

**St. Johns Center for Opportunity**  
An Oregon Nonprofit Corporation  
**Second Amended and Restated Bylaws**

**Article I. NAME AND TERM**

The name of this corporation shall be St. Johns Center for Opportunity (the "Corporation"), and its duration shall be perpetual.

**Article II. OFFICES**

A. Principal office.

The principal office of the Corporation will be in the State of Oregon, County of Multnomah, City of Portland. Further, it will be located within the St. Johns neighborhood.

B. Registered office.

The registered office of the Corporation will be maintained in the State of Oregon, and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time by resolution of the Board of Directors.

**Article III. GENERAL PURPOSES**

This corporation is a nonprofit corporation organized and operated exclusively for charitable, religious, educational and other purposes within the meaning of the Oregon Nonprofit Corporation Act (the "Act") and Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law (the "Code"), both as to gifts made to it and income derived from its operation.

1. Notwithstanding any other provision of these bylaws, this corporation shall only carry on activities permitted to be carried on: (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code; or (b) by an organization, contributions to which are deductible under Section 170 (c)(2) of the Code.
2. No part of the earnings of this corporation shall inure to the benefit of or be distributable to any private person or organization except as reasonable compensation for services rendered and in furtherance of its purposes as set forth above.
3. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. This corporation shall not directly or indirectly participate in, or intervene in or publish or distribute statements in, any political campaign on behalf of or in opposition to any candidate for public office.
4. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a

public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

#### **Article IV. SPECIFIC PURPOSES**

The specific purposes of the Corporation shall be to:

##### A. Community Economic Development.

The Corporation will work to strengthen the St. Johns and Cathedral Park neighborhoods in Portland, Oregon through people-centered economic development and community building.

##### 1. Community Building.

The Corporation will organize and promote constructive relationships between local government bodies, private business, and citizens. The Corporation will support other charitable and educational organizations whose primary interest is to preserve and develop the beauty and economic stability of the St. Johns neighborhood and Cathedral Park neighborhood. The Corporation will represent the concerns of the St. Johns neighborhood and Cathedral Park neighborhood at the city, county, and special district level.

The Corporation will promote and sponsor discussion groups and will educate and inform citizens and members on topics of interest and concern to the St. Johns and Cathedral Park neighborhoods. The Corporation will sponsor cultural and district revitalization activities in St. Johns including special events. The Corporation will provide a forum for sharing knowledge, common experiences, and problems. The Corporation will issue publications and information regarding its activities and other information relevant to community development. Such publications may include but are not limited to the following:

- (a) planning studies;
- (b) an organization brochure;
- (c) informational brochures, maps, and guides;
- (d) special event flyers, pamphlets, and posters;
- (e) a newsletter.

##### 2. Economic Development.

The Corporation will help to educate and assist St. Johns and Cathedral Park business owners and property owners in matters of business development. The Corporation will sponsor workforce development activities in St. Johns including special events.

##### B. Financial Activities.

The Corporation shall manage and dispose of moneys and property in accordance with the terms and conditions prescribed by the donors, grantors, and directors hereof.

C. Other Activities.

The Corporation may engage in any lawful activities for which non-profit corporations may be organized under the Act, but only such activities as would permit tax exemption under applicable laws and regulations of the United States and the State of Oregon.

**Article V. BOARD OF DIRECTORS**

A. Number and Qualifications.

The Board of Directors of the Corporation shall consist of at least three individuals (“Directors” severally; “Director” individually), but not more than twenty individuals. Directors shall be the age of majority in this state, the State of Oregon. Any individual may be a Director. When these minimum numbers of directors are not represented on the Board of Directors, any subsequent appointment or election of directors to the Board of Directors must first serve to fill these minimum numbers prior to other appointments or candidates for elections being considered. There will not be a majority of any occupation on the Board of Directors. The terms of the Board of Director members will be staggered.

**Article VI. Powers.**

The affairs of this Corporation shall be managed exclusively by or under the authority of its Board of Directors, subject to this corporation’s Articles of Incorporation, these bylaws and the Act. The Board of Directors shall do, perform and observe every act and thing it shall deem necessary or appropriate to carry out the purposes of this corporation. The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, management company, or committee, however composed, provided that the activities and affairs of the Corporation shall be exercised under the ultimate direction of the Board of Directors. This corporation shall have no members.

A. Duties.

It shall be the duty of the Directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these bylaws;
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
3. Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
4. Meet at such times and places as required by these bylaws;
5. Register their addresses (email and postal addresses) with the Secretary of the Corporation, and notices of meetings mailed electronically or by postal service or telegraphed to them at such addresses shall be valid notices thereof.

#### B. Term of Office.

Each Director will be elected for a two (2) year term and/or until their successor is elected and qualifies. However, the initial Board of Directors will serve staggered terms. Directors on the initial Board of Directors will be elected by lot: three for three (3) years, three for two (2) years and three until the first annual meeting. After serving for an initial term of two (2) years, Directors may renew their term in one (1) year increments up to two times (for a total of 4 years of board service).

#### C. Elections.

The Board of Directors shall elect Directors to replace those whose terms are expiring or to fill vacancies caused for other reasons. The Board of Directors may choose to publicly announce openings or recruit new Directors in whatever manner they see fit. This election shall take place at a regular meeting of the Board of Directors. New Directors shall be elected by a majority of Directors at such a meeting, provided that there is a quorum. Directors so elected will serve a term beginning at the following Board of Directors meeting.

#### D. Removal of a Director.

Removal of a Director with cause shall occur only if the meeting is called for that purpose among any others, with notice stating that the purpose of the meeting includes removal of the Director, and then only upon the affirmative vote of a majority of all Directors then in office. All Directors shall hold office until their respective successors are elected and qualified, or until their death, resignation or removal.

#### E. Resignations.

Any Director of the Corporation may resign effective upon giving written notice to the Executive Director, President, the Secretary or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation specifies effectiveness at a future time, a successor may be elected pursuant to Article V, Section E of these bylaws to take office on the date the resignation becomes effective. Notwithstanding the foregoing, no

Director may resign if such resignation would leave the Corporation without a duly elected Director or Directors in charge of its affairs.

F. Vacancies.

A vacancy on the Board of Directors occurring because of death, resignation, refusal to serve, or otherwise will be filled by action a majority of the remaining Directors. Any Director so elected shall remain a Director for the duration of their predecessor's unexpired term. Three consecutive unexcused absences from regular Board of Director's meetings may be considered a vacancy in the sole discretion of the Board of Directors.

G. Regular Meetings; Quorum.

The Board of Directors will meet at least six times per year. Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board of Directors or at such other place as may be designated from time to time by resolution of the Board of Directors. At a duly called meeting of the Board of Directors, one-half of all Directors then serving plus one will constitute a quorum. A quorum of Board of Director members may vote on issues by email or by phone if the vote is duly called by the President and/or three Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present shall be the act of the Board of Directors, unless a greater number is required by the Act, the Articles of Incorporation or these bylaws. A Director shall be considered present regardless of whether the Director votes or abstains from voting. If a quorum is not established at any properly called regular, executive session, or special meeting of the Board of Directors, the Directors present at such meeting may adjourn the meeting to a stated place and time, and such adjourned meeting may be reconvened without further notice, other than announcement at such adjourned meeting.

1. *Executive Sessions.* The Board of Directors may call an executive session to discuss either legal issues or personnel issues affecting either paid or volunteer personnel. Only members of the Board of Directors may attend any such Executive Session. Accredited members of the media, if previously approved by vote of the Board of Directors, may also attend but shall not publicly report on any discussions held in the session. The Board of Directors may also vote to invite other attendees as needed to address the issues at hand in the session. No decisions will be voted upon at any Executive Session.

2. *Special Meetings.* The President and/or any three Directors may call a special meeting of the Board of Directors. Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting

H. Notice of Meetings.

Unless otherwise provided by the Articles of Incorporation, these bylaws, or provisions of Oregon law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

1. *Regular Meetings.* No notice need be given of any regular meeting of the Board of Directors.

2. *Executive Session and Special Meetings.* At least one week prior, notice shall be given by the Secretary of the Corporation to each Director of each special meeting of the Board of Directors. Such notice may be oral or written, may be given personally by email, by first class mail, or by telephone, and shall state the place, date and time of the meeting and the matters proposed to be discussed and or acted upon at the meeting.

3. *Waiver of Notice.* Whenever any notice of a meeting is required to be given to any Director of this corporation under provisions of the Articles of Incorporation, these bylaws or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### I. Dissent by a Director

A Director present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to that action unless the Director did not vote in favor of the action and either: (i) the Director has objected to the holding of the meeting or transaction of business as provided above; (ii) the Director's dissent or abstention from the action is entered in the minutes; or (iii) the Director delivers written notice of dissent or abstention to the presiding officer before adjournment or to this corporation immediately thereafter.

#### J. Conduct of Meetings.

Meetings of the Board of Directors shall be presided over by the Board of Directors President, or, in their absence, by the Vice President of the Corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board of Directors, provided that, in their absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by such procedures as may be approved from time to time by the Board of Directors, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these bylaws or with provisions of law.

#### K. Action Without a Meeting.

Any action required or permitted to be taken at a regular or special meeting of the Board of Directors may be taken without a meeting if one or more written consents, setting forth the action so taken, is signed by each member of the Board of Directors and included in the minutes or filed with the Corporation records.

#### L. Telephone Conference Meetings.

Any or all Directors may participate in a regular or special meeting of the Board of Directors by, or conduct the meeting through, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a Board of Directors meeting by such means shall be deemed to be present in person at the meeting.

#### M. Adjournment.

Any meeting of the Board of Directors, whether or not a quorum is present, may be adjourned to another time and place by the affirmative vote of a majority of the Directors present. If the meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

N. Conflicts of Interest.

1. No Director shall in any way permit their position on the Board of Directors, in relation to their personal business, to conflict with the activities of this corporation.
2. A Director shall be deemed to have a conflict of interest if such Director has a direct or indirect interest in a transaction with this corporation, including any circumstance in which another entity in which the Director has a material interest, or of which such Director is a 10% or more shareholder, a general partner, a Director, an officer or a trustee, is a party to the transaction.

A transaction in which a Director has a conflict of interest may be approved:

- a. By the affirmative vote of a majority of the Directors of the Board of Directors who have no conflict of interest, if the material facts of the transaction and the interest are disclosed to or known to them; or
- b. As provided by law.

O. Loan or Guarantee.

This corporation shall not lend money to or guarantee the obligation of any Director or officer.

P. Compensation.

Directors will receive no compensation for their services as Directors, but the Board of Directors may, by resolution, authorize reasonable reimbursement for expenses incurred in the performance of their duties. Directors will not be eligible to serve the Corporation in any paid capacity, either on staff or by contract without first resigning from the Board of Directors.

**Article VII. COMMITTEES OF THE BOARD OF DIRECTORS**

A. Board of Directors Committees.

The Board of Directors may designate one or more committees, each committee to consist of at least two Directors of the Corporation. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

B. Other Committees.

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also

members of the Board of Directors and shall act in an advisory capacity to the Board of Directors. Other committees do not have Board of Directors delegated authority.

## **Article VIII. OFFICERS**

### **A. Selection.**

The Corporation shall have a President, Vice President, Secretary, Treasurer, and such additional officers as the Board of Directors may from time to time designate.

### **B. Term.**

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until they resign or are removed or is otherwise disqualified to serve, or until their successor shall be elected and qualified, whichever occurs first. Officers will be elected by the Board of Directors at a regular meeting of the Board of Directors no less frequently than annually.

### **C. Removal.**

Any officer may be removed at any time, for cause, upon the affirmative vote of two thirds of all Directors. "Cause" shall mean the following: the termination of an officer's service due to the officer's commission of any act of fraud, embezzlement or dishonesty; any unauthorized use or disclosure of confidential information of the Corporation; or any other intentional misconduct adversely affecting the business or affairs of the Corporation in a material manner. This definition shall not be deemed to be inclusive of all the acts or omissions that constitute "cause."

### **D. Vacancy.**

If a vacancy occurs in any office of this corporation, the Board of Directors shall appoint, at a regular or special meeting of the Board of Directors, a person to succeed to such office for the remainder of the term.

### **E. Inability to Act.**

In the case of absence or inability to act of any officer of the Corporation or of any person authorized by these bylaws to act in such officer's place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer, or any Director or other person whom it may select, for such period of time as the Board of Directors deems necessary.

### **F. Resignations.**

Any officer may resign at any time upon written notice to the Corporation, without prejudice to the rights, if any, of the Corporation under any contract to which such officer is a party. Such resignation shall be effective upon its receipt by the President, the Secretary or the Board of Directors, unless a different time is specified in the notice for effectiveness of such resignation. The acceptance of any such resignation shall not be necessary to make it effective unless otherwise specified in such notice.

### **G. Duties of President.**



The President will preside at all meetings of the Board of Directors. The President will be entitled to the same vote as any other Director. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these bylaws, they shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts or other instruments which may from time to time be authorized by the Board of Directors. The President shall provide the tiebreaking vote in the event of a voting deadlock between directors.

#### H. Duties of Vice President.

In the absence of the President, or their inability to act, the Vice President will possess all the President's powers and discharge all Presidential duties. The Vice President may also sign any checks or documents necessary for the Corporation in the absence of the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these bylaws or as may be prescribed by the Board of Directors.

#### I. Duties of the Secretary.

The Secretary shall:

1. Certify and keep at the principal office of the Corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.
2. Keep at the principal office of the Corporation or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.
3. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
4. Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the Corporation.
5. Exhibit at all reasonable times to any Director of the Corporation, or to their agent or attorney, on request therefor, the bylaws, the membership book and the minutes of the proceedings of the Directors of the Corporation.
6. In the absence of the President or Vice-President, or in the event of their inability or refusal to act, the Secretary shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.
7. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these bylaws or which may be assigned to them from time to time by the Board of Directors.

#### J. Duties of Treasurer.

The Treasurer shall:

8. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
9. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
10. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
11. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
12. Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to their agent or attorney, on request therefor.
13. Render to the President and Directors, whenever requested, an account of any or all of their transactions as Treasurer and of the financial condition of the Corporation.
14. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
15. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation or by these bylaws or which may be assigned to them from time to time by the Board of Directors.

K. Temporary Officers.

In cases of absence or disability of an officer of the Corporation, the remaining Officers may vote to delegate the powers and duties of such officer to any other officer or member of the Board of Directors.

**Article IX. LIMITATION OF LIABILITY**

A. Authority to Contract.

No Director, officer or employee of this corporation shall contract for or incur any obligation on behalf of this corporation unless previously authorized by the Board of Directors. No Director, officer or employee of this corporation shall have authority to promote moral or financial support on behalf of this corporation to any charitable or other objective or to any person or entity without the approval of the Board of Directors.

B. General Limitation of Liability.

No Director or officer of this corporation shall be liable for the debts and obligations of this corporation.

### C. Immunity.

No Director or officer of this corporation shall be liable to this corporation for monetary damages for conduct as a Director or officer, provided that this provision shall not limit the liability of a Director or officer for any of the following:

1. Any act or omission occurring prior to the date when this Article became effective under the Articles of Incorporation;
2. Any breach of the Director's or officer's duty of loyalty to this corporation;
3. Any act or omission not in good faith or which involves intentional misconduct or a knowing violation of law;
4. Any transaction from which the Director or officer derived an improper personal benefit; or
5. Any act or omission in violation of the Director conflict-of-interest provisions of ORS 65.361 or these bylaws, the prohibitions against loans and guarantees of ORS 65.364 or these bylaws, or the prohibitions against unlawful distributions in ORS 65.367 or these bylaws.

### D. Indemnity.

This corporation shall indemnify to the fullest extent permitted by the provisions of the Act (particularly ORS 65.387 through 65.414) any person who is or was made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of this corporation), for judgments, fines, reasonable amounts paid in settlement and reasonable costs of defense in connection with such actions by reason of the fact that the person is or was a Director or officer of this corporation; provided, however, that:

1. No such indemnity shall be granted to any person adjudged liable in a derivative action or adjudged liable in any proceeding on the basis that improper personal benefit was received by that person unless and to the extent the court in which such action was brought determines that the person is fairly and reasonably entitled to indemnity under all the circumstances or the amount to be paid is covered by insurance procured by this corporation;
2. No such indemnity shall be granted to any person in breach of their duty of loyalty to this corporation, guilty of intentional misconduct or knowing violation of law, guilty of acts or omissions not in good faith, or one who received an illegal loan from this corporation, illegal corporate guarantee of a personal obligation or other improper personal benefit or who authorized an unlawful distribution or acted with an undisclosed conflict of interest to approve a transaction which was not fair to this corporation;
3. To the extent the indemnification is neither mandatory under the relevant law nor covered by insurance procured by this corporation, the classes of persons entitled to indemnification (Directors, officers or any subcategories of them) and the relationship of indemnification under this provision to other rights of indemnification or coverage (including insurance procured by the person) shall be only as determined from time to time by Board of

Directors resolution, and all issues of individual entitlement to and amount of indemnification under particular factual circumstances shall be determined in accordance with the provisions of ORS 65.387 through 65.414 or the comparable section of the statutes in effect at the time of the demand; and

4. A Director shall not be indemnified until 20 days after the effective date of written notice to the Oregon Attorney General of the proposed indemnification.

#### E. Advance of Defense Costs.

When it appears to this corporation's satisfaction that a person is or will be entitled to indemnity under Section D of this Article VIII, this corporation shall advance or reimburse the reasonable out-of-pocket expenses of defense (including attorneys' fees) actually and reasonably incurred by that person in defense of the action, suit or proceeding, upon the person's compliance with the terms of ORS 65.397 or the comparable section of the statutes in effect at the time of the demand; provided, however, that:

1. This Section E shall not apply to the extent that costs of defense are required to be advanced under the terms of any other indemnity agreement, insurance or right held by the person which is not provided by or through this corporation (including any insurance policy not procured by this corporation); and
2. When this corporation is obligated to advance expenses of defense under this Section E, this corporation shall have the right in advance to designate or approve counsel, major items of expense and any proposed settlement.

### **Article X. FISCAL YEAR ACCOUNTING, FINANCIAL ADMINISTRATION**

#### A. Fiscal Year.

The fiscal year of the organization will begin on the first day of July, and end on the last day of the June in each year. On the first year of incorporation, the fiscal year will begin upon incorporation and end on the last day of June.

#### B. Year-end Reporting.

At the end of each fiscal year, the books of this corporation shall be closed and reviewed by an accountant or other person or entity selected by the Board of Directors. Within two months after the close of the fiscal year, the Treasurer or other person selected by the Board of Directors will prepare a year-end financial statement showing in reasonable detail the source and application of the previous year's funds and the financial condition of the Corporation. This statement will be presented to the Board of Directors at a regular board meeting.

#### C. Execution of Instruments.

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. The President and Chairperson of the Board of Directors shall have such authority without a vote of the Board of Directors. Unless so authorized, no officer, agent or

employee, other than the President and Chairperson of the Board of Directors, shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

D. Checks and Notes.

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation shall be signed by the Treasurer, the President or the Vice President of the Corporation.

E. Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

F. Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the nonprofit purposes of this corporation.

**Article XI. BOOKS AND RECORDS, CORPORATE SEAL**

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. Corporate records shall be maintained and made available for inspection upon reasonable request under ORS 6.771(5): Articles of Incorporations and all amendments thereto; bylaws and all amendments thereto; a list of the name and business or home addresses of all current directors and officers; the previous three year's financial statements and accounting reports if reported upon by a public accountant; the most recent annual report delivered to the Oregon Secretary of State.

The Corporation shall have no corporate seal.

**Article XII. AMENDMENTS**

Except as otherwise provided by law, these bylaws may be amended or repealed by a two thirds vote of the Board of Directors at any meeting, regular or special, and new bylaws may be adopted by the Board of Directors.

I certify that the foregoing is a copy of the bylaws of St. Johns Center for Opportunity, an Oregon Nonprofit Corporation, as adopted effective June 25, 2018.



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By: Zac Padgett  
Title: President