

**BYLAWS
OF
EMERGENCY VOLUNTEER CORPS OF NEHALEM BAY**

Adopted by the Board of Directors
April 26, 2010

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BYLAWS OF EMERGENCY VOLUNTEER CORPS OF NEHALEM BAY

ARTICLE 1 NONPROFIT PURPOSES

SECTION 1.1 ARTICLES OF INCORPORATION

Emergency Volunteer Corps of Nehalem Bay (hereinafter "Corporation") is incorporated as a Public Benefit Corporation according to its Nonprofit Articles of Incorporation as filed and registered with the Secretary of State of the State of Oregon on March 26, 2010. The Articles of Incorporation are the foremost legal document of the Corporation and fully indemnify directors and officers and limit liability for directors and officers to the fullest extent provided by law. Each director shall be provided with a copy of the Articles of Incorporation and these Bylaws so as to properly govern the Corporation.

SECTION 1.2 NONPROFIT PURPOSES

The Corporation is organized exclusively for charitable and educational purposes and such other purposes that are described under section 501(c)(3) of the Internal Revenue Code. On dissolution, the Corporation shall comply with the dissolution provisions of the Articles of Incorporation. The Corporation is organized and shall be operated at all times to comply with Section 501(c)(3) of the Internal Revenue Code, the Oregon Nonprofit Corporation Act, ORS Ch. 65, and any other federal, state and local laws to qualify it for nonprofit, tax-exempt status.

SECTION 1.3 THE CORPORATION'S PURPOSE – MISSION

The Corporation's purpose is to:

- Organize and coordinate community emergency volunteer activity and community education in Nehalem Bay region of Tillamook County as defined by the boundaries of Nehalem Bay Fire & Rescue District
- Through community volunteers, assist emergency disaster preparedness, response and recovery in the Nehalem Bay region
- Partner with the Nehalem Bay Fire & Rescue District to support and augment their critical emergency response and educational outreach
- Enhance and develop the Emergency Volunteer Corps' ability to act as a resource for other organizations with a similar purpose.

ARTICLE 2 OFFICE

The mailing address of the principal office of the Corporation on file with the Secretary of State is P.O. Box 598, Manzanita OR 97130. The mailing address of the principal office is where all federal and state agencies send notifications of annual reports, annual filing fees and other vital information as to the operations of the Corporation. The principal office may be changed by a resolution of the Board of Directors and filing such change with the Secretary of State, Corporation Division (and notification to all other governmental agencies with regulatory authority of the Corporation, such as the Internal Revenue Service).

ARTICLE 3 BOARD OF DIRECTORS

SECTION 3.1 POWERS

The Board of Directors (the "Board") shall, or it may direct others to, conduct the activities and affairs of the Corporation. The Board shall exercise all corporate power unless delegated

according to Section 3.2. Though the Corporation may have members for such purposes as decided by the Board, it is not a member-based nonprofit corporation under Oregon law, and members shall have no vote.

SECTION 3.2 DELEGATION OF POWERS

The Board at a regular or special meeting by a majority vote of the directors in office at the time the vote is taken may delegate some or all of its powers to a person, persons or committee as provided in the Articles of Incorporation and Bylaws. (See also Article 6 of these Bylaws with respect to delegation to committees.) To the extent so authorized, any such person, persons or committee shall have the duties and responsibilities of the directors, and the directors shall be relieved to that extent from such duties and responsibilities.

SECTION 3.3 DUTIES and RESPONSIBILITIES

In accordance with Oregon law, a director shall discharge the duties of a director, including the director's duties as a member of a committee: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner the director reasonably believes to be in the best interests of the Corporation.

The general responsibilities of a board of directors is to ensure the Corporation acts according to its mission and purpose, ensure legal compliance, provide proper financial oversight, ensure adequate Corporate resources and properly manage and use Corporate assets, oversee programs and services, set policies, plan, and maintain public relations.

Board members will diligently prepare for, attend, and participate in meetings of the Board and any committees, as needed, to carry out the duties and responsibilities of a director and of the Board.

SECTION 3.4 NUMBERS

The Corporation shall have from five (5) to fifteen (15) directors, with the specific number as decided by the Board, and collectively they shall be known as the Board of Directors ("Board").

SECTION 3.5 ELECTION OF DIRECTORS

Directors shall be elected by the Board at the Annual Meeting as described in Section 4.3.

SECTION 3.6 TERMS OF OFFICE

A director shall serve for a three (3) year term and may be re-elected without limit. In order to provide continuity, Board member's terms will be staggered at the Organizational Meeting of the Corporation and terms may be staggered by Board Action. A director may continue to serve after the expiration of his or her term until the Board holds an election for the position at an Annual Meeting.

SECTION 3.7 COMPENSATION

Directors shall serve without compensation in their position as director.

Directors may receive reasonable advancement or reimbursement of expenses incurred in the performance of their duties provided that the Board approves such expenses.

Notwithstanding the above, upon approval of the Board and subject to the conflict of interest provisions of Article 7, a director may receive:

reasonable compensation from the Corporation for other services actually performed;
reasonable payment for property received by the Corporation; and
reasonable payment of benefits that are in furtherance of the Corporation's purpose.

SECTION 3.8 MEDIA RELATIONSHIPS

Public understanding of and support for the Corporation is fundamental to its success. Board members shall not represent the Corporation to the media without Board authorization. The

primary media contact shall be the President. The President may designate an officer or director to serve as media contact.

SECTION 3.9 VACANCIES. RESIGNATION, REMOVAL

Any director may resign by giving written notice to the President to deliver to the Board. Once delivered to the Board, a notice of resignation is irrevocable unless revocation is permitted by the Board.

Directors may be removed or suspended from office with or without cause by the vote of two-thirds (2/3) of the directors in office at the time the vote is taken at a regular Board meeting or a special meeting called for that purpose.

A vacancy occurs on the Board if the number of directors is less than five (5) or such greater number as determined by the Board. The Board shall fill such a vacancy by an election of the Board. If the number of directors in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the directors then in office. A person elected to fill a vacancy on the Board shall hold office until the next Annual Meeting at which time a regular election of the Board occurs.

ARTICLE 4 MEETINGS

SECTION 4.1 REGULAR MEETINGS

The Board shall have regular meetings as required to carry out the business of the Corporation. Regular meetings shall be at such place and time as determined by the Board.

SECTION 4.2 SPECIAL MEETINGS

Special meetings of the Board may be called by the President or two (2) of the directors with notice given to each director by the one calling the meeting within at least two days prior to such meeting. Any or all directors may waive notice of any special meeting if the waiver is in writing, signed by such director, specifies the meeting for which the meeting is waived and filed with the corporate minutes or records.

SECTION 4.3 ANNUAL MEETING

An Annual Meeting of the Board shall be held each year in April and shall be the meeting during which directors are elected for a three (3) year term and officers are elected for a three (3) year term. Elections shall occur by a Board vote on a slate of director and officer candidates. The process of selecting such candidates will be determined by the President. The date of the annual meeting may be changed for any year by Board action. If the date is changed, directors and officers will hold office until the Annual Meeting at which elections shall occur.

SECTION 4.4 QUORUM FOR MEETINGS

A quorum consists of a majority of directors holding office immediately prior to any meeting. No decisions requiring Board action shall be made by the Board at any meeting at which the required quorum is not present. In the event fewer directors than a quorum are present, the remaining directors may upon a simple majority adjourn the meeting to another day and/or time. Notice of the reconvened meeting shall be given to each director.

SECTION 4.5 TELECOMMUNICATIONS

Any regular or special meeting of the Board may be held by telephone or telecommunications in which all directors participating may hear or read each other's communication during the meeting. A meeting may also be conducted electronically where all communications during the meeting are immediately transmitted to each participating director and each director is able to immediately send messages to all other participating directors. An e-mail meeting may be

conducted by the Board as long as all directors are notified via a list maintained by the Corporation containing current e-mail addresses for all Board members. A quorum must participate in the vote and the vote must be supported by majority vote. A motion must be posted to the list for seven days during which time directors may comment on the motion using the "reply all" on the list. Then, all comments are to be compiled and re-circulated to the Board with the motion to the list. Each board member shall then have seven more days in which to post a vote to the list. The final e-mail votes of the Board will be Board Action and placed in corporate records by the Secretary.

SECTION 4.6 CONDUCT OF MEETINGS

Meetings of the Board shall be presided over by the President, or in his or her absence, by a Vice President. The procedure of discussion and resolution of issues generally is as follows:

1. Statement of agenda item
2. Discussion
3. Motion from the discussion
4. Call for the vote--discussion is over and the motion is restated with any amendments
5. Vote

SECTION 4.7 BOARD ACTION

Except as provided specifically below, every decision by the Board to be considered Board Action or an act of the Board requires a vote by the majority of directors present at a meeting at which a quorum is present. In the following circumstances, the Oregon Nonprofit Corporation Act requires:

- 1) a vote of the majority of directors in office at the time the vote is taken and present at a meeting:
 - (a) to establish committees to exercise board functions as provided in Section 3.2 and Section 6.2,
 - (b) to amend the Articles of Incorporation and Bylaws as provided in Article 10,
 - (c) to sell assets not in the regular course of business,
 - (d) to merge, and
 - (e) to dissolve,
- 2) in the case of conflicts of interest, a majority of directors in office who have no direct or indirect interest in the transaction as provided in the policies of Article 7; and
- 3) in the case of removing a director, two-third (2/3) vote of all directors in office as provided in Section 3.9.

A director who is present at a meeting when Board Action is taken is deemed to have assented to the action unless the director's objection or abstention to the vote is entered into the minutes of the meeting or the director delivers written notice of such objection or abstention to the Secretary immediately after adjournment of the meeting.

SECTION 4.8 BOARD ACTION BY UNANIMOUS CONSENT IN WRITING

Any Board Action required by these Bylaws to be taken at a meeting of the Board, may be taken without a meeting by a unanimous "consent in writing". A unanimous consent in writing is a written motion sent to all directors on the Board for Board vote. If all directors unanimously approve or unanimously disapprove the motion and each director signs the written motion to verify the vote, the motion and vote is considered Board action. A unanimous consent in writing may be transmitted or received electronically provided that electronic signatures and communications are verified by the Secretary. Motions are adopted and effective on the date that all directors have responded. The final email votes of the Board are Board Action and placed in corporate records by the Secretary.

SECTION 4.9 NOTICE

Any written notice that is to be delivered to a director pursuant to these Bylaws may be delivered by electronic mail (e-mail) provided that the Secretary has received the consent of the

director to such form of delivery.

ARTICLE 5 OFFICERS

SECTION 5.1 ELECTION OF OFFICERS

The Corporation shall have a President, two Vice-Presidents (North and South as described at Section 5.5), Secretary and Treasurer as elected by the Board from directors of the Board. Officers shall be nominated and elected at the Annual Meeting for a three (3) year term as described in Section 4.3. An officer may continue to serve after the expiration of his or her term until such officer is replaced by an election for the position at an Annual Meeting.

SECTION 5.2 RESIGNATION, REMOVAL and VACANCY OF OFFICERS

An officer may resign at any time by delivering notice to the Board in the manner and procedure as described for directors in Section 3.9. An officer may be removed with or without cause by a majority vote of the Board at a meeting where a quorum is present. Any vacancy in an officer position shall be filled by an election of the Board at any regular or special meeting. Such person shall hold such office until the next Annual Meeting at which time regular elections of officers shall occur.

SECTION 5.3 DUTIES OF PRESIDENT

The President shall preside at all Board meetings at which he or she is present. Except as otherwise provided by the Board and in accordance with Section 8.3, the President shall sign for the Corporation all contracts, agreements and other formal instruments as the Board has agreed to by Board action. The President may establish and shall appoint members to committees as described in Section 6.1 and shall be an ex officio voting member of all committees. The President shall determine the process for selecting candidates for the Board and officers as provided in Section 4.3. The President shall have such other duties and responsibilities as may be determined by resolutions and/or policies of the Board. The President may vote on all matters as a director on the Board.

SECTION 5.4 DUTIES OF SECRETARY

The Secretary shall have overall responsibility for all record-keeping of the Corporation, including authenticating Corporate records, and for notices to the Board of special Board meetings. The Secretary may delegate these responsibilities provided that he or she supervises such delegation. The Secretary shall record and/or supervise the recording of the minutes of all meetings of the Board and present the transcribed minutes at or before the next proceeding Board meeting. Minutes shall include at least the following:

- a) Names of all Board members present;
- b) All motions, proposals and resolutions proposed and their disposition;
- c) The results of all decisions;
- d) The substance of any discussion, and
- e) Reference to any document discussed.

The Secretary shall distribute and collect the annual statements from each director regarding conflicts of interest as part of the conflict of interest policy described at Section 7.1.

SECTION 5.5 DUTIES OF NORTH AND SOUTH VICE-PRESIDENTS

The North Vice-President shall reside on the north side of the Nehalem River. The South Vice-President shall reside on the south side of the Nehalem River. The Vice-Presidents shall be responsible for the organization of volunteer resources on his or her respective side of the Nehalem River in the case of emergency. The Vice-Presidents shall perform the duties of the

President in the President's absence, shall oversee the Board's compliance with these Bylaws so the Board employs the necessary corporate formalities and shall have such other duties and responsibilities as determined by resolutions and/or policies of the Board.

SECTION 5.6 DUTIES OF TREASURER

The Treasurer shall be the chief financial officer of the Corporation and chair of the Finance Committee. The Treasurer, in conjunction with the Finance Committee, shall be responsible for the maintenance and/or oversight of proper records of all financial and banking transactions of the Corporation, shall have the authority to sign finances as described in Article 8, shall prepare or oversee the preparation of the annual budget of the Corporation, shall prepare or oversee the preparation and review of the annual financial returns prior to filing with the federal and state government, and shall comply with all financial policies of the Board. The Treasurer shall report the financial condition of the Corporation at each Board meeting and shall report on the annual returns filed with the federal and state government to the Board each year. The Treasurer shall have such other duties and responsibilities as determined by resolutions and/or policies of the Board

SECTION 5.7 OTHER OFFICERS

The Board may appoint or elect any other officer and assistant officers and prescribe duties to such office as it deems necessary to carry out the functions of the Corporation.

ARTICLE 6 COMMITTEES

SECTION 6.1 COMMITTEES

Committees may exercise functions of the Board or may be advisory committees. Committees that exercise any function of the Board shall be composed of only directors and shall comply with Section 6.2. Advisory committees may include members who are not on the Board. The President may establish and shall appoint members to advisory committees as he or she deems necessary and desirable.

SECTION 6.2 COMMITTEES EXERCISING BOARD FUNCTIONS

Any committee that exercises any function of the Board shall be composed of two or more directors and elected by the Board at a meeting by a majority vote of all directors in office. A committee exercising Board functions shall function in a manner similar to a board of directors in that it shall provide notice to committee members of all meetings and shall record minutes of all committee meetings. A quorum at a committee meeting exercising Board functions shall be a majority of all committee members immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of committee members present.

SECTION 6.3 EXECUTIVE COMMITTEE

The Executive Committee is a committee that exercises a function of the Board and shall comply with Section 6.2 because it can act on behalf of the Board between Board meetings. The Executive Committee shall consist of the officers, and one or more directors as selected by the President and appointed by the Board by a majority vote of all directors in office. The Executive Committee may develop an annual work plan for the Corporation, provide an annual budget in conjunction with the Finance Committee, and, as may be necessary from time to time, act on behalf of the Board of Directors between Board meetings. Any decision and action made by the Executive Committee on behalf of the Board shall be ratified by the Board at the Board meeting next following the Executive Committee decision.

SECTION 6.4 FINANCE COMMITTEE

The Finance Committee shall ensure that policies and procedures for sound financial management of the Corporation's assets are adopted by the Board. The Finance Committee

shall consist of the Treasurer as Chair and at least two other persons appointed by the President. The Finance Committee is an advisory committee and shall be responsible to the Board of Directors for monitoring the financial affairs of the Corporation and making recommendations to the Board of Directors whenever it is deemed appropriate. The Board of Directors may, by vote of the Board, contract with an outside agency for fiscal administration of the Corporation's financial resources.

SECTION 6.5 LIMITATIONS ON POWERS OF COMMITTEES

No committee may: authorize payment of a dividend or any part of the income or profit of the Corporation to its directors or officers; approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the corporation's assets; elect, appoint or remove directors or fill vacancies on the Board or on any of its committees exercising Board functions; or adopt, amend, or repeal the Articles, Bylaws, or any resolution of the Board.

ARTICLE 7 CONFLICT OF INTEREST and WHISTLE-BLOWING POLICIES

SECTION 7.1 DIRECTORS' CONFLICT OF INTEREST

Directors shall disclose their personal interest when discussing any issue that may provide a conflict. A conflict is present whenever the Corporation pays money or other compensation or provides a tangible benefit to a director, family member of the director, a business in which a director is owner or employee, or a corporation or trust (nonprofit or profit) in which the director is a director, officer or trustee. In the event of a conflict of interest, the Board shall follow the conflict of interest policy adopted by the Board. This means generally that the director who has the conflict shall recuse him or herself from voting on any issue when a conflict of interest exists.

SECTION 7.2 WHISTLE-BLOWING POLICY

A director shall act with a director's legal duties of care and loyalty and with the ethical standards and willingness to disclose any wrongful acts in accordance with the whistle-blowing policy adopted by the Board of Directors.

ARTICLE 8 FINANCES AND CONTRACTS

SECTION 8.1 FISCAL YEAR

The Corporation's fiscal year is July 1-June 30.

SECTION 8.2 FUNDS

All funds of the Corporation shall be under the supervision of the Board with the duties delegated to the Finance Committee and Treasurer as provided in these Bylaws. The President or Treasurer is authorized to receive all monies due and payable to the Corporation, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefore. Funds of the Corporation may be deposited in such bank or banks or with such other corporations, firms, or individuals, as the Board of Directors may from time to time designate. Payments from corporate funds of amounts equal to or in excess of one thousand dollars (\$1,000.00) shall require the signature of two officers. Payments of amounts less than one thousand dollars (\$1,000.00) shall require the signature of one officer. Financial duties and responsibilities shall be separated so that no one person has sole control over the funds of the Corporation.

SECTION 8.3 CONTRACTS

All contracts for the Corporation shall be under the supervision of the Board and shall be handled as provided in these Bylaws as provided under Section 5.3, duties of the President, or in the President's absence, a Vice-President. All contracts shall be approved by the Board or the Executive Committee prior to any obligation by the Corporation unless the Board has

authorized by Board Action certain types or amounts of contracts to be entered into by the President or other officer without pre-approval by the Board.

SECTION 8.4 AUTHORITY TO BIND CORPORATION

Unless the Board authorizes the execution of instruments as described in these Bylaws, by resolution or its policies, no director, officer, committee, employee or agent shall have the authority to bind the Corporation by any contract or instrument or pledge its credit or render it liable monetarily for any purpose or in any amount.

ARTICLE 9 CORPORATE RECORDS

SECTION 9.1 MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office, or such other location as designated by the Board:

Articles of Incorporation and Bylaws as amended to date;

Minutes of all meetings of the Board and committees exercising Board functions in the manner described in Sections 5.4 and 6.2;

Books and records of all financial accounts as described under Section 8.2;

A list of the names and business or home addresses of its current Board;

Copies of the annual financial statements and annual audits (if any) for the three most recent years;

Copies of the federal, state, and local income tax returns and reports for the three most recent years;

Copies of the most recent annual report delivered to the Secretary of State of Oregon;

Copies of federal and state tax exemption materials; and any other document or information necessary to the maintenance and operation of the Corporation; and

Any other document or information necessary to the maintenance and operation of the Corporation.

SECTION 9.2 INSPECTION OF RECORDS

Each director, or designated agent of such director, shall have the right during regular business hours to inspect, copy and make extracts of all books, records and documents of every kind and to inspect the physical properties of the Corporation. Inspection of Corporate records by request of the public or governmental entities or agencies may be permitted as determined by the Board or Executive Committee after consideration of the Corporation's interest in non-disclosure and the reason for the request.

SECTION 9.3 RECORD RETENTION

The Corporation shall retain records in accordance with the Record Retention Policy adopted by the Board. All permitted document destruction shall be halted if the Corporation is being investigated by a governmental law enforcement agency, and routine destruction shall not be resumed without the written approval of the President or legal counsel.

ARTICLE 10 AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

SECTION 10.1 AMENDMENT OF ARTICLES OF INCORPORATION

The Board by a majority vote of the directors in office at a regular or special board meeting may amend and/or restate the Articles of Incorporation provided that notice is given as described in Section 10.3 and such amendments and/or restatement is filed with the Office of the Secretary of State of the State of Oregon in accordance with the Oregon Nonprofit Corporation Act. (ORS ' ' 65.431-65.451)

SECTION 10.2 AMENDMENT OF BYLAWS

The Board by a majority vote of all directors in office a regular or special board meeting may amend, restate and/or repeal these Bylaws, in whole or in part, provided that notice is given in accordance with Section 10.3.

SECTION 10.3 NOTICE

Notice shall be provided to the Board at least two days prior to any meeting that states that a purpose of the meeting is to consider a proposed amendment and contain or be accompanied by a copy or summary of the amendment.

END

**ADOPTION OF BYLAWS
OF
EMERGENCY VOLUNTEER CORPS OF NEHALEM BAY**

The initial directors of Emergency Volunteer Corps of Nehalem Bay adopted the foregoing Bylaws as Bylaws of the corporation, Emergency Volunteer Corps of Nehalem Bay, on April 26, 2010.

Secretary