

BYLAWS

of

THE EATING AND DRINKING SOCIETY OF OREGON, Inc.

ARTICLE I: PURPOSE

This corporation shall be organized and operated exclusively for social and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful non-profit activities for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions).

This corporation's primary purpose shall be to help and guide those who would like a better understanding, appreciation, and interest in the exciting world of gastronomy ("the art, or science, of good eating").

ARTICLE II: MEMBERS

Section 1. **Classes and Voting.** There shall be one class of members of this corporation. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the bylaws of the corporation.

Section 2. **Qualifications.** A person may become a member of this corporation by submitting a membership application and paying dues.

Section 3. **Termination of Membership.** Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination. That member shall be entitled to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

Section 4. **Annual Meeting.** The annual meeting of the members shall be held in December of each year.

Section 5. **Special Meetings.** Special meetings of the members shall be held at the call of the Board of Directors, or by the call of at least twenty percent of the members of the corporation by a demand signed, dated, and delivered to the corporation's Secretary. This demand by the members shall describe the purpose for the meeting and the time and location of the meeting.

Section 6. **Notice of Meetings.** Notice of all meetings of the members shall be given to each member at the last address of record, by first class mail at least 7 days before the meeting, or by means other than first class mail (as specified in Article III, Section 7) at least 7 but not more

than 30 days before the meeting. The notice shall include the date, time, place, and purpose of the meeting.

Section 7. **Quorum and Voting.** Those members present in person at a meeting shall constitute a quorum. A majority vote of the members voting is the act of the members, unless these bylaws or the law provide differently.

Section 8. **Proxy Voting.** There shall be no voting by proxy.

ARTICLE III: BOARD OF DIRECTORS

Section 1. **Duties.** The affairs of the corporation shall be managed by the Board of Directors.

Section 2. **Number and Composition.** The Board of Directors shall be composed of the four elected officers (President, Vice-President, Secretary, and Treasurer) and at least three other Directors, for a minimum of seven Directors.

Section 3. **Election and Term.** The Board shall be elected by the members at the annual meeting of the members by a majority vote of the members present in person and voting. The term of office for Directors shall be from one annual meeting to the next, approximately one year. A Director may be reelected without limitation on the number of terms he or she may serve.

Section 4. **Removal.** Any Director may be removed from office, with or without cause, at a special meeting of general membership called for this purpose. A majority vote of the members present in person and entitled to vote at an election of Directors will be required to remove the Director.

Section 5. **Vacancies.** Vacancies on the Board of Directors may be filled by a majority vote of the Directors then on the Board of Directors.

Section 6. **Quorum and Action.** A quorum at a board meeting shall be a majority of the duly elected Directors present in person. If a quorum is present, action is taken by a majority vote of the Directors present. There shall be no voting by proxy.

Section 7. **Meetings.** All meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place and purpose of the meeting, shall be delivered to each Director and, when not inappropriate, member of the corporation personally or by telephone, mail, electronic mail, or facsimile not less than three days prior to the meeting.

Section 8. **Compensation.** Directors shall not receive compensation for their Board services, but may be reimbursed for expenses related to Board service.

Section 9. **Action by Consent.** Any action which may be taken at a board meeting, may be taken without a meeting if a written consent, setting forth the action to be taken, is signed by all of the Directors.

ARTICLE IV: OFFICERS

Section 1. **Titles.** The officers of this corporation shall be the President, Vice President, Secretary, and Treasurer. All officers of this corporation must be members of the Board of Directors.

Section 2. **Election and Term.** Officers shall be elected by members at the annual meeting of members by a majority vote of the members present in person and voting. Officers shall assume office immediately upon being elected. Officers shall serve one term, which extends from one annual meeting to the next. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 3. **Vacancy.** A vacancy in the office of President, Vice President, Secretary, or Treasurer shall be filled by the Board of Directors not later than the first meeting of the Board of Directors following the vacancy.

Section 4. **President.** The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any powers and duties as may be determined by the Board of Directors.

Section 5. **Vice President.** The Vice President shall assume the duties of the President in the President's absence. The Vice President shall have any powers and duties as may be determined by the Board of Directors.

Section 6. **Secretary.** The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors' and members' meetings and actions; (b) providing notice of all meetings of the Board of Directors and members; (c) authenticating the records of the corporation and (d) any other duties as may be assigned by the Board of Directors.

Section 7. **Treasurer.** The Treasurer shall have the overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed the following duties: (a) keeping full and accurate accounts of all financial records of the corporation; (b) depositing all monies in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursing all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; (e) maintaining current and accurate membership lists; and (f) any other duties as may be assigned by the Board of Directors.

ARTICLE V: CORPORATE INDEMNITY

This corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to any action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of the corporation or a fiduciary with the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantially, procedurally and otherwise.

ARTICLE VI: AMENDMENTS TO BYLAWS

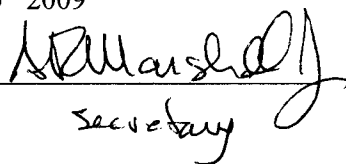
These bylaws may be amended or repealed, and new bylaws adopted, on the recommendation of the Board of Directors, by a majority vote of members as provided in Article II, Section 7. Notice to the members of such proposed action shall be given as provided in Article II, Section 6, and shall contain a copy of the proposed amendment.

ARTICLE VII: DISSOLUTION

In the event this corporation is dissolved, all assets remaining after the payment of all just claims shall be distributed and donated to the Society of St. Vincent de Paul of Portland, Oregon, if the Society of St. Vincent de Paul of Portland, Oregon, is at the time of such distribution a charity recognized as a qualified charitable institution pursuant to Section 501(c)(3) of the Internal Revenue Code. If the Society of St. Vincent de Paul of Portland, Oregon, is not so recognized, then such distribution may be made to any other charity which is then recognized as a qualified charitable institution pursuant to Section 501(c)(3) of the Internal Revenue Code.

ADOPTED: December 5th 2009

Corporate Officer: _____


Secretary