

BYLAWS
OF
OREGON NETWORK FOR
COMPASSIONATE COMMUNICATION



Adopted: March 21, 2010
(date)

TABLE OF CONTENTS

ARTICLE I. PURPOSE

Section 1. Purpose

ARTICLE II. NONVOTING MEMBERS

Section 1. Voting and Nonvoting Members

Section 2. Rights and Obligations of Nonvoting Members

ARTICLE III. VOTING MEMBERS

Section 1. Powers of Voting Members

Section 2. Records of Members

Section 3. Dues

Section 4. Selection and Tenure of Voting Members

Section 5. Qualifications of Voting Members

Section 6. Suspension or Removal of Voting Members

Section 7. Resignation of Voting Members

Section 8. Quorum for Voting Membership Meetings

Section 9. Decision-Making by Voting Members

Section 10. Proxy Voting

Section 11. Voting by Mail

Section 12. Annual Voting Membership Meeting

Section 13. Other Voting Membership Meetings

Section 14. Content of Notice

Section 15. Waiver of Notice

Section 16. Record Date

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Duties of the Board

Section 2. Qualifications of Directors and Composition of the Board

Section 3. Number of Directors

Section 4. Terms of Directors

Section 5. Selection of Directors

Section 6. Removal of Directors

Section 7. Resignation of Directors

Section 8. Filling Vacancies

Section 9. Conduct of Directors

Section 10. Quorum

Section 11. Decision-Making and Voting

Section 12. No Proxy Voting

Section 13. Telephonic Meetings

Section 14. Decisions Without Meetings

- Section 15. Notice of Meetings
- Section 16. Waiver of Notice
- Section 17. Authority of Directors

ARTICLE V. OFFICERS, CHAIRPERSON, AND STAFF

- Section 1. Officers
- Section 2. Election and Term of Office
- Section 3. Removal
- Section 4. Vacancies
- Section 5. President
- Section 6. Vice President(s)
- Section 7. Secretary
- Section 8. Treasurer
- Section 9. Chair
- Section 10. Executive Director and Staff

ARTICLE VI. COMMITTEES

- Section 1. Establishment
- Section 2. Board Committees
- Section 3. Non-Board Committees
- Section 4. Committee Members
- Section 5. Chair
- Section 6. Committee Procedures
- Section 7. Limitations on Powers

ARTICLE VII MISCELLANEOUS PROVISIONS

- Section 1. Compensation of Officers and Directors
- Section 2. Conflict of Interest
- Section 3. Tax Year
- Section 4. No Discrimination
- Section 5. Annual Financial Review

ARTICLE VIII. AMENDMENTS

- Section 1. Articles of Incorporation and Bylaws

NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits the powers and procedures available to nonprofit corporations. Where any questions arise about the meaning of these bylaws, or where these bylaws are silent on an issue, the Oregon Nonprofit Corporation Act should be consulted.

BYLAWS
OF
OREGON NETWORK FOR COMPASSIONATE COMMUNICATION

ARTICLE I. PURPOSE

Section 1. Purpose The purposes of Oregon Network For Compassionate Communication are exclusively those allowed for organizations defined under §501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of Oregon Network For Compassionate Communication include the following:

To educate the general public and all interested individuals in this country and around the world, about the importance of nonviolent communication, to help them to better understand and practice nonviolent communication in all aspects and arenas of their lives.

To organize and conduct educational, seminars, classes, workshops, training sessions, practice groups, and to prepare and distribute educational materials about nonviolent communication, both for the general public and for teachers and trainers of nonviolent communication.

To support and work collaboratively with other educational organizations, institutions and nonprofit agencies involved in teaching and promoting the practice of nonviolent communication.

ARTICLE II. NONVOTING MEMBERS

Section 1. Voting and Nonvoting Members. ORNCC shall have VOTING MEMBERS as defined in the Oregon Nonprofit Corporation Act, and may also have NONVOTING MEMBERS.

Section 2. Rights and Obligations of Nonvoting Members. The nonvoting members will not have the power to vote on the election of directors or members, or to participate in a binding vote on any corporate matters. The Board of Directors may by resolution establish categories of nonvoting membership and determine the dues, obligations and privileges of members in those categories.

ARTICLE III. VOTING MEMBERS/GOVERNING COUNCIL

Section 1. Powers and Purpose of Voting Members. The Voting Members will also be known as the Governing Council. Voting Members have the power to elect and also to remove the members of the Board of Directors of Oregon Network for Compassionate Communication, to elect and remove voting members, and to vote on any amendments to the bylaws or articles which would alter the qualification, selection, removal, obligations, rights or powers of the voting members, and to vote on any other matters properly put before them for an advisory vote by the Board of Directors. The Governing Council does not have the power to make binding or enforceable decisions on matters reserved for the Board of Directors, including adopting budgets, authorizing expenditures, setting policies, or determining the organization's programs and activities.

The purpose of the Council is to provide an internal system of checks and balances for the organization, so that the power of the Board of Directors is not unlimited, and so that the Board can be held accountable for its effectiveness in following and accomplishing the organization's tax exempt mission. To fulfill this role, the Council is available to help resolve significant conflicts or controversies that arise within the Board, through the Council's power to elect and remove some or all of the Board members. As with the Board of Directors, a majority of the members of the Council and their related parties must not be involved in any regular or significant conflict of interest transactions with the organization.

Section 2. Records of Members. The secretary shall ensure that the organization maintains a current, formal, alphabetical record of the names, addresses and status of voting members and non-voting members.

Section 3. Selection and Tenure of Voting Members. New voting members shall be elected by the then-current voting members. Nominations for new voting members may be made by the Board of Directors, by individual Board members, by voting members, or by nonvoting members. If at any time there are no voting members, then the Board of Directors shall appoint new voting members.

Voting membership shall be for a term of five years with no limit on successive terms so long as the member has not resigned, been removed or suspended. Voting members may continue to serve until their successors are properly elected by the remaining voting members, even if that means they continue serving as voting members after their term of office expires. Voting membership in this corporation is not transferable.

Section 4. Number of Voting Members. The number of voting members shall be not less than three; provided, however that if there are less than three voting members at any time then the voting members shall not engage in the election or removal of Board

members until there are at least three or more voting members serving on the Governing Council.

Section 5. Qualifications of Voting Members. Clarification of the criteria for the qualification and selection of voting members, including representation of certain constituencies or required participation in the activities of Oregon Network for Compassionate Communication, may be set by a resolution of the voting members, as long as they do not contradict the provisions of these bylaws. As with the Board of Directors, a majority of the members of the Council and their related parties must not be involved in any regular or significant conflict of interest transactions with the organization.

Section 6. Suspension or Removal of Voting Members. A voting member may be expelled by the voting members for conduct perceived as seriously adversely affecting the interests or reputation of the corporation.

Before the voting members can suspend or remove a voting member there must be not less than fifteen (15) days prior written notice of the suspension or expulsion to the member, giving the reasons therefore. Further, there must be an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or removal by the voting members, or by a person or persons authorized by the voting members to decide that the suspension or removal not take place.

Section 7. Resignation of Voting Members. Any voting member may resign at any time by sending or delivering a written resignation to the Secretary of the Corporation.

Section 8. Quorum for Voting Membership Meetings. A quorum will consist of the presence, participation by conference call, or voting by mail, where that is allowed, of at least a seventy five percent (75%) of the voting members.

Section 9. Decision-Making by Voting Members. The affirmative vote of at least seventy five percent (75%) of the voting members present at or participating by phone, mail or e-mail in a properly called meeting, for which a quorum has been achieved, is necessary and sufficient to make decisions or pass resolutions by the voting members, unless a greater proportion is required by law, the Articles or Bylaws. All decisions require a clearly stated motion, a second, and a vote. All motions which are successfully adopted must be recorded in the written minutes.

Section 10. Proxy Voting. Proxy voting will not be allowed at any meeting of the voting members or as part of reaching any decision by the voting members.

Section 11. Voting by Mail, Fax or E-mail. Unless prohibited or limited by the Articles or Bylaws, any action which may be taken at any annual, regular or special meeting of the voting members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter, by mail, fax, or e-mail, as directed by the individual member. The written ballot will: a) set forth each nominee or proposed action; and b) provide an opportunity to vote for each vacant board position, and for or against each proposed action. Approval by written ballot will be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action. The vote is limited to the subject specified on the ballot.

Section 12. Annual Voting Membership Meeting. There must be an annual meeting of the voting members which will be held to elect members to the Board of Directors. It will be held during the last quarter of the calendar year at a time and location determined by resolution of the Voting Members, or by the Board of Directors, if the Voting Members do not do so, unless the meeting is set for a different period of the year.

Written notice of the Annual Meeting must be sent by first class mail, fax, or e-mail, as directed by the individual member, to all voting members entitled to receive notice, at the address, e-mail, or fax number provided by the member or as it appears in the corporate records, at least 15 days in advance of the meeting.

At the annual meeting voting members will hear and consider reports from the Board of Directors, officers and staff concerning the activities, management and budget of the corporation. Voting members will then elect the members of the Board of Directors, and also vote on any other matters for which proper notice was given. Voting will be by secret ballot if any person so requests. Members may be given the option to vote by mail, fax, or e-mail rather than in person. The failure to hold an annual meeting does not affect the validity of any corporate action.

Section 13. Special Meetings of the Voting Members. Special meetings of the voting members may be requested by the Board of Directors or by a quorum of the voting members. Notice for a special meeting must be mailed by first class mail, e-mail, or fax, as directed by the individual voting member, at least seven days in advance of the meeting and must specify the purpose(s) for which the meeting is called. Only the business for which a Special meeting is called may be considered at the meeting.

Section 14. Content of Notice. The notice must contain the date, time, location and when required, the purpose of the meeting. Notices of Special meetings always require a statement of the purpose(s) for which the meeting is called. If amendments to the bylaws or the Articles of Incorporation will be considered, the notice must state this fact

and either the exact wording or a summary of the amendments to be considered must be included with the notice.

Section 15. Waiver of Notice. Any voting member may waive the right to receive full advance notice of any meeting. Waivers of notice will be in writing, signed by the person entitled to notice, and will be given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a voting member at any meeting without specific objection to improper notice will constitute a waiver of the full notice of that meeting.

Section 16. Record Date. The record date for determining the members entitled to receive notice of a meeting will be the day before the day on which the notice is mailed. The record date to determine the members entitled to vote at a member's meeting will be the date of the meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Duties of the Board. The Board of Directors will establish the corporation's policies and review and change them as necessary, oversee its programs and activities, supervise its staff director, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The Board must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Board members must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks. The role of the Board does not include direct management or conduct of the daily operations of the organization.

Section 2. Qualifications of Directors and Composition of the Board. Nominees for positions on the Board of Directors must have demonstrated a commitment to the mission and purposes of Oregon Network For Compassionate Communication. Nominees must be familiar with nonviolent communication and have at least 16 hours of formal training in nonviolent communication. A majority of the Directors must be elected by the governing council; the minority of the Directors may then be elected by the members of the Board of Directors which were elected by the governing council.

Section 3. Number of Directors. The Board of Directors must consist of no fewer than three and no more than fifteen members. The specific number of directors within this range will be set and may be changed by resolutions passed by the voting members.

The voting members may create new positions on the Board of Directors by passing a

resolution increasing the size of the Board, and then may appoint new directors at that same meeting or at a later time to fill the newly created positions.

Section 4. Terms of Directors. Directors will serve one year terms. However, unless they formally resign or are removed from office, directors will remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a director may serve.

Section 5. Selection of Directors. The initial members of the Board of Directors shall be appointed by the Incorporator. Subsequent directors shall be elected by the then-current voting members at an annual meeting of the voting members held for that purpose. Each member will have the right to vote only for as many persons as there are director positions open on the Board of Directors at the time of the election. The vote must be by a secret ballot if any person so requests.

The election of directors will take place at the annual meeting of the voting members, which will be held during the third quarter of the calendar year at an exact time and place set by the Board of Directors, unless the Board or the voting members decide by resolution to set it at a different time of the year.

Section 6. Removal of Directors. Directors may be removed with or without cause by resolution of the voting members. Proper notice must be given in advance, as required for an annual membership meeting, or for a regular meeting of the voting members, or as required for a special meeting of the voting members, whichever is appropriate, stating that the removal of a director is to be considered (See Article III, Sections 12 and 13).

Section 7. Resignation of Directors. A director may resign at any time. The resignation of a director must be in writing and be delivered to the Board, its presiding officer, the president, or the secretary. Once delivered, a notice of resignation is irrevocable.

Section 8. Filling Vacancies. The voting members may, by a majority vote, appoint new directors to fill any vacancies on the Board. A director appointed to fill a vacancy will serve only until the next regular election of directors, at which time she or he must be elected by the voting members in order to remain a director.

Section 9. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the director reasonably believes to be in the best interest of the corporation.

Section 10. Quorum. At all meetings of the Board of Directors, the presence of a majority of the members of the Board is necessary to allow the transaction of corporate

business or the making of corporate decisions. If no specific number of directors has been set then a quorum is a majority of the number of directors in office immediately before the meeting begins.

Section 11. Decision-Making and Voting. The directors must diligently and conscientiously attempt to make decisions by consensus. They must employ all standard consensus practices and techniques including the expression and careful consideration of minority views. When a consensus apparently cannot be achieved, any director may request that a vote be taken instead. The affirmative vote of two-thirds of the voting members of the Board present at or participating in any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these bylaws.

All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote. At the request of any director, the names will be recorded in the minutes of each director who voted for, voted against, or abstained on a particular motion.

Section 12. No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 13. Telephonic Meetings. Meetings may be held by telephone so long as all participating directors may simultaneously hear and speak with each other. A director participating in such a meeting is deemed present for purposes of a quorum.

Section 14. Decisions Without Meetings. The Board may make any decision or take any action within its power without a meeting through a written "consent resolution" that sets forth the action so taken and is signed by all the directors then in office. The resolution is effective when the last director signs a copy of the consent resolution. The consent resolution must be filed with the corporate records.

Section 15. Notice of Meetings. Notice must be given of every meeting of the Board, stating the date, time, and location of the meeting, and the purpose of the meeting if so required by law or these bylaws. The notice must be given not less than 2 days in advance of the meeting if delivered by phone or in person, and not less than 7 days in advance if delivered by first class mail, email, or fax to an address provided by the individual director.

Regular meetings: After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and

location of the meeting. The Board may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all directors.

Section 16. Waiver of Notice. Any director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and must be given to the secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a director at any meeting without specific objection to the notice constitutes a waiver of the full notice of that meeting.

Section 17. Authority of Directors. No Director may act on behalf of the Corporation without specific authorization by the Board of Directors to do so.

ARTICLE V. OFFICERS, CHAIRPERSON, AND STAFF

Section 1. Officers. The officers of ORNCC must carry out the policies and decisions of the Board of Directors as directed by the Board. The officers include a president, secretary and treasurer. The Board may also elect one or more vice-presidents, a chairperson, and other officers as desired. The same person may not hold the offices of president and secretary at the same time, but the same person may hold any other two offices. Officers do not have to serve simultaneously as members of the Board of Directors. Officers who are not members of the Board have no right to vote on Board decisions.

Section 2. Election and Term of Office. The officers of ORNCC will be elected by the Board of Directors. As soon as possible following the election of directors, the Board of Directors will meet to elect new officers of the corporation. Each officer will hold office for one year or until her/his successor has been properly elected and has taken office, unless she or he resigns or is removed.

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

Section 4. Vacancies. If any office of the corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the directors in office, although less than a quorum, may elect or appoint an officer to fill such a vacancy. The elected officer will hold office for the remaining portion of the term of that office.

Section 5. President. The president is the principal officer of the corporation and will, in general, supervise or oversee the supervision of all of the affairs of the corporation. The president generally will preside at all meetings of the Board of Directors, unless the Board selects another person to preside. The president will also perform other duties as may be assigned by the Board of Directors. The president may serve as an ex-officio member of any committee.

Section 6. Vice-President. In the absence of the president or in the event of the president's inability to act, the vice-president will perform the duties of the president. The vice-president, when acting as president, will have all the powers of and is subject to all the restrictions on the president. The Vice president will also perform other duties assigned by the Board of Directors. More than one vice-president position may be created and duties clarified, through the amendment of this section of these bylaws.

Section 7. Secretary. The secretary will perform or oversee the performance of the following duties: a) record and keep the minutes of the meetings of the members and of the Board of Directors and of any Board committees, 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; d) keep a register of the mailing address of each member as provided by such member; e) ensure that all required state and federal reports are prepared and filed in a timely fashion; and f) perform or oversee all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors. The Secretary may delegate some or all of these tasks but remains responsible for their proper completion.

Section 8. Treasurer. The treasurer will perform or oversee the performance of the following duties: a) be responsible for the proper management and control of all funds of the corporation; b) prepare full and accurate financial records on a timely basis of all the income, expenses and assets of the corporation; c) present reports at every Board meeting on the financial affairs of the corporation; d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation. The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

Section 9. Chair. The Board may elect a chair and determine his or her duties.

Section 10. Executive Director and Staff. The Board may appoint or employ an executive director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the organization. Unless the Board determines otherwise, the executive director will have the power, subject to the Board of Directors, to hire

staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the corporation.

ARTICLE VI. COMMITTEES

Section 1. Establishment. The Board may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee, must state whether it is a "Board" committee or a "non-Board" committee, and must state what powers, authority and duties have been delegated to the committee, how the chair of the committee and how the members of the committee will be appointed or elected, and may state what procedures, if any, the committee will use in carrying out its work.

The Board of Directors must always have the power to amend, alter, or repeal the decisions of its committees, subject to limitations on the unilateral amending of contracts, interference with third-party rights, and other legal limitations.

Section 2. Board Committees. The Board may establish "Board" committees to which are delegated part of the power of the whole Board to authorize expenditures, adopt budgets, set policy, establish programs or make other decisions for the corporation. Such committees are established by resolution of all directors then in office. Board committees must consist of two or more directors, and must not have any members who are not members of the Board of Directors.

Executive Committee: The Board may elect an executive committee. The Executive Committee will have the power to make decisions between Board meetings, including financial and budgetary decisions. The Executive Committee must comply with the provisions of the bylaws concerning the full Board as far as those are reasonably applicable to the Executive Committee. All Executive Committee decisions must be recorded in official minutes, which will be submitted to the full Board. Any director may be a member of the Executive Committee.

Section 3. Non-Board Committees. The Board may establish "non-Board" committees, including working committees or advisory committees, which do not have the power to authorize expenditures, adopt budgets, set policy, establish programs, or make decisions for the corporation. Such committees are established through a resolution adopted by the directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

Section 4. Committee Members. The Board will appoint the members of every Board committee. The President or the Board or the Chair of Non-Board committees may

appoint the members of Non-Board committees. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 5. Chair. One member of each committee must be selected or appointed chair by the Board, or if the Board wishes, it may delegate that power to the president or the members of the committee, subject to later confirmation by the Board.

Section 6. Committee Procedures. Unless otherwise specified, Board Committee meetings will operate with the same quorum and voting requirements as the full Board, and as far as possible will operate according to the procedures of the Board as stated in these bylaws. If any formal decisions or resolutions are voted on at a committee meeting, then the votes and the resolutions so adopted must be recorded in the form of corporate minutes and filed with the secretary.

Section 7. Limitations on Powers. No committee may a) elect, appoint or remove any officer, member of the Board of Directors, or member of a Board committee; b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; c) authorize the dissolution of the corporation or revoke proceedings therefore; d) amend, alter, or repeal the Articles, the bylaws, or any resolution of the Board of Directors; or e) authorize the payment of a dividend or any part of the income or profit of the corporation to its directors or officers.

ARTICLE VII. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors. No officer or member of the Board of Directors will receive any compensation for fulfilling the responsibilities of a member of the Board or of an officer as defined in these bylaws. However, the corporation may pay compensation to officers and members of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Board members and their relatives who receive regular compensation from the corporation must always constitute less than a majority of the Board. Officers and members of the Board of Directors may receive reimbursement for actual expenses incurred in the course of fulfilling their responsibilities.

Section 2. Conflict of Interest. A conflict of interest is present when the corporation pays compensation or provides any tangible benefits to an officer or member of the Board or to a member of a director's or officer's family. All transactions involving conflicts of interest must be presented to the Board for approval. Directors and officers who have a conflict of interest in any matter must 1) declare the existence of any direct

or indirect conflict of interest, 2) disclose its nature on the record, and 3) abstain from voting on that matter. The rest of the Board must analyze the transaction and ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. A conflict-of-interest transaction must be approved by the affirmative vote of a majority of the members of the Board of Directors who do not have a conflict of interest involved in that issue, as long as no less than two disinterested directors vote to approve the transaction.

Section 3. Tax Year. The tax year of the corporation is the calendar year.

Section 4. No Discrimination. ORNCC does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

Section 5. Annual Financial Review. The Board must require the performance of an annual financial review which must involve the services of a trusted person with bookkeeping or accounting skills and knowledge, and which does not rely upon the services of the person who does the financial bookkeeping for the organization, or the person(s) who sign the checks for the organization. This financial review need not be formal, but must at least review and reconcile the checkbook entries, bank statements, deposit slips, receipts and expense documentation. The Board of Directors may authorize a full formal audit as necessary.

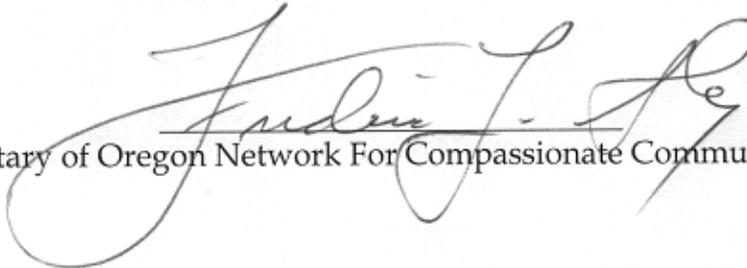
ARTICLE VIII. AMENDMENTS

Section 1. Articles of Incorporation and Bylaws. The affirmative vote of at least three quarters (75%) of all Board members and three-quarters (75%) of all the voting members at properly called meetings, at which a quorum is present, is necessary and sufficient, to make, alter, amend or repeal the Articles of Incorporation or the Bylaws. Proper written notice must be given in advance, including either a written copy or written summary of the proposed amendments.

CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing bylaws constitute the bylaws of Oregon Network For Compassionate Communication, as duly adopted by the Board of Directors on the 21st day of March, 2010.

Signed this 21 day of March, 2010.


Secretary of Oregon Network For Compassionate Communication