

Last revised: 10/26/01

BYLAWS
OF
FRIENDS BULLETIN CORPORATION

ARTICLE I.

GENERAL

Section 1.1 NAME. The name of the corporation is FRIENDS BULLETIN CORPORATION, organized pursuant to the applicable provisions of the Oregon Revised Statutes.

Section 1.2 PURPOSE.

1.2.1 GENERAL. The corporation is organized exclusively for charitable and educational purposes and may engage in any such activities and may exercise such other powers as are permitted by non-profit corporations pursuant to the applicable provisions of Oregon Revised Statutes which are not inconsistent with the following sections of these Bylaws or the qualifications necessary to preserve the tax exempt status of this corporation pursuant to the applicable provisions of United States internal revenue law.

1.2.2 SPECIFIC. The corporation is organized to publish a magazine titled *Friends Bulletin* which is the official publication of the Religious Society of Friends (Quakers) of Pacific Yearly Meeting, North Pacific Yearly Meeting, and Intermountain Yearly Meeting and other publications or projects as directed by the Board of Directors.

ARTICLE II.

CORPORATE OFFICES

Section 2.1 REGISTERED AGENT. The registered agents of the corporation are named by the Board of Directors at the annual meeting.

ARTICLE III.

BOARD OF DIRECTORS

Section 3.1 RESPONSIBILITIES. A Board of Directors shall manage all the business affairs of the corporation and may exercise all such powers of the corporation and do all other lawful acts which are not prohibited or directed or required to be performed by others under the statutes of the state of Oregon, the Articles of Incorporation or these Bylaws.

Section 3.2 MEMBERS. There shall be six to nine appointed Directors of the corporation.

Section 3.2.1 EDITOR. The Board of Directors shall select an Editor for the *Friends Bulletin*. The Board may select a committee from among themselves to select the Editor. The Editor shall have appropriate experience, and be a member of one of the Yearly Meetings eligible to appoint Directors. As professional and managerial staff, the Editor shall attend the meetings of the Board of Directors.

Section 3.2.2 TERM. Other than Directors who have been appointed to fill a vacancy on the board, the term of a Director shall be for three years, beginning at the opening of the first annual meeting of the Board of Directors after the director's appointment by a yearly meeting. No Director shall serve more than two terms in succession, but may be re-appointed after a time off the board. The Directors should be appointed by the Yearly Meetings such that their terms are staggered.

Section 3.2.3 APPOINTMENT. Pacific Yearly Meeting, North Pacific Yearly Meeting and Intermountain Yearly Meeting shall each appoint two or three Directors.

Section 3.2.4 RECORDS. Records held by any out-going Director or Officer shall be transferred to the appropriated in-coming Director or Officer upon their taking office.

Section 3.3 OPERATIONAL PROCEDURES.

3.3.1 ANNUAL MEETINGS. An annual meeting of the Board of Directors shall be held on the third Saturday of October or on such other date as may be determined by the Board of Directors. Notice of the date and time of the annual meeting of the Board shall be delivered in person or by first class mail to each member of the Board of Directors at least 10 days prior to the meeting, or given by email or facsimile with receipt thereof acknowledged by the Director.

3.3.2 REGULAR MEETINGS. Regular meetings of the Board of Directors may be held upon such notice and at such time and place as shall, from time to time, be determined by the Board of Directors.

3.3.3 SPECIAL MEETINGS. Special meetings of the Board of Directors shall be called by the Recording Clerk when requested by the Clerk or requested in writing by any Director. Notice of the special meeting shall be given to each Director either in person or by first class mail, or given by email or facsimile with receipt thereof acknowledged by the Director, and must be received by the Director not less than one week prior to the meeting.

3.3.4 QUORUM. A majority of the Directors then serving on the Board of Directors shall constitute a quorum for the transaction of business at any meeting.

3.3.5 WAIVER. Whenever notice is required to be given to any Director pursuant to the provisions of the Oregon Revised Statutes, the Articles of Incorporation, or these Bylaws, 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 required notice. The presence of a Director at any meeting shall constitute a waiver of any notice required for such meeting, except where a Director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.3.6 ACTION. A consensus of the quorum present shall be required in order to take action on any matter pending before the Board of Directors.

3.3.7 VACANCY. In the event of the resignation or death of a Director, the remaining period of that director's term shall be filled by an appointment from the Yearly Meeting that appointed the vacating Director.

Section 3.4 STATUTORY OFFICERS. The officers of the corporation shall be a Clerk (President), a Recording Clerk (Secretary) and a Treasurer. Other officers may be appointed from time to time as necessary.

3.4.1 SELECTION. The Officers of the corporation shall be selected by the Directors at the second regular following the annual meeting. The Clerk shall have attended at least three meetings of the Board prior to becoming Clerk.

3.4.2 APPOINTMENTS. Other officers may be appointed by the Clerk of the corporation as deemed necessary.

Section 3.5 DUTIES OF OFFICERS

3.5.1 CLERK. The Clerk (President) shall preside at all meetings of the Board of Directors.

3.5.2 RECORDING CLERK. The Recording Clerk shall certify corporate action and records. The Recording Clerk shall maintain the minutes of all proceedings of the Board of Directors in a book to be kept for that purpose and shall perform like duties for any committees. The Recording Clerk or

the Clerk shall give notice of all meetings of the Board of Directors and committees as required by Oregon Revised Statutes, the Articles of Incorporation and these Bylaws. The Recording Clerk performs such other duties as may be prescribed by the Board of Directors or the Clerk. After each meeting, the Recording Clerk shall send minutes of the meeting to the Directors.

3.5.3 TREASURER. The Treasurer shall oversee the financial records of the corporation, shall advise the Board and the Editor in budgetary and financial matters, and is an authorized signer of checks for the Editor's compensation and as otherwise directed by the Board.

3.5.4 TERMS OF OFFICERS. The terms of Officers shall be for one year starting at the rise of the meeting of the Board of Directors at which they are selected.

Section 3.6 COMPENSATION. The Directors shall serve without compensation.

ARTICLE IV.

PARLIAMENTARY AUTHORITY

Section 4.1 UNITY. Matters of parliamentary procedure not prescribed by the Articles of Incorporation, these Bylaws, or by applicable Oregon Revised Statutes shall be decided without voting, in the manner of Friends. Decisions will be made by unity achieved in the manner of the Religious Society of Friends.

ARTICLE V.

AMENDMENTS

Section 5.1 MANNER. These Bylaws may be amended, in whole or in part, by the Directors present at any meeting of the Board of Directors. Any amendment shall be deemed to have been rejected unless, after the Directors' seasoning, the Clerk concludes that there is unity among the Directors for the amendment.

HISTORY: First Adopted: Circa 1993

Revised: 10/29/93, 11/4/95, 10/25/97, and 10/26/01.

Last Approved as a whole: 10/26/01