

**BYLAWS
ELLSSA
Nonprofit Corporation**

ARTICLE I

NAME

The name of the organization is the ELLSSA L.L.C.

ARTICLE II

PURPOSE

The vision of ELLSSA is: a global nonprofit a humanitarian nonprofit organization nonprofit organization led by volunteers. We are non-denominational, non-government, and non-political organization. "ELLSSA" functions under the ethics of kindness, benevolence and sympathy extended universally and impartially to all human beings. Our focus is to prevent human suffering and maintain human dignity. Improving lives through effective action develop fellowships, and understanding. We are like minded individuals working towards a positive intercultural dialog of common thoughts, feelings, and traditions that bind us together. "ELLSSA" provides help to the needy while influencing the world to change and make a difference. Our humanitarian contributions strengthen the self-reliance of individuals, families, and communities. Improving lives through cultivation of positive actions that promotes human dignity, goodwill, inter-cultural rapport and peace in the world.

ARTICLE III

MEMBERSHIP

Membership shall consist only of the members of the board of directors. The rights and privileges of membership in good standing shall include, but not be limited to, the right to participate in discussion and decisions of "ELLSSA."

ARTICLE IV

ASSOCIATE AND PARTNER MEMBERSHIP

A. Associate Membership: An individual may become a member of "ELLSSA" by filing an application with "ELLSSA" and being approved by seventy-five percent (75%) of the membership attending a regularly scheduled meeting. If an agency files an application, the agency must designate their representative by name and position.

B. Limitations: An associate member may be relieved from "ELLSSA" membership, when seventy-five percent (75 %) of attending members agree.

ARTICLE V

BOARD OF DIRECTORS

It is the responsibility of the Board of Directors to meet as necessary and to assume the responsibility for managing the affairs of "ELLSSA".

ARTICLE VI

MEETINGS

A. General Membership: "ELLSSA" shall meet at least four times a year with the date, time and place of the meeting designated by the president. Other meetings shall be held at such times as shall be designated by the president. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting.

B. Board of Directors: The Board of Directors shall meet in accord with the provision of these Bylaws. Board members shall be notified of any meetings by the president or the president's designee at least seven calendar days in advance of the meeting, except that by unanimous consent they may waive this notice requirement for a specific meeting.

C. The presence of not less than (50%) percent of the members and the president shall constitute a quorum and shall be necessary to conduct the business of this organization.

ARTICLE VII

VOTING

At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

ARTICLE VIII

OFFICERS, POWERS AND DUTIES

A. Officers:

Officers and Duties: There shall be seven officers of the Board consisting of a Chair, Vice Chair, Committee chair and Co-Committee chairs, Secretary and Treasurer. Their duties are as follows:

B. Officers' Powers and Duties:

1. The Chair: The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer. The Chair shall perform all duties and assume all responsibilities as executive officer of "ELLSSA". Subject to limitations otherwise defined in this Article, the president is authorized to engage in any lawful activity deemed in the best interests of "ELLSSA". It is the responsibility of the Chair to supervise the activities of any corporate employees or contract service providers. The president shall be present at each annual meeting of the organization an annual report of the work of the organization. She shall appoint all committees, temporary or permanent. She shall oversee all books, reports and certificates required by law are properly kept or filed. She shall be one of the officers who may sign the checks or drafts of the organization and have such powers as may be reasonably construed as belonging to the chief executive of any organization.

2. Vice-Chair: The Vice Chair shall in the event of the absence or inability of the President to exercise his/her office become acting president of the organization with all the rights, privileges and powers as if he/her had been the duly elected president. The Vice-Chair shall perform such other duties as may be required by the Chair or the Board of Directors from time to time. The Vice-Chair will chair committees on special subjects as designated by the board.

3. Secretary: The Secretary shall keep accurate records of the minutes and records of all meetings of the Board of Directors and of the general membership in appropriate books. It shall be their duty to file any certificate required by any statute, federal or state. Give and serve all notices to members of this organization and be the official custodian of the records. She shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary. To keep of the proceedings of

4. Treasures: To be custodian of all monies of "ELLSSA", however received, to keep accurate records of all receipts, expenditures and financial transactions involving or concerning the organization, and to perform such other duties as may be required by the president or the Board of Directors from time to time. At the time of each meeting of the membership and at such other times as may be requested by the president or the Board of Directors, the treasure shall prepare and publish financial statements showing the financial condition of the "ELLSSA". The Board of Directors may, by resolution, delegate specific duties of the secretary-treasurer to an experienced individual or entity. Treasurer shall chair the finance committee, assist in the preparation of the budget, and help develop fundraising plans.

4. General Limitations: No officer of "ELLSSA" shall: (a) engage in any activity which jeopardizes the standing of "Social for Society" as a nonprofit corporation under the laws of the State of Oregon or as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code; (b) commit "ELLSSA" by contract or otherwise to the purchase of services or goods other than as a result of resolution of the Board of

Directors. This limitation does not apply to the purchase of fund raising supplies or office supplies incidental to the daily business and record keeping of the "ELLSSA".

ARTICLE IX

ELECTION AND REMOVAL OF OFFICERS AND MEMBERS OF THE BOARD

- A. Election of Officers: Officers shall be elected at the annual meeting every even numbered year. Each shall serve until a successor is elected and qualified. The Secretary and Treasurer may be elected for successive terms.
- B. Resignation, termination and absences: Resignation from the board must be in writing and received by the secretary. A Board member may be removed for other reasons by a two-thirds majority vote with the president's approval at a meeting called for the purpose of removing the officer.
- C. Officers: Any office which becomes vacant during the term of office shall be filled by the Board of Directors, subject to a majority vote of the members at the next regular "ELLSSA" meeting.
- D. Vacancies: When a vacancy on the board exists, nominations for new members may be received from present board members by the secretary two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term unless other terms have been agreed upon by the board.
- E. Special Meetings: Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.
- F. No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE X

COMMITTEES

- A. The Board may create committees as needed, such as fundraising, housing, etc. The Board Chair appoints all committee chairs. The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.
- B. Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board, or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public. The president may name such temporary or standing committees as deemed necessary to the best interest of the "ELLSSA".

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

"ELLSSA" shall indemnify each of its Chairs and officers, whether or not then in office, together with the directors' and officers' executors, administrators and heirs, against all claims, damages, losses and expenses, including attorneys' fees, actually and necessarily incurred by a director or officer in connection with the defense of any litigation to which a director or officer may be a party because of status as a director

or officer of "ELLSSA". A Chair or officer shall have no right to reimbursement in relation to matters as to which the Chair or officer has been adjudged liable to "ELLSSA" for negligence or misconduct in the performance of duties as a director or officer. Indemnification shall also apply to the damages and expenses of suits which are compromised or settled if settlement is approved by the court having jurisdiction of the matter. Indemnification shall be in addition to, and not exclusive of, all other rights to which a director or officer may be entitled.

ARTICLE XII

SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors with the president's approval. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.