

BYLAWS
OF
THE INSIGHT ALLIANCE

SECTION 1 MEMBERS

The corporation shall not have any voting members. However, the board of directors from time to time may establish one or more classes of nonvoting members on such terms and conditions as the board in its discretion deems advisable.

SECTION 2 DIRECTORS

2.1 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.

2.2 Qualifications. All directors must be individuals 18 years of age or older. Directors need not be residents or citizens of the State of Oregon or of the United States of America.

2.3 Number. The board of directors shall consist of not fewer than three nor more than 15 persons. The number of directors may be fixed or changed periodically within the minimum and maximum by the board of directors.

2.4 Election and Tenure of Office. Directors shall serve for terms of three years, except that the initial term of any director may be one year, two years, or three years, to the end that in no year will the terms of more than one-third plus one of the directors expire. Directors shall be elected at the annual meeting by vote of a majority of directors whose terms do not expire in that year. Directors may, if reelected, serve any number of consecutive terms. Despite the expiration of a director's term, the director shall continue to serve until the director's successor is elected and qualifies, or until there is a decrease in the number of directors.

2.5 Resignation. A director may resign at any time by delivering written notice to the chair or the secretary. 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 of directors.

2.6 Removal. A director may be removed, at any time, with or without cause, by vote of two-thirds of the directors then in office.

2.7 Vacancies. A vacancy in the board of directors shall exist upon the death, resignation, or removal of any director or an increase of the number of directors. A vacancy in the board of directors may be filled by a majority of the board of directors at any meeting. Each

director so elected or appointed shall hold office for the balance of the unexpired term of his or her predecessor. If the board of directors accepts the resignation of a director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

2.8 Meetings. An annual meeting of the board of directors shall be held during the third quarter of the year at a time and place designated by the board of directors. 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 annual, regular or special meetings in or out of the State of Oregon.

2.9 Telephonic/Video Participation. The board of directors may permit any or all of the directors to participate in a regular or special meeting by, or conduct the meeting through use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

2.10 Action Without Meeting. Any 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 members of the board of directors. The action shall be evidenced by one or more written consents 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. For purposes of this Section, an affirmative email sent by a director in response to a written consent is deemed to be a writing by the director. A consent under this section has the effect of a meeting vote and may be described as such in any document.

2.11 Call and Notice of Meetings. The annual meeting must be preceded by at least five days' notice, if given by first-class mail, or 48 hours' notice, if delivered personally or given by telephone, email, or fax. 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 24 hours' notice and must be delivered personally or given by telephone, email, or fax. All notices must give the date, time, and place of the meeting. Except as specifically provided in these bylaws or applicable law, the notice need not describe the purposes of any meeting. The chair or one-third of the directors then in office may call and give notice of a meeting of the board.

2.12 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 transacting 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.

2.13 Quorum and Voting. A quorum of the board of directors shall 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 is the act of the board of directors except to the extent that the articles of incorporation, these bylaws, or applicable law require the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting.

2.14 Presumption of Assent. A director who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

(a) The director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting the business at the meeting;

(b) The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) The director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

2.15 Board Committees. The board of directors may create one or more committees of the board of directors and appoint members of the board to serve on them or designate the method of selecting committee members. Each committee shall consist of two or more directors who serve at the pleasure of the board of directors. The creation of a committee and the appointment of directors to the committee or designation of a method of selecting committee members must be approved by a majority of all directors in office when the action is taken. The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors shall apply to committees and their members as well. Committees of the board of directors may, to the extent specified by the board of directors, exercise the authority of the board of directors; provided, however, that no committee of the board of directors may:

(a) Authorize distributions, provided that this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of the corporation's purposes;

(b) Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets;

(c) Elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or

(d) Adopt, amend, or repeal the articles of incorporation or bylaws.

2.16 Advisory Committees. The board of directors may create one or more advisory committees. Members of these committees need not be members of the board of directors, but at least one director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of, the board of directors, but may make recommendations to the board of directors.

2.17 Compensation. Directors and members of committees may receive reimbursement of such expenses as may be determined by resolution of the board of directors to be just and reasonable. Directors shall not otherwise be compensated for service in their capacity as directors.

2.18 Director Conflict of Interest. A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest, as defined in ORS 65.361. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction is fair to the corporation at the time it was entered into or is approved either (a) by the vote of the board of directors or a committee of the board of directors by the affirmative vote of a majority of the directors on the board of directors or the committee who have no direct or indirect interest in the transaction if the material facts of the transaction of the directors' interest are disclosed or known to the board of directors or committee of the board of directors or (b) by obtaining the approval of the Attorney General of Oregon or a Circuit Court of the State of Oregon in an action in which the Attorney General of Oregon is joined as a party. For purposes of this section, a director of the corporation has an indirect interest in a transaction if (a) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction or (b) another entity in which the director is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the corporation. A transaction may not be authorized, approved or ratified under this section 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.

SECTION 3 OFFICERS

3.1 Designation; Appointment. The officers of the corporation shall be a chair, a secretary, a treasurer, and such other officers as the board of directors shall from time to time appoint. The officers shall be appointed 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 chair and secretary may not be held simultaneously by the same individual.

3.2 Term of Office.

(a) The term of office of all of the officers of the corporation shall be fixed by the board of directors.

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

(c) An officer may resign at any time by delivering notice to the board of directors, the chair, or the secretary. 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 of directors may fill the pending vacancy before the effective date if the board of directors 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 of directors.

3.3 Chair. The chair 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, shall act as a principal spokesperson and representative of the corporation, and shall have such other powers and duties as may be prescribed by the board of directors or the bylaws.

3.4 Vice Chair. The vice chair shall preside at meetings of the board of directors at which the chair is absent and in the absence of the chair shall have the other powers and perform the other duties of the chair. The vice chair also shall have such other powers and perform such other duties as may be prescribed by the board of directors.

3.5 Secretary. The secretary shall have responsibility for preparing minutes of meetings of the board of directors and for authenticating records of the corporation. The secretary shall keep or cause to be kept, at the principal office or such other place as the board of directors may order, a book of minutes of all meetings of directors. In the absence of the chair, the secretary shall have the powers and perform the duties of the vice chair. The secretary also shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.

3.6 Treasurer. The treasurer shall be the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors, shall disburse or cause to be disbursed funds of the corporation 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.

3.7 Executive Director. The executive director shall serve at the pleasure of the Board. The executive director shall also be an ex-officio non-voting director of the board of directors, but may be excused from executive sessions in the discretion of the chair. The executive director shall, subject to the oversight of the board, shall have responsibility for the day-to-day management of the business and affairs of the corporation.

3.8 Assistants. The board of directors may appoint or authorize the appointment of 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.

SECTION 4 NONDISCRIMINATION

The corporation shall not discriminate in providing services, hiring employees, or otherwise, upon the basis of gender, race, creed, marital status, sexual orientation, religion, color, age, disability, or national origin.

SECTION 5 GENERAL PROVISIONS

5.1 Amendment of Bylaws. The board of directors may amend or repeal these bylaws or adopt new bylaws by majority vote. 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 such book and place.

5.2 Inspection of Books and Records. All books, records, and accounts of the corporation shall be open to inspection by the directors in the manner and to the extent required by law.

5.3 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.

5.4 Deposits. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in those banks, trust companies or other depositories as the board of directors or officers of the corporation designated by the board of directors select, or be invested as authorized by the board of directors.

5.5 Loans or Guarantees. The corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the board of directors. This authority may be general or confined to specific instances. Except as explicitly permitted by ORS 65.364, the corporation shall not make a loan, guarantee an obligation or modify a pre-existing loan or guarantee to or for the benefit of a director or officer of the corporation.

5.6 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. Such authority may be general or confined to specific instances. 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.

5.7 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, or who, while a director, officer, employee, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; 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.

5.8 Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

5.9 Severability. A 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.

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The foregoing bylaws were duly adopted by the board of directors of The Insight Alliance on July 6, 2018.



Robyn Tenenbaum, Chair