

**BYLAWS  
OF OREGON JOINT USE ASSOCIATION**

**SECTION 1  
NAME**

The name of the corporation is OREGON JOINT USE ASSOCIATION, an Oregon nonprofit corporation (the “Corporation”).

2.1 Purpose. The Corporation is comprised of representatives of support structure owners, users, government entities, and other interested parties dedicated to the development and implementation of solutions to all issues related to joint use within the meaning of Section 501(c)(6) of the United States Internal Revenue Code of 1986, as amended.

2.2 Powers. Subject to the foregoing purposes and restrictions set forth in these Bylaws, the Corporation shall have and may exercise all the rights and powers of a nonprofit corporation under the Oregon Nonprofit Corporation Act.

**SECTION 3  
MEMBERS**

3.1 Annual Meetings. The annual meeting of the members shall be held at a date, time and place determined by the board of directors.

3.2 Termination, Expulsion, or Suspension of Members. No member may be expelled or suspended, and no membership or memberships in the Corporation may be terminated or suspended, unless the Corporation gives the member not less than fifteen (15) days prior written notice of the expulsion, suspension, or termination and the reasons therefore, and giving the member an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension or termination by a person or persons authorized to decide that the proposed expulsion, termination, or suspension not take place.

3.3 Dues. Annual dues shall be set by the Board of Directors at its annual meeting. Dues are payable to the Treasurer on behalf of the Corporation.

**SECTION 4  
DIRECTORS**

4.1 Powers. The board of directors shall manage the business and affairs of the Corporation and exercise or direct the exercise of all corporate powers.

4.2 Number. The number of directors may vary between a minimum of seven (7) and a maximum of nineteen (19) the exact number to be fixed from time to time by resolution of the board of directors. The board of directors shall strive to include an even and fair representation of structure owners and users, and governmental organizations. The board of directors shall include at least one (1) representative from each of the following interest groups:

- (a) Structure User without owning structure,
- (b) Structure Owner, and
- (c) Government (Department of Transportation, Counties and Cities),

4.3 Election and Term of Office. Directors may be elected at any meeting of the board of directors by a majority of the directors then in office. Directors shall serve three (3) year rotating terms so that approximately one-third of the directors' seats shall be up for election each year. Directors shall serve until their successors have been elected and take office, and may be elected for successive terms.

4.4 Removal. A director may be removed, with or without cause, by the affirmative vote of sixty percent (60%) of the directors then in office, at any meeting of the board of directors. The notice of such meeting shall state that the purpose or one of the purposes of the meeting is the removal of the director or directors involved.

4.5 Vacancies. Any vacancy occurring in the board of directors for any reason, including a vacancy resulting from an increase in the number of directors, shall be filled by the affirmative vote of a majority of the directors then in office. Should a director vacate a position before fulfilling the complete length of the director's term, the board of directors will appoint a new director from the same interest group to serve the remainder of the term.

4.6 Resignation. A director may resign at any time by delivering written notice of resignation to the President or Secretary. Such resignation shall be effective on receipt unless it is specified therein to be effective at a later time, and acceptance of the resignation by the board of directors shall not be necessary for the resignation to be effective.

4.7 Compensation. Directors shall serve without compensation for their services.

4.8 Annual Meetings. The annual meeting of the board of directors shall be held at a date, time and place determined by the board of directors.

4.9 Regular Meetings. The board of directors may from time to time establish regular meetings of the board, not less frequently than quarterly, the specific date, time, and place to be determined by the President.

4.10 Special Meetings. Special meetings of the board of directors may be called by the President or ten percent (10%) of the directors then serving on the board.

4.11 Notice of Meetings. Reasonable notice of regular or special meetings will be provided by any of the usual means of communication at the residence or business address of each director, including via electronic mail or posting on the web page.

4.12 Quorum; Majority Vote. A majority of the directors in office at the time of a meeting of the board of directors shall constitute a quorum of the transaction of business at any meeting of the board of directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless a different number is required by law, the Articles of Incorporation, or these bylaws. In the absence of a quorum, the directors present at the meeting may adjourn and reconvene from time to time but may not transact any business.

## **SECTION 5 OFFICERS**

5.1 Designation. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and the Immediate Past President. Such other officers as may be deemed necessary may be elected by the board of directors and shall have such powers and duties as may be prescribed by the board. The same individual may hold two or more officers except the office of President and Secretary.

5.2 Qualifications. An officer must be a member of the board of directors.

5.3 Election and Term of Office. The officers of the Corporation shall be elected annually by the board of directors and serve one (1) year terms. The term of any officer shall begin at the beginning of each fiscal year. Each officer shall hold office until a successor is duly elected or until the officer's resignation, death, or removal.

5.4 Resignation. An officer may resign at any time by delivering written notice of resignation to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at a later time. The board of directors may reject any postdated resignation by notice in writing to the resigning officer.

5.5 Removal. The board of directors may remove any officer, with or without cause, by the affirmative vote of a majority of the directors then in office, at any meeting of the board of directors. Removal shall be without prejudice to the contract rights, if any, of the person removed. Election of an officer shall not of itself create contract rights.

5.6 Vacancies. A vacancy in any office because of death, resignation, removal, or otherwise may be filled by the board of directors for the unexpired portion of the term.

5.7 President. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the board of directors, have general supervision, direction, and control of the business and affairs of the Corporation. The President shall preside at all meetings of the board of directors and shall with the Secretary execute on behalf of the Corporation all contracts, agreements, and other instruments. The President shall have the general powers and management usually vested in the office of a chairperson or president of a corporation and shall have such other powers and duties as may be prescribed by the Corporation's board of directors.

5.8 Vice President. The Vice President shall perform such duties as the board of directors shall prescribe. In the absence or disability of the President, the President's duties and powers shall be performed and exercised by the Vice President.

5.9 Secretary. The Secretary shall prepare and keep (or cause to be prepared and kept) the minutes of all meetings of the board of directors and any committees of the board of directors and shall have custody of the minute books and other records pertaining to corporate business. The Secretary shall give or cause to be given such notice of meetings of the board of directors as is required by these bylaws. The Secretary shall be responsible for authenticating resolutions and other records of the Corporation and shall countersign on behalf of the Corporation all contracts, agreements, and other instruments. The Secretary shall perform such other duties as may be prescribed by the board of directors.

5.10 Treasurer. The Treasurer shall be the chief financial and accounting officer of the Corporation and shall supervise and monitor the finances of the Corporation. The Treasurer shall (a) cause to be kept correct and complete records of account showing the financial condition of the Corporation, (b) be legal custodian of all moneys, notes, securities, and other valuables that may come into the possession of the Corporation, (c) cause all funds of the Corporation to be deposited in depositories that the board of directors may designate, (d) pay funds out only on the check of the Corporation signed in the manner authorized by the board of directors, (e) present to the board of directors regular statements of the Corporation's financial position and cash flows, (f) ensure that the Corporation files all necessary tax returns, and (g) maintain the record of all gifts, grants, contributions, gross receipts from admissions, sales of merchandise, performance of services, or furnishing of facilities, in an activity that is not an unrelated trade or business, and the sources of all foregoing funds.

## **SECTION 6 COMMITTEES**

6.1 Creation. The board of directors may, by resolution adopted by a majority of the directors then in office, designate and appoint an Executive Committee and such other committees as may be determined appropriate.

6.2 Authority. Each committee appointed by the board of directors shall have and may exercise such powers and authority as may be conferred by the board of directors, but no committee shall in any event have the power or authority to (a) amend, alter, or repeal these bylaws or the Articles of Incorporation, (b) elect, appoint, or remove any director or officer, (c) approve dissolution or merger or any sale, pledge, or transfer of all or substantially all of the Corporation's assets, or (d) authorize any distribution of the assets of the Corporation. The designation and appointment of any committees and the delegation thereto of authority shall not operate to relieve the board of directors or any individual director of any responsibility imposed by the law. The board of directors shall have the power at any time to fill vacancies in, to change the size or membership of, and to discharge the Executive Committee and any other committee.

6.3 Executive Committee. The Executive Committee shall consist of the officers of the Corporation as defined in Section 5 of these bylaws and the Vice President shall act as chairman of the committee. Between meetings of the board of directors, the Executive Committee shall, subject to

such limitations as may be imposed by resolution of the board of directors or applicable law, have and exercise all the powers and authority of the board of directors in management of the Corporation.

6.4 Other Committees. All other committees shall consist of at least one director, who may serve as chair of that committee.

6.5 Meetings. Members of committees shall meet at the call of the chairman of the committee at such place as the chairman shall designate after reasonable notice has been given of each committee member. Each committee shall keep minutes of its proceedings and within a reasonable time thereafter make a written report to the board of directors of its actions. Any action that may be taken by a committee at a meeting may be taken without a meeting if a consent in writing setting forth the action taken and signed by all members of the committee entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent.

6.6 Quorum. A majority of the members of a committee shall constitute a quorum for the transaction of business at any committee meeting, and any transaction of a committee shall require a majority vote of the quorum present at the meeting.

## **SECTION 7 INDEMNIFICATION OF DIRECTORS AND OFFICERS**

7.1 Generally. The Corporation shall to the fullest extent permitted by law indemnify any person who is or was a director or officer of the Corporation against any and all liability incurred by such person in connection with any claim, action, suit, or proceeding or any threatened claim, action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal proceeding such person had no reasonable cause to believe the conduct was unlawful. Liability and expenses include reasonable attorneys' fees, judgments, fines, costs, and amounts actually paid in a settlement. The termination of any action, suit, or proceeding by a judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal proceeding, had reasonable cause to believe that such conduct was unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights to which any such director or officer may be entitled under any statute, bylaw, agreement, or otherwise.

7.2 Actions by or in the Right of the Corporation. In connection with any proceeding brought by or in the right of the Corporation, the Corporation may not indemnify any person who is or was a director or officer of the Corporation if such persona has been adjudged by a court of law to be liable to the Corporation, unless the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability, in view of all of the circumstances of the case such person is fairly and reasonably entitled to indemnity.

7.3 Self-Interested Transactions. The Corporation may not indemnify any person who is or was a director or officer of the Corporation in connection with any proceeding charging improper personal benefit was improperly received by such person, unless the court in which the action

or suit was brought determines upon application that, despite the adjudication of liability, in view of all circumstances of the case such person is fairly and reasonable entitled to indemnity.

7.4 Determination of the Propriety of Indemnification. The determination that indemnification is proper shall be made by the majority vote of a quorum consisting of the directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the board of directors, consisting of at least two directors who were not parties to the proceeding. If there are not two directors who were not parties to the proceeding, the full board of directors shall select special legal counsel to determine whether indemnification is proper.

7.5 Evaluation of Expenses. AN evaluation as to the reasonableness of expenses shall be made by the majority vote of a quorum consisting of directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the board of directors, consisting of at least two directors who were not parties to the proceeding. If there are not two directors who were not parties to the proceeding, the full board of directors, including directors who were parties to the proceeding, shall evaluate the reasonableness of expenses.

7.6 Notice to the Attorney General. A director or officer shall not be indemnified by the Corporation until 20 days after the effective date of written notice to the Attorney General of the proposed indemnification.

7.7 Advance of Expenses. Expenses incurred with respect to any claim, action, suit, or other proceeding of the character described in this article may be advanced by the corporation prior to the final disposition of such proceeding if (a) the director or officer provides written affirmation to the Corporation of such person's good faith belief that such person satisfies the criteria for indemnification, and (b) the director or officer gives the Corporation a written undertaking to repay the advanced amount if it is ultimately determined that the director or officer is not entitled to indemnification under this article. The undertaking shall be a general obligation of the director or officer, but need not be secured and may be accepted by the board of directors without reference to the director or officer's financial ability to make repayment.

7.8 Insurance. The board of directors shall have the power to purchase insurance on behalf of any individual who is or was an officer or director of the Corporation against liability asserted against or incurred by such individual arising out of such individual's status as a director or officer of the Corporation, whether or not the Corporation would have the power to indemnify such individual against liability under the provisions of this article.

## **SECTION 8 AMENDMENT**

At any meeting of the board of directors, the directors may amend or repeal these bylaws or adopt new bylaws by the affirmative vote of sixty percent (60%) of the directors then in office. The meeting notice shall state that a purpose of the meeting is to consider an amendment to the bylaws and shall contain a copy or summary of the proposed amendment.

**SECTION 9**  
**RULES OF ORDER**

The rules contained in the most recent edition of Robert's Rules of Order shall govern all meetings of the members or board of directors where those rules are not inconsistent with the articles of incorporation, bylaws or special rules of order adopted by the Corporation.

The foregoing bylaws were duly adopted by the board of directors on the 15<sup>th</sup> August, 2002 and amended June 2004, September 2006, December 2008 and March 2009.

\_\_\_\_\_  
Secretary