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June 3, 2021

**AMENDED AND RESTATED BYLAWS  
CENTRAL CITY CONCERN**

**ARTICLE I. OFFICE**

The registered office of Central City Concern (“Corporation”) shall be located in the City of Portland, County of Multnomah, State of Oregon. The Corporation is defined to include all programs operated by Central City Concern, including without limitation, the health center program.

**ARTICLE II. MEMBERS**

The Corporation has no members.

**ARTICLE III. PURPOSE AND MISSION**

The mission of the Corporation is to provide comprehensive solutions to ending homelessness and achieving self-sufficiency.

**ARTICLE IV. DIRECTORS**

**Section 1. Powers and Responsibilities**

The business affairs of the Corporation (including without limitation the health center program) shall be managed by its Board of Directors (“Directors”) which may exercise all such powers of the Corporation (including without limitation the health center program) and do all such lawful acts and things as are not inconsistent with any federal or state law or the Corporation’s Articles of Incorporation. It may adopt such rules and regulations as may be required by regulatory authorities and shall exercise the rights, powers, duties and responsibilities conferred on governing bodies of non-profit organizations by state and federal law, including but not limited to:

1. Employment and annual evaluation of the President and CEO of the Corporation and, as necessary, the dismissal of the President and CEO;
2. Ensuring that the Corporation is complying with all Federal and State employment laws and regulations;
3. Developing, adopting and periodically updating the Corporation’s financial management practices, including a system to assure accountability for corporate resources and long range financial planning;
4. Developing, adopting and periodically updating the Corporation’s health care policies, including scope and availability of services, location and hours of services, patient confidentiality, patient bill of rights, and a process for resolving patient grievances, and quality assurance activities and procedures;
5. Developing and approving the annual corporate budget and revisions, the annual health center project budget and revisions, health center grant applications, priorities and eligibility for services (sliding fee scale schedules and procedures), the annual business plan and health plan;

6. Selecting the Corporate Auditor and acceptance of the annual report;
7. Evaluating the Corporation's performance and activities on a monthly, quarterly and annual basis including service utilization patterns, productivity and achievement of project objectives, patient satisfaction and evaluating the resolution of patient grievances;
8. Assuring the Corporation's activities are conducted in compliance with applicable Federal, State, and Local laws;
9. Developing, adopting, implementing and evaluating the Corporation's Strategic Plan; and
10. Credentialing and privileging of all licensed or certified health care practitioners in accordance with CCC policies 1247.00 (Privileging of Clinical Staff) and 402.20 (License and Credential Verification) and delegating such credentialing and privileging of all licensed or certified health care practitioners to the Corporation's Chief Medical Officer.

### Section 2. Number and Qualifications

The number of Directors of the Corporation shall be no less than nine (9) and no more than twenty (20). Directors may be, but need not be, elected for one or more of the following reasons: (i) to represent neighborhoods served by the Corporation and community-based organizations serving the Corporation's consumers; (ii) to represent the interests of the Corporation's consumers; or (iii) to provide the Corporation with operational expertise. No more than one-half of the non-consumer Directors of the Board may derive more than 10 percent of their annual income from the health care industry.

### Section 3. Corporate Powers.

In furtherance of the purposes of this Corporation, the Directors of the Corporation shall possess all powers and authority granted to nonprofit Corporations under Chapter 65 of Title 7 of the Oregon Revised Statutes, as amended from time to time.

#### Section 4. Board Selection

New members of the Board of Directors shall be nominated by the Governance Committee and selected by the existing members of the Board of Directors at the Annual Meeting or at any Board meeting.

#### Section 5. Classification and Term

Unless otherwise provided in the Articles of Incorporation, each Director shall hold office for three (3) years or until removed or resigned. The initial term of a Director shall commence on the date specified by the Board and shall expire on June 30<sup>th</sup> of the third (3<sup>rd</sup>) year of the initial term. Effective July 1, 2013, a Director who does not serve as a Principal Officer may serve a maximum of three (3) consecutive three (3) year terms, or nine (9) years total of consecutive Board service (“Maximum Term”). Upon election to a Principal Officer position that Director’s term as a non-Principal Officer shall be immediately suspended such that he or she may resume their non-Principal Officer position on the Board upon the conclusion of their Principal Officer term up to the Maximum Term should any time for service remain. A Director who has served a Maximum Term shall be eligible for election to the Board for a new term after such Director has observed a one-year hiatus from Board service.

#### Section 6. Vacancies

Any vacancy occurring on the Board of Directors during the period between Annual Meetings of the Corporation due to death, removal, or resignation of a Director may be filled by the remaining Directors at any meeting of the Board. The Governance Committee shall

submit nominees to fill such a vacancy on the Board of Directors. All Directors shall receive notice, personally or by mail (hereinafter to include postal and electronic mail), that one of the purposes of such meeting is to fill such a vacancy on the Board of Directors. Notice for vacancy meetings shall be the same as for Regular Meetings.

#### Section 7. Meetings

Meetings of the Board of Directors shall be held at a time and place as shall be determined by the Board.

#### Section 8. Annual Meeting to Elect Directors

The Annual Meeting of the Board of Directors shall be held in June, or at such other time as the Board of Directors may prescribe, for the purpose of electing Directors and for the transaction of other business as may come before the meeting. Written notice of the time and place of the Annual Meeting shall be given either in person or by mail to each Director no less than fourteen (14) days nor more than thirty (30) days prior to the date of said Annual Meeting. Not less than sixty (60) days prior to each Annual Meeting, the Governance Committee of the Board of Directors shall determine the number of Directorships for the following year, which shall conform with the allowed number of Directors as stated in Article IV, Section 2. The Governance Committee, acting by unanimous vote of a quorum of the committee, shall nominate a number of nominees for directors if there are qualified candidates. The Governance Committee shall take into account the requirements concerning the composition of the Board as set forth in Section 2 of this Article.

Not less than thirty (30) days before each Annual Meeting, the Governance Committee shall submit to the Secretary/Treasurer its nominations for directors, and the Secretary/Treasurer shall immediately inform the Board of Directors of those nominations. At the Annual Meeting,

the voting procedure followed shall be such that a separate vote is taken for each Directorship to be filled. Each Directorship shall be filled by majority vote of the Directors voting (a quorum must be present), except that no nominee may be elected if the effect of such election would be to cause the composition of the Board to be in violation of the requirements contained in Section 2 of this Article.

#### Section 9. Regular Meetings

Regular Meetings of the Board of Directors shall be held monthly at a time and place as shall be determined by the Board for the transaction of any business as may come before the meeting in accordance with the Annual Meeting schedule established by the Board. Written notice of such a Regular Meeting shall be given either in person or by mail to each Director no less than seven (7) days prior to the date of said Regular Meeting.

#### Section 10. Special Meetings

Special Meetings of the Board of Directors may be called by an Officer or by any three (3) Directors on three (3) days' notice to each Director, given either in person or by mail.

#### Section 11. Meeting by Telephone or Virtual Conference

Directors may participate in a Regular Meeting or Special Meeting by, or conduct the meeting through, the use of any means of communications by which all Directors participating may simultaneously hear and respond to each other during the meeting. Participation in a meeting by this means shall constitute presence in person at the meeting.

#### Section 12. Quorum

If Section 2 of Article IV permits a variable-range size board, a majority of the number of Directors in office immediately before any meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, unless the

Articles of Incorporation or these Bylaws require a greater number. If less than a quorum is present at any meeting, a majority of the Directors present may continue the meeting to a later time by announcement at the meeting and written notice mailed to all Directors.

#### Section 13. Action

At any meeting at which a quorum is present, the act of the majority of Directors present at such meeting shall be the act of the Board of Directors, unless otherwise provided in the Oregon Nonprofit Corporation Law, the Articles of Incorporation, these Bylaws, or by Resolution of the Board of Directors. Voting shall be in person only and not by proxy.

#### Section 14. Presumption of Assent

A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors shall be deemed to have assented to the action taken at the meeting unless (a) the Director's dissent or abstention from the action is entered in the minutes of the meeting, (b) the Director delivers a written notice of dissent or abstention to the action to the presiding officer of the meeting before any adjournment or to the Corporation immediately after the adjournment of the meeting, or (c) the Director objects at the beginning of the meeting or promptly upon the Director's arrival to the holding of the meeting or transacting business at the meeting. The right to dissent or abstain is not available to a Director who voted in favor of the action.

#### Section 15. Removal

All or any number of the Directors may be removed, with or without cause, at a Regular Meeting or Special Meeting of the Directors called expressly for that purpose, when the Board determines that such removal will serve the best interests of the Corporation, subject to compliance with the following procedures: (i) prior to any vote to remove a Director, the Director in question must be given reasonable prior notice of the impending action and

reasonable opportunity to speak before the Board of Directors at a Regular Meeting or Special Meeting called expressly for that purpose, and (ii) the Director in question shall be removed by a vote of two-thirds (2/3) of the remaining Directors.

#### Section 16. Resignation

A Director may resign at any time by giving written notice to the Board of Directors. Unless the notice specifies a later effective date, a resignation notice shall be effective upon the earlier of (a) receipt; (b) five (5) days after its deposit in the United States mails, if mailed postpaid and correctly addressed; or (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by addressee. Once delivered, a resignation notice is irrevocable unless revocation is permitted by the Board of Directors.

#### Section 17. Compensation

All Directors of the Corporation shall serve without compensation.

#### Section 18. Notice

Whenever, under the provisions of the Oregon Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, notice is required to be given to any Director, it shall not be construed to require notice delivered in person, but such notice may also be given in writing, either 1) by mail, addressed to such Director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail; or 2) by electronic mail, addressed to such Director at his or her electronic mail address as it appears on the records of the Corporation, and such notice shall be deemed to be given at the time when the electronic communication when the same shall be sent. Neither the business to be transacted at, nor the

purpose of, any Annual Meeting, Regular Meeting or Special Meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless required by the Oregon Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws.

#### Section 19. Waiver of Notice

Whenever any notice is required to be given to any Director under the provisions of the Oregon Nonprofit Corporation Act, the provisions of the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### Section 20. Special Rule

If the notice or waiver of notice provisions of Sections 18 and 19 of this Article IV are not complied with, action taken at a meeting of the Directors shall be valid only if each of the Directors serving at that time but not present at such meeting signs a written approval of minutes of such meeting describing such action.

#### Section 21. Action Taken Without a Meeting

The Corporation's Directors may use electronic mail or other electronic means to take action that these Bylaws would otherwise require or permit the Directors to take at a meeting. Before using electronic mail to take action, the Corporation shall send notice to each Director's electronic mail address. The notice must include a description of the matter on which the Directors will take action and a deadline of not less than 48 hours in which a Director may record the Director's vote. A Director may change his or her vote at any time before the deadline set

forth in the notice. An affirmative vote of the majority of the directors who hold office at the time the Board takes an action by means of electronic mail is an act of the Board.

#### Section 22. Attendance

Directors are required to attend nine Regular Meetings during each 12-month portion of their term. Attendance includes participation via telephone or virtual conference. If a Director fails to attend nine meetings in the course of any 12-month period, the Board Chair will contact the Director to assess the Director's capacity to continue to serve on the Board of Directors.

### **ARTICLE V. OFFICERS**

#### Section 1. Principal Officers

The Principal Officers of the Corporation shall consist of a Chair, a Vice Chair, and a Secretary/Treasurer, each of whom shall be appointed by the Board of Directors. The President and CEO shall be an ex officio (non-voting) participant on the Board of Directors. One person can occupy only one Principal Office at a time, except that the Secretary shall also act as Treasurer.

#### Section 2. Qualifications; Appointment

Every two (2) years the Board of Directors shall confirm the succession of the Vice Chair to the position of Board Chair, and elect the Vice Chair, and the Secretary/Treasurer, all of whom must currently serve on the Board of Directors. At the same meeting, the Board of Directors shall confirm the succession of the exiting Chair to the position of Immediate Past Chair. In the event of interrupted succession of Vice Chair, Chair, or vacancy of the Secretary-Treasurer position, the Governance Committee shall nominate for election a qualified candidate for the vacant position. The Board may, at any time, elect or appoint such other officers, assistant officers and agents as it shall deem necessary or desirable, who shall hold their offices for such

terms (not to exceed two (2) years per position unless otherwise noted herein) and shall have such authority and perform such duties as shall be determined by the Board.

### Section 3. Term

Each Principal Officer of the Corporation shall hold office for a term of two (2) years per Principal Officer position, and until his or her successor is chosen and qualifies in his or her stead. The Immediate Past Chair shall hold office for a term of one (1) year. The term of any other Officer, assistant officer or agent shall be determined by the Board, but shall not exceed two (2) years per position. Unless otherwise authorized by the Board of Directors in extenuating circumstances, Officers may not be elected to successive terms of office for the same position and may serve only one term of two (2) years in each office. Upon election to a Principal Officer position from a non-Principal Officer position on Board of Directors, that Director's term as a non-Principal Officer shall be suspended such that he or she may resume their non-Principal Officer directorship upon the conclusion of their Principal Officer term up to the Maximum Term should any time for service remain.

### Section 4. Vacancy

If any office becomes vacant for any reason during the period between the first Regular Meeting after the Annual Meetings of the Corporation, the vacancy shall be filled by the Board of Directors not later than the first Regular Meeting of the Board following the occurrence of such vacancy. All Directors shall receive notice, personally or by mail, that one of the purposes of such meeting is to fill such a vacancy in the Principal Officer positions. Notice for vacancy meetings shall be the same as for Regular Meetings. A Principal Officer so elected shall serve for the unexpired portion of the term of his or her predecessor in office.

## Section 5. Compensation

All Officers of the Corporation shall serve without compensation.

## Section 6. Removal

Any Officer appointed by the Board of Directors may be removed from that office or position by the Board by a quorum vote of disinterested Directors whenever in its judgment the best interests of the Corporation will be served thereby, subject to compliance with the following procedures: (i) prior to any vote to remove a Principal Officer, the Principal Officer in question must be given reasonable prior notice of the impending action and reasonable opportunity to speak before the Board of Directors at a Regular Meeting or Special Meeting called expressly for that purpose, and (ii) the Principal Officer in question shall be removed by a vote of two-thirds (2/3) of the remaining Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Such removal shall disqualify the Principal Officer so removed from service as a Director in a non-Principal Officer position on the Board of Directors unless otherwise provided by the Board of Directors.

## Section 7. Duties and Powers

(a) Chair. The Chair shall preside at all meetings of the Directors and cause all orders and resolutions of the Board to be carried into effect. The Chair shall have any other powers and duties as the Board of Directors shall prescribe. The Chair shall serve on the Executive Committee and the Governance Committee.

(b) Vice Chair. In the absence or disability of the Chair, the Vice Chair shall perform the duties and exercise the powers of the Chair. The Vice Chair shall also have any other powers and duties as the Board of Directors shall prescribe. The Vice Chair shall serve on the Executive

Committee and the Governance Committee. The Vice Chair shall become the new Chair after the term of the Chair ends, subject to confirmatory vote by the Board of Directors.

(c) Secretary/Treasurer. The Secretary/Treasurer shall perform all duties incident to the office of Secretary/Treasurer, including responsibility for preparing minutes of the Board of Directors' meetings, recording, distributing, and storing the minutes of the Board of Directors' meetings, and authenticating records of the Corporation. These duties may be delegated to staff to perform. The Secretary/Treasurer shall also have any other powers and duties as the Board of Directors shall prescribe. The Secretary/Treasurer shall serve on the Executive Committee and Finance Committee.

(d) Immediate Past Chair. The Immediate Past Chair shall serve on the Governance Committee and shall fulfill other duties as may be prescribed by the Board of Directors to ensure Board succession and stability.

(e) President and CEO. The President and CEO shall be appointed or dismissed by the Board of Directors, shall report to the Chair and the Board of Directors, shall be an ex officio (non-voting) participant on the Board of Directors, shall be the Principal Officer of the Corporation, shall direct all operations of the Corporation, shall directly or indirectly supervise all personnel of the Corporation, and shall have control and management of the Corporation's business and affairs, all subject to the direction of the Board of Directors.

#### **ARTICLE VI. NON-VOTING BOARD AFFILIATES**

The Board of Directors may approve non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that support the mission of the Corporation. The Board or a designated committee of the Board shall have the authority to admit any individual or organization as an affiliate, to

recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with other organizations or groups without the affiliate's consent. At the discretion of the Board, affiliates may be given endorsement, recognition and media coverage at fundraising activities and other events or at the Corporation's website. Affiliates have no voting rights, and are not members of the Corporation.

## **ARTICLE VII. COMMITTEES OF THE BOARD**

### Section 1. Generally

The Board may from time to time designate committees, which shall consist of two (2) or more Directors appointed by the Chair from among the Directors, and non-Director experts at the discretion of the Board of Directors, for purposes as set forth by the Board. All committees must be chaired by a Director. The creation of a committee and appointment of individuals to it must be approved by a majority of all Directors in office when the action is taken. The Board by way of a delegation resolution can delegate such powers to committees as are necessary and proper. If the Board desires that the matters transacted by any committee shall be binding on the Corporation, the Board shall so specify in the delegation resolution. In order to be valid and binding upon the Corporation, all matters transacted by any committee in the name of the Corporation must be within the powers delegated to it by the Board. With respect to those delegated matters transacted by a committee in the name of the Corporation as provided in this Section 1 of Article VI, all matters so transacted by such committee or committees shall be reported to the Board at its next Regular Meeting. Standing committees of the Corporation shall include an Executive Committee, Finance Committee, Governance Committee, Quality and Patient Safety Committee, Audit Committee, Development/Fundraising Committee, and Real

Estate Development Committee. The Health Services Advisory Council (“HSAC”) shall serve as the Corporation’s health services consumer advisory board. At each Annual Meeting and at any other time, the Board of Directors may create and appoint other special, ad-hoc committees as circumstances may require.

### Section 2. Executive Committee

The Executive Committee shall consist of the Chair, Vice Chair, and Secretary/Treasurer. The Executive Committee will assist the Board of Directors in its oversight responsibilities relating to Board actions. In furtherance thereof, Executive Committee will:

1. Make decisions on behalf of the full Board of Directors when so directed by the Board by a specific Board action in the form of a resolution in each instance of delegation; and
2. Take any other oversight role over Board matters when so directed by the full Board of Directors by a specific Board action in the form of a resolution in each instance of delegation.

### Section 3. Finance Committee

The Finance Committee shall consist of the Secretary/Treasurer, at least one additional Director, and at least one other individual with expertise as the Board may appoint from the Board or otherwise. The Finance Committee will assist the Board of Directors in its oversight responsibilities relating to fiscal management. In furtherance thereof, the Finance Committee will:

1. Review and recommend approval of an annual operating budget;
2. Regularly review financial results;
3. Help the Board understand CCC’s financial affairs;
4. Draft investment policies and provide oversight for any investments;

5. Ensure the maintenance of an appropriate capital structure; and
6. Oversee the management of organization-wide financial assets.

#### Section 4: Governance Committee

The Governance Committee will be chaired by a Director appointed by the Board and will consist of the Board Chair, Board Vice Chair, Immediate Past Chair and up to three additional Directors. The Governance Committee will assist the Board of Directors in its oversight responsibilities relating to Board operations. In furtherance thereof, the Governance Committee will:

1. Nominate Directors, Board Officers, and establish Board leadership succession;
2. Set Director and Officer terms and term limits, subject to Board approval;
3. Develop a continuing education program for the Board focused on governance best practices and other factors deemed important by the Board;
4. Conduct a governance self-assessment process designed to measure Board effectiveness;
5. Assess the CCC Board committee structure to ensure that the committee structure best supports the needs of the Corporation, the Board and the staff;
6. Conduct a biennial review of the Corporation's Bylaws to ensure consistency with the Corporation's needs and compliance requirements; and
7. Conduct the President and CEO's annual performance review and manage the President and CEO compensation review process, subject to Board approval.

#### Section 5: Quality and Safety Committee

The Quality and Safety Committee shall consist of at least two Directors, and at least one other individual with expertise as the Board may appoint from the Board or otherwise. The Quality and Safety Committee will assist the Board of Directors in its oversight responsibilities

relating to quality of clinical care and patient safety. In furtherance thereof, the Quality and Safety Committee will:

1. Monitor and evaluate the overall effectiveness of the clinical quality and safety program;
2. Identify and prioritize improvement opportunities, activities, and initiatives related to clinical quality and safety;
3. Sponsor resolution of improvement opportunities for clinical care and safety; and
4. Inform the Board of Directors of their findings and conclusions, and obtain appropriate Board action to address concerns.

#### Section 6: Audit and Compliance Committee

The Audit and Compliance Committee shall consist of at least two Directors, and at least one other individual with expertise as the Board may appoint from the Board or otherwise. The Audit and Compliance Committee will assist the Board in its oversight responsibility relating to the accounting and financial reporting of the Corporation. In furtherance thereof, the Audit and Compliance Committee will:

1. Assess the integrity of the Corporation's financial statements;
2. Assess the financial control of the Corporation; and
3. Ensure compliance with legal and regulatory requirements of the Corporation.

#### Section 7: Development/Fundraising Committee

The Development/Fundraising Committee shall consist of at least two Directors, and at least one other individual with expertise as the Board may appoint from the Board or otherwise. The Development/Fundraising Committee will assist the Board in its oversight responsibility relating to the Corporation's fundraising and development efforts. In furtherance thereof, the Development/Fundraising Committee will:

1. Seek out new funding resources for the Corporation; and
2. Increase donor base and retention for the Corporation.

#### Section 8: Real Estate Development Committee

The Real Estate Development Committee shall consist of at least two Directors, and at least one other individual with expertise as the Board may appoint from the Board or otherwise.

The Real Estate Development Committee will assist the Board in the Corporation's Real Estate Development activities and objectives and other such duties as may be directed by the Board. In furtherance thereof, the Real Estate Development Committee will:

1. Provide guidance and strategic input into real estate development plans;
2. Review and assist the Corporation with the prioritizing long term real estate needs of the Corporation;
3. Provide guidance, advice and input regarding the corporate financing of real estate activities; and
4. Provide review of development activities, including risk exposure, and make recommendations to the Board regarding specific real estate transactions as needed.

#### Section 9: Health Services Advisory Council

The Health Services Advisory Council ("HSAC") shall consist of a majority of individuals who are homeless or recently homeless, who receive health care services from the Corporation, and who, as a group, represent the individuals being served by the Corporation's health services. The Chair of HSAC will be a Director. HSAC shall assist and advise the Corporation's health services on promoting its mission of providing access to a full spectrum of primary care and essential recovery services to homeless and low-income individuals. In furtherance thereof, HSAC will:

1. Provide advice, leadership and guidance to staff and the Board in support of the mission of the Corporation's health services; and
2. Provide feedback and advice to the Board regarding the health care needs of homeless and low-income residents.

#### Section 10. Limitations on Committee Action

The Board by way of a delegation resolution may delegate to any committee the authority of the Board as provided in this Article VI, except that the Board shall not delegate to any committee the authority to: amend, alter or repeal these Bylaws; elect, appoint or remove any Director or Officer of the Corporation; elect, appoint or remove any individual serving on any committee of the Board ; amend the Articles of Incorporation; adopt a plan of merger, consolidation or voluntary dissolution; authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; or do any act prohibited by the Oregon Constitution, the Constitution of the United States of America, or any act which may be prohibited by the Oregon Nonprofit Corporation Act or any other state or federal law.

#### Section 11. Changes of Size and Function

Subject to the provisions of law, the Board of Directors shall have the power at any time to change the number of individuals serving on any committee, fill committee vacancies, remove any individual serving on a committee, and change the functions and terminate the existence of a committee.

#### Section 12. Conduct of Meetings

Each committee shall conduct its meetings in accordance with the applicable provisions of these Bylaws, relating to meetings and action without meetings of the Board of Directors.

Each committee shall adopt any further rules regarding its conduct, keep minutes and other records and appoint subcommittees and assistants as it deems appropriate.

#### **ARTICLE VIII. CONFLICTS OF INTEREST**

No Director shall be an employee of the Corporation or a direct relative (parent, child, sibling, and spouse – by blood, adoption, or marriage) of any employee of the Corporation. The President and CEO may serve only as a non-voting ex-officio member of the Board. The Corporation shall avoid the active participation of any Director in any matter that poses a conflict of interest with respect to that Director. A conflict of interest shall be considered to arise when any matter under consideration by the Board of Directors involves the potential for a significant or material benefit; or a compensation arrangement exists to a Director or any member of his or her immediate family to any business, financial, or professional organization of which the Director or any member of his or her immediate family is an officer, director, member, owner, or employee. Whenever any matter comes before the Board of Directors which any Director recognizes may give rise to a conflict of interest, the Board of Directors shall not approve any action or transaction bearing upon the conflict unless the following procedures are observed:

1. The affected Director shall have a duty to disclose or other Director(s) shall make known the conflict, and after answering to any questions posed by the other Directors, the affected Director shall withdraw from the meeting for as long as the matter remains under consideration. Should the matter be brought to a vote of the Directors, the affected Director shall neither be present nor cast a vote.

2. If the withdrawal of the affected Director results in the absence of a quorum of disinterested Directors, no action shall be taken on the matter until a quorum of disinterested Directors is present.
3. The Board of Directors shall not go forward with a transaction or arrangement in which an affected Director acknowledges that a conflict of interest exists, or other Directors determine that a conflict of interest exists.
4. Violations of the Conflicts of Interest Policy
  - a. If the Board has reasonable cause to believe that a Director has failed to disclose actual or possible conflicts of interest, it shall inform the Director of the basis for such belief and afford the Director an opportunity to explain the alleged failure to disclose.
  - b. If, after hearing the response of the Director and making such further investigation as may be warranted in the circumstances, the Board determines that the Director has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action up to, and including, removal from the Board.

#### **ARTICLE IX. INDEMNIFICATION**

The Corporation shall indemnify to the fullest extent not prohibited by law, any current or former Director or Officer of the Corporation who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that such person is or was a Director, Officer, employee or agent of the Corporation or 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 serves or served at the request of the Corporation as a Director, Officer, employee or agent, or as a fiduciary of an employee benefit plan, of another Corporation, partnership, joint venture, trust or other enterprise. The Corporation may pay for or reimburse the reasonable expenses incurred by any such current or former Director or Officer in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing (i) the person's good faith belief that the person is entitled to indemnification under this Article, and (ii) the person's agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this Article. No amendment to these Bylaws that limits the Corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later to occur of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of Directors, Officers, employees, agents and fiduciaries that may be included in the Articles of Incorporation or any statute, Bylaw, agreement, general or specific action of the Board of Directors or other document or arrangement.

## **ARTICLE X. GENERAL PROVISIONS**

### Section 1. Checks

All checks or demands for money and notes of the Corporation shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.

### Section 2. Loans

The Corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. This authority may be general or confined to specific instances.

### Section 3. Contracts

Except as otherwise provided by law, the Board of Directors may authorize any Officers or agents to execute and deliver any contract or other instrument in the name of and on behalf of the Corporation, and this authority may be general or confined to specific instances.

### Section 4. Deposits

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in those banks, trust companies or other depositories as the Board of Directors or Officers of the Corporation designated by the Board of Directors select, or be invested as authorized by the Board of Directors.

### Section 5. Accounting Year

The accounting year of the Corporation shall end on June 30.

### Section 6. Articles Govern

In the event any provision of these Bylaws is inconsistent with the Articles of Incorporation, the Articles shall govern.

### Section 7. Nondiscrimination

It shall be the policy of the Corporation not to discriminate against any person on the basis of race, color, creed, national origin, religion, age, gender, political affiliation, veteran's status, marital status, source of income, family relations status, sexual orientation, filing of worker's compensation claims, genetic information, disability or any other status protected under applicable laws.

This policy covers all job classifications. Only valid requirements will be imposed for employment practices that include but are not limited to recruitment, hiring, training, promotions, compensation, discipline, transfers, layoffs, terminations, education tuition assistance, social and recreational programs, and all other aspects of employment.

#### Section 8. Gender

References in these Bylaws to the masculine gender shall be construed to include the feminine or neuter gender or both as appropriate.

#### Section 9. Severability

A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

### **ARTICLE XI. AMENDMENTS**

These Bylaws and any amendments thereto may be altered, amended, or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the number of Directors fixed by these Bylaws. Prior to any meeting at which change or repeal of these Bylaws will be considered, notice shall be given at least ten (10) days but not more than sixty (60) days prior to said meeting. Such notice shall state that one of the purposes of such meeting is to consider a change in the Bylaws. The Board retains the authority as specified in the Oregon Nonprofit Corporation Act to adopt, amend or repeal bylaws to be effective only in an emergency as defined by the Act.

### **ARTICLE XII. DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986,

or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of, shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Effective Date

These Bylaws were adopted on June 3, 2021 and replace the Bylaws which were previously in effect.

I, Elisabeth Zeller, do affirm that the preceding document is the true, complete and unaltered copy of the Bylaws of Central City Concern.



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Elisabeth Zeller, Secretary/Treasurer

Central City Concern Board of Directors