

Article and Subsection	Current	Proposed Change	Reason/Notes
Article I, Section II	The principal office of the organization will be located in Portland, Oregon. The registered office shall be at such location as determined by the Board of Directors.	The registered office for the transaction of the business of the Organization shall be located in Portland, Oregon. The Board of Directors may, at any time, change the location of the registered office within Oregon.	Update language on registered office
Article II, Section I	Oregon Partnership exists to prevent substance abuse and suicide.	<p>The Organization’s primary purposes are to prevent suicide and substance abuse and promote mental wellness.</p> <p>Subject to the limitations stated in the Articles of Incorporation, the purposes of this Organization shall be to engage in any lawful activities for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions). In furtherance of such purposes, the Organization shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws.</p>	Update to include language of non-profits under tax law and to reflect current mission statement.
Article III title	NON-DISCRIMINATION	NON-DISCRIMINATION	Correct misspelling
Article III, Section I	The members, officers, directors, committee members, employees and persons served by the organization shall be selected on a non-discriminatory basis.	<p><u>Non-discrimination Policy</u></p> <p>The Organization shall not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, creed, sexual orientation, marital status, or disability, or any other basis prohibited by law. This policy includes, but is not exclusive of, hiring, firing, layoffs, promotions, wages, training, disciplinary action or any other terms, privileges, conditions, or benefits of employment, as well as non-discrimination in the providing of any services offered by the Organization.</p>	Expand non-discriminatory policy to make more robust.
Article IV	[five sections on membership]	The Organization shall have no members.	Update to reflect reality that Lines for Life does not have any members.
Article V, Section III (new)		<p><u>Nomination and Election</u></p> <p>The Executive Board shall nominate candidates to the Board of Directors. The Board of Directors shall vote on new</p>	Addition to reflect current practice.

		members. Newly elected Directors begin service to the Board immediately upon election.	
Article V, Section IV (former Section V)	<p>The Board of Directors will meet no less than six times per year to conduct the business of the organization.</p> <p>The Board of Directors may take action, without a meeting, by contacting Board members by telephone, fax or email. The proposed action, outcome of the telephone, fax or email contacts, and the agreed upon course of action, must be memorialized in writing and filed as minutes of the Board or in writing acknowledged by a majority of the Board.</p>	The Board of Directors will meet no less than six (6) times per year to conduct the business of the Organization.	Second paragraph deleted and replaced by new section on voting by electronic means.
Article V, Section VII (new)		<p><u>Quorum and Action</u> At all meetings of the Board of Directors, one-third (1/3) of the Directors in office prior to a meeting shall constitute a quorum of the Board. If a quorum is present, action is taken by a majority vote of the Directors present, except as otherwise provided by these Bylaws. Where the law or these Bylaws requires a majority vote of the Directors in office, such action is taken by that majority as required.</p> <p>There is no voting by proxy allowed .</p>	<p>Reorganization for clarity - - moved section on quorum and added discussion on action.</p> <p>Oregon law does not allow voting by proxy so making that clear.</p>
Article V, Section VIII (new)		<p><u>Action by Email</u> The Board of Directors may take action, without a meeting, by email. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any action which may be taken at any regular or special meeting of the Board of Directors may be taken without a meeting if: (1) the Organization has a record of all Directors' email addresses; and (2) the Organization maintains a copy of the announcement and record of the Directors' votes in the Organization's minutes.</p> <p>The announcement shall be sent to each Director at the email address stored in the corporate records and shall include: (1) a</p>	New addition describing how to be compliant with Oregon law when voting by email.

		<p>description of the action to be taken; (2) a deadline to respond with a vote which may not be less than forty-eight (48) hours; (3) a statement that a Director may change their vote any time prior to the deadline; and (4) an effective date if the action is intended to be effective at a date which is later than the deadline date.</p> <p>The affirmative vote of a majority of all Directors is an act of the Board of Directors if the action is taken pursuant to this section, unless a greater number of affirmative votes for the proposed action is required by law, the Articles of Incorporation, or these Bylaws.</p>	
Article V, Section IX (new)		<p><u>Participation by Telephone or Videoconference</u> Any one or more members of the Board, Executive Board, or any committee thereof may participate in a meeting of the Board, Executive Board, or such committee by means of a conference telephone, videoconference, or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.</p>	New addition to reflect current practice.
Article V, Section X (formerly VI)	<p><u>Removal of Director</u> The Members of the Board of Directors, by a majority vote at any regular meeting or at any properly-called special meeting, may remove any Director with or without cause.</p>	<p><u>Removal or Resignation</u> The Members of the Board of Directors, by a majority vote at any regular meeting or at any properly-called special meeting, may remove any Director with or without cause.</p> <p>Any Director may resign from office at any time by delivering a resignation in writing to President and Secretary, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.</p>	Addition to provide structure for resignations
Article V, Section VII (former)	At all meetings of the Board of Directors, one-third of the directors in office prior to a meeting shall constitute a quorum of the board.	<i>Moved to earlier section</i>	Reorganization of sections.
Article V, Section XI (formerly VIII)	Any vacancy on the Board of Directors may be filled by appointment by the remaining Directors. The term of office will be three years from the date of appointment. Board members do	Any vacancy on the Board of Directors may be filled by appointment by the remaining Directors. The term of office will be three years from the date of appointment.	Deleted repetitive sentence on no compensation.

	not receive compensation for service on the Board.		
Article VI, Section I	The officers of the Board of Directors will be a President, a Vice President, a Secretary, and a Treasurer, and Members at Large as deemed appropriate from time to time. The Immediate Past President will also serve on the Executive Board. The Board of Directors may elect or appoint other officers as deemed necessary.	The Officers of the Board of Directors will be a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may elect or appoint other Officers as deemed necessary.	Update to remove reference to Members at Large, but maintain ability to elect or appoint other officers as needed. Also move the reference to the past-president as serving on the Executive Board to the section on the Executive Board.
Article VI, Section II	To be eligible for nomination, the President and the Vice President shall have served on the Board of Directors for at least one year.	To be eligible for nomination, the President and the Vice President shall have served on the Board of Directors for at least one (1) year. All other Officers must be members of the Board of Directors.	Update to reflect requirement that officers must be members of the board.
Article VI, Section III	<u>Election</u> Officers shall be elected by majority vote of the Board of Directors at the January meeting, or first meeting of the new calendar year, of the Board of Directors.	<u>Nomination and Election</u> The Executive Board shall nominate candidates to the Board of Directors. Officers shall be elected by majority vote of the Board of Directors at the January meeting, or first meeting of the new calendar year, of the Board of Directors.	Update to reflect nomination process.
Article VI, Section V	<u>Removal</u> Any officer may be removed by majority vote of the Board of Directors.	<u>Removal or Resignation</u> Any Officer may be removed by majority vote of the Board of Directors. Any Officer may resign his or her office at any time, such resignation to be made in writing to President and Secretary, and to take effect immediately without acceptance by the Board of Directors.	Update to reflect procedure for resignation.
Article VI, Section VI	A vacancy in any office may shall be filled by appointment by the Board of Directors.	A vacancy in any Office may shall be filled by appointment by the Board of Directors no later than the first regular meeting of the Board of Directors following the meeting at which the vacancy was reported. The newly elected Officer begins service immediately upon election and completes the term of his/her predecessor.	New addition to provide clarity on when the appointment must be made and when service begins.
Article VI, Section VII	The Board President will be the principal executive officer of the organization and will preside at all	The Board President shall oversee the governance of the Organization and shall preside at all meetings of the Executive Board and the Board of Directors.	Update to avoid confusion about calling president chief executive officer and

	<p>meetings of the Executive Board and the Board of Directors.</p> <p>The Board President may sign, with the Secretary or any other officer of the organization, documents or instruments that are authorized to be executed by the Board of Directors.</p>	<p>The Board President may sign, with the Secretary, documents or instruments that are authorized to be executed by the Board of Directors.</p> <p>The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board of Directors.</p>	<p>to reflect that the Board can assign additional powers.</p>
Article VI, Section VIII	<p>In the absence of the President, the President-Elect or Vice President will perform the duties of the President.</p>	<p>In the absence of the President, the Vice President shall perform the duties of the President.</p> <p>The Vice President shall have any such powers and shall perform such duties as may from time to time be assigned to the Vice President by the Board of Directors.</p>	<p>Update to remove old reference to president-elect and to reflect that the Board can assign additional powers.</p>
Article VI, Section IX	<p>The Treasurer will be responsible for the funds and financial operations of the Partnership.</p>	<p>The Treasurer will be responsible for the funds and financial operations of the Organization.</p> <p>The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board of Directors.</p>	<p>Update to remove old reference to the Partnership and to reflect that the Board can assign additional powers.</p>
Article VI, Section X	<p>The Secretary will maintain the minutes of the organization and assume duties as assigned from time to time by the President or the Board.</p> <p>The Secretary may sign with the President, or any other officer of the organization, documents or instruments, which are authorized to be executed by the Board of Directors.</p>	<p>The Secretary will maintain the minutes of the Organization and have overall responsibility for record keeping of the Board.</p> <p>The Secretary may sign, with the President, documents or instruments, which are authorized to be executed by the Board of Directors.</p> <p>The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board of Directors.</p>	
Article VI, Section XI (new)		<p><u>Delegation</u></p> <p>In case of the absence of any Officer, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.</p>	<p>New addition to reflect delegation authority of Board in case of absence of Officer or other need.</p>

Article VII (new)	[former Section XI of Article VI]	<p><u>Chief Executive Officer</u> A Chief Executive Officer (“C.E.O.”) will be employed by the Board of Directors. The C.E.O. will be responsible for the day-to-day operation of the Organization, which includes hiring personnel to carry out the activities of the Organization. The C.E.O. shall be responsible for reviewing and executing all contracts that bind the Organization.</p> <p>The C.E.O. shall not be a member of the Board of Directors and shall have no vote.</p>	Moved to new section for clarity; added sentence clarifying that the CEO is not a member of the board and has no vote.
Article VIII, Section I (former Article VII)	The Board of Directors may designate and appoint both standing and ad hoc committees, councils or other similar entities. The President or Executive Board shall appoint a chairman of any committee created. The Board of Directors will set out the charge of the committee, appoint committee members, fill vacancies, or remove members for cause, set terms of committees and disband committees as appropriate.	The Board of Directors may designate and appoint both standing and ad hoc committees, councils or other similar entities. The President or Executive Board shall appoint a chairman of any committee created. The Board of Directors will set out the charge of the committee, appoint committee members, fill vacancies, or remove members for cause, set terms of committees and disband committees as appropriate. All committees shall report periodically to the Board of Directors.	Update to reflect requirement of periodic reports to the Board.
Article VIII, Section II (former Article VII)	[new]	<p><u>Board Level Committees</u> The Board of Directors may establish committees delegated with the power of the Board of Directors to accomplish specific tasks. These “Board Level Committees” must consist of at least two (2) or more Directors. Any members who are not simultaneously Directors of the Board of Directors shall not have a vote. Such committees shall be established by resolution adopted by the Board at a properly called meeting, and such resolution shall specifically state the authority of the Board being delegated to the committee.</p>	New addition to be consistent with updated Oregon law governing committees.
Article VIII, Section III (former Article VII)	[new]	<p><u>Non-Board Level Committees</u> The Board of Directors may establish any other working or advisory committee it deems appropriate. These Non-Board Level Committees do not have the power to make Board level decisions, authorize expenditures, adopt budgets, set policy, or establish programs. These committees shall be established</p>	New addition to be consistent with updated Oregon law governing committees.

		by a resolution adopted by the Directors present at a properly called meeting.	
Article VIII, Section IV (former Article VII, Section II)	Each committee may adopt reasonable rules consistent with the operation of the organization to accomplish its business.	Each committee may adopt reasonable rules consistent with these Bylaws, the Articles of Incorporation, and the operation of the Organization to accomplish its business.	Update to reflect that committees must operate in accordance with bylaws and articles of incorporation.
Article IX, Section I (former Article VIII)	The Executive Board shall be composed of the President, President-Elect, Vice President, Secretary, and Treasurer. The Immediate Past President will also serve on the Executive Board and At-Large members as deemed necessary by the Board.	The Executive Board shall be composed of the President, Vice President, Secretary, and Treasurer. The Immediate Past President will also serve on the Executive Board and At-Large members as deemed necessary by the Board.	Remove stray reference to president-elect.
Article IX, Section II (former Article VIII)	[new]	<u>Authority</u> 1. Recommend amendments, alterations, or any other changes in the By-laws for review and adoption by the Board of Directors. 2. Recommend approval of the annual budget for review and adoption by the Board of Directors. 3. Act as a Personnel Committee and Executive Compensation Committee as needed. 4. Have authority to act on behalf of the Organization subject to Board approval. 5. Perform other duties as the Board of Directors may prescribed from time to time.	Section created for clarity [was formerly in Section 1]; updated to add additional items (3 and 5)
Article IX, Section V (former Article VIII, Section IV)	Any Executive Board member may be removed from the Executive Board by the majority vote of the Board of Directors.	Any Executive Board member may be removed from the Executive Board by the majority vote of the Board of Directors. Any Executive Board member may resign from the Executive Board at any time, such resignation to be made in writing to the President and Secretary, and to take effect immediately without acceptance by the Board of Directors.	New addition to provide procedure for resignation.
Article IX, Section VI (former Article VIII, Section V)	A vacancy in the Executive Board may shall be filled by appointment of the Board of Directors.	A vacancy in the Executive Board may shall be filled by appointment of the Board of Directors. The newly elected Executive Board member begins service immediately upon appointment.	New addition to provide clarity on when service begins.

<p>Article IX, Section VII (former Article VIII, Section VI)</p>	<p><u>Quorum</u> Those present at a meeting of the Executive Board will constitute a quorum (in order to conduct the business of the organization.)</p>	<p><u>Quorum and Action</u> Those present at a meeting of the Executive Board will constitute a quorum (in order to conduct the business of the Organization.) Action may be taken by an affirmative vote of a majority of members present.</p>	<p>New addition to reflect how to take action.</p>
<p>Article IX, Section VIII (former Article VIII, Section VII)</p>	<p>Decisions made by the Executive Board must be ratified by a simple majority of the Board of Directors.</p>	<p>Executive Board actions shall be reported to the Board of Directors at its next regular meeting. Decisions made by the Executive Board must be ratified by a simple majority of the Board of Directors.</p>	<p>New addition to provide clarity on reporting to full board.</p>
<p>Article X, Section I</p>	<p>... 1. Members and Directors shall submit their proposed changes to the Executive Board in writing. 2. The Executive Board shall send a copy of the proposed By-law changes to the Board of Directors as least 15 days prior to the meeting at which they are to be considered by the Board of Directors. ...</p>	<p>... 1. Directors shall submit their proposed changes to the Executive Board in writing. 2. The Executive Board shall send a copy of the proposed By-law changes to the Board of Directors as least 15 days prior to the meeting at which they are to be considered by the Board of Directors. This notice requirement does not prevent additional changes being discussed at the meeting and made subject to vote.</p>	<p>Remove old reference to members. Clarifies that additional changes discussed at the meeting are not subject to the notice requirement.</p>
<p>Article XI, Section 1 (former Article X)</p>	<p>To avoid an actual or perceived conflict of interest, the following restrictions shall be observed in the conduct of organization business: 1. Board Members and the C.E.O. shall disclose in writing to the Board of Directors any person to whom they are closely related or an organization with which they are affiliate, who presently transacts business with the organization or might reasonably be, expected to do so in the future. Each disclosure shall be updated and resubmitted on a yearly basis. Transactions with the organization in which a Director has a direct or indirect interest and therefore has a conflict of interest may be</p>	<p>To avoid an actual or perceived conflict of interest, the following restrictions shall be observed in the conduct of organization business: 1. Board Members and the C.E.O. shall disclose in writing to the Board of Directors any person to whom they are closely related or an organization with which they are affiliate, who presently transacts business with the organization or might reasonably be, expected to do so in the future. Each disclosure shall be updated and resubmitted on a yearly basis. 2. Transactions with the organization in which a Director has a direct or indirect interest and therefore has a conflict of interest may be approved by the Board of Directors: (1) if the material facts of the transaction and the Director's interest are disclosed or made known to the Board of Directors; (2) if the transaction is fair to the organization and (3) A Director with a conflict of interest shall have no vote in the approval of such transaction.</p>	<p>Revise to avoid including the conflict of interest policy in the bylaws; recommended that it be a stand alone document.</p>

	approved by the Board of Directors: (1) if the material facts of the transaction and the Director's interest are disclosed or made known to the Board of Directors; (2) if the transaction is fair to the organization and (3) A Director with a conflict of interest shall have no vote in the approval of such transaction.	The Board of Directors should otherwise abide by the terms of the Organization's Conflict of Interest Policy.	
Article XI, Section II (former Article X)	[conflict of interest policy]	[delete]	Same as above.
Former Article XI	[Indemnification of members]	[delete]	Delete because no members.
Former Article XI	[Dissolution of Oregon Partnership]	[delete]	Delete because no longer relevant, replaced by next article on dissolution
Article XII	[new]	<u>Dissolution</u> The Organization may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board of Directors that is consistent with the Articles of Incorporation and with state law.	New addition addressing dissolution procedure.
Passim	The organization	The Organization	Capitalize throughout
Passim	Will	Shall	For consistency
Passim		<i>Spelling numbers and including roman numerical, i.e., "thirty (30)"</i>	For clarity
Passim	officer /office	Officer/Office	Capitalize throughout