

BYLAWS OF LINES FOR LIFE

ARTICLE I: NAME

Section I – Name

The name of this organization shall be **Lines for Life**, hereinafter referred to as the “Organization.”

Section II – Location

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.

Section III – Fiscal Year

The fiscal year of the organization shall be determined by the Board of Directors in accordance with IRS regulations. The current fiscal year is July 1 – June 30.

ARTICLE II: MISSION

Section I – Mission

The Organization’s primary purposes are to prevent suicide and substance abuse and promote mental wellness.

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.

ARTICLE III: NON-DISCRIMINATION

Section I – Non-discrimination Policy

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.

ARTICLE IV: MEMBERS

The Organization shall have no members.

ARTICLE V: BOARD OF DIRECTORS

Section I – General Powers

The business of the Organization shall be managed by the Board of Directors.

Section II – Composition

The Board of Directors shall be composed of no fewer than seven (7) members and no more than thirty (30) members. Board members do not receive compensation for service on the Board.

Section III – Nomination and Election

The Executive Board shall nominate candidates to the Board of Directors. The Board of Directors shall vote on new members. Newly elected Directors begin service to the Board immediately upon election.

Section IV – Term of Office

The term of office of each Director shall be three (3) years. A Director may serve consecutive terms without limit, but must be reelected every three (3) years.

Section V – Meetings

The Board of Directors will meet no less than six (6) times per year to conduct the business of the Organization.

Section VI – Special Meetings

Special meetings of the Board of Directors shall be held whenever called, in writing, by the President, by a majority of the Directors, or by a majority of the members of the Executive Board.

Section VII – Quorum and Action

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.

There is no voting by proxy allowed.

Section VIII – Action by Email

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.

The announcement shall be sent to each Director at the email address stored in the corporate records and shall include: (1) a 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.

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.

Section IX – Participation by Telephone or Videoconference

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.

Section X – Removal or Resignation

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.

Any Director may resign from office at any time by delivering a resignation in writing to the President and Secretary, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section XI - Vacancies

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.

ARTICLE VI: OFFICERS

Section I – Officers

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.

Section II – Eligibility

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.

Section III – Nomination and Election

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.

Section IV – Term of Office

Each Officer shall hold office for two (2) years or until his/her successor shall have been duly elected or until his/her death, resignation or removal. If elected to hold an office, the Board member may remain on the Board beyond the termination date of their prior board term. 7

Section V – Removal or Resignation

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 President and Secretary, and to take effect immediately without acceptance by the Board of Directors.

Section VI – Vacancies

A vacancy in any Office 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.

Section VII – Board President

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.

The Board President may sign, with the Secretary, documents or instruments that are authorized to be executed by the Board of Directors.

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.

Section VIII – Vice President

In the absence of the President, the Vice President shall perform the duties of the President.

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.

Section IX – Treasurer

The Treasurer will be responsible for the funds and financial operations of the Organization.

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.

Section X – Secretary

The Secretary will maintain the minutes of the Organization and have overall responsibility for record keeping of the Board.

The Secretary may sign with the President documents or instruments, which are authorized to be executed by the Board of Directors.

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.

Section XI – Delegation

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.

ARTICLE VII: CHIEF EXECUTIVE OFFICER

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.

The C.E.O. shall not be a member of the Board of Directors and shall have no vote.

ARTICLE VIII: COMMITTEES

Section I – Committees

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.

Section II – Board Level Committees

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.

Section III – Non-Board Level Committees

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 by a resolution adopted by the Directors present at a properly called meeting.

Section IV – Rules

Each committee may adopt reasonable rules consistent with these Bylaws, the Articles of Incorporation, and the operation of the Organization to accomplish its business.

ARTICLE IX: EXECUTIVE BOARD

Section I – Composition

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.

Section II - Authority

The Executive Board shall have the authority to:

1. Recommend amendments, alterations, or any other changes in the Bylaws 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 III – Number of Members

There shall be a minimum of six (6) members on the Executive Board.

Section IV – Terms of Membership

Executive Board members will serve for a term of two (2) years.

Section V – Removal or Resignation

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.

Section VI – Vacancies

A vacancy in the Executive Board shall be filled by appointment of the Board of Directors. The newly elected Executive Board member begins service immediately upon appointment.

Section VII – Quorum and Action

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.

Section VIII – Decisions

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.

ARTICLE X: BYLAWS

Section I – Amendments

These Bylaws may be amended or repealed by the majority vote of the Board of Directors. The procedures for amendments shall be as follows:

1. Directors shall submit their proposed changes to the Executive Board in writing.
2. The Executive Board shall send a copy of the proposed Bylaw 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.
3. The proposed changes must be approved by the Board of Directors.

ARTICLE XI: CONFLICTS OF INTEREST

Section I – Actual or Perceived Conflict of Interest

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.

The Board of Directors should otherwise abide by the terms of the Organization's Conflict of Interest Policy.

Section II – Fundraising

No representative of any level of the organization shall seek or accept funds from any person or entity whose philosophy, product, service or method of operation is in conflict with the purposes of the Organization.

ARTICLE XII: DISSOLUTION

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.