

BYLAWS

OF

OREGON SOCIETY OF SOIL SCIENTISTS, INC.

a Not-for-Profit Corporation

ARTICLE I

NAME

The name of the corporation is Oregon Society of Soil Scientists, Inc., and its duration shall be perpetual.

ARTICLE II

PRINCIPAL OFFICE

The registered office for the transaction of the business of this corporation shall be located in the State of Oregon. The Board of Directors may, at any time, change the location of the registered office within Oregon. This corporation may also have offices at more than one place in Oregon as the Board of Directors may determine and fix by resolution.

ARTICLE III

PURPOSE

The corporation is organized and operated exclusively for charitable, scientific, literary and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statute (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

The corporation's primary purpose shall be to foster professionalism, cooperation, and fellowship among soil scientists of Oregon; to stimulate scientific research and publication; to promote high standards of education in soil science; and to encourage professional certification and licensure in soil science.

ARTICLE IV

MEMBERS

Section 1. Classes of Membership. This corporation shall have two classes of membership: Regular Members and Student Members. Candidates for membership in the corporation shall submit a new application to the Membership Committee along with the first year's

dues for the desired membership class. The Membership Committee will review the new applications for compliance with membership requirements for the desired class of membership. Approved applications shall be forwarded to the Secretary or Treasurer for processing and issuance of a membership card.

1.1 Regular Membership. Individuals who are interested and committed to promoting and furthering the missions and visions of the organization shall be eligible for membership in this corporation, subject to any additional standards which may be set from time to time by the Board of Directors. In order to be a regular member, a person shall pay annual dues in accordance with such policies and rates as the Board of Directors establishes from time to time.

1.1.1 Lifetime Members: Lifetime members are regular members that have purchased a lifetime membership in accordance with such policies and rates as the Board of Directors establish from time to time.

1.1.2 Honorary Members: Honorary members are regular members that the Board of Directors have voted to be granted perpetual membership without requiring dues. Honorary memberships are valid until either the member resigns or the Board of Directors votes to revoke the membership.

1.2 Student Members: Students who are actively pursuing an undergraduate or post-graduate degree shall be eligible for membership in the corporation, subject to any additional standards which may be set from time to time by the Board of Directors. In order to be a student member, a person shall pay annual dues in accordance with such policies and rates as the Board of Directors establish from time to time. Student Members may become regular members by paying dues at the Regular Member rate.

Section 2. Voting Rights: Each Regular Member shall be entitled to cast one (1) vote for or against the slate of Directors and Officers presented at the members' annual meeting. Members shall have no other voting rights. Student Members shall have no voting rights.

Section 3. Membership Dues: The dues for membership shall be set by the Board of Directors.

Section 4. Term of Membership: The Board of Directors shall set and publish the dates of the membership year. Membership starts upon the approval of the member's membership application and receipt of the membership fee and information, and extends until the end of the membership year, except for lifetime and honorary memberships. The membership of any member shall terminate in the event such member fails to pay the annual dues due to the corporation within ninety (90) days from the initial due date. The Board of Directors may at its discretion continue to send membership notices to previous members who have not yet paid their membership fee for the current year but are otherwise in good standing. A member may resign at any time, effective immediately upon written notice to the corporation.

Section 5. Termination of Membership: Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board of Directors, orally or in writing, not less than five days before the effective date of the

termination. The decision of the Board of Directors shall be final and shall not be reviewable by any court.

Section 6. Membership meeting

6.1 Annual meeting: The annual membership meeting shall be held at a time and place to be determined by the Board of Directors.

6.2 Special membership meetings: A special membership meeting shall be held at the call of the Board of Directors, or by the call of at least ten percent (10%) of the membership or twenty members, whichever is fewer. The purpose of such meeting is limited to what is stated in the notice.

6.3 Notice of meetings: Notice of all meetings of the members shall be given to each member at the last address of record, by first class mail at least 7 days before the meeting, or by means other than first class mail at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place and purposes of the meeting.

6.4 Quorum: A quorum of any membership meeting shall consist of those members present at the meeting. Voting may but need not be by ballot. A plurality of voting members in attendance shall elect board members, including officers, while in all other matters an act of majority shall be an act of the membership unless stated otherwise in these bylaws. Absentee ballots are permitted, and must be given to the secretary prior to the vote. Proxy voting is permitted provided a signed consent is given to the secretary prior to the vote.

ARTICLE V

BOARD OF DIRECTORS

Section 1. General Powers: The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Election and Qualifications: The number of Directors of the corporation shall consist of no less than six (6) and no more than ten (10) Directors. Officers and other Directors are elected at the annual membership meeting. All Directors must be current regular members in good standing.

Section 3. Creation of New Director: To create a new Director position and fill the position requires a majority vote of the Board of Directors. This new director position will be temporary and non-voting until the membership confirms the new director by vote during the annual membership meeting.

Section 4. Terms: Directors shall serve a term of two (2) years. Directors shall serve no more than three (3) consecutive terms, provided however any director appointed to an unexpired term of less than one (1) year may serve three (3) additional consecutive terms.

Section 5. Regular Meetings: Regular meetings of the Board of Directors shall be held at a time and place as determined by the Board of Directors. No other notice of the date, time and place, or purpose of these meetings is required.

Section 6. Special Meetings: Special meetings of the Board of Directors may be held whenever called by the President, or a majority of the Board of Directors.

Section 7. Place of Meeting: The Board of Directors may designate any place, either within or without the state of Oregon for any special meeting. If no designation is made, the place of meeting shall be the registered office of the corporation in the state of Oregon.

Section 8. Notice: Notice of special meetings shall be given to each Director in person, or by mailing, by telephone, or by email not later than two days before the date of said meeting. If all the Directors should meet at any time and place and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where the Director attended for the purpose of objecting to the transaction of business because the meeting was not lawfully called or convened.

Section 9. Quorum: At any meeting of the Board of Directors a majority of the Directors then in office shall constitute a quorum. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a majority of all Directors is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice. Provided however, an affirmative vote of a majority of Directors then in office is required for approval of any amendment to the articles of incorporation, the sale or other disposition of substantially all of the assets of the Corporation, or merger or dissolution of the Corporation.

Section 10. Proxy Voting: There shall be no proxy voting for Directors.

Section 11. Vacancies: A member of the Board of Directors may resign at any time. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Vacancies of Directors other than President or Vice President may remain unfilled for the remainder of the unexpired term so long as the minimum number of Directors required to carry out the affairs of the corporation is met as specified by these bylaws.

Section 12. Removal: Any member of the Board of Directors may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of the Directors.

Section 13. Failure to Attend Meetings: If a Director fails to attend any four (4) consecutive regular or special meetings of the Directors without being excused by the President, the President shall be required to declare the position vacant and the vacancy shall be filled as provided in Article V, Section 11 of these bylaws.

Section 14. Failure to Pay Membership Dues: Directors failing to maintain current membership dues in the corporation shall be asked to vacate their position.

Section 15. Meeting by Telecommunication: Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications so long as all Directors participating may simultaneously hear each other during the meeting.

Section 16. Committees: The Board of Directors may, by resolution passed by a majority of the directors then in office, designate one or more committees, each committee to consist of two or more of the Directors of the Corporation, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors, and may authorize the seal of the Corporation to be affixed to such papers which may require it. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

ARTICLE VI

CORPORATE OFFICERS

Section 1. Number and Name: The officers of the corporation are members of the Board of Directors and shall be a President, a Vice-president, a Secretary and a Treasurer, each of whom shall be elected by the members present at the annual membership meeting. The remaining Directors include Past President, Website Manager, Eastside Director, Westside Director, and Student Liaison and Sharpshooter Editor.

Section 2. Election and Term of Office: Officers and other Directors shall be elected at the annual membership meeting. The Vice-President will be elected annually and will assume the office at the annual meeting. The Vice-President will then advance to the office of the President at the next annual meeting, approximately one year from the date of election. The President will serve for approximately one year until the next annual meeting. At the end of the presidential term, the President will then serve as a member of the Board of Directors as Past President for a term of one (1) year. The Secretary will be elected biennially in even years. The Treasurer will be elected biennially in odd years. If the election of officers cannot be held at the annual membership meeting, such election shall be held as soon after as conveniently may be. Each officer shall hold office until their successor shall have been duly elected and shall have qualified, or until their death, or until they shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal: Any officer, director or agent appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. In the event that the office of the President shall be vacated, the Vice-President shall succeed to that office; the Board of Directors shall then appoint a Vice-President from the Membership to serve the balance of the term. A vacancy in any office because of

death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President: The President shall be the principal executive officer of the corporation and subject to the control of the Board of Directors, and shall in general supervise and control all the business and affairs of the Corporation. They shall, when present, preside at all meetings of the Board of Directors. They may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or shall be required by law to be otherwise signed or executed.

Section 6. Vice-President: If the position is approved by the Board, in the absence of the President or in event of their death, inability or refusal to act, the Vice-President, shall perform the duties of President, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. The Vice-President shall perform such duties as from time to time may be assigned to them by the President or Board of Directors.

Section 7. Secretary: The Secretary shall: (a) Keep the minutes of the Board of Directors meetings in one or more books provided for that purpose; (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) Be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) Keep a register of the post office address of each Director; (e) In the absence of the President or Vice President, if any, conduct meetings of the Board, and (f) In general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Section 8. Treasurer: The Treasurer shall: (a) Have charge and custody of and be responsible for all funds and securities of the Corporation from any source whatsoever, receive and give receipts for monies due and payable to the corporation, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and (b) In general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to them by the President or Board of Directors.

ARTICLE VII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents, 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 in general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized in a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Gifts: The Board of Directors may accept for any lawful purposes on behalf of the corporation, any contribution, gift, bequest or devise for any purpose of the corporation.

Section 5. Deposits: All funds of the corporation not otherwise employed 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.

Section 6. Investments: The funds of the corporation shall be invested in such investments as the Board of Directors or any investment manager appointed by the Board of Directors may from time to time select, giving due regard to balancing the need to preserve principal, produce income and capital gain, and achieve long-term growth for the corporation assets.

Section 7. Expenses: The Board of Directors shall pay all expenses of the corporation, including but not limited to custodian, investment management, and accounting fees and charges, first from income (if available), and if not, from the principal assets of the corporation.

ARTICLE VIII

FISCAL MANAGEMENT

Section 1. Fiscal Year: The fiscal year of the corporation shall begin on the first day of July of every year. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors, but would require updating all Federal and State of Oregon fiscal records.

Section 2. Fiscal Policies: Fiscal controls and policy for the OSSS are detailed in the document named OSSS_FinancialControlsPolicy.docx approved by the Board of Directors Dec. 2, 2017. Changes to this document must be approved by the Board of Directors.

Section 3. Books and Records: The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any director, or their agent or attorney, for any proper purpose at any reasonable time to the extent permitted by law and in accordance with Nonprofit Corporation Law.

Section 4. Indemnity: Each person who shall be or has been a Director or officer of the corporation shall be indemnified by the corporation against all liabilities and expenses at the time imposed upon or reasonably incurred by them in connection with, arising out of, or resulting from

any action, suit or proceeding in which they may be involved or with which they may be threatened by reason of them serving or having served as such director or officer, or by reason of any alleged act or omission by them in any such capacity, whether or not they shall be serving as such officer or director at the time any or all such liabilities or expenses shall be imposed or incurred by them. These indemnity provisions shall not be exclusive of any other rights which any director or officer may have pursuant to Oregon law.

ARTICLE IX

CONFLICT OF INTEREST

Section 1 Purpose. The purpose of this conflicts of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation. This policy is intended to supplement but not replace ORS 65.361 governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 2 Definitions.

2.1 Interested Person. Any Director, principal officer, or member of a committee with board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity in which the corporation is part, he or she is an interested person with respect to all entities in the health care system.

2.2 Direct Financial Interest. A transaction or compensation arrangement between the individual and the Corporation.

2.3 Indirect Financial Interest. An ownership or investment interest in any entity with which the Corporation has a transaction or a compensation arrangement; or a compensation arrangement with any entity or individual with which the Corporation has a transaction or compensation arrangement; or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or compensation arrangement.

2.4 Compensation. Direct and indirect remuneration as well as gifts or favors that are substantial in nature.

Section 3 Procedures.

3.1 Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest to the directors and members of committees with board-delegated powers considering the proposed transaction or arrangement.

3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest, the interested person shall leave the Board or committee meeting while the financial interest is discussed. The remaining Board or committee members shall determine

if a conflict of interest exists by vote wherein a majority of the votes cast shall be required to establish that a conflict exists.

3.3 Procedures for Addressing the Conflicts of Interests.

3.3.1 The President or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3.3.2 After exercising due diligence, the Board or committee shall determine whether the corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

3.3.3 If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination. The director who is the subject of the conflict of interest shall not participate in the deliberations except to answer questions and shall not be present in the room during the deliberations or vote.

3.4 Violations of the Conflicts of Interest Policy.

3.4.1 If the Board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest or has breached the fiduciary duty to keep Board discussions confidential, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose or breach.

3.4.2 If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest or has breached the fiduciary duty to keep Board discussions confidential, it shall take appropriate disciplinary and corrective action.

Section 4 Records of Proceedings. The minutes of the Board and all committees with board-delegated powers shall contain:

4.1 The names of the persons who disclosed or otherwise were found to have an actual or possible conflict of interest, the nature of the conflict, any action taken to determine whether a conflict of interest was present, and the Board or committee decision as to whether a conflict of interest in fact existed.

4.2 The names or the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to

the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 5 Compensation Committees.

5.1 A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matter pertaining to that member's compensation.

Section 6 Annual Statements. Each Director, principal officer and member of a committee with board-delegated powers shall annually sign a statement which affirms that such person:

- 6.1** Has received a copy of the conflicts of interest policy,
- 6.2** Has read and understands the policy,
- 6.3** Has agreed to comply with the policy, and
- 6.4** Understands that the corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE X

AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the Board of Directors at any regular or special meeting of the Board of Directors at which a quorum of the Board of Directors is present.

Adopted this 15th day of October, 2018,


James Cassidy, President