

**BY-LAWS OF
PIG BOWL
A NOT-FOR-PROFIT CORPORATION**

**ARTICLE I
ORGANIZATION**

Section 1. The name of the organization shall be PIG BOWL.

Section 2. The organization may at its pleasure by a vote of the board of directors change its name.

**ARTICLE II
STATEMENT OF MISSION**

The mission of Pig Bowl is to rally the community together in order to provide financial and morale support for an individual or family that has been directly affected by illness, disease, injury or tragedy in the Mid-Columbia area.

**ARTICLE III
MEMBERSHIP**

The corporation shall not have members and shall be managed solely by its board of directors.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. *General Powers.* The affairs shall be managed by its board of directors. Directors need not be residents of the State of Oregon.

Section 2. *Number, Tenure, and Qualifications.* The number of directors shall be no less than five (5) and no more than nine (9). Directors shall be elected at the annual meeting of the board of directors, and the term of office of each director shall be until the next annual meeting of the board of directors and the election and qualification of his or her successor. Nothing contained within these By-laws shall prevent a director from serving more than one (1) consecutive term.

Section 3. *Annual Meetings.* An annual meeting of the board of directors shall be held no more than six weeks prior to the organization's annual charitable event on a date, time and place designated by the president of the board of directors. The board of directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution.

Section 4. *Special Meetings.* Special meetings of the board of directors may be called by or at the request of the president or any three (3) directors, and shall be held at the principal office of the corporation or at such other place as the directors may determine.

Section 5. *Notice.* Notice of any special meeting of the board of directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail or electronic mail to each director at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by electronic mail, such notice shall be deemed to be delivered when the electronic mail is delivered to the secretary's electronic mail service company. Any director may waive notice of any meeting. The attendance of a director at any 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. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. *Quorum.* A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. *Board Decisions.* 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 the act of a greater number is required by law or by these bylaws.

Section 8. *Vacancies.* Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the board of directors. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 9. *Compensation.* Directors as such shall not receive any stated salaries for their services.

Section 10. *Initial Board of Directors.* The initial board of directors shall be as follows: Michael Holloran, Curt Harth, Tammy Keys, Jennifer Holloran, CJ Toole, Randy Wells and Janet Scartozzi. These initial board of directors shall serve until a new board of directors is elected at the 2010 annual meeting.

ARTICLE V MISCELLANEOUS

All meetings of the board of directors shall be conducted according to parliamentary procedures set forth in Roberts Rules of Order Revised. Any director missing three (3) board of directors meeting shall be removed from the board, unless an exception is granted by the board of directors. Officers shall serve for a term of three (3) years, but shall not serve more than one (1) consecutive term. A vacancy within the board of directors may be filled by a majority vote of the board of directors. Said appointment shall be subject to approval of the board of directors at its next regularly scheduled meeting.

ARTICLE VI REMOVAL

Any member of the board may be removed with or without cause by a two-thirds (2/3) vote of the entire board of directors.

ARTICLE VII OFFICERS

Section 1. *Officers.* The officers of the organization shall consist of a president, vice president, secretary and treasurer. All officers shall be members of the board of directors.

Section 2. *President.* The president shall be the principal executive officer of the corporation and, subject to the control of the board, shall, in general, supervise and control the business and affairs of the corporation. The president shall preside at all meeting of the board of directors, and:

- (a) May appoint special committees as required, with the approval of the board;
- (b) Shall present the annual report to the board of directors;
- (c) Shall sign, with the treasurer, any deeds, mortgages, bonds, contracts, or other instruments, which the board authorizes to be executed; and
- (d) Shall, in general, perform all other duties incident to the office of president and such duties as may be prescribed by the board.

Section 3. *Vice President.* The vice president may serve for the president in his or her absence.

Section 4. *Secretary.* The secretary shall:

- (a) Keep the minutes and records of the organization in appropriate books;

- (b) Give and serve all notices to directors of this organization;
- (c) Be the official custodian of the records and seal of this organization;
- (d) Submit to the board of directors any communication addressed to him/her as Secretary of the organization;
- (e) Submit to the Board of Directors any communications which shall be addressed to him/her as Secretary of the organization; and
- (f) Attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

Section 6. *Treasurer.* The treasurer shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such depositories as shall be selected by the board;
- (b) Prepare and present a monthly financial report to the board, and prepare and present a yearly report to the board of directors;
- (c) Prepare or have prepared, a true statement of the corporation's assets and liabilities as of the close of each fiscal year, which is the calendar year, all in responsible detail. This statement shall be made and filed at the corporation's principal place of business in the State of Oregon by April 1 of the following year and kept at said office for a period of at least ten (10) years; and
- (d) Perform all duties incidental to the office of treasurer, including the training of the upcoming treasurer and any other duties as may be assigned to the treasurer of the board.

Section 7. *Initial Officers.* The initial officers of the corporation shall be as follows:

President:	Michael Holloran
Vice President:	Curt Harth
Secretary:	Tammy Keys
Treasurer:	Jennifer Holloran

ARTICLE VIII BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having and exercising any of the authority of the board of directors, and shall keep at the principal office a record giving the names and addresses of the board of directors entitled to vote. All books and records of the corporation may be inspected by any member of the board of director, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January in each year and end at midnight on the 31st day of December.

ARTICLE X DISSOLUTION

Section 1. Authorization for the dissolution of the corporation shall be effected in the following manner.

(a) The board of directors shall adopt a resolution recommending that the corporation be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting either special or regular, or the general membership.

(b) Written notices, stating the purpose of such meeting is to consider the advisability of dissolving the corporation, shall be sent to each member entitled to vote at such a meeting.

(c) The resolution shall be adopted upon receiving at least two-thirds (2/3) of the votes entitled to be cast by the members present.

Section 2. Upon members adoption of the resolution, the corporation shall cease to conduct its affairs except as may be necessary to notify creditors, collect assets and apply and distribute them, pursuant to a resolution duly adopted, as provided in Oregon Revised Statutes.

Section 3. No plan of distribution of assets may be adopted which allows such assets to be distributed in any manner or to any organizations(s) other than in such a manner which disposes of all assets of the corporation exclusively for the purposes of the corporation, or to such organization or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time of dissolution qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE XI CONFLICT OF INTEREST POLICY

Section 1. *Purpose.* The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. *Definitions.*

(a) **Interested Person:** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- ii. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section II, Paragraph 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. *Procedures.*

(a) *Duty to Disclose.* In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) *Determining Whether a Conflict of Interest Exists.* After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) *Procedures for Addressing the Conflict of Interest.*

i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) *Violations of the Conflicts of Interest Policy.*

i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. *Records of Proceedings.* The minutes of the governing board and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. *Compensation.*

(a) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that members compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that members compensation.

(c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. *Annual Statements.* Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. *Periodic Reviews.* To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

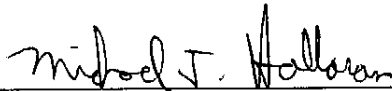
(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. *Use of Outside Experts.* When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

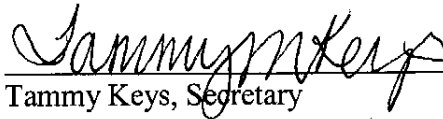
ARTICLE XII AMENDMENT OF BYLAWS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least thirty (30) days' notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting or vote of the board of directors at any regular or special meeting.

ADOPTED at the organizational meeting this 28th day of January, 2010.



Michael Holloran, President



Tammy Keys, Secretary