

**BYLAWS  
OF  
THE DPI GROUP  
(an Oregon nonprofit public benefit corporation)**

**ARTICLE I  
NAME**

- 1.1 Name. The name of the corporation is The DPI Group (the "Corporation"). The Corporation is an Oregon non-profit corporation.

**ARTICLE II  
PURPOSE AND POWERS**

2.1 Purpose. The Corporation is organized and shall be operated exclusively (a) for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code"), and (b) to provide services to people with disabilities including employment, counseling, evaluation, education, job training, and treatment, without regard to race, religion, sex, or national origin.

2.2 Powers. Subject to the foregoing purposes, the restrictions in the Articles of Incorporation of the Corporation (the "Articles of Incorporation") and the requirements of Code Section 501(c)(3), the Corporation shall have and may exercise all the rights and powers of a nonprofit corporation under the Oregon Nonprofit Corporation Act.

**ARTICLE III  
DIRECTORS**

3.1 Powers. All corporate powers shall be exercised by or under the authority of the Board and the affairs of The DPI Group shall be managed under the direction of the Board, except as otherwise provided by law.

3.2 Number. The number of directors may vary between a minimum of five (5) and a maximum of nine (9).

3.3 Election and Term of Office. Directors may be elected at any regular meeting of the Board of Directors by a majority vote of the directors then in office. Directors shall serve a term of three (3) years, or until their successors have been elected and take office. At the end of a term, a Director must affirmatively restate his/her commitment to a new term of office.

3.4 Removal. A Director may be removed, with or without cause, by the affirmative vote of at least two-thirds (2/3) of the Board of Directors at any Board meeting. The notice of such meeting shall state that the purpose or one of the purposes of the meeting is the removal of the Director.

3.5 Vacancies. Any vacancy occurring in the Board of Directors for any reason, including a vacancy resulting from an increase in the number of Directors may be filled by the affirmative vote of a majority of the Directors then in office.

3.6 Resignation. Any director may resign at any time by delivering hand written or electronic notice of resignation to the Chair or Secretary. Such resignation shall be effective on receipt unless it is specified therein to be effective at a later time, and acceptance of the resignation shall not be necessary.

3.7 Compensation. Directors shall serve without compensation for services. A director may receive reimbursement for actual and reasonable expenses incurred in performing his or her duties upon the approval of the Board of Directors. The Corporation shall not make any loan to any member of the Board of Directors.

3.8 Annual Meeting. The annual meeting of the Board of Directors shall be held at a date, time and place determined by the Chair.

3.9 Regular Meetings. The Board of Directors may from time to time establish regular meetings of the Board, the specific date, time and place to be determined by the Chair.

3.10 Special Meetings. Special meetings of the Board of Directors may be called by the Chair or any two directors.

3.11 Notice of Meeting. Written notice of the annual meeting of the Board of Directors shall be given at least twenty (20) days before the meeting. Written or oral notice of a regular meeting shall be given at least five (5) days before the meeting. Written or oral notice of a special meeting shall be given at least 48 hours before the meeting. The notice shall in each case specify the date, time and place of the meeting and notice shall be sufficient if actually received at or before the required time. Written notice may be given by hand-delivery or any form of electronic communication. Written notice sent by electronic mail is effective if mailed not less than 24 hours before the required time. Notices shall be sent to the director's email address shown on the corporate records or to the director's actual address ascertained by the person giving notice. Oral notice may be delivered in person or by telephone. Except as otherwise required by law, the Articles of Incorporation, or these bylaws, neither the business to be transacted at nor the purpose of any meeting of the Board of Directors need be specified in the notice.

3.12 Waiver of Notice. Whenever any notice is required to be given to any director, a waiver thereof in writing, signed by the director entitled to such notice, whether before or after the event specified in the waiver, shall be deemed equivalent to the giving of such notice. Furthermore, the attendance of a director at a 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.

3.13 Action Without a Meeting. Any action that is required or permitted to be taken by the directors at a meeting may be taken without a meeting if a consent in writing setting forth the action is signed by all of the directors entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent. Electronic signatures shall be equivalent to original signatures in ink unless otherwise required by law or the Articles of Incorporation.

3.14 Meeting by Electronic Communication. The Board of Directors may hold a meeting by means through which all persons participating in the meeting can communicate with each other, such as by use of telephone conference or video conference or any other means of communication by which either of the following occurs: (a) all directors participating may simultaneously hear or read each other's communications during the meeting; or (b) all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. Participation in such meeting by such other means shall constitute presence in person at the meeting.

3.15 Quorum; Majority Vote. A majority of the number of directors in office at the time of a meeting of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. 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 of Directors, unless a different number is required by law, the Articles of Incorporation, or these bylaws. A minority of the directors, in the absence of a quorum, may adjourn and reconvene from time to time but may not transact any business.

#### **ARTICLE IV** **OFFICERS**

4.1 Designation. The officers of the Corporation shall be a Chair, a Chief Executive Officer/President, a Vice-Chair, and a Secretary. Other officers as may be deemed necessary may be elected by the Board of Directors and shall have such powers and duties as may be prescribed by the Board. The same individual may hold two or more offices.

4.2 Qualification. The Chair, the Vice-Chair, and the Secretary must be a member of the Board of Directors. The President and any other officer may be a member of the Board of Directors if elected to the Board of Directors pursuant to the provisions of Article III of these bylaws.

4.3 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office until a successor is duly elected or until the officer's resignation, death or removal.

- 4.4 Resignation. An officer who is a member of the Board of Directors and the President may resign as an officer of the Corporation at any time by delivering written notice of resignation to the Chair or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at a later time. The Board of Directors may reject any postdated resignation by notice in writing to the resigning officer. An officer who is not a member of the Board of Directors may resign at any time by delivering written notice of resignation to the President of the Corporation. Any such resignation shall be effective upon receipt unless it is specified to be effective at a later time. The President may reject any postdated resignation of an officer who is not a member of the Board of Directors by notice in writing to the resigning officer.
- 4.5 Removal. The Board of Directors may remove any officer, with or without cause, by the affirmative vote of a majority of the directors then in office, at any meeting of the Board of Directors. Removal shall be without prejudice to the contract rights, if any, of the person removed. Election of an officer shall not of itself create contract rights.
- 4.6 Vacancies. A vacancy in any office because of death, resignation, removal or otherwise shall be named by the Board of Directors for the unexpired portion of the term.
- 4.7 Compensation. The Chair, the Vice-Chair, and the Secretary shall serve without compensation for services. However, they may receive reimbursement for actual and reasonable expenses incurred in performing their duties upon the approval of the Board of Directors. The President may receive such reasonable compensation for his or her services as may from time to time be fixed by the Board of Directors.
- 4.8 Chair. The Chair shall preside at all meetings of the Board of Directors and shall generally preside over the business and affairs of the Board of Directors. The Chair shall have such other powers and duties as may be prescribed by the Board of Directors.
- 4.9 President. The President shall, subject to the control, direction, and oversight of the Board of Directors, have the authority and responsibility to manage the daily business, affairs, and operations of the Corporation, as delegated to him or her from time to time by the Board of Directors. The President shall implement the policies of the Board of Directors and fulfill the responsibilities set forth in his or her job description. The President shall (a) cause to be kept correct and complete records of account showing the financial condition of the Corporation, (b) be legal custodian of all moneys, notes, securities and other valuables that may come into the possession of the Corporation, (c) cause all funds of the Corporation to be deposited in depositories that the Board of Directors may designate, (d) cause the payment of corporate obligations only on the checks of the Corporation signed in the manner authorized by the Board of Directors, (e) cause to be presented to the Board of Directors regular statements of the Corporation's financial position and operations and such other financial information regarding the Corporation as may be required by the Board of Directors, (f) cause the Corporation to file all necessary tax returns, (g) cause to be maintained the record of all gifts, grants, contributions, gross receipts from sales of merchandise, performance of services, or furnishing or facilities, and (h) report to the Board of Directors any irregularities found by him or her in the receipt and payment of the Corporation's funds.

4.10 Vice-Chair. The Vice-Chair shall perform such duties as the Board of Directors shall prescribe. In the absence or disability of the Chair, the Chair's duties and powers shall be performed and exercised by the Vice-Chair.

4.11 Secretary. The Secretary shall give or cause to be given such notice of the meetings of the Board of Directors as is required by law or these bylaws. The Secretary shall be responsible for authenticating resolutions and other records of the Corporation and shall perform such other duties as may be prescribed by the Board of Directors.

## **ARTICLE V** **COMMITTEES**

5.1 General. The Board of Directors shall have an Executive Committee, a Governance Committee, and a Finance Committee as described in this Article V. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create such other committees as the Board of Directors may, from time to time, deem appropriate.

5.2 Executive Committee. The Executive Committee shall consist of the Chair, the Vice-Chair, the Secretary, and, if a member of the Board of Directors, the immediate past Chair. One or two additional members of the Board of Directors may serve on the Executive Committee if elected to serve by the Board of Directors. The Chair shall act as chair of the Executive Committee. Between meetings of the Board of Directors, the Executive Committee shall, subject to such limitations as may be imposed by resolution of the Board of Directors or applicable law, have and exercise all the power and authority of the Board of Directors in the management of the Corporation. Proposed actions must be ratified at the next Board Meeting.

5.3 Other Committees. Any other committees shall consist of at least two (2) members of the Board of Directors. The Chair shall be a nonvoting ex-officio member of any other committees of the Board of Directors.

5.4 Authority. Each committee shall have and may exercise such powers and authority as may be conferred by the Board of Directors, but no committee shall in any event have the power or authority to (a) amend, alter or repeal these bylaws or the Articles of Incorporation, (b) elect, appoint, or remove any director or officer, (c) approve dissolution or merger or any sale, pledge, or transfer of all or substantially all of the Corporation's assets, or (d) authorize any distribution of the assets of the Corporation. The designation and appointment shall not operate to relieve the Board of Directors or any individual member of the Board of Directors of any responsibility imposed by law.

5.5 Meetings. Members of committees shall meet at the call of the chair of the Committee at such place as the chair shall designate after reasonable notice has been given to each committee member. Each committee shall report its actions to the Board of Directors. Any action that may

be taken by a committee at a meeting may be taken without a meeting if consent in writing setting forth the action taken is signed by all members of the committee entitled to vote on the matter. Electronic signatures shall be equivalent to original signatures in ink unless otherwise required by law. The action shall be effective on the date when the last signature is placed on the consent. Such consent may be signed in counterparts.

5.6 Quorum. A majority of the members of a committee shall constitute a quorum for the transaction of business at any committee meeting, and any action or decision of a committee shall require a majority vote of the quorum present at the meeting. Committees may meet through alternative means as described in Section 3.14 of Article III of these bylaws.

## **ARTICLE VI**

### **PRESIDENT/ CHIEF EXECUTIVE OFFICER**

6.1 Employment. The Board of Directors shall employ the President. The President shall serve at the pleasure of the Board. The President shall also have the title of Chief Executive Officer of the Corporation.

6.2 Duties. The President's duties are described in Section 4.9 of these Bylaws. The President's duties shall be further described in the President's job description as may be adopted by the Board of Directors from time to time.

## **ARTICLE VII**

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

7.1 Generally. The Corporation shall to the fullest extent permitted by law indemnify any person who is or was a director or officer of the Corporation against any and all liability incurred by such person in connection with any claim, action, suit or proceeding or any threatened claim, action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director or officer of the Corporation, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal proceeding such person had no reasonable cause to believe the conduct was unlawful. Liability and expenses include reasonable attorneys' fees, judgments, fines, costs and amounts actually paid in settlement. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal proceeding, had reasonable cause to believe that such conduct was unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights to which any such director or officer may be entitled under any statute, bylaw, agreement or otherwise.

7.2 Actions by or in the Right of the Corporation. In connection with any proceeding brought by or in the right of the Corporation, the Corporation may not indemnify any person who is or was a director or officer of the Corporation if such person has been adjudged by a court of law to be liable to the Corporation, unless the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability, in view of all the circumstances of the case such person is fairly and reasonably entitled to indemnity.

7.3 Self-Interested Transactions. The Corporation may not indemnify any person who is or was a director or officer of the Corporation in connection with any proceeding charging improper personal benefit to such person in which such person has been adjudged liable on the basis that personal benefit was improperly received by such person, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, in view of all circumstances of the case such person is fairly and reasonably entitled to indemnity.

7.4 Determination of the Propriety of Indemnification. The determination that indemnification is proper shall be made by the majority vote of a quorum consisting of the directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the Board of Directors, consisting of at least two (2) directors who were not parties to the proceeding. If there are not two (2) directors who were not parties to the proceeding, a majority of the full Board of Directors, including directors who were parties to the proceeding, shall select special legal counsel to determine whether indemnification is proper.

7.5 Evaluation of Expenses. An evaluation as to the reasonableness of expenses shall be made by the majority vote of a quorum consisting of directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the Board of Directors, consisting of at least two (2) directors who were not parties to the proceeding. If there are not two (2) directors who were not parties to the proceeding, a majority of the full Board of Directors, including directors who were parties to the proceeding, shall evaluate the reasonableness of expenses.

7.6 Notice to the Attorney General. A director or officer shall not be indemnified by the Corporation until 20 days after the effective date of written notice to the Attorney General of the State of Oregon of the proposed indemnification.

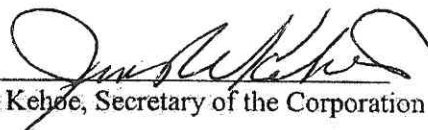
7.7 Advance of Expenses. Expenses incurred with respect to any claim, action, suit or other proceeding of the character described in this article may be advanced by the Corporation prior to the final disposition of such proceeding if (a) the director or officer provides written affirmation to the Corporation of such person's good faith belief that such person satisfies the criteria for indemnification and (b) the director or officer gives the Corporation a written undertaking to repay the advanced amount if it is ultimately determined that the director or officer is not entitled to indemnification under this article. The undertaking shall be a general obligation of the director or officer, but need not be secured and may be accepted by the Board of Directors without reference to the director or officer's financial ability to make repayment.

7.8 Insurance. The Board of Directors shall have the power to purchase insurance on behalf of any individual who is or was an officer or director of the Corporation against liability asserted against or incurred by such individual arising out of such individual's status as a director or officer of the Corporation, whether or not the Corporation would have the power to indemnify such individual against liability under the provisions of this article.

**ARTICLE VIII**  
**AMENDMENT**

8.1 Bylaw Changes. The Board of Directors may amend or repeal these bylaws or adopt new bylaws by the affirmative vote of at least two-thirds (2/3) of the directors then in office, at any meeting of the Board of Directors. The meeting notice shall state that a purpose of the meeting is to consider an amendment to the bylaws and shall contain a copy or summary of the proposed amendment.

The foregoing bylaws were duly adopted by the Board of Directors on the 24<sup>th</sup> day of June, 2019.

  
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Jim Kehoe, Secretary of the Corporation