

**BYLAWS**  
**of**  
**QUALITYLIFE INTERGOVERNMENTAL AGENCY**  
**doing business as “QLife Network” (the “Agency”)**

**ARTICLE I. OFFICES**

1.1 Principal Office. The principal office of the Agency shall be located in Wasco County, Oregon. The Agency may have such other offices as the Board of Directors may designate or as the business of the Agency may require from time to time.

1.2 Registered Office. The registered office of the Agency required to be maintained in the State of Oregon may be, but need not be, identical with the principal office in the State of Oregon, and the address of the registered office may be changed from time to time by the Board of Directors upon compliance with the requirements of Oregon law.

**ARTICLE II. GOVERNANCE, BOARD OF DIRECTORS**

2.1 Governance. The Agency shall be governed by a Board of Directors, pursuant to the terms and conditions of the Intergovernmental Agreement creating the Agency (as may be amended or superseded). A copy of the Second Amended and Restated Intergovernmental Agreement for the QualityLife Intergovernmental Agency, effective as of July 25, 2024 (the “Intergovernmental Agreement”), is attached as Exhibit A to these Bylaws. In the event of any apparent inconsistency or conflict between the provisions of the Intergovernmental Agreement and these Bylaws, the provisions of Intergovernmental Agreement shall prevail.

2.2 Election of Board, Number, Tenure. The Board of Directors of the Agency shall be composed of persons appointed in accordance with the Intergovernmental Agreement.

2.3 General Powers. The business and affairs of the Agency shall be managed exclusively by its Board of Directors, but it shall, subject to limitations contained in the Intergovernmental Agreement, have power to delegate its authority to a chief executive officer and others. The Board of Directors is vested with the sole power possessed by the Agency itself, insofar as this authority is not inconsistent with the laws of the State of Oregon, the Intergovernmental Agreement, or these Bylaws.

2.4 Regular Meetings. All meetings of the Agency are subject to the provisions of the Oregon Public Meetings Law. The Board of Directors shall have regular meetings, on a quarterly or more frequent basis as they may elect. The Board of Directors may provide, by resolution, the time and place, within Wasco County, for the holding of all regular meetings.

2.5 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the chair or any two members of the Board of Directors. The person or persons authorized

to call special meetings of the Board of Directors may fix any place within Wasco County, Oregon as the place for holding any special meeting.

2.6 Notice. Meetings of the Board of Directors may be held without notice at times set by previous resolution of the Board, or on three (3) days written notice when called by either the chair, or any two members of the Board. Written notice shall be delivered personally, electronically mailed, sent by facsimile, or mailed to each director at the director's business or residence address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail. Notice delivered by electronic mail or facsimile shall be deemed delivered when the person to whom it was sent acknowledges receipt electronically, by facsimile or otherwise in writing. Any director may waive notice of any meeting. The attendance of a director at a 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. Notice of a special meeting must contain a statement of the principal matters to be considered at such meeting, and only such principal matters may be considered at that special meeting.

2.7 Quorum. At any meeting of the Board of Directors, a majority of the whole number of directors as provided in the Intergovernmental Agreement shall constitute a quorum, without regard to any vacancies.

2.8 Adjournment. A meeting of the Board of Directors may be adjourned from time to time. If less than a quorum is present, the chair, or a majority of the directors present, may so adjourn the meeting to a definite time which shall not be over one month from the date of the regular meeting. Notice of the adjourned meeting shall be provided in accordance with the Oregon Public Meetings Law.

2.9 Manner of Acting. The act of a majority (or such other threshold required by applicable law or the Intergovernmental Agreement) of the directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors provided that in all cases a minimum of three favorable votes is required. No proxy votes shall be allowed.

2.10 Vacancies. A director vacates their office upon their death, resignation, adjudicated incompetence, dismissal by or departure from their appointing party, absence from two (2) consecutive Board meetings (unless excused by the Board) or from three (3) Board meetings in a calendar year, or conviction of a public offense punishable by loss of liberty. The party (or the Board of Directors, in cases of vacancy in the office of the at-large director) who appointed the vacated director shall endeavor to appoint a new Director within thirty (30) days of the vacancy.

2.11 Compensation. No director shall receive a salary or other compensation for services, but by resolution of the Board of Directors, the directors may be paid their expenses, if any, incurred in connection with business of the Agency and approved in advance by the Board of Directors.

2.12 Removal. Any director may be removed from office, with or without cause, by the action of the entity appointing that director.

2.13 Books and Records. The Agency shall keep correct and complete books and records of account; shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office a record of its directors giving the names and addresses.

### ARTICLE III. OFFICERS

3.1 Designation and Qualification. The officers of this Agency shall be a president, a vice president, and a secretary/treasurer. They shall be appointed and serve as provided in the Intergovernmental Agreement.

3.2 Removal. Any officer or agent may be removed, with or without cause, by not less than a three fourths vote of the Board of Directors whenever in its judgment the best interests of the Agency will be served thereby. Removal of any officer or agent shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

3.3 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect upon the appointment of a successor, or upon the acceptance of the Board of Directors, whichever is earlier.

3.4 Duties. All officers shall have such duties and authority as the Board of Directors may designate in addition to those specifically provided by these Bylaws and the Intergovernmental Agreement.

### ARTICLE IV. COMMITTEES

A Budget Committee shall be established in compliance with ORS 294.905. The Board of Directors may create other committees for specific tasks or responsibilities.

### ARTICLE V. FISCAL YEAR, ACCOUNTING

5.1 Fiscal Year. The fiscal year of the Agency shall commence on July 1 of each year and end on June 30 of each year.

5.2 Accounting. The books of the Agency shall be kept on such basis as is determined by the Board of Directors and in compliance with Oregon law.

### ARTICLE VI. NOTICE

6.1 Waiver of Notice. Whenever any notice is required to be given to any director, officer, committee member or any person acting in the name of the Agency under the provisions of these

Bylaws or under the provisions of the Intergovernmental Agreement, 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 deemed equivalent to the giving of such notice.

6.2 Form of Notice. Whenever, under the provisions of Oregon law or these Bylaws, notice is required to be given, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail or other means, addressed to the person and the address as it appears on the records of the Agency, prepaid, and such notice if mailed shall be deemed to be given at the time when the same shall be deposited in the United States mail.

#### ARTICLE VII. INDEMNIFICATION

7.1 Indemnification. Subject to the terms, conditions, and limitations of Oregon law, the Agency shall, upon a determination by the Board of Directors that indemnification is permissible in the circumstances, indemnify all directors and officers against any liability incurred in a proceeding; however, indemnification in connection with a proceeding by or in the right of this Agency shall be limited to reasonable expenses in connection with the proceeding. Indemnification of reasonable expenses shall be deemed permissible in any proceeding in which a director or officer is wholly successful, on the merits or otherwise.

7.2 Insurance. The Agency may purchase and maintain insurance for the Board of Directors, and also on behalf of any individual who is or was a director, officer, employee or agent of the Agency, against any liability asserted against such person, even if the Agency has no power to indemnify the individual against the liability.

#### ARTICLE VIII. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors by two-thirds vote at any duly noticed meeting.

ADOPTED by unanimous vote of the board of directors this 23<sup>rd</sup> day of January, 2025.