary

The Corporate Secretary shall keep minutes of all meetings of the Board of Directors. The Corporate Secretary shall cause appropriate notices to be given in accordance with these Bylaws, shall perform the customary duties pertaining to the office of Corporate Secretary, and shall perform such other duties as the Board of Directors or these Bylaws may prescribe. The Corporate Secretary may delegate the preparations of filings with the State of Oregon and federal government to corporate counsel.

Section 4.8 Treasurer

The Treasurer shall be responsible for the financial affairs of the corporation. The Treasurer shall perform the customary duties pertaining to the office of Treasurer, and shall perform such other duties as the Board of Directors or these Bylaws may prescribe. Notwithstanding any provision of these bylaws to the contrary, if the corporation has a Chief Financial Officer, the Board of Directors may elect that the corporation shall have no Treasurer, in which event all responsibilities of the office of Treasurer shall be performed by the Chief Financial Officer.

Section 4.9 Assistants

The Board of Directors may appoint or authorize the appointment of assistants to the Secretary or Treasurer or both. Such assistants may exercise the power of the Secretary or Treasurer, as the case may be, and shall perform such duties as the Board of Directors may prescribe.

Section 4.10 Other Administrative Officers

With the prior approval of the board of Directors, the President may appoint such additional administrative officers with such titles and responsibilities as may be appropriate.

ARTICLE 5

COMMITTEES

Section 5.1 Board Committees

The Board of Directors may, by resolution adopted by a majority of Directors in office, designate Board Committees each of which shall consist of two or more Directors. To the extent permitted by law, these bylaws and provided in such resolution, Board Committees shall have and exercise the authority of the Board of Directors in the management of the corporation. Unless otherwise provided in these Bylaws, the Board of Directors shall appoint the chair and all members of Board Committees. The corporation shall have at least the following Board Committees: an Executive Committee and a Finance Committee. Each committee member shall hold office at the pleasure of the Board of Directors.

Section 5.2 Executive Committee

- 5.2.1 The Executive Committee shall consist of the four officers and the President shall be the chair of the committee.
- 5.2.2 Between meetings of the Board of Directors, the Executive Committee shall have and exercise all the authority of the Board of Directors except as prohibited by law. Unless a separate Nominating Committee is created by the Board of Directors, the Executive Committee shall, with the consent of the nominees, propose to the Board of Directors the nominees to serve as officers of the corporation and members of the Executive Committee.

Section 5.3 Finance Committee

- 5.3.1 The Finance committee shall consist of at least two Directors, including the President and Treasurer.
- 5.3.2 Between meeting of the Board of Directors, the Finance Committee shall a have and exercise all authority of the Board of Directors in the management of the financial affairs of the corporation except as prohibited by law, including without limitation responsibility for the annual budget to the Board of Directors, development of financial policies, ways and means of raising funds, and the maximum short-term borrowing limits for general operation purposes, and review and recommendation of proposals to incur debt or to make substantial expenditures of funds.

Section 5.4 Wines Committee

- 5.4.1 The Wines Committee may consist of the Winemaster and such other persons as may be appointed by him or her.
- 5.4.2 Between meetings of the Board of Directors, the Wines Committee shall have and exercise all authority of the Board in the management of the wine affairs of the Corporation, except as prohibited by law, including without limitation, responsibility for the cellaring of corporate

wines, setting standards for wines to be shared at corporate events, chairing wine tasting events and providing the members with periodic wine information and special pricing that assist personal cellar enhancement and value.

Section 5.5 Membership Services Committee

- 5.5.1 The Membership Services Committee shall consist of the Committee chair and such other persons as may be appointed by him or her.
- 5.5.2 Between meetings of the Board of Directors, the Membership Services Committee shall have and exercise all authority of the board to utilize publications, advertisement, flyers and other means as necessary to promote the Corporation, except as prohibited by law.

Section 5.6 Events Planning Committee

- 5.6.1 The Events Planning Committee shall consist of the Committee Chair and such other persons as may be appointed by him or her.
- 5.6.2 The Events Planning Committee shall discuss and suggest appropriate future events, and shall chair the annual planning meeting.

Section 5.7 Management Committees

The Board of Directors may create, assign functions to, and abolish Management Committees. Management Committees shall not have or exercise any authority of the Board of Directors in the operation and affairs of the corporation unless authorized by the Board of Directors to exercise such authority with respect to specific matters. The Chair shall appoint the Chair and all members of Management Committees.

Section 5.8 Quorum

A majority of the voting members of any committee shall constitute a quorum for the conduct of business. Nonvoting members of a committee shall not be counted towards a quorum.

Section 5.9 Meetings

- 5.9.1 Meetings of committees shall be called by the Chair, the chair of the committee, or a majority of the committee's voting members. Each committee shall meet as often as necessary to perform its duties, and, unless required by these Bylaws to meet more frequently, shall meet not less than once each year.
- 5.9.2 Notice of the time and place of a Management Committee meeting may be given in any reasonable manner.
- 5.9.3 Board Committees may provide by resolution for the place, time and hour of regular meetings. Such resolution may provide that its adoption shall constitute notice of such meeting. If no such provision is made, notice of regular meetings shall be given in writing at least seven days prior to the date of the meetings. Special meetings may be held on 24 hours' notice given a reasonable manner.

Section 5.10 Minutes

Each committee shall keep written minutes of its meeting which shall be transmitted to the Corporate Secretary. At least once each year, each committee shall report the Board of Directors on its work.

Section 5.11 Tenure, Removal, and Vacancies

5.11.1 Unless otherwise provided in these Bylaws, the chair and members of each Board Committee shall be appointed at the annual meeting of the Board of Directors. Committee members shall hold their positions until the next annual meeting of the Board of Directors and until their successors are appointed, unless they shall sooner resign, be removed from the committee, or cease to hold the position which is the basis for their appointment.

5.11.2 The Board of Directors may remove an appointed member of any Board Committee, and, unless otherwise provided in these Bylaws, the Chair may remove any appointed member of any Management Committee. Any person who is a member of a committee because he or she holds a designated position shall cease to be a member of the committee when he or she ceases to hold such position.

5.11.3 Vacancies in any committee may at any time be filled for the unexpired portion of the term in the manner provided in these Bylaws for regular appointment to such position.

ARTICLE 6

OFFICES; RECORDS AND EXECUTION

Section 6.1 Principal Office; Registered Office and Agent

6.1.1 The principal office of the corporation in the State of Oregon shall be located in Oregon. The corporation may have such other offices, either within or without the state of Oregon, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation will have and continuously maintain within the State of Oregon a registered agent whose office is identical with the registered office. The registered office may, but need not, be identical with the principal office, and the address of the registered office may be changed from time to time as provided in the Oregon Nonprofit Corporation Act.

Section 6.2 Records

The corporation shall maintain adequate and correct books, records, accounts of its business and properties. All of such books, records and accounts shall be kept at its place of business.

Section 6.3 Inspection

The books, records and accounts of the corporation, and the original or a certified copy of the Articles of Incorporation, the Bylaws and any amendments thereto, shall be open to inspection by the Directors in the manner and to the extent required by law.

Section 6.4 Signature Authority

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

Section 6.5 Annual Review

An annual review shall be made of the corporation's books and accounts.

Section 6.6 Fiscal Year

The corporation's fiscal year shall be the annual period ending 12/31.

Section 6.7 Execution of Documents

Except as otherwise provided in these Bylaws, the Board of Directors may 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.

Section 6.8 Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6.9 Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift bequest or devise for the general purposes or any special purpose of the corporation.

ARTICLE 7

INDMENIFICATION, INSURANCE AND LIMITATON OF LIABILITY

Section 7.1 Indemnification

The Corporation shall indemnify to the fullest extent not prohibited by law any Indemnified Person (as hereinafter defined) who was or is a party or threatened to made a party to any Proceeding (as hereinafter defined) against all expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Indemnified Person in connection with such Proceeding.

Section 7.2 Advancement of Expenses

Expenses incurred by an Indemnified Person in defending a Proceeding shall in all cases be paid by the corporation in advance of the final disposition of such Proceeding at the written request of such Indemnified Person, if the Indemnified person furnishes the corporation:

7.2.1 A written affirmation of the Indemnified Person's good faith belief that such Indemnified Person is entitled to be indemnified by the corporation under this Article or under any other indemnification rights granted by the corporation to such Indemnified Person; and

7.2.2 A written undertaking by or on behalf of such Indemnified Person to repay such advance to the extent it is ultimately determined by a court that such Indemnified Person is not entitled to be indemnified by the corporation under this Article or under any other indemnification rights granted by the corporation to such Indemnified Person.

Such advances shall be made without regard to the Indemnified Person's ability to repay such advances and without regard to the Indemnified Person's ultimate entitlement to indemnification under this Article or otherwise.

Section 7.3 Definitions

7.3.1 The term "Indemnified Person" shall mean any person who is or was (i) a Director, officer, member of a committee, employee or, to the extent authorized by the Board of Directors in the specific case, an agent of the corporation, (ii) a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation, or (iii) serving at the request of the corporation as a director, officer, or fiduciary of an employee benefit plan or another corporation, partnership, joint venture, trust or other enterprise, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article.

7.3.2 The term "Proceeding" shall include any threatened, pending or completed action, suit or proceeding, whether brought in the right of the corporation or otherwise and whether of a civil, criminal, administrative or investigative nature as a party or otherwise by reason of the fact that the person is an Indemnified Person.

Section 7.4 Non-Exclusivity and Continuity of Rights

The indemnification and entitlement to advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation of any statute, agreement, general or specific action of the Board of Directors, or otherwise, shall continue as to a person who has ceased to be a person described within the definition of Indemnified Person, shall inure to the benefit of the heirs, executors and administrators of such an Indemnified Person and shall extend to all claims for indemnification or advancement of expense made after the adoption of this Article. The corporation may enter into agreements to indemnify Indemnified Person.

Section 7.5 Amendments

Any repeal of this Article shall only be prospective and no repeal amendment or modification hereof shall adversely affect the rights under the Article in effect at the time of the alleged occurrence of any act or omission act that is the cause of any Proceeding.

Section 7.6 Limitation of Liability

The civil liability of Directors, officers and executive board members shall be limited to the fullest extent permitted under the Oregon Nonprofit Corporation Act.

Section 7.7 Insurance

The corporation shall be authorized to purchase and maintain in effect policy or policies of insurance covering any liability of directors, officers, committee members, employees and agents of the corporation, regardless of when the corporation would have the power to indemnify such persons against liability so insured.

ARTICLE 8

DUES AND ASSESSMENTS; DEFAULT

Section 8.1 Annual Dues; Assessments and Charges; Payment

- 8.1.1 The board of Directors may determine from time to time the amount of the initiation fees, if any, and annual dues payable to the corporation by the members [of each class].
- 8.1.2 Dues shall be payable in advance on the first day of January in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which the new member is admitted to membership, for the remainder of the fiscal year of the corporation.
- 8.1.3 The Board of Directors also may impose from time to time assessments and charges payable by the members, their families and guests for the development, maintenance, repair and use of facilities operated by the corporation.

Section 8.2 Default and Termination of Membership

When any member of any class shall be in default in the payment of assessments or charges for a period of 4 months from the beginning of the year or period from which such dues, assessments or charges became payable the member's membership may thereupon be terminated by the Board of Directors in the manner provided in Article 1 of these Bylaws.

ARTICLE 9

AMMENDMENTS

Section 9.1 Review

These Bylaws shall be reviewed by the Board of Directors at least once every two years, and the Board of Directors shall propose amendments it believes necessary or appropriate.

Section 9.2 Procedure

These Bylaws may be amended or repealed or new Bylaws adopted upon receiving the affirmative vote of a majority of the Directors in office; provided, however, that no amendment of these Bylaws shall be effective without the prior written approval of [the hospital].

ARTICLE 10

GENERAL PROVISIONS

Section 10.1 Parliamentary Authority

The parliamentary rules contained in Robert's Rules of Order shall govern in all cases where they do not conflict with any other rules of procedure adopted by this corporation.

Section 10.2 Action Without a Meeting

Any action required or permitted to be taken at any meeting of the members or the Board of Directors or any committee may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all persons entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 10.3 Waiver of Notice

A waiver of notice of any members, Board of Directors or committee meeting in writing signed at any time by the person entitled to notice shall be equivalent to the giving of the notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of the time and place of holding an adjourned meeting need not be given if such time and place is fixed at the meeting adjourned.