

BYLAWS  
OREGON HUNTER EDUCATION INSTRUCTOR'S ASSOCIATION, INC.  
(An Oregon Non-Profit Corporation)

ARTICLE I. PURPOSES

1.1. Principal Office. The Corporation shall maintain a principal office within the State of Oregon and may have such other offices, either within or without the State of Oregon, as the Board may determine or as the affairs of the Corporation may require from time to time.

1.2. Purposes. The purposes of the Corporation, none of which are for profit, are:

1.2.1. To instill in future generations a more knowledgeable outlook toward hunting safety, ethics, conservation, game management, and other areas of responsibility.

1.2.2. To promote communication in an area of mutual interest among hunter education instructors and other hunter education associations.

1.2.3. To promote a forum where members can share problems, propose solutions and solicit support of the Corporation for the resolution thereof.

1.2.4. To provide group exposure to state-of-the-art trends in hunter education.

1.2.5. To evaluate new training aids and related training enhancements.

1.2.6. To promote awareness and share information regarding new development trends in hunter education.

1.2.7. To invite training experts to speak to the group on topics relevant to the purposes of the Corporation.

1.2.8. This Corporation is organized exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE II. MEMBERSHIPS

2.1. Member. A person who has applied and, by virtue of meeting one or more of the following, is accepted into membership of the Corporation:

2.1.1. Regular. Any person 21 years of age or older who has met the minimum requirements of the Oregon Department of Fish and Wildlife (ODFW) for becoming a hunter education instructor.

2.1.2. Junior. A person at least 14 years of age but less than 21 years of age who has met the ODFW requirements for a junior hunter education instructor.

2.1.3. Auxiliary. Any other person approved by the Board including, but not limited to, an instructor certified by any state or country recognized by the International Hunter Education Association.

2.1.4. Charter. Those regular members joining between May 1, 1990, and August 1, 1990.

2.1.5. Honorary. A person selected by the Board in recognition of outstanding service to the Corporation or for significant contributions to hunter education and conformity of the objectives of this Corporation.

2.1.6. Affiliate. Any organization, business or association that shares the common goal of promoting hunter safety.

2.1.7. Life. Any regular member may become a "life member" who has paid a one-time-for-life fee which will not be less than the total of ten (10) years annual dues. All members becoming life members prior to April 30, 2004, shall be "Charter Life Members".

2.1.8. Other. Other types of memberships as determined by the Board.

2.2. Good Standing. A member shall be in "Good Standing" at any time membership has not been terminated, Corporation dues are paid in full, the member is not in financial arrears to the Corporation and a member's instructor status with ODFW has not been revoked.

2.3. Voting Qualification. Regular, life and those junior members at least 18 years of age, and in good standing, shall be allowed one vote in elections and on resolutions requiring a "vote" of the membership.

2.4. Dues. Dues shall be in the amount and for the period recommended by the Board. There shall be no refund of dues for any termination or resignation of membership.

2.5. Termination of Membership. Termination may be:

2.5.1. By resignation or death of a member.

2.5.2. For cause:

2.5.2.1. A member's dues are in arrears for more than 60 days.

2.5.2.2. A member is in financial arrears to the Corporation and thereafter until such time as all financial obligations are satisfied.

2.5.2.3. Revocation of a member's Instructor Certification.

2.5.2.4. A member's conduct is injurious to this Corporation, its objectives, or its members. Termination for this reason shall occur only after the member has been given an opportunity for a hearing before the Board. The action of the Board shall be final.

### ARTICLE III. BOARD OF DIRECTORS (BOARD)

3.1. General Powers. The affairs of the Corporation shall be managed by its Board.

3.2. Selection, Number, Tenure, and Qualifications.

3.2.1. The Board shall consist of not less than ten members in good standing of the Corporation, including officers and at least one Representative Director from each of the following regions comprised of Oregon counties:

Northwest: Benton, Clackamas, Clatsop, Columbia, Lincoln, Linn, Marion, Multnomah, Polk, Tillamook, Washington, and Yamhill.

Southwest: Coos, Curry, Douglas, Jackson, Josephine, and Lane.

Central: Crook, Deschutes, Jefferson, Klamath, Hood River, Sherman, and Wasco.

Northeast: Baker, Grant, Gilliam, Morrow, Wheeler, Umatilla, Union, and Wallowa.  
Southeast: Harney, Lake, and Malheur.

3.2.2. Representative Directors:

3.2.2.1. Shall represent members and reside in the region they serve. Such directors shall hold office for a term of three years, and may be either elected by the membership in the region they represent, or if not, appointed by the Board. There may be more than one, but not more than two, Representative Directors per region.

3.2.2.2. May be re-elected at the end of their term of office, or reappointed by the Board. If reappointed by the Board such action must be done at an Annual Meeting.

3.2.3. The immediate Past President of the Corporation shall be an additional voting member of the Board for one year regardless of his/her home region.

3.3. Corporation Meetings

3.3.1. Annual Meeting. The Board shall hold one annual membership meeting. In the years an ODFW statewide annual Hunter Education Conference is held, the annual meeting shall be held in conjunction with the Conference. In those years when there is no annual ODFW Conference, the Board will provide advance notice to the membership of the place and date of the annual meeting.

3.3.2. Board Meetings. The Board shall meet quarterly. The annual meeting may suffice for a quarterly Board meeting.

3.3.3. Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place within the State of Oregon as the place for holding any special meeting of the Board called by them.

3.3.4. Notice. Notice of any Special Meeting of the Board shall be given at least seven days prior thereto by written notice delivered personally or sent by mail or electronically (e-mail, fax, or other electronic/digital means) to each Director at the address shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given electronically, such notice shall be deemed to be delivered when an electronic return has been received. Notice of any special meetings will also be posted on the OHEIA website. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

3.3.5. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from that time to another time with notice of the new time provided as per Section 3.3.4.

3.4. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

3.5. Vacancies. Any vacancy occurring in the Board or any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board. A Director appointed to fill a vacancy shall be in office for the unexpired term of his predecessor.

3.6. Compensation. Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

3.7. Informal Action by Directors. Any action required by law to be taken or which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken or to be taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

## ARTICLE IV. OFFICERS

### 4.1. Officers.

4.1.1. The officers of the Corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article.

4.1.2. The Board may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. If required by the Board, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine.

4.1.3. Any two or more offices may be held by the same person, except that the offices of President and Secretary shall not be combined.

### 4.2. Election and Term of Office.

4.2.1. Except for the President, officers shall be elected bi-annually on even numbered years either by ballot of the attending membership at the annual meeting of the Corporation or by mail ballot.

4.2.2. The First Vice-President will be elected to a five year term. The first two years of that term will be served as First Vice-President, the second two years as President and the last year as Immediate Past President. The President will not be elected directly.

4.2.3. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until that officer's successor shall have been duly elected.

4.3. Removal. Any officer or director may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contractual rights, if any, of the officer so removed.

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

### 4.5. Duties.

4.5.1. President. The President shall:

4.5.1.1. Be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation.

4.5.1.2. Preside at all meetings of the Board.

4.5.1.3. Sign, as necessary, with the Secretary or 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, these Bylaws, or statute to some other officer or agent of the Corporation.

4.5.1.4. Perform all duties incident to the office of President and such other duties as may be prescribed by the Board.

#### 4.5.2. Vice-Presidents.

4.5.2.1. First Vice President. In the President's absence, or inability or refusal to act, the First Vice-President shall perform the duties of the President and when so acting shall have all the powers of, and be subject to, all the restrictions upon, the President. The First Vice-President will assume the Presidency upon the completion of the term of the serving President.

4.5.2.2. Second Vice President. The Board shall appoint a member as Second Vice-President, whose residence is in the division of the State opposite that of the First Vice-President. For purposes of this subsection, the State of Oregon shall be divided on a North-South line defined as the East boundary of ODFW's Santiam, McKenzie, Indigo, Dixon and Rogue Wildlife Management Units and the East boundary of Crater Lake National Park. The Second Vice-President will not automatically assume the position of First Vice-President. Nothing in this provision will prevent the Second Vice-President from being elected to any open position at the will of the members.

4.5.2.3. In the President's and the First Vice-President's absence, or their inability or refusal to act, the Second Vice-President (or in the event there be more than two Vice-Presidents, the Vice-President, in the order of their appointment) shall perform the duties of the President, and when so acting, shall have all powers of and be subject to, all restrictions upon the President.

4.5.2.4. Executive Vice-President. This office will be appointed by the President, subject to the approval of the Board. The Executive Vice-President will act as the chairperson of the Ways and Means Committee, conduct correspondence between Industry and the Corporation, and may chair any committee or serve on any committee as directed by the President.

4.5.2.5. Any Vice-President shall perform such other duties as assigned by the President or the Board.

#### 4.5.3. Secretary. The Secretary shall:

4.5.3.1. Record the minutes of the meetings of the Board, distribute and maintain such records of those minutes, and see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law.

4.5.3.2. Be custodian of the Corporate records and seal.

4.5.3.3. See that the seal of the Corporation is affixed to only those documents necessary. The execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws.

4.5.3.4. Perform duties incident to the office of Secretary and such other duties as assigned by the President or the Board.

#### 4.5.4. Treasurer. The Treasurer shall:

4.5.4.1. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine.

4.5.4.2. Have charge and custody of, and be responsible for, all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws.

4.5.4.3. Keep accurate account of financial transactions and submit a report of expenditures and income at regular meetings of the Board, annual membership, and other meetings as may be requested. Annually monitor the net worth of the Corporation to determine whether to file tax returns, and maintain records of official tax correspondence, reports, and annual returns.

4.5.4.4. Maintain records of the Corporation's merchandise and assets, and perform duties assigned by the President or Board.

## ARTICLE V. COMMITTEES

### 5.1. Forming Committees.

5.1.1. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees and chairpersons for such committees, as deemed necessary.

5.1.2. All Committee Chairpersons will report directly to the Board.

5.1.3. The designation and appointment of any committee formed pursuant to Section 5.1.1. and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon the Board or any individual Director, by law.

5.2. Removal of Committee Members. Any member of any committee formed pursuant to Section 5.1.1. may be removed by the Chairperson, or by majority action of the Board, whenever, in their judgment, the best interests of the Corporation shall be served by such removal.

5.3. Term of Office. Each member of a committee shall serve until the next annual meeting of the Board; and thereafter until the member's successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

5.4. Chairperson. One member of each committee shall be appointed Chairperson by the President or by action of the Board.

5.5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5.6. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

5.7. Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

## ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

6.1. Contracts. In addition to the officers otherwise authorized by these Bylaws, the Board may authorize any officer or officers, agent or agents of the Corporation, to enter into any contract or execute and deliver any instrument in the

name of and on behalf of the Corporation; provided however that such authority shall be confined to specific instances pre-approved by the Board.

6.2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer, or an Assistant Treasurer, and countersigned by the President or a Vice-President of the Corporation.

6.3. Deposits. All funds of the Corporation shall be deposited promptly to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

6.4. Gifts. The Board may, subject to the restrictions of Section 501(c)(3) of the Internal Revenue Code or other Federal or Oregon law governing such corporations, accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Corporation.

6.5. Encumbrances. No officer, director, member, or authorized agent may encumber the Corporation with any debt obligation without prior authorization by the Board.

6.6. Conflict of Interest. No officer, director, member, or authorized agent shall enter into any financial contracts between the Corporation and that officer, director, member, or authorized agent unless such contract is approved by a majority vote of the Board.

#### ARTICLE VII. BOOKS AND RECORDS

7.1. Records of Accounts. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board.

7.2. Location of Records. The Corporation shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote.

7.3. Inspection of Records. All books and records of the Corporation may be inspected at its registered or principal office or at another site designated by the Board, by any member of the Board or the Director's attorney, any member in good standing or the member's attorney for any proper purpose, at any reasonable time, upon not less than three days notice.

7.4. Review of Financial Records. The Board will establish and maintain a committee to annually review financial records, transactions, income, expenses, and associated business activities. Findings and recommendations will be prepared and presented to the Board. The Board by resolution and majority vote may authorize a similar, but independent, audit.

#### ARTICLE VIII. FISCAL YEAR

The Fiscal year of the Corporation shall begin on the first day of May and end on the last day of April in each year.

#### ARTICLE IX. SEAL

The Board shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal/Oregon Hunter Education Instructor's Association, Inc."

#### ARTICLE X. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Oregon Non-Profit Corporation Act or under the provisions of Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the

person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### ARTICLE XI. DISSOLUTION

11.1. Dissolution of Corporation and Assets. Upon the dissolution of the Corporation, the Board shall, after paying or asking provisions for the payment of all the liabilities of the Corporation, disperse the payment of all the assets of the Corporation exclusively, for the purposes of the Corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future U.S. Internal Revenue Law), and acceptable in purpose and goals as the Board shall determine; provided however that if no such organization willing to accept such assets can be found, the assets of the Corporation shall be sold at public or private sale and the net proceeds of such sale shall be paid to such an organization acceptable in purposes and goals as the Board shall determine.

11.2. Jurisdiction. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal or registered office of the Corporation is then located, exclusively for such purposes; or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

11.3. Exemption. Property loaned to the Corporation by Directors or other individuals, when recorded with the Corporation as such, shall be exempt from distribution as stated and shall be returned to the registered owner(s). In the event the owner is deceased, or cannot be located, such property would be disposed of as described in Sections 11.1 and 11.2.

#### ARTICLE XII. HEADINGS AND USAGE OF TERMS

12.1. The paragraph headings used in these Bylaws are for convenience only and shall not be resorted to for interpretation of these Bylaws.

12.2. The terms "Association" and "Corporation" as used in these Bylaws, shall both refer to the Oregon Hunter Education Instructor's Association, Inc.

12.3. The terms "Board" and "Board of Directors" as used in these Bylaws, shall refer to the Board of Directors of the Oregon Hunter Education Instructor's Association.

12.4. The term "ODFW" as used in these Bylaws refers to the Oregon Department of Fish and Wildlife.

12.5. As the content requires, the masculine shall be construed to mean the feminine or neutral; and the singular shall include the plural; and vice-versa.

#### ARTICLE XIII. AMENDMENTS TO BYLAWS

These Bylaws may be amended, or repealed and new Bylaws adopted by two-thirds of the members voting. All Bylaw changes shall be sent to all voting members at least 30 days prior to the vote.

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I hereby certify that the foregoing amended Bylaws of the Oregon Hunter Education Instructor's Association, Inc., an Oregon Non-Profit Corporation, were adopted by a unanimous vote of the membership at the Statewide Hunter Education Instructor's Conference held on April 25, 2015, Pendleton, Oregon.

*Jeanne Littleton*

Jeanne Littleton, Secretary



Bylaws Revised and Adopted 4/13/2013  
Bylaws Section 3.2.1 Amended 4/25/2015  
Bylaws Section 3.2.2.1 Amended 4/25/2015

(Corporate Seal)