



Bylaws 2017
Revised and Updated January 2017

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**BYLAWS
OF THE
AMERICAN TINNITUS ASSOCIATION**

PREAMBLE

Section A. Preamble. The corporation is a not-for-profit corporation incorporated under the laws of the State of Oregon with Federal and State tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time. The purposes of the corporation are to carry on and support research and educational activities relating to the cure of tinnitus and/or hyperacusis, and other defects or diseases of the ear, and any other lawful activities none of which shall be for profit, for which corporations may be organized under the Oregon Nonprofit Corporation Law and Section 501(c)(3) of the Internal Revenue Code.

ARTICLE I - OFFICES AND RECORDS

Section 1.1 Registered Office. The corporation shall continuously maintain in the State of Oregon a registered office and a registered agent whose business office shall be the registered office.

Section 1.2 Other Offices. The corporation may have such other offices, either within or without the State of Oregon, as the board of directors may designate or as the business of the corporation may from time to time require.

Section 1.3 Corporate Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the board of directors and committees thereof. Copies of these records will be kept by the secretary pursuant to Section 3.7, and a complete copy will also be furnished to the corporation's legal counsel.

ARTICLE II - BOARD OF DIRECTORS

Section 2.1 General Powers. The business and affairs of the corporation shall be managed by and under the direction of its board of directors.

Section 2.2 Number, Tenure and Qualifications. The number of directors of the corporation shall be not less than three (3) and not more than twenty-one (21), who shall be elected by the board. Within that variable range directors shall be that number last elected by the board, reduced by the number of deaths, resignations or removals occurring since the last election. Directors may serve for no more than two (2) consecutive three (3) year terms at any one time, except in the event a director has been previously elected an officer of the corporation and said director's second consecutive three (3) year term expires prior to the end of said director's term as an officer, then said director's term as a director shall be automatically extended to end contemporaneously with the end of said director's term as an officer. Commencing at any time one (1) year after having been elected and served two (2) consecutive three (3) year terms as a director, any such director shall be eligible for election to the board in accordance with these bylaws. Directors need not be residents of Oregon. The number of directors may be increased or decreased from time to time by the election of a greater or a lesser number within the variable range, or beyond the variable range by the amendment of this section 2.2.

Section 2.3 Decrease in Board/Resignation. No decrease in the number of directors shall have the effect of shortening the term of an incumbent director. A resignation is effective when the notice is given unless the notice specifies a future date.

Section 2.4 Annual and Regular Meetings. The annual meeting of the board of directors shall be held upon at least ten (10) days prior written notice to all directors during May, June, or July each year, or as otherwise agreed by the board at the office of the corporation or at such other locations as may be determined by the board. The board of directors shall, by resolution, provide the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 2.5 Emergency Meeting. An emergency meeting of the board of directors may be called at the request of the chair or any two or more directors. The person or persons authorized to call an emergency meeting of the board of directors may fix the time and means including in person, fax, email, or telephonic means for holding the emergency meeting. The meeting may either be open or an executive session, and must be declared at the time of the meeting notice.

An emergency may be defined as, but not limited to, theft of funds, death of a staff member, resignation of the board chair, resignation of the executive director, natural disaster, damage to headquarters, etc.

Section 2.6 Waiver for Emergency Meeting. An emergency meeting notice shall be given at least 24 hours prior to the convening of the emergency meeting either by fax, email, telephonic, other electronic means. If sent by fax or email, or other electronic means, such notice shall be deemed delivered when the fax, email, or other electronic means is transmitted. A phone message left on an answering machine shall be considered delivered. An in-person conversation will consider the message delivered. When the message is sent via fax, email, telephonic, or other electronic means, the specific agenda item and reason for the meeting should be described. In an extreme emergency, a meeting may be called in the same manner listed above, giving no longer notification than six (6) hours prior to the start of the meeting. When the board is convened, it will determine if the meeting meets the standard to be an emergency meeting or an extreme emergency meeting. If the board, by a majority vote during the meeting, determines that the meeting was not an emergency or extreme emergency, the agenda item(s) will be referred to the next properly called meeting with 10 day notification.

Section 2.7 Quorum. One-half of the number of elected directors shall constitute a quorum at any meeting. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board, unless the act of a greater number is required by law.

Section 2.8 Vacancies. In the event that an opening occurs on the board of directors, either by resignation or the desire to increase the number of directors, nominations for an open position may be made at any meeting of the board. A director elected shall take office for a three-year term on the first day of the succeeding month after his or her election.

Section 2.9 Action by Consent. Unless specifically prohibited by the articles of incorporation or these bylaws, any action required to be taken at a meeting of the board of directors or any other action which may be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the directors shall have the same effect as any affirmative vote at any meeting. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the secretary to be filed with the corporate records. The action taken shall be effective when the last director signs the consent unless the consent specifies a different effective date.

Section 2.10 Electronic/Telephonic Meetings. Unless specifically prohibited by the articles of incorporation or these bylaws, members of the board of directors or of any committee of the board of directors may participate in and act at any meeting of such board or committee through the use of a telephone conference or other communications equipment by means of which all persons participating in the meeting can simultaneously communicate with each other. Participation in such meetings shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 2.11 Committees. The chair of the board may appoint committees from time to time to accomplish the business of the association. With the exception of the Scientific Advisory Committee (SAC), the chair will also appoint committee chairs and committee members. The chair of the board may dissolve any committee and remove any committee chair and committee members. Each committee shall keep regular minutes of its proceedings and report the same to the board. A majority of any committee shall constitute a quorum, and a majority of a quorum is necessary for committee action. The chair of the committee shall determine the date and time of any committee meeting and will notify all committee members of such. Two or more members of a committee may call for a special committee meeting stating at the time the reason for the meeting and the date and time it will be held. Committees shall meet via electronic means unless otherwise directed by the board or chair. Eligible committee members include board members, staff, and any other persons that the chair considers appropriate for the committee. Committee chairs may also submit committee candidates to the board chair for approval.

Any committee shall have the authority of the board, except that no committee may:

- (a) take any final action on matters which also require board members' approval (i.e. expend funds, change the budget, make policies, etc.);
- (b) amend or repeal bylaws or adopt new bylaws;
- (c) amend or repeal any resolution or action of the board of directors;
- (d) appoint other committees;
- (e) approve any transaction to which the corporation is a party and any director has a material financial interest.

Section 2.12 Scientific Advisory Committee. The articles of incorporation, and these bylaws govern the Scientific Advisory Committee. The chair of SAC shall advise the board of directors of any future rules, procedures or actions taken by SAC.

The board shall designate and appoint members to the Scientific Advisory Committee (SAC) at any board meeting. Members of SAC shall be appointed for a four (4) year term, and, in the sole discretion of the board, may be appointed to an additional four (4) year consecutive term. SAC may adopt its own rules and procedures, and take actions it deems appropriate, subject to Oregon state law, ATA's articles of incorporation, and ATA's bylaws current at that time the rules, procedures and actions are adopted and taken by SAC. All prior actions of SAC are ratified as of the date this section was amended. The chair of SAC shall advise the board of directors of any future rules, procedures and actions by SAC. If the board takes no action, then such rules, procedures and actions will be deemed ratified by the board. However, the board of directors may rescind such SAC rules, procedures and actions by a vote of two-thirds of the board members present and voting.

Section 2.13 Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any matter is taken shall be conclusively presumed to have assented to the action taken unless any such director's dissent is entered in the minutes of the meeting or unless a written dissent to such action is filed with the person acting as the secretary of the meeting before the adjournment thereof or delivers a written dissent to the secretary of the corporation promptly after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 2.14 Honorary Directors. The board may designate honorary directors at any board meeting where a quorum is present. An honorary director shall have no vote and shall not be counted for purposes of determining a quorum. Persons eligible for honorary director status include, but are not limited to those who have served as regular directors, those who have distinguished themselves in the community, and those who have made significant contributions to the development and success of the corporation. The board may nullify honorary director designations where a quorum is present. Honorary directors may be excluded from closed or executive sessions of the board.

Section 2.15 Recall and Removal of a Director. The removal of a director shall be accomplished by approval of two-thirds of the board directors. (For example, if the board consists of 15 members, and possibly only 12 are present for a meeting then 2/3rds of the board would be 10 members. Of the 12 present, 10 must vote to approve for the vote to meet the 2/3rds requirement. If the board consists of 15 members, and possibly only 12 are present for a meeting, then 2/3rds of the board would be 10 members. Of the 12 present, 10 must vote approval, meeting the required 2/3rds of the board.)

Before any meeting of the board at which a vote on removal will be made, the director in question shall be given notice by electronic means or certified letter of the board's intention to discuss that director's case and the opportunity to be heard at the meeting. During a vote for removal, the director for which the vote is intended shall not vote and will not be present when the vote is taken. A vote for removal may be done in a regular or emergency meeting. If a director is absent and unexcused from two or more board meetings, including regular or emergency meetings in a twelve month period, the board position shall be considered vacant. The board chair is empowered to excuse directors from attendance for a reason deemed adequate by the board chair. The chair shall not have the power to excuse him/herself from the board meeting attendance, and in that case, the board vice chair shall excuse the chair.

Section 2.16 Proxy Voting. Proxy voting of directors is prohibited. A director must be present in person or by electronic means at any board meeting for that director's presence to be counted as quorum and that director's vote to be counted on any issue.

Section 2.17 Executive Director. The Executive Director is deemed an ex officio member of the board of directors, with all rights granted to other directors except voting, and attending Executive Sessions of the board of directors.

ARTICLE III - OFFICERS

Section 3.1 Identification of Officers. The officers of the corporation shall be members of the board of directors, and will consist of a chair, a vice chair, a treasurer, a secretary, and such other officers as may be elected or appointed by the board of directors, which officers shall also be directors of the corporation. One officer shall have the authority to certify the bylaws, resolutions of the board of directors and committees thereof, and other documents of the corporation as true and correct copies thereof.

Section 3.2 Election and Term of Office. The officers of the corporation shall be elected or appointed every two (2) years by the board of directors at the annual meeting of the board of directors or at a meeting held in lieu thereof. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Except as provided herein, each officer shall hold office for a term of two (2) years from the date elected or until such officer's successor shall have been duly elected and qualified or until death, resignation or removal. Election of an officer shall not of itself create any contract rights of that officer against the corporation. Officers shall be elected from the directors constituting the board at the time of the election.

Section 3.3 Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The removal of an officer shall be accomplished by approval of two-thirds of the board directors (See section 2.15 for definition of 2/3rds majority).

Section 3.4 Chair. The chair shall be the chief executive officer of the corporation. Subject to the direction and control of the board of directors, the chair shall be in charge of the business of the corporation; shall see that the resolutions and directions of the board of directors are carried into effect except in those instances in which that responsibility is specifically assigned to some other person by the board of directors; and, in general, shall discharge all duties incident to the office of chair and such other duties as may be prescribed by the board of directors from time to time. The chair shall preside at all meetings of the board of directors unless these bylaws provide otherwise. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these bylaws, the chair may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the board of directors has authorized to be executed. The chair may make motions and vote on all motions at any annual, regular or emergency meeting of the board.

Section 3.5 Vice-Chair. The vice-chair shall assist the chair in the discharge of such duties as the chair may direct and shall perform such other duties as from time to time may be assigned by the chair or by the board of directors. In the absence of the chair or in the event of death, inability or refusal to act, the vice-chair shall perform the duties of the chair, and when so acting, shall have all the powers of and shall be subject to all the restrictions upon the chair. It is contemplated that, in the sole discretion of the board, in most instances upon a chair's completion of a tour of duty as chair of the corporation, the vice-chair will thereafter be elected or appointed chair.

Section 3.6 Treasurer. The treasurer shall be the principal accounting and financial officer of the corporation. The executive director, through oversight and guidance by the treasurer, shall be responsible for (a) the corporation's installation and utilization of appropriate financial internal controls; (b) the preparation of financial statements and reports, including the coordination of all audits of the corporation's financial books; (c) the preparation and proper filing of all required tax returns and reports, including those that must be filed with the Internal Revenue Service; (d) coordinating with corporation staff with respect to (i) receiving and giving receipts for moneys due and payable to the corporation from any source whatsoever, and depositing all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the board of directors, and (ii) disbursing the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements; (e) subject to the approval of the board of directors, for the selection of the independent certified public accountant for the corporation; (f) in general be responsible for the performance of all of the duties incident to the office of treasurer; and (g) the performance of such other duties from time to time as may be assigned by the chair or the board of directors. If required by the board of directors, the treasurer shall give a bond in such sum and with such surety or sureties as the board of directors shall determine at the corporation's expense, for the faithful discharge of such duties and for the restoration to the corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money, securities, and other property belonging to the corporation in the treasurer's possession or control. The treasurer may sign corporate checks when it is necessary to have a second signature on the check and a second signer is not available on staff, or there is no one available on staff with the appropriate authority to sign checks.

Section 3.7 Secretary. The secretary shall be responsible for (a) maintenance of the minutes of the board of directors' meetings; (b) giving all notices in accordance with the provisions of these bylaws or as required by law; (c) proper maintenance of the corporate records shall be the responsibility of the executive director in consultation with the secretary; (d) signing with the chair, or any other officer thereunto authorized by the board of directors, any contracts, deeds, mortgages, bonds, or other instruments which the board of directors has authorized to be executed, according to the requirements of the form of the instrument, except when a different mode of execution is expressly prescribed by the board of directors or these bylaws; (e) the performance of all other duties incident to the office of secretary; and (f) the performance of such other duties from time to time as may be assigned by the chair or the board of directors. The secretary may request a recording secretary be present at any meetings of the board. The secretary shall be responsible for the content of the minutes.

Section 3.8 Past-Chair. When the chair completes his or her term as chair, he or she shall hold the position of past-chair for one year. The position need not be filled if the outgoing chair determines that he or she cannot fulfill the position for personal or professional reasons.

The person holding the position of past-chair shall be a voting member of the board during his or her term as past-chair but is no longer an officer of the board.

Section 3.9 Additional Officers. When the need arises, the board of directors may designate additional officer positions of the corporation such as second vice chair, assistant secretary, assistant treasurer. The tenure of the additional officers shall coincide with that of the primary officer positions.

Section 3.10 Vacancies. A newly created office or a vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the board of directors for the unexpired portion of the term at any meeting of the board of directors.

Any officer may resign at any time by giving written notice to the corporation through the chair of the board and the executive director. In the instance the chair resigns, the vice chair and executive director shall be notified. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

A vacancy that will occur at a specific later day, by reason of a resignation effective at a later date may be filled before the vacancy occurs, but the new officer may not take office until the vacancy occurs.

ARTICLE IV – EXECUTIVE DIRECTOR AND OTHER EMPLOYEES

Section 4.1 Executive Director (ED). The ED shall be appointed and employed by the board of directors on such terms and conditions as the board may determine in its sole discretion. The ED shall generally perform all the duties and responsibilities of the chief operating officer of the corporation. The ED shall carry out the directives of the chair and the board, including the implementation of the corporation's programs, all corporate financial matters and overseeing the preparation of regular financial statements, employment of such other employees of the corporation on such terms and conditions as may be appropriate, as well as such other duties from time to time as may be assigned by the chair and the board. The ED is deemed an ex officio member of the board of directors, as described further in Section 2.7. A board member may become the ED on a temporary basis pending some emergency or search for a replacement ED.

ARTICLE V - CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 5.1 Contracts. The board of directors may authorize any officer or officers, agent or agents, of the corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 5.2 Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances. The corporation shall not lend and has no power to lend money to its directors, officers, employees and agents.

Section 5.3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 5.4 Deposits. All funds of the corporation shall be deposited immediately to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select and, to the extent possible, shall be invested pursuant to the policies of the board of directors.

ARTICLE VI - INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 6.1 Third Party Action. To the fullest extent allowed by Oregon law, 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 such person is, or was a director, officer, employee or agent of the corporation, ("indemnified person"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by indemnified person in connection with any such action, suit or proceeding, if indemnified person acted in good faith and in a manner 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 such 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 indemnified person did not act in good faith and in a manner which such indemnified person reasonably believed to be in or not opposed to the best interest of the corporation, or with respect to any criminal action or proceeding, that the indemnified person had reasonable cause to believe that his/her conduct was unlawful.

Section 6.2 Successful Defense. To the extent that a director, officer, employee or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 6.1 herein, or in defense of any claim, issue or matter therein, indemnified person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

Section 6.3 Procedures. Any indemnification under Section 6.1 herein (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 6.1 herein. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 6.4 Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized herein.

Section 6.5 Not Exclusive Provisions. The indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, contract, agreement, vote of disinterested directors or otherwise, both as to action in any other official capacity and as to 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.

Section 6.6 Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation against any liability asserted against and incurred by such person in any such capacity, or arising out of the status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article VI.

Section 6.7 Definitions. For purposes of this Article VI, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise tax assessed on a person with respect to an employee benefit plan; and references to the phrase "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner such person reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interest of the corporation" as referred to in this section.

ARTICLE VII - FUNDRAISING

Section 7.1 Fundraising. Acceptance of any contribution, gift or grant is at the discretion of the American Tinnitus Association corporation. The American Tinnitus Association

corporation will not accept any gift unless it can be used or expended consistently with the purpose and mission of the organization.

No irrevocable gift, whether outright or life-income in character, will be accepted if under any reasonable set of circumstances the gift would jeopardize the organization's charitable designation.

ARTICLE VIII - MISCELLANEOUS PROVISIONS

Section 8.1 Fiscal Year. The fiscal year of the corporation shall be July 1 – June 30, except as otherwise fixed by resolution of the board of directors.

Section 8.2 Seal. The corporation shall not and does not adopt a corporate seal.

Section 8.3 Audits. The board of directors shall determine whether the corporation's accounts, books and records shall be audited upon the conclusion of each fiscal year, and shall determine who performs that audit.

Section 8.4 Resignations. Any director may resign at any time by delivery of written notice of such resignation from the board of directors to the chair and executive director and, unless specifically made effective at a future date, such resignation shall be deemed to be effective as of the close of business on the date said notice is received. No formal action shall be required of the board of directors to make any such resignation effective.

Section 8.5 Duality/Conflict of Interests. The board shall at all times adopt, have and maintain for the corporation a specific policy with respect to duality/conflict of interests.

Section 8.6 Nondiscrimination. The corporation hereby reaffirms and again states its policy that:

- i. No person shall be excluded from service or segregated by the corporation because of or on the basis of race, ethnic origin, religion, sex, national origin, ancestry, age, medical condition, sexual orientation, disability or handicap, veteran status, marital status, or pregnancy; and
- ii. The corporation shall not discriminate on the basis of race, ethnic origin, religion, sex, national origin, ancestry, age, medical condition, sexual orientation, disability or handicap, veteran status, marital status, or pregnancy with regard to hiring, assignment, promotion or other employment conditions of its staff. The corporation is committed to positive action in order to achieve equal employment opportunity for all persons in the filling of any vacant staff positions. In the event the corporation utilizes any employment agencies in filling any vacant staff position, the corporation shall only utilize employment agencies which do not discriminate on the basis of race, ethnic origin, religion, sex, national origin, ancestry, age, medical condition, sexual orientation, disability or handicap, veteran status, marital status, or pregnancy in making any such referrals; and

- iii. The corporation shall not discriminate on the basis of race, ethnic origin, religion, sex, national origin, ancestry, age, medical condition, sexual orientation, disability or handicap, veteran status, marital status, or pregnancy with respect to the composition of its board, its various committees, its public supporters, or those who seek its services.

Section 8.7 Parliamentary Authority. The corporation hereby adopts the current edition of Robert's Rules of Order, as such edition may be published from time to time, as the parliamentary authority for the corporation in all parliamentary situations that are not otherwise provided for in law, the corporation's articles of incorporation, bylaws, or adopted rules. The chair may, at the annual meeting of the board, appoint from the members of the board a parliamentarian to serve the corporation in that capacity until the next annual meeting of the board or until his/her successor is appointed and qualified.

ARTICLE IX - AMENDMENTS

Section 9.1. Amendments to Bylaws. Unless otherwise provided in the articles of incorporation, these bylaws may be made, altered, amended or repealed by the action of the majority of the board of directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with Oregon law or the articles of incorporation of the corporation.

Section 9.2 Amendments to Articles of Incorporation. Unless otherwise provided in the articles of incorporation, the articles of incorporation may be altered or amended by the action of two-thirds (2/3) of the board of directors. For any meeting in which an amendment is to be voted upon, the notice of such meeting shall state the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the articles of incorporation and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated revised bylaws of the American Tinnitus Association were approved by the American Tinnitus Association Board of Directors on Saturday, January 28, 2017 and constitute a complete copy of the bylaws of the corporation.

ATA Chair: _____

ATA Secretary: _____

Date: February , 2017

Date: February , 2017

**Filed in the office of the Corporation Commissioner
of the State of Oregon, October 29th, 1979.**

ARTICLES OF INCORPORATION OF THE AMERICAN TINNITUS ASSOCIATION

ARTICLE I – NAME

The name of this corporation is the American Tinnitus Association, and its duration shall be perpetual.

ARTICLE II - PURPOSES

This corporation is organized to carry on and support research and educational activities relating to the cure of tinnitus and other defects or diseases of the ear. Subject to the restrictions set forth in these Articles of Incorporation, the corporation may also engage in any other lawful activities, none of which shall be for profit, for which corporations may be organized under the Oregon Nonprofit Corporation Law.

ARTICLE III – RESTRICTIONS

This corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision to these Articles, the corporation may not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of, future United States Internal Revenue law). No part of net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons. However, the corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set, forth in Article II. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not directly or indirectly participate, in or intervene in any political campaign on behalf of or in, opposition to any candidate for public office.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The registered office of the corporation is Suite 2300, 900 SW 5th Avenue, Portland, Oregon 97204. The initial registered agent of the corporation is Henry Breithaupt.

ARTICLE V - DISSOLUTION

Upon dissolution or final liquidation, after payment, or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to such tax-exempt organization or organizations described in Section 501(c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future federal tax laws, as the board of directors may determine.

ARTICLE VI - DIRECTORS

This corporation shall have no members. The initial board of directors shall be composed of three members. The names and addresses of the persons who are to serve as the initial directors are as follows:

Jack A. Vernon, Ph.D.
3515 SW Veterans Hospital Road
Portland, OR 97201

Robert W. Hocks, Ph.D.
935 NE Couch Street
Portland, OR 97212

Gloria E. Reich, Ph.D.
3515 SW Veterans Hospital Road
Portland, OR 97201

ARTICLE VII – ADDRESS OF INCORPORATOR

The name and address of the incorporator is as follows:

Henry C. Breithaupt
900 SW 5th
Portland, OR 97204

Dated this 18th day of October 1979.

Henry C. Breithaupt,
Incorporator

I declare under penalties of perjury that I have examined the foregoing Articles of Incorporation of the American Tinnitus Association, and to the best of my knowledge and belief they are true, correct and complete.

Henry C. Breithaupt