

BYLAWS
OF
MENUCHA RETREAT AND CONFERENCE CENTER

SECTION 1 PURPOSE

MENUCHA RETREAT AND CONFERENCE CENTER (the “corporation”) is a nonprofit public benefit corporation organized and operated to relate to the Presbyterian Church (USA), its congregations, and the broader community by providing Christian hospitality, opportunities for learning, spiritual reflection, and renewal.

SECTION 2 SOLE MEMBER

2.1 Designation. The sole member of the corporation shall be THE FIRST PRESBYTERIAN CHURCH OF PORTLAND, an Oregon nonprofit corporation (“FPC”). The powers of FPC shall be exercised by the Session of THE FIRST PRESBYTERIAN CHURCH OF PORTLAND (“Session”).

2.2 Meetings. An annual meeting of the sole member shall be held at a date, place, and time to be designated by the Session.

2.3 Powers. Session approval shall be required for each of the following actions of the corporation:

- (a) Acquisition of a subsidiary or affiliated company;
- (b) Dissolution, sale, or merger of the corporation or of a subsidiary or affiliated company;
- (c) Sale or other disposition of the assets of the corporation or a subsidiary or affiliated company not in the ordinary course of business;
- (d) Nomination of FPC Directors under Sections 3.4 and 3.7 of these bylaws;
- (e) Substantially ceasing to do business in any part of the operating area of the corporation or of a subsidiary or affiliated company; or
- (f) Amendment of the articles of incorporation or any amendment of these bylaws relating to the election or removal of directors, or affecting the rights of FPC.

SECTION 3 DIRECTORS

3.1 Powers. The board of directors (the “board”) shall exercise, or delegate, or otherwise authorize the exercise of, all corporate powers and shall direct the management of the corporation’s affairs, subject to any limitation set forth in the articles of incorporation. The board shall retain authority over an exercise of corporate powers that the board delegates or authorizes under this section.

3.2 Qualifications. All directors must be individuals 18 years of age or older.

3.3 Number. The board shall consist of a minimum of seven and a maximum of 15 persons. The number of directors may be fixed or changed periodically within the minimum and maximum by the board.

3.4 FPC Directors. At least one director shall be a current member of Session (“Session Director”). Through 2025, at least five directors, including the Session Director, must be members of FPC; through 2030, at least three directors, including the Session Director, must be members of FPC (each of the five or three directors described above is an “FPC Director”). The Session shall approve the nomination of any FPC Director designated under this section prior to that person’s election to the board under Section 3.7 of these bylaws.

3.5 FPC Ex-officio Member. The FPC head of staff, or the head of staff’s designee, shall serve as a non-voting ex-officio member of the board.

3.6 Tenure of Office. Except as provided below, directors serve for terms of three years. Directors may, if re-elected, serve a maximum of two consecutive full terms at any one time. After at least one year off the board, a director who has served the maximum number of consecutive terms under this section may be elected to a new term and, then, if re-elected, to a consecutive term. By resolution, the board shall divide the total number of directors into groups and otherwise arrange for terms to be staggered so that not all of the directors’ terms expire in the same year. Except as provided in Section 3.10, a director term begins on January 1.

3.7 Nomination and Election. Directors shall be nominated and elected by the board. Before nominating a director, the board shall consult with the nominating committee and the FPC ex-officio board member designated under Section 3.5 of these bylaws and obtain the approval of the Session for FPC Directors designated under Section 3.4 of these bylaws.

3.8 Resignation. A director may resign at any time by delivering written notice to the FPC ex-officio board member and the board chair or secretary. A resignation shall be effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by FPC and the board.

3.9 Removal. A director may be removed, at any time, with or without cause, by vote of a majority of the directors then in office at a meeting called for that purpose.

3.10 Vacancies. A vacancy or vacancies on the board shall exist if the actual number of directors is less than the maximum number for any reason. A vacancy in the board may be filled by nomination and election as set forth in Section 3.7 of the bylaws. The term of a director elected during the year to fill a vacancy shall begin as of the date specified in the action to elect the director. Each director so elected shall hold office for an initial term specified in the action to elect the director, in order to arrange for terms to be staggered. If the board accepts the resignation of a director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

3.11 Committees. The board shall have three standing committees: an executive committee, a finance committee, and a nominating committee. The creation of a board committee and either the appointment of directors to the board committee or the designation of a method of selecting board committee members shall be approved by the board. Each board committee shall consist of two or more directors, who serve at the pleasure of the board. Only a director may serve as a voting member of a board committee. The board may appoint the executive director to serve as a non-voting ex-officio member of any committee. Except as may be contemplated by resolution of the board, the provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board shall apply to committees and their members as well. The board may delegate the authority of the board to a board committee; provided, however, no committee may:

(i) Authorize the payment to a person from the income or assets of the corporation, other than a payment of reasonable value for property received or services performed or payment of benefits that furthers the corporate purposes;

(ii) Approve dissolution, sale, merger, or the sale, pledge, or transfer of all or substantially all of the assets of the corporation;

(iii) Elect, appoint, or remove directors or fill vacancies on the board or on any board committee;

(iv) Adopt, amend, or repeal the articles of incorporation or bylaws; or

(v) Appoint or remove officers.

(a) **Executive Committee.** The executive committee shall be composed of the chair, vice chair, secretary, and treasurer. The executive director shall be a non-voting ex-officio member of the executive committee. The board or the chair also may appoint at-large directors to serve on the executive committee. Only directors may be voting members of the executive committee. The chair shall preside at the executive committee meetings. Between meetings of the board, the executive committee shall have and exercise all the authority of the board in the management of affairs of the corporation, except as limited by this Section 3.11. At least 24 hours' notice shall be required to convene a meeting of the executive committee.

(b) **Nominating Committee.** The board annually shall elect a nominating committee. In addition to nominating directors, the nominating committee shall continuously recruit potential directors and provide orientation and training to directors.

(c) **Finance Committee.** The board annually shall elect a finance committee. The treasurer shall be the chair of the finance committee. The financial advisor, if any, shall be a non-voting ex-officio member of the finance committee. The finance committee shall assist the treasurer in the oversight of the corporation's budgeting and planning process, financial performance, and financial condition.

(d) **Other Committees.** The board may approve the establishment of additional board committees to accomplish the purposes of the corporation.

3.12 Advisory Committees. The board may create one or more advisory committees. The board may appoint individuals to serve on an advisory committee or specify a method for selecting members. Members of these committees need not be members of the board, but at least one director shall serve on each such committee. Advisory committees shall have no power to act on behalf of, or to exercise the authority of, the board, but may make recommendations to the board or to board committees and may implement board or board committee decisions and policies under the supervision and control of the board or a board committee.

3.13 Compensation. Directors shall not be compensated for service in their capacity as directors or officers. A director, by prior arrangement, may receive reimbursement of actual reasonable expenses incurred in carrying out their duties as a director.

3.14 Director Conflict of Interest. A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest, as defined in ORS 65.361. The board shall adopt a policy that:

(a) Requires directors, officers, and key employees to disclose any interest that constitutes or could result in a conflict of interest, and

(b) Sets out procedures for reviewing and resolving such matters in accordance with law.

The conflict of interest policy shall be reviewed and signed by each director at the annual meeting of the board.

SECTION 4 OFFICERS

4.1 Designation. The officers of the corporation shall be a chair, a vice chair, a secretary, a treasurer, an executive director, and such other officers as the board shall appoint. The board shall elect the chair, vice chair, secretary, and treasurer from among the directors, and shall hire the executive director. No individual may serve simultaneously as chair, vice chair, secretary, or treasurer.

4.2 Election; Term of Office. Officers shall be elected by the board at the annual meeting of the corporation for a term of one year (or such other term as the board may designate) unless sooner removed by the board, and may be elected to any number of consecutive terms. The executive director shall serve in such office for as long as that person is employed by the corporation as executive director.

4.3 Removal. Any officer may be removed from office, either with or without cause, at any time by action of the board.

4.4 Resignation. An officer may resign at any time by delivering notice to the board, the chair, or the secretary. A resignation is effective when the notice is effective under ORS 65.034 unless the notice specifies a later effective date. If a resignation specifies a later effective date and the corporation accepts the later effective date, the board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board.

4.5 Chair. The chair shall preside at meetings of the board, shall serve as the chair of the executive committee, shall ensure that the board is advised on all significant matters of the corporation's business, and shall be responsible for overseeing the plans and directives of the board. The chair also shall have such other powers and perform such other duties as may be prescribed by the board.

4.6 Vice Chair. The vice chair, if any, shall preside at meetings of the board at which the chair is absent and in the absence of the chair shall have the other powers and perform the other duties of the chair. The vice chair also shall have such other powers and duties as may be prescribed by the board.

4.7 Secretary. The secretary shall prepare minutes of meetings of the board and authenticate records of the corporation. The secretary shall keep, or cause to be kept, at the principal office or such other place as the board may order, minutes of all board meetings and other records of the corporation. The secretary also shall have such other powers and perform such other duties as may be prescribed by the board. The board may appoint or authorize the appointment of an assistant who may perform such duties as are prescribed by the secretary or the board. The assistant, if any, need not be a member of the board and may be compensated.

4.8 Treasurer. The treasurer shall lead the board's oversight of the corporation's budgeting and planning process, financial performance, and financial condition as the chair of the finance committee. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation. The treasurer shall have such other powers and duties as may be prescribed by the board. The board may appoint or authorize the appointment of a financial advisor who may perform such duties as are prescribed by the treasurer or the board. The advisor, if any, need not be a member of the board and may be compensated.

4.9 Executive Director. The executive director shall be selected by the board and serve at the pleasure of the board. The executive director, subject to the oversight of the board,

shall have general supervision, direction, and control of the business and affairs and day-to-day management of the corporation, with the executive powers and duties of management usually vested in the office of chief executive officer of a corporation. The executive director is a non-voting ex-officio member of the board and the executive committee and shall attend all board meetings and executive committee meetings unless excused by the chair.

SECTION 5 MEETINGS

5.1 Annual, Regular and Special Meetings. An annual meeting of the board shall be held during the month of November at a time and place designated by the board. Notice of the annual meeting shall be made no less than ten days in advance of the meeting date, if given by first-class mail or private carrier, or 48 hours' notice, if delivered orally or electronically. If the time and place of any other directors' meeting is regularly scheduled by the board in a manner that informs all directors of the time and place without additional notice, the meeting is a regular meeting. All other meetings are special meetings. The purpose of the annual meeting shall be the election of board members, the election of officers, the approval of the annual budget, and any business required to maintain the organization's tax-exempt status. The board may hold annual, regular, or special meetings in or out of the State of Oregon.

5.2 Participation. The board may permit any or all of the directors to participate in an annual, regular, or special meeting in person, or conduct the meeting through the use of any means of communication by which each director participating in the meeting can communicate with all of the other directors simultaneously, or through both methods of meeting. A director participating in a meeting in accordance with this section is, for the purposes of transacting any official business, present in person at the meeting.

5.3 Call and Notice of Meetings. The annual meeting must be preceded by at least ten days' notice, if given by first-class mail or private carrier, or 48 hours' notice, if delivered orally or electronically. Notice of regular meetings may be made by providing each director with the adopted schedule of regular meetings for the ensuing year, and without further notice of the date, time, place, or purpose of the meeting. Special meetings of the board must be preceded by at least 24 hours' notice and must be delivered orally or electronically. All notices must give the date, time, and place of the meeting. Except as specifically provided in these bylaws or applicable law, the notice need not describe the purposes of any meeting. The chair, the secretary, or one-third of the directors then in office may call and give notice of a meeting of the board.

5.4 Waiver of Notice. A director may at any time waive any notice required by these bylaws. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Except as provided in the preceding sentence, any waiver must be in writing and may be a document that is transmitted electronically. The waiver must be signed by the director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records.

5.5 Quorum. A quorum of the board shall consist of a majority of the number of directors in office immediately before the meeting begins. A director is considered present regardless of whether the director votes or abstains from voting.

5.6 Voting. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the action is taken is the act of the board except to the extent that the articles of incorporation, these bylaws, or applicable law require the vote of a greater number of directors. Each director has one vote and may not vote by proxy.

5.7 Presumption of Assent. A director who is present at a meeting of the board when corporate action is taken is deemed to have assented to the action taken unless:

(a) The director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting the business at the meeting;

(b) The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) The director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

5.8 Action Without Meeting: Vote by Email. The board may, without a meeting, use email or other electronic means to take action required or permitted to be taken at a board meeting if:

(a) The corporation has a record of an email address for each director;

(b) The corporation sends to the email address of each director an announcement that the board will take action, a description of the matter on which the board will take action, and a deadline of not less than 48 hours after the time the corporation sends the announcement in which a director may vote; and

(c) The majority of directors who hold office at the time vote in the affirmative, except to the extent that the articles of incorporation, these bylaws, or applicable law require the vote of a greater number of directors.

A director may change their vote at any time before the deadline set forth in the email announcement. The board's action is effective on the deadline specified in the email announcement unless the announcement specifies a different effective date or time. The corporation shall include the email announcement and a record of the directors' votes in corporate records reflecting the action that the board took.

5.9 Action Without Meeting: Unanimous Written Consent. Any action required or permitted to be taken at a board meeting may be taken without a meeting if the action is taken unanimously by all directors. The action must be evidenced by one or more written consents

describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent unless the consent specifies an earlier or later effective date. For purposes of this section, an affirmative email sent by a director in response to a written consent is deemed to be a writing by the director. A unanimous written consent under this section has the effect of a meeting vote and may be described as a meeting vote in any document.

SECTION 6 NONDISCRIMINATION

Except as permitted by ORS 659A.006, the corporation shall not discriminate in providing services, hiring employees, or otherwise, upon the basis of gender, gender identity, race, creed, marital status, sexual orientation, religion, color, age, national origin, veteran status, or disability.

SECTION 7 GENERAL PROVISIONS

7.1 Amendment or Restatement of Bylaws. The board may amend or restate these bylaws by majority vote, provided, however, that any amendment of these bylaws relating to the election, nomination, or removal of directors, or affecting the rights of the sole member must be approved by the sole member. The date of approval of any amendment to the bylaws or a restatement of the bylaws shall be noted in the corporate records.

7.2 Inspection of Books and Records. All books, records, and accounts of the corporation shall be open to inspection by the directors and the sole member in the manner and to the extent required by law.

7.3 Checks, Drafts, Etc. All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the board.

7.4 Deposits. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in those banks, trust companies, or other depositories as the board or officers of the corporation designated by the board select, or be invested as authorized by the board.

7.5 Loans or Guarantees. The corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the board. This authority may be general or confined to specific instances. Except as explicitly permitted by ORS 65.364, the corporation shall not make a loan, guarantee an obligation, or modify a preexisting loan or guarantee to or for the benefit of a director or officer of the corporation.

7.6 Execution of Documents. The board may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

7.7 Insurance. The corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a member, director, officer, employee, or agent of the corporation, or who, while a member, director, officer, employee, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; provided, however, that the corporation may not purchase or maintain such insurance to indemnify any member, director, officer, or agent of the corporation in connection with any proceeding charging improper personal benefit to the member, director, officer, or agent in which the member, director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the member, director, officer, or agent.

7.8 Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

7.9 Severability. A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

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The foregoing bylaws were duly adopted by the Board of Directors of MENUCHA RETREAT AND CONFERENCE CENTER on _____, 2021.

_____, Secretary

**MEMBER APPROVAL:
THE FIRST PRESBYTERIAN CHURCH OF PORTLAND**

By: _____