

**MEMORANDUM OF ACTION OF THE BOARD OF DIRECTORS
O F
EASTSIDE PROFESSIONAL ASSOCIATION,
an Oregon nonprofit corporation**


The undersigned officers and board members of the above-captioned corporation hereby consent to the following described action and do hereby waive any notice required by Oregon law, the Articles of Incorporation, or Bylaws with regard to the action taken herein.

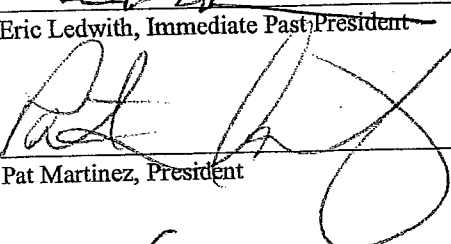
RESOLVED: That the corporation's Bylaws be amended as provided in Article XIII of the Bylaws, as follows:

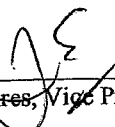
Article VI, Section 2, is amended to read as follows:

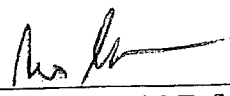
Section 2. The Board of Directors shall consist of the immediate Past President of the association and four (4) elected Officers; President, Vice President, Secretary and Treasurer. The President shall appoint four (4) additional members to serve on the board.

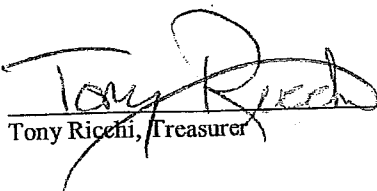
IN WITNESS WHEREOF, we have here unto set our hands to the foregoing corporate resolution, the foregoing action to be given the same force and effect as if authorized pursuant to a meeting of directors, with the intention of the same being effective June 14th, 2011.



Eric Ledwith, Immediate Past President

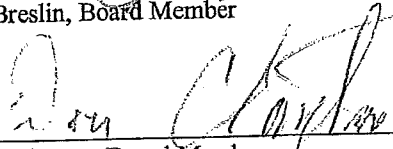

Pat Martinez, President

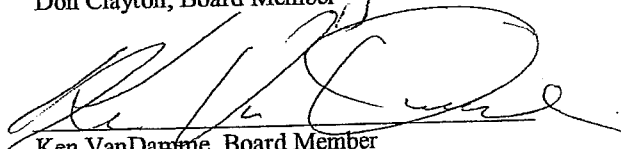
 06-14-11
Joe Squires, Vice President

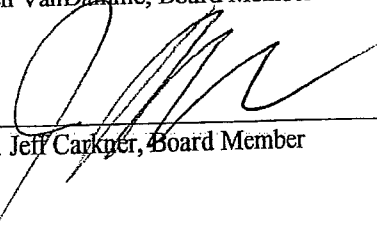

W. Sean Kerr, RMP, Secretary


Tony Ricci, Treasurer


Pat Breslin, Board Member


Don Clayton, Board Member


Ken VanDamme, Board Member


Dr. Jeff Carkner, Board Member

BT-LAWS -
OF
EASTSIDE PROFESSIONAL ASSOCIATION
Revised February, 1996

LEAD

4

ARTICLE I

The name of this association shall be Eastside Professional Association. -

ARTICLE II

The principal office of this association shall be in the east side greater Portland area and shall be the mailing address of the business of the President unless otherwise designated by the Board of Directors.

ARTICLE III _____"

Section 1. -

The purpose or purposes for which the association is organized are:

- (a) To institute and maintain a method of exchanging and inter-changing business information between its members.
- (b) To create and encourage cooperative business efficiency and to
 - service its members and to bring its members in touch with
 - prospective business.
- (c) To encourage local and foreign trade expansion for the benefit of its members and to promote a better acquaintance and closer association between them.

ARTICLE IV - MEMBERS

Section 1.

General membership shall be open to owners or managers (or their

Section 2.

Membership shall be exclusive and limited to a specific owner or manager in each profession.

Section 3.

A member shall remain a member in good standing provided his/her dues are paid and he/she has not been suspended or had his/her membership revoked for any violation of the Code of Ethics and By-Laws. The suspension and/or revocation of membership is set forth in Article IX, herein.

4
ARTICLE V - DUES

Section 1.

A .11

The annual dues of members of the association shall be set by the Board of Directors. The association, by affirmative vote of not less than two-thirds (2/3) of the members at any regular meeting, may increase the dues.

Section 2.

The Board of Directors may also establish a one-time initiation fee for each new member.

Section 3.

Dues shall be payable in advance semi-annually on May 1st and November 1st of each year. New members shall **pay** their initiation fee and a prorated amount of dues for the semi-annual period in which they joined the association.

Section 4.

Dues shall include amounts necessary to cover the cost of the business expenses of the association. Members are encouraged to bring guests. The association will pay for lunches for all prospective members, the member, and speakers at lunch meetings.

Section 5.

A member shall not be entitled to any membership benefits until all dues for the semi-annual period have been paid.

Section 6.

Any member who fails to pay their dues or other indebtedness to the Association within thirty (30) days after the same become due shall cease to be a member until reinstated.

Section 7.

Each application for membership shall be accompanied by a payment of all dues and initiation fee along with a completed form of application for membership.

. . ARTICLE VI - BOARD OF DIRECTORS

Section 1.

The administration of the association shall be vested in a Board of Directors which shall exercise all of the responsibilities imposed upon it by these By-Laws.

Section 2.

The Board of Directors shall consist of the immediate Past President of the association and four (4) elected Officers; President, Vice President, Secretary and Treasurer. The President shall appoint four (4) additional members to serve on the board.

Section 3.

The Board of Directors shall serve a one-year term but may serve additional terms if elected or selected to do so.

Section 4.- v:

r%

Any Director may be removed, with or without cause, at any time by the majority vote of those general members, entitled to vote at any duly noticed and convened meeting called for that expressed purpose. Removal shall be effective upon written notice delivered to the Director to be removed.

Section 5.

The Board of Directors shall meet monthly or at such times and places as called by the President on written notice to all members of the Board at least ten (10) days prior to the time the meeting is to be held. The association shall pay the reasonable cost of lunches of the Board members incurred at such meetings.

Section 6.

A quorum of a meeting of the Board of Directors shall consist of five (5) of its members and all actions of the Board shall be by majority vote.

ARTICLE VII - OFFICERS

Section 1.

The officers of the association shall be President, Vice-president, Secretary, and Treasurer.

Section 2.

The officers shall be elected annually by the members term from among the membership of the association and the shall be from May 1st to April 30th of the calendar year.

for a one-year term of office

Section 3.

The President shall preside at all meetings of the association and at all meetings of the Board of Directors. He/She shall perform all duties usually pertaining to that office and shall be an ex-officio member of all committees, except the Nominating Committee, with power to vote on all matters coming before said committees. The President, subject to the approval of the Board of Directors, shall appoint all committees of the association.

Section 4.

In the absence of the President, the Vice President shall perform the duties of the President. Upon the election to the office of Vice President, this person shall also be President-Elect for the following year.

Section 5.

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

Section 6.

The Secretary shall keep a record of the proceedings of the association and of the Board of Directors; which record shall at all reasonable times be open for inspection of members of the Association.

He/She shall notify all applicants for membership of the action taken on their applications; keep a roll of members; keep the Rules & Regulations

of the association, and perform such other duties as may be prescribed by the President or the Board of Directors. 1:4'

In the absence of the Secretary from any Meetings, a member shall be appointed by the President to serve as Secretary pro tem. At the termination of his/her service, the Secretary shall turn over all records, membership rolls, and other documents to the association. %4

Section 7.

The Treasurer shall receive all monies collected by the association or by any officer on behalf of the association and shall deposit same into a bank or banks designated by the Board of Directors.

The Treasurer shall notify the members when their dues are payable and make disbursements of all monies received by him/her upon receipt of vouchers signed by the President or Secretary and not otherwise. After audit by a special auditing committee, the Treasurer, upon termination of service, shall turn over all records, files, books of account, bank accounts and funds to the Association.

Section 8.

The President shall appoint a member to fill a vacancy, except for the President-Elect, which must be elected.

Section 9.

Any officer of the association absent from two consecutive meetings of the Board of Directors may be removed from office by a majority vote of the Board.

ARTICLE VIII - DEPOSITORY OF FUNDS:

Section I.

All funds of the association, including any special funds contributed to it by its members or others, shall be deposited to the general account of the association.

ARTICLE IX - NOMINATIONS AND ELECTIONS

Section I.

The nomination of officers shall be made as follows:

- (a) Not later than the first day of February, the President, with the approval of the Board of Directors, shall appoint a nominating committee consisting of not less than three (3) members, one (1) of whom shall be the Vice President (President Elect) of the association.
- (b) It shall be the duty of the Nominating Committee to propose names of members to serve as officers of the association for the ensuing year. The names of those nominated shall be presented to the Board of Directors at the first meeting of March.

- At the grievance hearing, the Ethics Committee can rule that, the complaint is to be settled, resolved, or that the offending member be privately or publicly admonished, temporarily, or permanently suspended from membership in the Association. The aggrieved party, or the accused member can appeal their decision to the entire membership at its next regularly scheduled meeting for a final determination to be made by the majority of the members.

ARTICLE XII MEETINGS

Section 1.

Meetings will be held on alternating Tuesdays from 12:00 Noon to 1:30pm at a local eastside restaurant.

Section 2.

...Attendance at luncheon meetings is considered mandatory. Any member missing three (3) consecutive meetings will be reviewed by the Board of Directors and may automatically lose all rights of membership.

Section 3.

If a member is unable to attend a luncheon meeting, that Member may undnan an alternate representative. Use of an alternate will be limited to one (1) meeting for every, three (3) meetings attended by the regular member. An alternate may not attend more than one luncheon meeting per month.

Section 4. format:

(a) Lunch

(b) Announcements: Short announcements may be made by any member.

- Announcements by non-members requires the prior approval of the meeting chairman.

(c) Lead Session: Each member shall be recognized to report any leads, or transactions they affected with other members during the preceding period.

(d) "Craft Talk": The "craft talk" is a presentation by one of the members informing the membership about his or her particular profession. The "craft talk" speaker will be responsible to bring a gift to be given away as a door prize at the end of the meeting.

(e) Drawing: At the conclusion of the meeting, a drawing will be held to disburse gifts brought by the speaker and other members.

(f) Adjournment

ARTICLE XIII - AMENDMENTS

Section 1.

The By-laws may be amended by the Board of Directors by a majority vote of those members present, providing thirty (30) days notice in advance of the business meeting shall have been given all members of the intention to amend, together with a written copy of the substance of the proposed amendment.

Section 2.

The Board of Directors may, by majority vote, issue regulations from time to time which shall not have the effect of By-Laws; but are designed to further the attainment of the objectives of the Division as set forth in the By-Laws.

ARTICLE XIV - MISCELLANEOUS

Section 1.

The fiscal year of the association shall be from May 1st to April 30th, inclusive.

Section 2.

The association shall not engage in any business or business transactions other than as necessary to perform the function of the association as set forth in these By-Laws. Solicitation and/or collection of funds shall be limited to initiation fees and semi-annual dues and such other activities approved by the Board of Directors to defray costs and payments for services rendered or materials supplied to the association.

Section 3.

All By-Laws and regulations of the association shall be published in due form and shall be provided to each member.

Section 4.

Roberts Rules of Order, the latest edition, shall be recognized as the authority governing all business meetings when not in conflict with the By-Laws of the association.

Section 5.

In case of or any provision a determination; any doubt or ambiguity in the interpretation of the By-Laws hereof, the Board of Directors shall have the right to make and its decision shall be final.

Section 6.

At any time the association shall voluntarily or involuntarily be dissolved, the remaining assets on dissolution or final liquidation of the association are to be distributed in full on a pro-rated basis to the general members, less payment of any valid, just, and timely indebtedness remaining due from the association.