

## Article II: Members

Section 1. Classes and Voting. There shall be one class of members of this corporation. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law or the Articles of Incorporation or the Bylaws of this corporation.

Section 2. Qualifications. A person shall become a member of the corporation by joining the Society and paying annual dues. For the purpose of voting, each membership has one vote. Hence, where the name of a single individual appears on the membership application, that individual has one vote and where the names of two or more individuals appear on the membership application, those individuals jointly have one vote.

Section 3. Termination of Membership. Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

Section 4. Annual Meeting. The annual meeting of the members shall be held in Lane County, Oregon in February, at a time and place on a date set by the Board of Directors, recognizing Oregon's entry into the Union, February 14, 1859.

Section 5. Special Meetings. Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the holders of at least five percent of the voting power of the corporation by a demand signed, dated, and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose for the meeting.

Section 6. Notice of Meeting. Notice of all meetings of the members shall be given to each member at the last address of record, by first class mail at least 7 days before the meeting, or by means other than first class mail at least ~~30~~ 14 but not more than ~~60~~ 30 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting. For virtual meetings the notice needs to include the platform link information in lieu of place.

Section 7. Quorum and Voting. Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members voting is the act of the members, unless these Bylaws or the law provide differently.

Section 8. Proxy Voting. There shall be no voting by proxy.