

BYLAWS OF
YAMHILL COUNTY CERT ASSOCIATION
(A Oregon Nonprofit Corporation)

ARTICLE 1
BOARD OF DIRECTORS

Section 1. Powers and Qualifications. The affairs of the corporation shall be managed by the Board of Directors. The Board may exercise all powers vested in the corporation.

Section 2. Number of Directors. The number of directors of the corporation shall be not less than 5 nor more than 15. The Board of Directors, by amendment of these Bylaws, may increase or decrease the number of directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent or reducing the number of directors to less than five (5) voting members. The directors shall be divided by lot into three classes, the first class to serve a term of one year, the second class to serve a term of two years, and the third class to serve a term of three years thereafter. Each such director shall hold office for the term for which he/she is elected and until his/her successor shall have been elected to serve a term of three years, except those elected to fill a vacancy left by a former director. If and when additional positions on the board are created, the three classes shall be balanced in numbers so far as may be feasible.

Section 3. Board Composition. The board shall at all times contain individuals who have been nominated to the Board by the following committees of the corporation, as well as any other committees of the Corporation designated for Board representation by the board.

Section 4. Executive Committee. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint an Executive Committee which shall consist of at least three (3) directors, including the President of the Corporation, the Treasurer of the Corporation and one (1) other director, who shall have and exercise such authority of the Board of Directors in the management of the corporation as may be specified in said resolution; provided, that such committee shall not have the authority to amend, alter or repeal any Bylaws or Articles of Incorporation; to elect, appoint or remove any committee member, director or officer, to merge, consolidate, liquidate or otherwise reorganize the corporation; to sell, lease, exchange or encumber all or substantially all of the assets of, the corporation or amend or repeal any resolution of the Board of Directors unless expressly authorized to do so by such resolution. The designation and authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it or him/her by law. Actions of the Executive committee shall be recorded in minutes which shall be distributed promptly to all of the members of the Board.

Section 5. Election and Term. The directors shall be elected to the Board of Directors at each annual meeting, to hold office until the expiration of the term of office of the class of directors into which elected and until his/her or their respective successor are elected and qualified.

Section 6. Removal of Directors. Any director elected or appointed may be removed with or without cause, by a majority vote of those directors present.

Section 7. Vacancies. The Board of Directors shall have power to fill any vacancy occurring in the Board. The director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any director appointed by the board shall stand for election by the Board at the next regular meeting for the remainder of the specified term for such position.

Section 8. Members This corporation shall have no members.

ARTICLE 2 MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meeting. Annual meetings shall be held in the month of June.

Section 2. Special Meetings. Special meetings of the Board of Directors may be held at any place and time, whenever called by the President or the majority of the Board of Directors.

Section 3. Notice of Meetings. Notice of the time and place of any meeting of the Board of Directors shall be required. Notice of the time and place of any special meeting of the Board of Directors shall be given by the Secretary, or by the person or persons calling the meeting, by email, mail, telegram, or by personal communication, over the telephone or otherwise, at least three (3) days prior to the date on which the meeting is to be held. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice of any waiver of notice of such meeting.

Section 4. Quorum. A majority of the duly elected Board of Directors at the time of the board meeting shall constitute a quorum for the transaction business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present, any business may be transacted and the Board may exercise all of its powers.

ARTICLE 3 ACTIONS BY WRITTEN CONSENT

Section 1. Any corporate action required or permitted by the Articles of Incorporation, Bylaws, or laws of the State of Oregon to be taken at a meeting of the directors of the corporation may be taken without a meeting of a consent, in writing, setting forth the action to be taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

ARTICLE 4 WAIVER OF NOTICE

Section 1. Whenever any notice is required to be given to a director of the corporation by the Articles of Incorporation, Bylaws or laws of the State of Oregon, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE 5 INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he or she acted in good faith, and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonable incurred by him/her in connection with the defense or settlement of such action or suit

if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonable entitled to indemnity for such expenses which such court shall deem proper.

Section 3. To the extent that a director, officer, employee or agent or a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in the Article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith.

Section 4. The corporation may pay for or reimburse reasonable expenses incurred by a person who is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative if such party furnishes the corporation a written affirmation of their good faith belief that he or she acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful, and the party furnishes the corporation a written undertaking, executed personally or on the party's behalf, to repay the advance if it is ultimately determined that said party did not meet such standard of conduct.

Section 5. A director of the corporation who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice the court considers necessary, may order indemnification if it determines the party is entitled to mandatory indemnification in which case the court shall also order the corporation to pay the party's reasonable expenses incurred to obtain court ordered indemnification, or if the party is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the conduct of the party was in good faith, in a manner which the party reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, the party had no reasonable cause to believe that his or her conduct was unlawful.

Section 6. Notwithstanding anything contained above, the corporation shall not indemnify a director unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth above. Such determination that indemnification of a director is permissible shall be made by the Board of Directors by a majority vote of a quorum consisting of directors not at

the time parties to the proceeding, provided, however, if a quorum of the Board of Directors cannot be obtained, the determination shall be made by special legal counsel selected by the Board of Directors

Section 7. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, disinterested directors or otherwise, both as to action in his or her official capacity and as action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE 6 OFFICERS

Section 1. Officers Enumerated. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer (each of who must be a director of the corporation), and such other officers and assistant officers as may be deemed necessary by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. In addition to the powers and duties specified below, the officers shall have powers and perform such duties as the Board of Directors may prescribe.

Section 2. Tenure The Board of Directors shall elect the officer to serve one term, defined as twelve months. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 3. Vacancy The vacancy in any office shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. President. The president shall be the chief executive officer of the corporation; the president shall preside at all meetings of the directors; he/she shall supervise management of the business of the corporation, and shall see that all orders and resolutions of the Board are carried into effect. The president shall execute deeds, leases, promissory notes, bonds, mortgages and other contracts or documents requiring a seal, under the seal of the corporation, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

Section 5. Vice Presidents. In the absence or disability of the president, the vice presidents, in order of their rank as fixed by the Board of Directors, or if not ranked, the vice president designated by the Board of Directors, shall perform the duties and exercise the powers of the president, and each vice president shall perform such other duties as the board of Directors shall prescribe.

Section 6. Secretary. The secretary shall attend all sessions of the Board of Directors and record the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for any committee when required. The secretary shall give, or cause to be given, notice of all meetings, of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the president, under whose supervision he shall be.

Section 7. Treasurer. The treasurer or the Assistant Treasurers appointed for each Committee of the Board, shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all money and other valuable effects in the name and to the credit of the corporation, in such depositories as may be designated by the Board of Directors. The treasurer or designated assistants, shall disburse the funds of the corporation when proper to do so, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation. If required by the Board of Directors, the treasurer shall give the corporation a bond in such sum, and with such surety or sureties as shall be satisfactory to the Board, for a faithful performance of the duties of his office, and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation. Annually in accordance with procedures established by the Board each committee of the Corporation shall report to the board its planned budget for the coming fiscal year, and the Board shall authorize expenditures which are consistent with committee recommendations and policies adopted by the board.

Section 8. Compensation. There will be no compensation of the Board of Directors.

Section 9. Removal. Any officer elected or appointed may be removed, with or without cause by a majority 2/3 vote of the Board of Directors then in office.

ARTICLE 7 ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 1. Fiscal year. The fiscal year of the corporation shall be the period from July 1 to and including the following June 30.

Section 2. Loans Prohibited. No loans shall be made by the corporation to any officer or to any director.

Section 3. Corporate Seal. The corporation shall not have a seal.

Section 4. Books and Records. The corporation shall keep current and complete books and records of account and minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

Section 5. Amendment of Bylaws. These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the Board of Directors at any annual or special meeting of the Board if a quorum is present. Prior to the adoption of the amendment, each director shall be given at least three days notice of the date, time and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

Section 6. Committee Structure. Each committee of the Corporation may establish such Committee structure and governance as shall be acceptable to such committee, and consistent with Board policies.

Section 7. Authorized signatories or Corporate Accounts, Stock Powers and Investments. The Board shall establish by resolution authorized signatories for the transacting of business on all corporate accounts, stock powers and investments.

Section 8. Rules of Procedure. The rules of procedure at meetings of the Board of Directors of the corporation shall be the rules contained in Robert's Rules of Order on parliamentary Procedure, as amended, or other recognized parliamentary rules, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Board of Directors.

Approved by the Board of Directors the _____th day of _____ 2010

President