

BYLAWS
OF THE
NATIONAL ANIMAL LIFE AND LIBERTY ASSOCIATION

Adopted on September 16, 2026

ARTICLE 1 — GENERAL

1.1 Name. The name of the corporation is the National Animal Life and Liberty Association (the "Association").

1.2 Classification. The Association is an Oregon public benefit corporation.

1.3 Purpose. The Association is organized for the purposes set forth in Article III of its Articles of Incorporation, may engage in the activities described in Article IV, and shall conduct its work in accordance with the principles set forth in Article V. These Bylaws shall be interpreted consistently with the Articles.

1.4 Offices. The Association shall maintain a registered office and registered agent in Oregon as required by ORS 65.111. The principal office may be located within or outside Oregon as the board determines.

1.5 Fiscal Year. The fiscal year shall end on June 30.

1.6 Statutory References. References in these Bylaws to provisions of the Oregon Revised Statutes are for convenience and refer to those provisions as amended from time to time and to any successor provisions. In the event of a conflict between these Bylaws and applicable law, the law controls, except where the law permits the Articles or these Bylaws to impose a greater vote or additional requirement.

ARTICLE 2 — MEMBERS

2.1 Members. Any individual who supports the purpose of the Association and has paid current dues as described under Section 2.3 is a Member. A Member who has been in good standing continuously for at least two years and has attended at least two annual meetings is an Established Member.

2.2 Admission. A person becomes a Member upon payment of dues. No approval by the board or any officer is required.

2.3 Dues. Annual dues for Members are not less than **\$24**, payable either as a single annual payment or in twelve monthly installments. A Member may contribute any greater amount. Amounts paid in excess of the minimum, and amounts paid for a prior term, do not satisfy the minimum for any subsequent term.

2.4 Inflation Adjustment. The minimum dues amount is intended to approximate the present value of one dollar in 1869. This amount shall be adjusted at the start of each fiscal year according to the change in the Consumer Price Index for All Urban Consumers (CPI-U), U.S. city average, all items, published by the U.S. Bureau of Labor Statistics, measured from the annual average Consumer Price Index for 1869. The minimum dues amount shall remain at the then-current amount until the indexed value equals or exceeds the next multiple of \$12 above that amount, at which point the floor shall be set to that multiple. The Treasurer shall compute the adjustment and give notice to the board and to all members not less than sixty days before it takes effect.

2.5 Successor Index. If the CPI-U is discontinued or materially restructured, the board shall designate a substantially equivalent successor index, subject to ratification by the members at the next annual meeting.

2.6 Member Approval of Dues Changes. Any change to the dues amount other than an adjustment under Section 2.4, and any amendment to Sections 2.3 through 2.6, requires approval by a majority of the votes cast by members.

2.7 Membership Term.

(a) *Annual payment.* Membership runs for twelve months from the date payment is received and renews upon payment for the following term.

(b) *Monthly payment.* Membership continues from month to month so long as monthly installments remain current.

2.8 Good Standing and Lapse. Membership lapses automatically if dues remain unpaid more than sixty days after the date due. A Member is in good standing while dues are current or in arrears for sixty days or less. The Treasurer shall notify a Member in arrears at least fifteen days before membership lapses, but failure to do so does not prevent lapse. A person whose membership has lapsed may rejoin at any time by paying current dues.

2.9 Rights of Members. The rights of members are enumerated below and include (a) the default rights described in ORS 65.144(1) that the Association adopts and does not modify, (b) the non-waivable rights described in ORS 65.144(2), and (c) additional rights granted by these Bylaws.

(a) Members have the following rights, the exercise of which is subject to the tenure requirements in Section 4.2:

(1) to elect directors;

(2) to remove directors;

(3) to vote on any change to the range for the size of the board set forth in Article VII of the Articles, or on a change between a fixed number and a variable range;

- (4) to vote to sell, transfer, lease, exchange, option, convey, or otherwise dispose of the Association's assets, or to merge the Association's assets with the assets of another entity;
 - (5) to vote to dissolve the Association, as provided in ORS 65.624 and Article IX of the Articles; and
 - (6) to vote on amendments to the Articles of Incorporation, as provided in Article XII of the Articles, and to these Bylaws, as provided in Article 13.
- (b) Notwithstanding any provision of the Articles or these Bylaws, every member also has the right:
- (1) to vote on any action or amendment to the Articles that would reduce or eliminate the member's right to vote; and
 - (2) to inspect and copy the Association's records, as provided in ORS 65.774 and Article 12.
- (c) Members also have the rights to:
- (1) call for a Special Meeting under Section 3.2;
 - (2) nominate themselves for the Board under Section 4.9; and
 - (3) vote on any resolution or question submitted to the Members by act of the board.

2.10 No Transfer. Memberships are not transferable.

2.11 Resignation. A member may resign at any time by written notice. Resignation does not relieve the member of dues owed.

2.12 Expulsion. A Member may be expelled for conduct that the board believes is or is likely to be materially harmful to the Association or its members. Expulsion is protective rather than punitive. Before initiating the procedure below, the board shall make reasonable efforts to resolve the matter through direct communication with the Member. A person who has been expelled may apply for readmission at any time, and the board shall consider the application in good faith. Except for nonpayment of dues, the procedure shall be as follows.

- (a) *Notice.* The Secretary shall give written notice to the Member at least fifteen days before the effective date, describing in observable terms the specific conduct at issue and stating the reasons for the proposed expulsion.
- (b) *Hearing.* The Member shall have an opportunity to be heard, orally or in writing, before the board or a committee designated by the board, at least five days before the effective date.

- (c) *Decision.* Expulsion requires the affirmative vote of at least three-fifths of the directors then in office, or at least three-fourths if the Member is an Established Member.
- (d) *Ratification.* Expulsion of an Established Member takes effect as a suspension until ratified by the Members, sought at the next annual meeting or by written ballot under Section 3.6, whichever comes first. A Member who is not an Established Member may, within thirty days after receiving the decision to expel, request member ratification in writing delivered to the Secretary; if at least three percent of Members in good standing join the request, the decision is submitted for ratification on the same terms. Ratification requires a majority of the votes cast. If the Members do not ratify, the Member is restored to good standing.

ARTICLE 3 — MEETINGS OF MEMBERS

3.1 Annual Meeting. An annual meeting of members shall be held each year at a time and place fixed by the board, not later than six months after the close of the fiscal year. At the annual meeting the President, or another officer the board or President designates, shall report on the activities and financial condition of the Association, directors shall be elected as provided in Article 4, and members shall act on other matters properly raised.

3.2 Special Meetings. A special meeting of members may be called:

- (a) by the board;
- (b) by the President;
- (c) upon written petition signed and dated, delivered to the Secretary, by not less than three percent of Members in good standing.

Only matters within the purpose stated in the notice may be conducted at a special meeting.

Upon delivery of a petition under subsection (c), the Secretary shall determine whether the signers were Members in good standing as of the date each signed and whether the petition meets the threshold, measured against the Members in good standing as of the date the first signature was affixed, and shall notify the signers of that determination within ten days. A determination that the threshold is not met shall state the basis. If the Secretary does not make a determination within ten days, the petition is deemed verified. Signatures may be delivered electronically if the Secretary can reasonably verify the identity of the signer. If the petition concerns the Secretary or the Secretary signed it, the determination shall be made by the director with the longest continuous service who is not the subject of the petition and did not sign it.

If the Secretary does not, within thirty days after delivery of the petition, give notice of a meeting to be held within ninety days after delivery, the Members who signed the petition may set the time and place of the meeting and give notice of it.

3.3 Notice. Notice of the date, time, and place of each meeting, and for special meetings the purpose, shall be given to each Member entitled to vote in accordance with ORS 65.214 and ORS 65.034, not fewer than seven days before the meeting. Notice of a meeting at which a matter described in ORS 65.214(3)(b) will be considered shall include a description of that matter.

3.4 Remote Participation. The board may determine that any meeting of members shall be held solely by means of remote communication, and may permit participation by remote communication at any meeting.

3.5 Quorum. Votes represented at a meeting of members constitute a quorum, as provided in ORS 65.241. No greater quorum is required.

3.6 Action by Written Ballot. The board may determine that any action that may be taken at a meeting of Members shall instead be taken by written ballot in accordance with ORS 65.222. The determination shall be stated in the notice given under Section 3.3, together with a description of the matter to be voted upon and the date by which ballots must be returned. Written ballots may be delivered and returned by electronic transmission. Matters not designated for written ballot shall be acted upon at a meeting of Members.

3.7 Proxies. Members may not vote by proxy.

ARTICLE 4 — VOTING AND ELECTIONS

4.1 Entitlement. Each Member in good standing is entitled to one vote on each matter submitted to a vote of members, subject to Section 4.2.

4.2 Voting Eligibility. A Member is entitled to vote on a matter only if the Member satisfies the requirements shown below as of the record date fixed under ORS 65.221. Continuous good standing is measured immediately preceding the record date. Attendance means presence at an annual meeting in person or by remote communication under Section 3.4, as recorded in the minutes under Section 6.9.

Matter	Continuous Good Standing	Annual Meetings Attended
Election of directors ¹	90 days	-
Removal of a director ²	1 year	1
Amendments to Bylaws	1 year	1
Amendments to Articles of Incorporation	2 years	2
Merger, sale of substantially all assets, or dissolution	2 years	2
All matters not otherwise specified	90 days	-

¹Refers to member-elected directors. ²Refers to either member-elected directors or initial directors.

4.3 Founding Members. A Member admitted on or before December 31, 2026, whom the board, by resolution adopted not later than January 31, 2027, identifies as having contributed to the founding or predecessor work of the Association may be credited with up to two years of continuous good standing and attendance at up to two annual meetings as of the date of admission.

4.4 Continuity. A lapse in good standing of sixty days or less, cured by payment, does not interrupt continuous tenure.

4.5 Required Vote. Unless a greater vote is required by law, the Articles, or these Bylaws, the affirmative vote of a majority of the votes cast is the act of the members.

4.6 Election of Directors. Directors shall be elected by preferential voting as authorized by ORS 65.251(3), conducted as follows:

- (a) *Ballot.* Each ballot shall list all nominees. A member may rank as many nominees as the member wishes in order of preference. A member is not required to rank all nominees. A ballot ranking at least one nominee is valid.
- (b) *Single-seat elections.* Where one seat is to be filled, first-preference votes are counted. If a nominee receives more than half of the valid votes, that nominee is elected. Otherwise the nominee with the fewest votes is eliminated and each ballot ranking that nominee is transferred to the next-ranked nominee remaining. The process repeats until a nominee receives more than half of the continuing votes.
- (c) *Multi-seat elections.* Where two or more seats are to be filled in a single election, the single transferable vote method shall be used. The threshold for election is determined by dividing the number of valid votes by one more than the number of seats to be filled, disregarding any remainder, and adding one. A nominee reaching the threshold is elected, and that nominee's surplus votes are transferred to remaining nominees at a reduced value proportional to the surplus. If no nominee reaches the threshold, the nominee with the fewest votes is eliminated and those ballots are transferred to the next-ranked remaining nominee. The process repeats until all seats are filled. If the number of remaining nominees equals the number of unfilled seats, those nominees are elected.
- (d) *Exhausted ballots.* A ballot on which no remaining nominee is ranked is set aside and does not count toward the continuing total.
- (e) *Administration.* The Secretary shall oversee the count and shall record in the minutes the result of each round. The board may adopt written procedures, including use of tabulation software, consistent with this Section. If tabulation software is unavailable, the Secretary may conduct the count manually, transferring surplus votes by random selection of whole ballots rather than fractionally, provided the method used is recorded in the minutes.

4.7 Uncontested Elections. If the number of nominees does not exceed the number of open seats, the nominees may be elected by voice vote or general consent at the annual meeting, provided that any Member entitled to vote may require a ballot. If any Member objects or requests a ballot, each nominee shall be voted upon separately by ballot marked in favor of or against that nominee. A nominee is elected only if the nominee receives more than half of the votes cast on that nominee. Section 4.6 does not apply to an election under this Section.

4.8 Ties. If at any stage of a count under Section 4.6 two or more nominees are tied — whether for election to a final seat or for elimination — the tie shall be resolved by lot, drawn by the Secretary in the presence of the members present, with the method and result recorded in the minutes. The board may instead order a runoff ballot of the membership among the tied nominees by an affirmative vote of a majority of directors then in office.

4.9 Nominations. Any Member who would satisfy Section 5.5 as of the date that their term would begin may be placed on the ballot for an open seat by delivering to the Secretary, not less than sixty days before the annual meeting, a written statement of the Member's interest in serving and consent to serve. The Secretary shall publish the list of nominees to all Members not less than thirty days before the annual meeting, together with a statement each nominee provides.

4.10 Publication of Results. Following each election of directors, and not later than fifteen days after the election, the Secretary shall publish to the members:

- (a) the number of valid ballots cast and the threshold calculated under Section 4.6(c);
- (b) the vote count for each nominee at each round, identifying each nominee elected or eliminated and the disposition of any surplus or transferred votes; and
- (c) the number of ballots set aside as exhausted at each round.

Upon the written request of any Member, the Secretary shall make available to that Member, within thirty days of the request, a record of all valid ballots cast in the election, showing the ranking marked on each ballot. A request must be made within the retention period under Section 12.4.

4.11 Ballot Secrecy. Ballots shall be cast and recorded in a manner that does not disclose the identity of the member casting them. Records identifying which members voted, as distinct from how they voted, may be maintained as necessary to verify eligibility under Section 4.2 and to prevent duplicate voting, and are corporate records subject to Article 12.

ARTICLE 5 — BOARD OF DIRECTORS

5.1 Authority. The affairs of the Association shall be managed by or under the direction of the board of directors, as provided in ORS 65.301. The board may act in the following manner:

- (a) at a meeting, as provided in Article 6;
- (b) by unanimous written consent of all directors then in office under ORS 65.341; or
- (c) by electronic action under ORS 65.343.

Directors may discuss matters that come before the board by electronic communication or otherwise without following the requirements of subsections (a) through (c). Such discussion is not an action of the board, and no decision reached in the course of such discussion is effective unless taken under subsection (a), (b), or (c).

5.2 Number of Directors. The number of directors shall be within the range set forth in Article VII of the Articles and shall be fixed from time to time by resolution of the board. The board may not reduce the number of directors below the number of seats then occupied. A reduction takes effect only as to seats vacant at the time the resolution is adopted, and no reduction shortens the term of any director then in office. No reduction may take effect within ninety days before an annual meeting of members.

5.3 Composition. The board shall consist of:

- (a) *Designated Directors.* The seats designated in Article VIII of the Articles, serving without term limit until the designation is deleted or changed by amendment of the Articles. A vacancy in a Designated Director seat shall be addressed as provided in Article VIII of the Articles and shall not be filled by the board.
- (b) *Initial Directors.* Directors elected by the incorporators at the organizational meeting under ORS 65.057 are Initial Directors. Initial Directors serve a term of four years from the organizational meeting, or until a successor is elected and qualifies. An Initial Director may stand for election as a Member-Elected Director, subject to Section 5.5.
- (c) *Member-Elected Directors.* All seats other than those described in subsections (a) and (b), elected by the Members.

5.4 Terms. Member-Elected Directors shall serve terms of three years. There shall be no limit on consecutive terms. A director continues to serve until a successor is elected, designated, or appointed and qualifies, or until there is a decrease in the number of directors.

5.5 Qualifications. Each Member-Elected Director must be a Member in good standing who, as of the date the director's term would begin, has been in good standing continuously for not less than two years and has attended not fewer than two annual meetings. Attendance during the annual meeting at which the director is elected counts toward this requirement. Each Initial Director must become, and continuously remain, a Member in good standing within six months following the organizational meeting during which they were elected.

5.6 Resignation. A director may resign by written notice to the board, the President, or the Secretary, effective on delivery unless a later date is stated.

5.7 Removal.

- (a) *Special meeting.* Members may remove a Member-Elected Director or Initial Director, with or without cause, by a majority of the votes cast, at a special meeting called for that purpose.
- (b) *Loss of qualification.* A Member-Elected or Initial Director who ceases or fails to satisfy Section 5.5, including by expulsion under Section 2.12 or by lapse of membership under Section 2.8, ceases to be a director as of the date the qualification is lost, and the resulting vacancy shall be filled as provided in Section 5.8. A director whose expulsion takes effect as a suspension under Section 2.12(d) ceases to hold office as of the date of the suspension and is not a director then in office for any purpose, including quorum and any required vote. The seat shall remain vacant and shall not be filled under Section 5.8, and the number of directors shall not be reduced under Section 5.2 in a manner that eliminates the seat, until the expulsion takes effect or the Members decline to ratify. If the Members decline to ratify, the director is restored to office for the remainder of the term.
- (c) *Amendment of Articles of Incorporation.* A Designated Director may be removed only by amendment of the Articles deleting or changing the designation, at the vote required by Article XII of the Articles.

5.8 Vacancies. A vacancy in any seat other than a Designated Director seat may be filled by an act of the board, and the director so appointed serves until the next annual meeting, at which members shall elect a director to serve the remainder of the term. A director elected by the board to fill the vacancy may be removed by the voting members or the directors.

5.9 Contact Information. Each director shall keep on file with the Secretary a mailing address, an electronic mail address, and a telephone number, and shall promptly notify the Secretary of any change. Notice sent to the electronic mail address or mailing address on file is effective when sent, in accordance with ORS 65.034.

5.10 Compensation. Directors serve without compensation for their service as directors, but may be reimbursed for reasonable expenses. The Association may also compensate a director or officer for services actually rendered to the Association. Any such compensation requires that:

- (a) the person to be compensated does not vote on and is not present during deliberation on their own compensation;
- (b) the compensation is approved in advance by three-fifths of the disinterested directors;
- (c) the board relies on appropriate comparability data;

- (d) the minutes record the services to be performed and the basis for the amount; and
- (e) the arrangement is set out in a written agreement.

ARTICLE 6 — MEETINGS OF THE BOARD

6.1 Annual Meeting. The board shall hold an annual meeting each year, following the annual meeting of Members under Section 3.1. At the annual meeting the board shall elect officers as provided in Section 7.4, review the affairs and financial condition of the Association, and consider the Association's direction for the coming year.

6.2 Regular Meetings. In addition to the annual meeting described in Section 6.1, the board intends to meet as often as needed to carry out the aims of the Association. A regular meeting is one whose time and place are fixed by these Bylaws or scheduled by the board in a manner that informs all directors without additional notice. The board may adopt a schedule of regular meetings for any period and may modify it at any time.

6.3 Special Meetings. A special meeting is any meeting of the board that is not a regular meeting. Any director may call a special meeting at any time and give notice of it as provided in Section 6.4.

6.4 Notice.

- (a) *When notice is not required.* No notice is required for a meeting of the board if the time and place are fixed by these Bylaws, scheduled by the board in a manner that informs all directors without additional notice, or agreed to in writing by all directors then in office. Attendance at a meeting also waives notice unless the director attends solely to object that the meeting is not lawfully convened.
- (b) *When notice is required.* In all other cases, notice of the date, time, place, and purpose shall be given to each director at least twenty-four hours in advance. Notice under this subsection shall state the purpose of the meeting, but the board may consider any matter properly before it.
- (c) *Notice to members.* The Secretary shall inform the Members of the date, time, and place of every meeting of the board, whether or not notice to directors is required under this Section, and shall do so as far in advance as is practicable. Failure to do so does not affect the meeting's validity.

6.5 Quorum. Not less than three-fifths of the directors then in office constitute a quorum.

6.6 Vote Required. If a quorum is present, the affirmative vote of three-fifths of directors then in office is the act of the board, unless a greater or lesser number is required by law, the Articles, or these Bylaws.

6.7 Remote Participation. Directors may participate by any means of communication by which all participating directors may simultaneously communicate. A director so participating is present.

6.8 Attendance by Members. A Member in good standing may attend any meeting of the board. The board may exclude Members from any portion of a meeting concerning a matter that a majority of the directors present votes to consider confidentially.

6.9 Minutes. The Secretary shall prepare minutes of every meeting of the board and of the members, recording the notice given, directors and members present, matters considered, and votes taken.

ARTICLE 7 — OFFICERS

7.1 Officers. ORS 65.371 requires that the Association have a President, a Secretary, and a Treasurer. These shall be the officers of the Association. Additional offices may be created only by amendment of these Bylaws, it being the intention of the Association that operational responsibilities be assigned to Organizers described under Article 8 rather than through additional offices.

7.2 Qualification. Each officer must be a director who is at least eighteen years of age so that they may legally execute documents, hold financial authority, and sign filings on behalf of the Association. Removal or resignation from the board terminates the person's office. Removal or resignation from an office does not affect the person's status as a director.

7.3 Combining Offices. The same individual may hold more than one office, except that the same individual may not serve simultaneously as President, Secretary, and Treasurer, as required for public benefit corporations under ORS 65.371.

7.4 Election and Term. Officers shall be elected by the board and shall serve until a successor is elected or until their earlier resignation, removal, or cessation of service as a director. The board shall review the officer roster annually during the board meeting described under Section 6.1.

7.5 Duties.

- (a) *President.* The president presides at meetings of the board and of the members, serves as principal spokesperson within positions adopted by the board, and performs such other duties as the board assigns.
- (b) *Secretary.* The secretary performs the following:
 - (1) prepares minutes of meetings of the board and of the members;
 - (2) gives notices required by these Bylaws;
 - (3) maintains the membership roll and directors' notice addresses under Section 5.9;
 - (4) maintains the record of adopted positions;

- (5) oversees elections and the publication of their results as described in Article 4;
- (6) responds to member inspection requests; and
- (7) authenticates records of the Association.

(c) *Treasurer*. The treasurer performs the following:

- (1) maintains financial records;
- (2) oversees receipts and disbursements;
- (3) computes the dues adjustment under Section 2.4;
- (4) notifies a member in arrears at least 15 days before membership lapses;
- (5) prepares or oversees preparation of IRS Form 990, and Oregon DOJ Form CT-12;
- (6) prepares or oversees preparation of the annual report to members; and
- (7) reports on the financial condition of the Association at each board meeting.

7.6 Resignation and Removal. An officer may resign at any time by written notice. The board may remove an officer at any time, with or without cause. Appointment to office creates no contract right and no expectation of continued service.

7.7 Continuity of Access. The Association shall maintain access to its financial accounts, records, and credentials such that no single person holds sole access. Upon any change in officers, the board shall promptly update signatories, credentials, and access permissions.

ARTICLE 8 — ORGANIZERS

8.1 Establishment. The board may appoint Organizers and assign responsibilities to them by resolution. An Organizer must be a Member in good standing. Appointments may be made, modified, and terminated by resolution without amendment of these Bylaws. An appointment terminates automatically if the Organizer ceases to be a Member in good standing.

8.2 Compensation. An Organizer may be compensated for services rendered, whether as an employee or an independent contractor, subject to the same requirements listed in Sections 5.10(a) through 5.10(e) to the extent applicable.

8.3 No Authority to Bind. An Organizer has no authority to execute documents, enter contracts, commit funds, or otherwise bind the Association, except as expressly delegated in writing by the board or by an officer acting within delegated authority.

8.4 Not Officers. Organizers are not officers within the meaning of ORS 65.371 or 65.377.

ARTICLE 9 — COMMITTEES

9.1 Board Committees. The board may create committees that exercise board authority. Each such committee shall consist of two or more directors, and only a director may serve as a voting member.

9.2 Advisory Committees. The board may create committees that advise the board or otherwise serve the Association. Members of such committees need not be directors or members of the Association.

9.3 Limits. No committee may approve a Reserved Matter, amend the Articles or these Bylaws, elect or remove directors or officers, or take any action reserved to the board or members by law.

ARTICLE 10 — DELEGATION AND RESERVED MATTERS

10.1 Delegated Authority. Each officer may, within their area of responsibility, authorize expenditures up to \$500.00 and execute contracts obligating the Association up to \$1,000.00 without further board approval. The board may by resolution delegate additional authority and set different limits.

10.2 Reserved Matters. The following require board approval and may not be delegated:

- (a) adopting a new public position of the Association, or an endorsement or coalition commitment;
- (b) approving the filing of, or the final language of, any initiative petition, referendum petition, or ballot measure;
- (c) authorizing participation in, or funding of, any petition, measure, or political committee;
- (d) supporting or opposing any candidate for public office;
- (e) approving any annual budget the board elects to adopt;
- (f) expenditures or contracts exceeding \$5,000.00;
- (g) acquiring or disposing of real property;
- (h) hiring or compensating any officer, director, or employee;
- (i) commencing or settling litigation;
- (j) establishing a chapter or affiliate, or registering the Association in another jurisdiction; and
- (k) any matter that would materially alter the Association's program direction.

10.3 Spokesperson Authority. The President, and any person the board designates, may speak publicly for the Association within positions previously adopted by the board and in accordance with Article V of the Articles.

10.4 Political Activity Limits. No expenditure supporting or opposing a candidate for public office shall be made except as authorized under Section 10.2(d) and within the limits of Article IV of the Articles. The Treasurer shall maintain records sufficient to demonstrate that such activity does not constitute the Association's primary activity.

10.5 Segregation of Election-Related Funds. Dues and other contributions received from persons who are not United States citizens or lawful permanent residents shall not be used for any contribution or expenditure in connection with the election of a candidate, or for any lobbying or ballot measure activity in a jurisdiction that prohibits the use of funds from foreign nationals for that purpose. The Treasurer shall maintain records sufficient to demonstrate compliance with this Section and shall determine, before any such contribution or expenditure, whether the jurisdiction restricts the source of funds.

ARTICLE 11 — CONFLICT OF INTEREST

11.1 Policy. The board shall adopt and annually review a written conflict of interest policy consistent with ORS 65.361.

11.2 Disclosure. Each director and officer shall annually disclose in writing any financial interest, family relationship, or other circumstance that could reasonably be perceived to affect their independent judgment, and shall promptly disclose any such interest arising during the year.

11.3 Procedure. A director with a conflict as to a proposed transaction shall disclose it, shall not vote on it, and shall not be present during deliberation. The transaction may be approved by not less than three-fifths of the disinterested directors after determining it is fair to the Association.

11.4 Effect on Thresholds. A director who recuses under Section 11.3 shall not be counted in the denominator when determining whether a required vote or approval has been obtained.

11.5 Foreign Nationals. A director, officer, or Organizer who is a foreign national within the meaning of 52 U.S.C. § 30121 shall not participate in any decision concerning election-related activity that applicable law prohibits them from influencing. The minutes shall record any recusal, and a person so recused shall not be counted in determining whether a required vote has been obtained.

ARTICLE 12 — RECORDS AND INSPECTION

12.1 Records. The Association shall maintain the records required by ORS 65.771, including the Articles, these Bylaws, minutes, accounting records, and a list of members with their contact information.

12.2 Member Inspection. A member may inspect and copy records as provided in ORS 65.774 and 65.777, upon written demand stating a proper purpose delivered at least five business days in advance.

12.3 Membership List. Use of the membership list is subject to ORS 65.782. The Association shall not sell or rent the membership list.

12.4 Ballot Retention. Ballots cast under Section 4.6 and 4.7 shall be retained for two years following the election and may thereafter be destroyed.

ARTICLE 13 — AMENDMENT OF THESE BYLAWS

13.1 General Amendments. Except as provided in Section 13.2, these Bylaws may be amended by the affirmative vote of not less than three-fifths of the directors then in office and not less than three-fifths of the votes cast by Members entitled to vote thereon.

13.2 Board Amendments. Articles 7, 8, 9, and 10 may be amended by the affirmative vote of not less than three-fifths of the directors then in office, without approval of the Members. No amendment under this Section may change the vote required for any action of the Members, or reduce or eliminate a Member's right to vote.

13.3 Articles Control. In the event of a conflict between these Bylaws and the Articles of Incorporation, the Articles of Incorporation control.