

**BYLAWS
OF
FORD SCHOLAR ALUMNI ASSOCIATION**

These Bylaws of Ford Scholar Alumni Association (the “Corporation”) are intended to conform to the mandatory requirements of the Oregon Nonprofit Corporations Act (the “Act”). Any ambiguity arising between the Bylaws and the discretionary provisions of the Act shall be resolved in favor of the application of the Act.

**ARTICLE I.
Purpose**

The Corporation is a public benefit corporation as defined in Chapter 65 of the Oregon Civil Code (the “Act”). It is organized and shall be operated for charitable or education purposes as defined in Section 501 (c)(3) or the Internal Revenue Code of 1986, as amended (the “Code”).

**ARTICLE II.
Membership**

Section 1. Members

This Corporation shall have Members. It shall be governed by the Members and Board of Directors, and managed by the Board of Directors.

There shall be three (3) general classes of Membership:

1. Ford Scholars become *Active Members* of the Corporation upon acknowledgment of program completion as defined by The Ford Family Foundation (TFFF).
2. Student scholarship recipients of other programs administered by TFFF may, at the Board’s discretion, become Members.
3. The Board of Directors of the Corporation may select *Honorary Members* based on outstanding contribution to the Corporation.

Section 2. Members Powers

The Members shall have the power to elect the Board of Directors and remove any Director at any time, with or without cause. The Members shall have the authority to approve the following, and the Corporation shall take no such action without prior Membership approval:

- (a) amendment to the Articles of Incorporation;
- (b) dissolution, or adoption of a plan of dissolution, merger of the Corporation; and

- (c) pledge, sale or other transfer of all or substantially all of the Corporation's assets.

Section 3. Membership Meeting

The Members shall hold a meeting at least once every four (4) calendar years, or more often as necessary, for the purpose of transacting such business as may be properly brought before the meeting. The Board of Directors shall designate such date, time and place as it may choose for such meetings. Notice for such meetings shall include a description of proposed resolution where such a description is required by the Act or these Bylaws.

Section 4. Special Meetings

Special meetings of the Members may be called by the President or the Board of Directors or at the request of 25 Members. The matters conducted at any special meeting must be described in the notice for such meeting.

Section 5. Notice

Written notice of the date, time, place, and where required, matters to be approved or purpose of the meeting of the Members shall be delivered to each of the Members at least seven (7) days but not more than sixty (60) days before the meeting, either personally or by mail, facsimile or electronic mail at the direction of the President or the Board of Directors. If mailed, such notice shall be deemed to be delivered when deposited by the United States mail, addressed to the Member(s) at his or her address as it appears in the records of the Corporation, with postage prepaid.

Section 6. Waiver of Notice

The Member(s) may at any time waive any notice required by the Act, the Articles of Incorporation or these Bylaws. Except as otherwise provided herein, such waiver must be in writing by the Member(s), specify the meeting for which notice is waived and be filed with the corporate records. A waiver of notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

The attendance of Members at a meeting shall constitute waiver of notice of such meeting, except where the Member(s) attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened or where the Member(s) objects to the consideration of a particular matter not within the purpose of the meeting notice, when presented.

Section 7. Action by Members Without a Meeting

Any action required to be taken at a meeting of the Member(s) or any other action which may be taken at a meeting of the Member(s), may be taken without a meeting if a consent in

writing setting forth the actions so taken shall be signed by the Member(s) with respect to the subject matter thereof and delivered to the Corporation for including in the minutes or filing with the corporate records. Action so taken is effective when the consent is signed by the Member(s), unless the consent specifies a later effective date. Such consent shall have the same effect and force as a vote by the Member(s).

Section 8. Withdrawal

Any Member may withdraw from the Corporation by giving written notice of resignation to the Secretary.

ARTICLE III.
Board of Directors

Section 1. Function

The Board shall manage the affairs of the Corporation and shall exercise all the powers of the Corporation as provided by the Act and the Articles of Incorporation, but subject to any restrictions imposed by the Act, the Articles of Incorporation, or these Bylaws. The Board may by resolution delegate to committees, including an Executive Committee of their own number, or to Officers of the Corporation, such powers and functions as they may designate from time to time.

Section 2. Number

The Board shall consist of at least five (5) but not more than fifteen (15) Directors to be elected by the Members. The exact number shall be fixed from time to time by resolution of the Members; provided, however, no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 3. Term

The terms of each Director shall be two (2) years, and shall be staggered so that half of the Directors (and half of the Officers) will be elected every other year. A Director shall hold office for the time for which he or she is elected or until his or her successor is elected and qualified or until his or her resignation or removal. Directors will not serve more than two (2) consecutive terms in the same office.

Section 4. Election Procedure

The Members shall elect Directors to replace any Directors whose terms have expired or will soon expire. Elections shall be conducted every year; half plus one of the Directors elected every two years, and half minus one elected every two years, alternating. Voting will be conducted online or by an alternative method as decided by 2/3 of the Board of Directors, which allows for all Members to cast a vote.

Section 5. Committee Delegation

1. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint committees of the Board. Any such committee shall consist of one (1) or more voting Directors and shall have and exercise such authority of the Board of Directors in the management of the Corporation as may be specified in said resolution. However, no such committee shall have the authority of the Board of Directors to amend, alter or repeal the Articles of Incorporation or the Bylaws; elect, appoint or remove any Member of any such committee or any Director or Officer of the Corporation; authorize distributions; approve or recommend to the Members dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporation's assets; or amend, alter or repeal any resolution of the Board of Directors by which its terms provides that it shall not be amended, altered or repealed by such committee. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director of the standards of conduct described in ORS 65.357.

2. Committee Chairpersons shall be appointed by the Members of the Committee and approved (or removed) by 2/3 vote of the Board of Directors.

Section 6. Removal or Resignation of Directors

A Director of the Corporation may resign from such position by delivering written notice of the resignation to the Board, the President or Secretary. A Director may be removed by a majority vote of the Members, with or without cause.

Section 7. Vacancies

In the event of a vacancy, the Board shall, by a majority vote, appoint an interim Director for the uncompleted term. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

Section 8. Compensation

Directors will not receive compensation for their services as Directors. The Directors may, upon approval by the Directors, be reimbursed by the Corporation for reasonable and necessary expenses incurred in the execution of their duties and responsibilities.

Section 9. Conflict of Interest

A conflict of interest transaction is a transaction of the Corporation in which any Director has a direct or indirect interest. Such a transaction is not voidable and provides no basis for imposing liability on the interested Director if the transaction is fair, is approved by the majority of the disinterested Directors to whom the material facts and the interests of any Director have been fully disclosed. Notwithstanding the foregoing, the Corporation shall not engage in any transaction that constitutes an act of "self-dealing" within the meaning of Section 4941 of the Code. Any Director with any direct or indirect interest in a transaction of the Corporation shall fully disclose such interest to the Board of Directors.

ARTICLE IV.
Board Meeting Structure

Section 1. Annual Meeting

The Board shall hold its annual meeting no later than the 1st day of August of each calendar year and shall designate the date, time and place for such meeting by resolution.

Section 2. Special Meetings

Special meetings by the Board may be called by the President and must be called by the President upon written request of at least two (2) Directors or Members. Notice of a special meeting of the Board shall be mailed, hand-delivered, e-mailed or given verbally to each Director not less than seven (7) days prior to the meeting. The notification shall include time, date, place, and agenda of the meeting.

Section 3. Waiver of Notice

A Director may at any time waive any notice required by the Act, the Articles of Incorporation or these Bylaws. Except as otherwise provided herein, such waiver must be in writing, signed by the Director entitled to notice, specify the meeting for which notice is waived and be filed with the corporate records. A waiver of notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 4. Quorum

A majority of the Directors in office immediately before the meeting begins shall constitute a quorum at any meeting. When a quorum is present, the vote of the majority of the Directors at such meeting shall be the act of the Board unless a greater vote is required by the Act, Articles of Incorporation or these Bylaws.

Section 5. Presumption of Assent

A Director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 6. Action by Directors Without a Meeting

Any action required to be taken at a meeting of the Directors of this Corporation, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect and force as a unanimous vote of said Directors.

ARTICLE V.
Officers

Section 1. Officers

The Officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. Each officer shall be elected by the Members to serve for a term of two (2) years. The President and the Secretary shall be elected together in the same election. The Vice President and Treasurer shall be elected together in alternating elections from the President and Secretary. Officers shall assume their respective duties at the end of their predecessor's terms.

Section 2. Duties of Officers

1. President – The President shall preside over all meetings of the Board and shall discharge such other duties as may be prescribed from time to time by the Board. The President shall designate the Members and Officers of each standing committee and each other committee created by the Board from time to time.

2. Vice President – The Vice President shall carry out special assignments as requested by the President and shall serve as the President in the event that the President cannot serve in his or her position.

3. Secretary – The Secretary shall keep or cause to be kept the minutes of the meetings of the Board and of any standing or temporary committees thereof; shall be responsible for the timely preparation and delivery of all notices to be given in accordance with the provisions of these Bylaws, the Articles of Incorporation or as required by the Act; shall be custodian of the corporate records and the seal of the Corporation as duly authorized or required by the Act and shall perform such other duties as may be prescribed from time to time by the Board.

4. Treasurer – The Treasurer shall be the legal custodian of all the corporate funds and securities; shall deposit all funds in the name of the Corporation in such bank or banks as the Board shall by resolution specify; shall keep proper account books and perform such other duties as may be prescribed from time to time by the Board.

Section 3. Other Officers

The Board may by resolution create such additional and special Officers as may be considered necessary or desirable in addition to those hereinabove described. The appointment, tenure, removal and succession of persons to hold such offices shall be as the Board shall provide.

Section 4. Compensation and Expenses

Unless otherwise established by the Board, no Officer shall be compensated for his or her

services as an Officer. Expenses incurred in connection with performance of an Officer's official duties may be reimbursed upon approval of the Board.

Section 5. Removal or Resignation of Officers

Any Officer of the Corporation may resign from such position by delivering written notice of the resignation to the Board, but such resignation shall be without prejudice to the contract rights, if any, of the Corporation. Any Officer or agent elected or appointed by the Board may be removed by the Board, with or without cause, when in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of an Officer or agent shall not itself create contract rights.

Section 6. Vacancies

Vacancies in any office caused by any reason shall be filled by the Board at any meeting selecting a suitable and qualified person to act during the unexpired term.

ARTICLE VI.
Right of Participation

No person shall be denied the services or facilities of this organization or be excluded from participation or service herein because of race, age, color, sex, creed, religion, handicap, or national origin, and discrimination of any kind in respect hereof is expressly prohibited.

ARTICLE VII.
Depositories, Signatures and Seal

Section 1. Depositories

All funds of the Corporation shall be deposited in the name of the Corporation in such bank, banks or other financial institutions as the Board may from time to time designate and shall be drawn on checks, drafts or other orders signed on behalf of the Corporation by the Treasurer and/or such other person or persons as the Board may from time to time designate.

Section 2. Contracts

All contracts, deeds and other instruments shall be signed on behalf of the Corporation by the President or by such other Officer or agent as the Board may from time to time designate.

Section 3. Seal

The Corporation shall have no seal.

Section 4. Borrowing

Notwithstanding any other provision in these Bylaws, no Officer or agent of this Corporation shall have authority to borrow any funds on behalf of the Corporation, or to hypothecate any assets thereof, for corporate purposes or otherwise, except as expressly stated in a resolution approved by a majority of Directors, duly entered in the minutes of the Board. No loans shall be made by the Corporation to any Director or Officer.

Section 5. Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose of the Corporation, and any such contribution, gift, bequest or devise is subject to the Board's acceptance.

ARTICLE VIII.
Fiscal Year

The last day of the Corporation's fiscal year shall be December 31.

ARTICLE IX.
Amendments

Articles of Incorporation may be amended by a majority vote of the Board in office, subject to prior approval from the Members, at any meeting of the Board provided the notice given for such meeting indicates that such amendments will be considered. These Bylaws may be amended at any time by a 2/3 vote of the Board in office.

ARTICLE X.
Indemnification

Section 1. Directors and Officers

Pursuant to ORS 65.837 to 65.414, the Corporation shall indemnify, to the fullest extent provided in the Act, and Director or Officer who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation) by reason of arising from the fact that such person is or was a Director or Officer of the Corporation. The determination and authorization of indemnification shall be made as provided by the Act.

Section 2. Advance of Expenses

The Corporation may pay for or reimburse the reasonable expenses incurred by a

Director or Officer who is a party to a proceeding in advance of final disposition of the proceeding as provided in the Act.

Section 3. Insurance

At the discretion of the Board, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

Section 4. Purpose and Exclusivity

The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, provision of the Articles of Incorporation, agreement, vote of the Board or otherwise.

Section 5. Definitions

The terms used in this Article shall have the same meanings given them in ORS 65.387 to 65.414.

ARTICLE XI.
Identification

Marija Kovacevic Hobbs, being Secretary of the Ford Scholar Alumni Association, hereby certifies that the Bylaws were duly adopted by the Board of Directors on April 18, 2009.

As amended on February 23, 2012.

Marija Kovacevic Hobbs, Secretary