

**BY-LAWS
OF
WINSTON AREA COMMUNITY PARTNERSHIP**

ARTICLE I. OFFICES

The principal office of WINSTON AREA COMMUNITY PARTNERSHIP (the "Corporation) in the State of Oregon shall be located at 440 Grape Street, PO Box 2613, Winston, Oregon 97496. The Board of Directors may change the principal office of the Corporation, or establish such additional offices within or without the State of Oregon, as it may determine from time to time in its sole discretion.

ARTICLE II. MEMBERS

Section 1. (RESERVED) Not applicable to this organization.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. (RESERVED) Not applicable to this organization.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Initial Board of Directors: The business and affairs of Board members shall be managed by the Board of Directors. The initial Board members will be the same as the incorporators listed on the Articles of Incorporation filed February 14, 2000, with the Oregon Secretary of State. The initial Board of Directors consists of nine members. At the first annual meeting, there shall be elected one-third of the Board for one year, one-third for two years and one-third for three years.

Section 2. Number and Term of Office: The future number of Board members shall not be less than six or more than thirteen, the exact number between those limits shall be set from time to time by the Board of Directors. At the annual meeting usually held in January one-third of the Board members shall be elected for three years. These Board members will be elected by a majority of the general membership present at the annual meeting. The term of each board member shall be for a period of three years. Each Board member shall hold office until his/her successor is elected.

Section 3. Nominating Committee: At the October regular meeting each year a nominating committee may be appointed by the Board, naming the Vice President as Chairperson. This committee will consist of the Vice President and two current Board members. The duty of this committee shall be to nominate candidates for Board members, ascertain their eligibility and obtain their permission to submit their names as candidates.

Section 4. Powers: There shall be included in the general powers of the Board of Directors, but not by way of limitation, the following powers:

- (a) To determine from time to time what projects shall be developed and operated and what activities of the corporation shall be carried on within the framework of the objects and purposes set forth in the Articles of Incorporation.
- (b) To acquire, buy, own, sell, assign, mortgage any real estate and any personal property and to construct buildings upon, maintain, improve and operate all such properties.
- (c) To borrow money and issue evidences of indebtedness in furtherance or any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien.
- (d) The President may sign, together with any other office designated by the Corporation, any contract, deed, mortgage, evidence of indebtedness or other document authorized to be executed by the board of Directors, except where the board of Directors, these Bylaws or applicable has authorized execution by other parties.
- (e) To solicit funds, gifts, grants and bequests; to receive fees not for profit scaled to beneficiaries ability to pay; and to establish, endow and hold the investments and assets of the corporation.
- (f) To elect and remove or suspend, at its' pleasure, a president, secretary, treasurer, and to elect or appoint or remove or suspend at its' pleasure, such other officers, servants, and agents as it may from time to time deem necessary; to specify the duties of all said persons and fix or change their compensation; provided that no person shall have authority to fix or change his/her own compensation; and to confer by resolution on any officer or officers of the company the right to appoint, remove or suspend such subordinate officers, assistant officers, agents and servants as he/she may determine to be necessary.
- (g) To determine, by resolution, who will be authorized to sign on behalf of the corporation deeds, mortgages, contracts, bills, notes, checks, endorsements, deeds of trust, satisfaction of debts, and any and every document necessary or convenient to carry on the business of the corporation.
- (h) In addition to the foregoing and without any limitation thereof, the Board of Directors shall have the power to do all acts necessary to carry on the purposes of this corporation as set forth in the Articles of Incorporation, and to do any and all things and to decide any and all questions not governed or determined by the Articles of Incorporation statute or by these by-laws.

Section 5. Vacancies: A Board member is required to attend 75% of regularly scheduled WACP board meetings within a year's time unless there is an excuse. The Board of Directors may elect to remove a board member from office if they do not meet this minimum attendance requirement. Any vacancy occurring in the Board may be filled by the affirmative vote of the majority of the remaining Board members. A Board member elected to fill a vacancy on the Board shall serve the remainder of the term of the Board member that is being replaced. Any Board member position to be filled by reason of an increase in the number of Board members shall be filled at an annual meeting, regular meeting or at a special meeting of the Board of Directors.

Section 6. Annual Meeting: A regular annual meeting of the Board of Directors shall generally be held in the month of January.

Section 7. Regular Meetings: The first regular meeting of the Board of Directors shall be held without other notice than this by-law within one month of the adoption of these by-laws. Thereafter, the Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 8. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President of the Board or any two of the Board members. The person(s) calling such a special meeting of the Board of Directors may fix any place as the place for holding such a meeting. Notice of any special meeting shall be given at least two days prior thereto by written notice delivered by electronic communication, personally or mailed to each member at his/her address on file with the Secretary of the corporation. Notice shall be deemed to be delivered when a reply e-mail is received or when meeting notice is deposited in the United States mail so addressed, with postage prepaid thereon.

Section 9. Waiver of Notice: Any Board member may waive notice of any meeting. Attendance of a Board member at a meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 10. Quorum: A majority of the number of elected Board member shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of Board members present may adjourn the meeting without further notice.

Section 11. Manner of Acting: The act of the majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 12. E-mail vote: Any board member or agent may request a vote of the board of directors via email with a majority of the number of elected board members who reply constituting a quorum. All email replies are to be compiled and ratified at the next monthly board meeting.

ARTICLE V. OFFICERS

Section 1. Officers. The Corporation shall have the following officers: A President, one Vice President; a Secretary; a Treasurer, and such other officers as may be elected by the Board of Directors in accordance with the provisions of these Bylaws. Such officers who are elected or appointed by the Board of Directors shall have such authority and perform such duties as are designated from time to time by the Board of Directors.

Section 2. Election and Term of Office. The Board of Directors shall elect the officers of the Corporation on an annual basis at the annual meeting of the Board of Directors, or as soon thereafter as practicable. At any annual meeting thereof, the Board of Directors may create such

new offices and elect such new officers as they deem appropriate. Each of the Corporation's officers shall hold office until such officer's successor shall be elected or appointed.

Section 3. Vacancies. Any office of the Corporation which becomes vacant prior to expiration of the normal term thereof for any reason, including resignation, removal, disqualification or death, may be filled by the Board of Directors for the unexpired portion of such normal term.

Section 4. Removal of Officers. Any individual Board member, at a special or regular meeting, may be removed from office without cause by a vote of the majority of the Board members. Notice of such intended action shall be sent to the Board member to be removed at his/her address as on file with the Secretary.

Section 5. President. The president of the Corporation shall be the principal officer of the Corporation and shall supervise the affairs of the Corporation. Except as herein otherwise provided or designated, the President shall control the business and affairs of the Corporation. The President shall preside at all meetings of the members or the Board of Directors of the Corporation. The President may sign, together with any other office designated by the Corporation, any contract, deed, mortgage, evidence of indebtedness or other document authorized to be executed by the board of Directors, except where the board of Directors, these Bylaws or applicable law has authorized execution by other parties. To the extent permitted by applicable law and these Bylaws, the President shall have all powers and perform all duties incident to the office of President, or as otherwise designated by the Board of Directors.

Section 6. Vice President. In the absence of the President, the Vice President shall act in place of the President and possess all the authority, powers and duties of the President during such time. To the extent permitted by applicable law and these Bylaws, the Vice President shall have all powers and perform all duties incident to the office of Vice President, or as otherwise designated by the Board of Directors.

Section 7. Treasurer. The Treasurer shall be responsible for preservation and maintenance of all funds, securities and related items of the Corporation, and shall direct a board designee to maintain full and complete books of account with respect thereto. To the extent permitted by applicable law and these Bylaws, the Treasurer shall have all powers and perform all duties incident to the office of Treasurer, or as otherwise designated by the Board of Directors.

Section 8. Secretary. The Secretary shall assure that minutes of all meetings of the members and Board of Directors are maintained and ensure that appropriate individuals are given notice of such meetings and act as custodian of the corporate records. To the extent permitted by applicable law and these Bylaws, the Secretary shall have all powers and perform all duties incident to the office of Secretary, or as otherwise designated by the Board of Directors.

Section 9. Other Officers. The Board of Directors, in addition to the office of the Corporation specified above, may create such additional offices of the Corporation (including Assistant Secretaries and Assistant Treasurers) as it deems appropriate, and may designate duties and impose terms of office on such office(s) in a manner consistent with these Bylaws and applicable law.

ARTICLE VI. COMMITTEES

Section 1. Formation and Powers of Committees of Directors. The majority of the Board of Directors may from time to time designate and appoint one or more committees, each of which committees shall have one or more Directors as members. Committees shall be directed to report to the Board of Directors at monthly meetings and present recommendations to the Board as applicable.

Section 2. Liability. The designation and appointment of any committee of the Board of Directors and the delegation thereto of any authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

ARTICLE VII. BOOKS AND RECORDS

The Corporation shall keep and maintain books and records of account, minutes of all meetings of the Board of Directors, any committee and any meeting of Members, and shall keep at its registered or principal office a record giving the names and addresses of its members. In addition, the Corporation shall keep and maintain, and make available for inspection, such records as may be required by applicable provision of the Internal Revenue Code or regulations promulgated there under and the Oregon Nonprofit Corporation Act. Any books and records of the Corporation may be inspected by any Member, or a Member's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII. AUDIT

The Board of Directors shall require that an audit be conducted on at least a biannual basis by a board-designated audit committee or CPA firm. The audit report shall be presented to the Board at the next regular meeting of the Board or as soon thereafter for the Board's approval.

ARTICLE IX. FISCAL YEAR

The fiscal year of the Corporation shall begin as designated by the Board.

ARTICLE X. AMENDMENT TO BYLAWS

These Bylaws may be amended or repealed and new Bylaws adopted by a majority of the Board of Directors at any regular meeting thereof, or at any duly noticed and constituted special meeting thereof. These Bylaws will be reviewed at the annual meeting, usually held in January, by the board of directors for changes and re-adopted at such time.

**WINSTON AREA COMMUNITY PARTNERSHIP
ARTICLES OF INCORPORATION**

EXHIBIT “A”

Optional Provisions:

Purpose or purposes for which Corporation is organized: Exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, including enhancement and development of the Winston area community.