

**AMENDED AND RESTATED BYLAWS**

**OF**

**EUGENE BUILDERS EXCHANGE**

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**OF**  
**EUGENE BUILDERS EXCHANGE**

**ARTICLE 1 - NAME**

**1.1. Name.** The name of the organization is Eugene Builders Exchange (the “Corporation”).

**1.2 Amended Articles of Incorporation.** The Corporation’s Articles of Incorporation were originally filed October 10, 1950 and amended November 4, 1955. The Corporation’s Articles of Incorporation were amended and restated on February 8, 2019 (the “Articles of Incorporation”).

**1.3. Duration.** The duration of the Corporation shall be perpetual.

**1.4. Principal Office.** The principal office of the corporation is located at 2460 W. 11th Avenue, Eugene, Oregon 97402, which may from time to time be relocated at the discretion of the Board of Directors of the Corporation (the “Board”).

**1.5. Purpose.** The purpose of the organization is to operate a builders’ exchange and to provide to its members certain services related thereto, as determined by the Board. The Corporation shall be operated as a nonprofit mutual benefit company with members for the purposes of Oregon law. Without limiting the foregoing, the Corporation’s objectives shall include the following:

- (a) To operate a construction information association with regularly published information and publications;
- (b) To operate a plan depository and library for local construction projects;
- (c) To act as an intermediary between various construction companies and groups;
- (d) To provide supplemental benefits to its members. Subject to the Board’s discretion, this may include, for example, access to insurance, access to printing services or other similar benefits;
- (e) To operate an office building or office space and to acquire and sell real property to facilitate this purpose;
- (f) To engage in any other lawful activities for the benefit of Corporation, none of which shall be for profit, for which corporations may be organized under the Oregon Nonprofit Corporation Act; and

(g) No resources of the Corporation will be expended to preserve or advocate any course of action that discriminates in any way on the basis of race, family status, national origin, religion, ethnic background, gender or sexual orientation.

**1.6. Disposition upon Dissolution.** If the Corporation is dissolved, no part of its funds or property shall be distributed to or among its members; but after payment of all indebtedness of the corporation, its surplus shall be distributed to a legally appropriate nonprofit organization, at the discretion of the Board.

## **ARTICLE 2 - MEMBERSHIP**

**2.1. Classification of Members.** There shall be two classes of members: Active and Associate. Membership shall be granted upon application and approval by the Board to persons, firms and corporations of good character who are interested in fulfilling the purposes of the organization, and who meet such other requirements as may be established from time-to-time by the Board.

**2.2. Active members.** An Active member is any person, partnership, corporation, limited liability company, or other entity (a “Person”) that has been admitted by the Board as an Active member of the Corporation pursuant to these Bylaws and who has not voluntarily withdrawn from the Corporation or been suspended or expelled. Active members shall be afforded all of the rights of a “member” set forth herein.

**2.3. Associate Members.** An Associate member is any Person that has been admitted by the Board as an Associate member of the Corporation pursuant to these Bylaws and who has not voluntarily withdrawn from the Corporation or been suspended or expelled. Associate members shall be afforded all of the rights of a “member” set forth herein, unless other specified.

**2.4 Membership Criteria.** The Board shall determine the criteria for the acceptance of both Active and Associate members. New members meeting the criteria determined by the Board will be accepted upon a majority vote of the Directors present at any regular meeting of the Board or any special meeting called for such purpose. The membership application process and criteria, which may be revised by the Board from time-to-time, is set forth in Exhibit A.

**2.5. Voting.** Only Active members of the organization may vote on matters submitted to the membership for a vote, and each Active member shall have one vote. Votes will be verified by company name and person voting by the Executive Director. If more than one vote is cast by the same member, votes will be returned, and member will be asked to vote again with only one vote being turned in.

**2.6. Duration of Membership and Resignation.** Membership in the organization may terminate by voluntary withdrawal by a member giving written notice to the Executive Director of such intention to withdraw from membership. All rights, privileges and interests of a member in or to the organization shall cease upon the termination of membership. Any dues paid in advance shall be

forfeited by the withdrawing member and the withdrawing member shall remain responsible for any dues or financial obligations owed to the corporation.

**2.7. Suspension and Expulsion.** Membership in the organization may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be: (a) failure to pay membership dues; (b) a violation of the Bylaws or any rule or practice duly adopted by the organization; or (c) any other conduct prejudicial to the interest of the organization, as reasonably determined by the Board. Suspension or expulsion shall be determined by majority vote of the Board, excluding any director who is, or is affiliated with, the member subject to suspension or expulsion. A member who is expelled or suspended may be liable for dues, assessments, or fees as a result of obligations incurred or commitments made before expulsion or suspension. Any suspended or expelled member may petition the Board for reconsideration. The Board will review such suspended or expelled member's justification for reconsideration and may, at the Board's discretion, reinstate the member, conditionally or unconditionally.

**2.8. Transfers.** Memberships are nontransferable and will terminate upon the death, withdrawal, resignation, dissolution or expulsion of the member.

**2.9. Membership Dues and Assessments.**

(a) **Dues.** The initial and annual dues for members of the organization shall be determined by and assessed by the Board.

(b) **Assessments.** Special assessments may be levied by a two-thirds vote of the Board and ratified by a majority vote of the members, either at a regular or special meeting or in accordance with a mail or e-mail vote conducted in accordance with these Bylaws.

(c) **Failure to Pay.** Members who fail to pay their dues or assessments within 30 days from the time they become due shall be notified by the Executive Director and, if payment is not made within the next 60 days, shall, without further notice and without hearing, be dropped from the membership rolls and thereupon forfeit all rights and privileges of membership; provided, that the Board may, by rule, prescribe procedures for extending the time for payment of dues and assessments and continuation of membership privileges upon request of a member and for good cause shown.

## **ARTICLE 3 - MEMBERSHIP MEETINGS**

**3.1. Annual Meetings.** There shall be an annual meeting of members of the organization during each calendar year, unless otherwise ordered by the Board, for election of directors, for receiving annual reports, and for the transaction of other business. The failure to hold an annual meeting on the stated date will not affect the validity of any corporate action.

**3.2. Special Meetings.** A special meeting of members will be held (a) on the call of the Board or the Executive Director or (b) upon the request of at least one-third of the voting members of the corporation describing the purpose or purposes for which the meeting is to be held. If one-third of the voting members of the corporation demand that a meeting be scheduled, and the Executive

Director fails to schedule the meeting within thirty days after delivery of the written demand or demands to the corporation, then the person(s) signing the demand or demands may set the time and place of the meeting and give notice of the meeting consistent with the notice requirements set forth in ORS 65.214.

**3.3. Place of Meetings.** Meetings of the members may be held at any place in or out of Oregon designated by the Board. If a meeting place is not so designated, the meeting will be held at the corporation's principal office.

**3.4. Telephonic Meetings.** The members may participate in an annual meeting or a special meeting, or may conduct the meeting, by using any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in the meeting by this means is deemed to be present in person at the meeting.

**3.5. Proxies.** Members may participate in a meeting by written proxy duly executed and filed with the Executive Director. No proxy will be valid after 11 months from the date of its execution unless otherwise provided in the proxy.

**3.6. Action Without Meeting by Unanimous Written Consent.** Any action required or permitted to be taken at a members' meeting may be taken without a meeting if the action is taken by all members entitled to vote on the matter. The action must be evidenced by one or more written consents, which may include by electronic means, describing the action taken, be signed by each member entitled to vote on the action, and be delivered to the corporation for inclusion in the minutes or filing with the corporate records reflecting the action taken. Unless the consent specifies an earlier or later effective date, action taken under this section is effective when the last member entitled to vote on the matter signs the consent. A consent under this section has the effect of a meeting vote and may be described as such in any document.

**3.7. Notice of Meetings.** The corporation must notify its members of the place, date, and time of each annual and special meeting of members no fewer than seven days before the meeting or, if notice is mailed by other than first-class or registered mail or sent by e-mail, no fewer than ten nor more than 60 days before the meeting. Notice must be sent to each member entitled to vote at the meeting at the member's last address or designated e-mail address as set forth in the corporate records. Notice of an annual or special meeting must describe the purpose or purposes for which the meeting is called.

**3.8. Quorum and Voting.** The presence in person or by proxy of at least five percent (5%) of the active members shall constitute a quorum for the transaction of business at any meeting of the members. If a person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened, that person shall not be included for purposes of determining whether a quorum is present. Once an active member is represented for any purpose at a meeting, other than for the purpose of objecting as provided above, it is deemed present for quorum purposes for the remainder of the meeting and any adjournment thereof, unless a new record date is or must be set for the adjourned meeting. The persons present at the duly organized meeting may continue to transact business until adjournment, notwithstanding the

withdrawal of enough active members to leave less than a quorum. In the absence of a quorum, a majority of the active members in person or by proxy may adjourn the meeting from time to time until a quorum shall attend. Any business which might have been transacted at the original meeting may be transacted at the adjourned meeting if a quorum exists.

## **ARTICLE 4 - BOARD OF DIRECTORS**

**4.1. General Powers.** The business and affairs of the corporation shall be managed by its Board. The Board shall have the power and authority to make rules and regulations for the conduct of their meetings and the management of the corporation as they may deem proper which are not inconsistent with these Bylaws and the laws of the state of Oregon. The Board shall generally have all of the powers necessary for the transaction of the business of this corporation. It is expressly understood that nothing herein contained shall be deemed to limit or restrict the general authority vested in the Board for the management and control of the corporation.

**4.2. Number.** The Board will consist of not fewer than 2 persons nor more than 10 individuals. The number of directors may be fixed or changed periodically, within the minimum and the maximum, by the members. All members of the Board must be Active members or the representative of Active members. The Executive Director shall be a non-voting member of the Board.

**4.3. Election and Tenure of Office.** Directors will be elected at the annual meeting of the members. The term of each director will be three years. Directors may be reelected for any number of consecutive terms. Despite the expiration of a director's term, the director will continue to serve until the director's successor is elected and qualifies, or until there is a decrease in the number of directors. The Board will elect a Chairman, who will preside over the Board.

**4.4. Vacancies.** A vacancy in the Board will exist on the death, resignation, or removal of any director. A vacancy in the Board may be filled by either the Board or the members at any meeting. Each director so elected will hold office for the balance of the unexpired term of his or her predecessor.

**4.5. Resignation.** A director may resign at any time by delivering written notice to the Chairman of the Board. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board.

**4.6. Removal.** A director may be removed at any time, with or without cause, by vote of a majority of the members.

**4.7. Meetings.** An annual meeting of the Board will be held immediately after, and at the same place as, the annual meeting of members, as well as at such other times a meeting is properly called pursuant to section 4.10. All other meetings are special meetings.

**4.8. Telephonic Participation.** The Board may permit any or all of the directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which either (a) all directors participating may simultaneously hear or read each other's communications during the meeting or (b) all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

**4.9. Action without Meeting by Unanimous Written Content.** Any action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. As used in this Section 4.9, "written" includes a communication that is transmitted or received by electronic means, and "sign" includes an electronic signature.

**4.10. Call and Notice of Meetings.** The annual meeting of the Board may be held without notice of the date, time, place, or purpose of the meeting. Special meetings of the Board must be preceded by at least ten days' prior written notice, if given by first-class mail, or 48 hours' notice, if delivered personally or given by telephone, e-mail, or fax, to each director of the date, time, and place of the meeting. The Executive Director or one-half (1/2) of the directors then in office may call and give notice of a meeting of the Board.

**4.11. Quorum and Voting.** A quorum of the Board will consist of a majority of the number of directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the action is taken will be the act of the Board except to the extent that the Articles of Incorporation, these Bylaws, or applicable law requires the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting.

**4.12. Compensation.** Directors and members of committees may be reimbursed for any expenses that are determined by resolution of the Board to be just and reasonable. Directors will not otherwise be compensated for service in their capacity as directors.

## **ARTICLE 5 - OFFICERS**

**5.1. Designation; Appointment.** The Board shall appoint an Executive Director, who will have the duties and responsibilities typically assigned to both the president and secretary of a corporation, and for purposes of ORS 65.371, shall be the "president" and "secretary." The Board may from time-to-time appoint such additional officers at its discretion. The officers will be appointed by, and will hold office at the pleasure of, the Board. The same person may simultaneously hold more than one office.

**5.2 Duties of Executive Director.** The role of the Executive Director, subject to the control of the Board, shall be to generally supervise all of the business and affairs of the corporation.

The Executive Director may sign, with any other proper officer of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board.

With respect to recordkeeping, the role of the Executive Director shall also include the following:

- (a) To keep or cause to be kept the minutes of the meetings of the Board in one or more books provided for that purpose.
- (b) To see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (c) To sign and execute all deeds, bonds, contracts and other obligations or instruments in the name of the corporation.
- (d) To authenticate records of the corporation.

With respect to accounting and bookkeeping, the role of the Executive Director shall also include the following:

- (e) To have the care and custody of and be responsible for all funds and investments of the corporation and to cause to be kept regular books of account.
- (f) To cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the Board.

In addition to the foregoing responsibilities and obligations, the Executive Director shall be subject to the Executive Director Responsibilities and Qualifications Directive, a current copy of which has been adopted by the Board is attached hereto as Exhibit B. The Board may revise or modify the Executive Director Responsibilities and Qualifications Directive at its discretion.

The Board may elect or appoint other officers, agents, and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board. Unless otherwise specified by the Board, the Executive Director may delegate any of its duties to the other officers, employees or agents of the corporation.

### **5.3. Compensation and Term of Office.**

- (a) The compensation, if any, and term of office of each officer of the corporation will be fixed by the Board.

(b) Any officer may be removed, with or without cause, at any time by action of the Board.

(c) Any officer, other than the Executive Director may resign at any time by delivering notice to the Executive Director. The Executive Director may resign at any time by tendering notice of resignation to the Board. A resignation is effective when the notice is effective under ORS 65.034 unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the later effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board.

**5.4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled for the unexpired portion of the term by appointment of the Board.

## **ARTICLE 6 – CONTRACTS AND LOANS**

**6.1. Contracts.** The Board 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.

**6.2. Loans to Corporation.** No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

## **ARTICLE 7 – FISCAL YEAR**

The fiscal year of this corporation shall commence on January 1 and end on December 31.

## **ARTICLE 8 – LIMITATION OF LIABILITY AND INDEMNIFICATION OF QUALIFIED DIRECTORS**

A qualified director has the meaning given to that term by ORS 65.369 et seq. The civil liability of a qualified director for the performance or nonperformance of the director's duties shall be limited to gross negligence or intentional misconduct. The corporation shall indemnify to the fullest extent permitted by the Oregon Non-Profit Corporation Act any person who has been made, or is 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 the corporation) by reason of the fact that the person is or was a director or officer 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. The right to and the amount of indemnification shall be determined in accordance with the provisions of the Oregon Non-Profit Corporation Act in effect at the time of the determination. The amount paid to any officer or director by way of indemnification shall not exceed that officer's or director's actual, reasonable, and

necessary expenses incurred in connection with the matter involved and such additional amount that may be fixed by the Board. The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

## **ARTICLE 9 – AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws adopted by the members by a majority vote of the members at the annual meeting, subject to repeal or change by action of the members. The Board may not amend the Bylaws. An Active member may propose amendments to the Bylaws by submitting them in writing to the Executive Director at least sixty (60) days prior to the annual meeting. The Executive Director shall be responsible for seeing that all members of the Corporation are notified of the proposed amendments at least thirty (30) days prior to the annual meeting.

ADOPTED this February 8, 2019

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Jeremy G. Moritz, Executive Director

## **Exhibit A**

### **Membership Criteria**

#### **Application**

Any Person wishing to become a member of the Corporation shall apply for membership in writing using the forms provided by the Corporation. The forms provided by the Corporation will require each applicant to provide the following information:

- The applicant's full name, address of business, trade or vocation.
- The type of membership that applicant wishes to apply for (Active or Associate)
- Satisfactorily show that the applicant is engaged in the construction or building business (including without limitation as suppliers, vendors and architects) at the time the application is tendered to the Board.
- The names and phone numbers of three outside references (not including the above-referenced member).
- The applicant's signature affirming the accuracy and completeness of the application.
- The application fee, which may from time-to-time be modified by the Board.

#### **Review**

Upon receipt of an application by the Board, the application shall be reviewed by certain designated members of the Board. During such period, the Board shall investigate the character and business standing of the applicant.

The Board is allowed to consider the following criteria:

- Past work history
- Relevance to the construction industry
- Past history with the Eugene Builders Exchange relating to the current companies or companies the applicant has been affiliated with (including payment history).
- Past or current actions that, in the reasonable opinion of the Board, may adversely or negatively affect the reputation of the Eugene Builder's Exchange or its current members.

## **Admission**

An applicant will be granted temporary access from the Executive Director until final approval from the board is made.

The Board shall either vote on the admission or rejection of each applicant, or delay such vote until a later meeting, if an application is deficient or more information is requested by the Board. In such a case, the applicant's admission will be voted upon at the following meeting.

An applicant shall be accepted upon a vote of at least a majority of the Board. Members of the Board can vote to accept or reject members at their sole discretion, based upon the criteria set forth herein. If an applicant is rejected by the board, but has been granted temporary access, the applicant will therefore be terminated from any further access.