

**BYLAWS
OF
NATIONAL CRIME VICTIM LAW INSTITUTE**

Originally Adopted January 17, 2003

Amended March 2006
Amended May 29, 2008
Amended October 14, 2008
Amended September 3, 2009
Amended June 7, 2012

**SECTION 1
PURPOSE**

The National Crime Victim Law Institute (NCVLI), an Oregon non profit corporation is a research and educational organization that actively promotes balance and fairness in the justice system through crime victim-centered advocacy, education and resource sharing.

**SECTION 2
OFFICES**

The principal office of the corporation shall be located at 310 SW 4th Avenue, Suite 540, Portland, Oregon 97204, or at such other address that the Board should determine from time to time in its discretion. The Board of Directors may change the principal office from time to time by amendment of this section.

**SECTION 3
MEMBERS**

The corporation shall have no members.

**SECTION 4
DIRECTORS**

4.01 **Powers.** All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, a Board of Directors.

4.02 **Number**. The Board of Directors of the corporation shall consist of not fewer than 5 nor more than 15 directors. The number of directors may be fixed or changed periodically, within the minimum and maximum, by the Board of Directors.

4.03 **Method of Selection**. Nomination to the Board may be made by any member of the Board or any ex officio member of the Board. Nominations should be submitted in writing to a member of the Nominating Committee of the Board. The Nominating Committee will review the nominees and present a slate of potential nominees to the Board for election when vacancies occur on the Board. A vacancy in the Board of Directors shall exist upon the death, resignation, or removal of any director.

4.04 Election and Tenure of Office. Directors shall be elected by a majority vote of the Directors present at the meeting in which the Director stands for election. Directors elected at a meeting other than the spring meeting to fill a vacancy or a newly added board position will stand for election for a full term at the next scheduled spring meeting. Directors shall serve for terms of three years, except that the initial full term of any director may be one year, two years, or three years, as determined by the Board of Directors, to the end that in no year will the terms of more than one-third plus one of the directors expire. Directors may, if re-elected, serve any number of consecutive terms.

4.05 **Resignation**. A director may resign at any time by delivering written notice to the President or the Secretary. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.

4.06 **Removal**. A director may be removed at any time, with or without cause, by a unanimous vote of the Board of Directors, excluding the director who may be removed.

4.07 **Ex Officio Membership**. The following shall be ex officio members of the Board of Directors:

(A) The Executive Director of the corporation,

Ex officio members of the Board shall not vote on matters being considered by the Board of Directors.

4.08 **Meetings**. At least four regular meetings of the Board of Directors shall be held during each fiscal year. These meetings shall occur one at each of the following times: winter (January – March), spring (April-June), summer (July-September) and fall (October-December). The specific date, time, and place of each meeting shall be determined by the President. If the

time and place of any other directors' meeting is regularly scheduled by the Board of Directors, the meeting is a regular meeting. All other meetings are special meetings. The Board of Directors may hold any meeting in or out of the State of Oregon. The Board of Directors may permit any or all of the directors to participate in any meeting by use of any means of communication by which all directors participating may simultaneously hear each other during the meeting.

4.09 **Action Without Meeting**. An action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all directors of the Board of Directors. The action shall be evidenced by written consent describing the action taken, signed by each director, and 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. A consent under this section has the effect of a meeting vote and may be described as such in any document.

4.10 **Notice of Meetings**. The spring and fall meetings of the Board of Directors must be preceded by not less than seven days' nor more than 40 days' notice to each director of the date, time, and place of the meeting. Regular meetings of the Board of Directors may be held without further notice of the date, time, place, or purpose of the meeting. Special meetings of the Board of Directors must be preceded by at least seven days' notice, if given by first-class mail, or 48 hours' notice, if delivered personally or given by telephone, fax or e-mail, to each director of the date, time, and place of the meeting. The notice of any special meeting shall describe the purpose of the meeting. The President or a majority of directors then in office may call and give notice of a meeting of the Board.

4.11 **Waiver of Notice**. A director may at any time waive any notice required by these bylaws. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transaction of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Except as provided in the preceding sentence, any waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records.

4.12 **Quorum and Voting**. A quorum of the Board of Directors shall consist of a majority of the number of voting directors in office immediately before the meeting begins. Ex

officio directors are not to be included for the purpose of establishing a quorum. If a quorum is present when a vote is taken, the affirmative vote of a majority of the voting directors present when the action is taken is the act of the Board of Directors except to the extent that these bylaws require the vote of a greater number of directors. A quorum for amendment of the bylaws shall consist of 2/3 of Board directors, and amendment shall be by majority vote of the quorum.

4.13 **Executive Session.** On issues regarding personnel, salaries or other similar sensitive matters, the Board may decide to review the matter in an Executive Session with only Board members present. The Board, in its own discretion, may ask the Executive Director and/or other employees of the corporation or other non-members to participate in part or all of such Executive Session.

4.14 **Board Committees.**

(A) Executive Committee. The Executive Committee shall be a standing Committee consisting of the President, the Immediate Past President and two (2) other directors, both of which shall be current officers of the Board of Directors. The Immediate Past President shall serve on the Committee for a period of one (1) year immediately following the end of the term as President. The other directors serving on the Committee shall be elected annually by the Board. The Executive Committee shall be responsible for personnel matters and recommendations for Board action. The Executive Committee shall have the authority to make ongoing decisions between Board meetings on matters not requiring action by the full Board of Directors. The duties and responsibilities of the Committee are more fully described in the Committee charter, which shall be adopted or amended by a vote of the Board.

(B) Finance Committee. The Finance Committee shall be a standing committee consisting of the Treasurer and two additional members of the Board, selected annually, and such other persons as may be determined by the Board. All members of the Committee shall have a working familiarity with basic finance and accounting practices, and at least one member of the Committee will have accounting or related financial management expertise as determined by the Board. The primary function of the Finance Committee is to assist the Board of Directors in fulfilling its responsibilities relating to (1)

oversight and monitoring the integrity of the financial statements, and (2) execution of the fiduciary duties of the Board of Directors of the Institute generally. The Committee's role is to provide governance, guidance, and oversight regarding financial information provided by the Institute to the public, governmental bodies, The Board of Directors, the Institute's systems of internal controls, and the auditing, accounting, and financial reporting processes in general. The duties and responsibilities of the Committee are more fully described in the Committee charter.

(C) Nominating Committee. The Nominating Committee shall be a standing committee consisting of at least three (3) members of the Board. This committee shall be elected annually by the Board. The Committee shall be responsible for submitting to the Board for election a list of potential nominees for the offices of President, Secretary and Treasurer and for vacancies occurring on the Board. The Committee shall accept nominations for vacancies for membership on the Board from members of the Board or from ex officio officers. The Committee shall review the list of potential nominees, determine their willingness to serve and submit the list of nominees with recommendation to the Board prior to each election. The Committee shall also be responsible for submitting to the Board a list of potential candidates for appointment as the Executive Director whenever there is a vacancy or pending vacancy in that position. The duties and responsibilities of the Committee are more fully described in the Committee charter.

(D) Other Committees. The Board shall have the right to create any other committee from time to time to assist in accomplishing the duties and the responsibilities of the corporation. Members of these committees need not be directors of the Board, but at least one director shall serve on each such committee.

(E) The Executive Director of the corporation shall serve as an ex-officio member of all Board committees, unless determined otherwise by the Board of Directors.

4.15 **Compensation.** Directors and members of committees may receive reimbursement of expenses in accordance with policies or resolutions adopted by the Board of

Directors. Directors and members of committees shall not otherwise be compensated for service on the Board.

SECTION 5

OFFICERS

5.01 **Designation; Election; Qualification.** The officers of the corporation shall consist of a President (who also serves as Chair of the Board), a Secretary, a Treasurer, an Executive Director, and such other officers as the Board of Directors may appoint. All officers, except ex officio officers (Executive Director), must be a member of the Board of Directors. The officers shall be elected by, and hold office at the pleasure of, the Board of Directors. The same individual may simultaneously hold more than one office, except that the offices of President and Secretary may not be held simultaneously by the same individual.

5.02 **Term of Office.** The terms of office of all of the officers, except ex officio officers of the corporation shall be for a one year term beginning at the time of election, unless fixed otherwise by the Board of Directors at the time of election of the officer. Any officer may be removed, either with or without cause, at any time by action of the Board of Directors. .

5.03 **President.** The President shall preside at meetings of the Board of Directors, shall assure that the Board of Directors is advised on all significant matters of the corporation's business, and shall have all powers and duties ordinarily exercised by the chair of the board of a nonprofit corporation or as may be assigned by the Board.

5.04 **Executive Director.** The Board of Directors shall appoint an Executive Director who shall have all the powers and duties of management of a nonprofit corporation, and shall have other powers or duties as may be prescribed by the Board of Directors or the bylaws.

The Executive Director shall be selected from a list of suitable candidates approved and submitted by the Nominating Committee of the Board of Directors. The compensation for the Executive Director shall be set by the Board of Directors. The Executive Director shall be an ex officio member of the Board of Directors but not entitled to vote on any matter being considered by the Board.

5.05 **Secretary.** The Secretary shall ensure that the minutes of meetings of the Board of Directors and committees of the Board of Directors are prepared and kept at the principal office or such other place as the Board of Directors may order. In the absence or disability of the

President, the duties and powers of the President shall be performed and exercised by the Secretary.

5.06 **Treasurer.** The Treasurer shall cause to be kept adequate and correct books and records of accounts of the properties and business transactions of the corporation. The Treasurer shall ensure that all money and other valuables in the name and to the credit of the corporation are deposited with such depositories as may be designated by the Board of Directors; shall ensure that funds of the corporation are disbursed as may be ordered by the Board of Directors; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these bylaws.

5.07 **Assistants.** The Board of Directors may appoint assistants to the Secretary or Treasurer or both. Such assistants may exercise the powers of the Secretary or Treasurer, as the case may be, and shall perform such duties as are prescribed by the Board of Directors.

5.08 **Removal.** Any officer elected or appointed by the Board may be removed by an affirmative vote of two-thirds (2/3) of the total Board whenever, in its judgment, the best interest of the corporation would be served thereby.

5.09 **Officer Conflict of Interest.** All officers shall comply with all provisions of the Conflict of Interest Policy as set forth in Section 6 below.

SECTION 6 CONFLICTS OF INTEREST

6.01 **Conflict-of-Interest Transactions.** A conflict-of-interest transaction is a transaction with the corporation in which a director or officer of the corporation has a direct or indirect interest. A conflict-of-interest transaction is not voidable or the basis for imposing liability on the director or officer if:

- (A) the transaction is fair to the corporation at the time it was entered into,
- (B) the material facts of the transaction and the director's or officer's interests are disclosed or known to the Board of Directors,
- (C) the Board of Directors considers and in good faith determines after reasonable investigation in the circumstances that the corporation could not obtain a more advantageous arrangement with reasonable effort in the circumstances,
- (D) the corporation enters into the transaction for its own benefit, and

(E) the transaction is approved either (1) by a majority vote of the entire Board of Directors, or (2) by obtaining the approval of the Oregon Attorney General or a circuit court of the State of Oregon in an action in which the Oregon Attorney General is joined as a party.

For the purposes of this section, a director or officer of the corporation has an indirect interest in a transaction if:

(A) an entity other than the corporation in which the director or officer has a material interest or in which the director or officer is a general partner is a party to the transaction, or

(B) an entity other than the corporation of which the director or officer is a director, officer, or trustee is a party to the transaction.

For purposes of this section, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors of the Board of Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as provided in this section.

6.02 **Loans to or Guaranties for Directors and Officers.** The corporation may not lend money to or guarantee the obligation of a director or officer of the corporation provided; however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer if, in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the corporation.

SECTION 7

GENERAL PROVISIONS

7.01 **Amendment of Bylaws.** Except as otherwise provided by law, the Board of Directors shall have the exclusive right to amend or repeal these bylaws. Whenever an

amendment or new bylaw is adopted, it shall be copied in the minute book with the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in the minute book.

7.02 **Books and Records.** All books, records, and accounts of the corporation shall be open to inspection by the Board of Directors as required by law.

7.03 **Checks, Drafts, Etc.** All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

7.04 **Execution of Documents.** The Board of Directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Unless so authorized by the Board of Directors, no officer, agent, or employee 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 for any purpose or for any amount.

7.05 **Fiscal Year.** The fiscal year of the corporation shall begin on the first day of June and end on the last day of May in each year.

7.06 **Insurance.** The corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the corporation; provided, however, that the corporation may not purchase or maintain such insurance to indemnify any director, officer, or agent of the corporation in connection with any proceeding charging improper personal benefit to the director, officer, or agent in which the director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.

7.07 **Severability.** Any determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.