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Form **990-EZ**

Short Form Return of Organization Exempt From Income Tax

OMB No 1545-1150

2009

Open to Public Inspection

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.
▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

Department of the Treasury
Internal Revenue Service

A For the **2009** calendar year, or tax year beginning _____, **2009**, and ending _____, **20**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization Oregon Executive Development Institute Number and street (or P.O. box, if mail is not delivered to street address) Room/suite P. O. Box 1156 City or town, state or country, and ZIP + 4 Newport, Oregon 97365-0091	D Employer identification number 83-0426130 E Telephone number 541-574-0630 F Group Exemption Number ▶
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• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting Method: Cash Accrual
Other (specify) ▶

I Website: ▶ **www.OEDlonline.org**

J Tax-exempt status (check only one) — 501(c) (3) ◀ (insert no.) 4947(a)(1) or 527

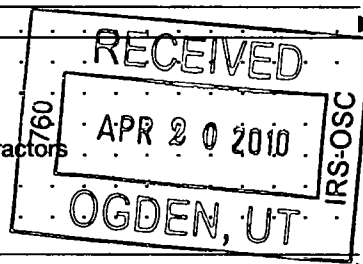
H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

K Check if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

	Description	Code	Amount
Revenue	1 Contributions, gifts, grants, and similar amounts received	1	5100
	2 Program service revenue including government fees and contracts	2	25419
	3 Membership dues and assessments	3	3730
	4 Investment income	4	101
	5a Gross amount from sale of assets other than inventory	5a	
	b Less: cost or other basis and sales expenses	5b	
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	0
	6 Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here <input type="checkbox"/>		
	a Gross revenue (not including \$ _____ of contributions reported on line 1)	6a	
	b Less: direct expenses other than fundraising expenses	6b	
c Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	0	
Expenses	7a Gross sales of inventory, less returns and allowances	7a	
	b Less: cost of goods sold	7b	
	c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	0
	8 Other revenue (describe ▶ _____)	8	0
	9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	34350
	10 Grants and similar amounts paid (attach schedule)	10	0
	11 Benefits paid to or for members	11	0
Net Assets	12 Salaries, other compensation, and employee benefits	12	0
	13 Professional fees and other payments to independent contractors	13	3200
	14 Occupancy, rent, utilities, and maintenance	14	300
	15 Printing, publications, postage, and shipping	15	70
	16 Other expenses (describe ▶ Annual Session Expenses)	16	35552
	17 Total expenses. Add lines 10 through 16	17	39122
	18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18	(4772)
19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	33856	
20 Other changes in net assets or fund balances (attach explanation)	20	0	
21 Net assets or fund balances at end of year. Combine lines 18 through 20	21	29082	



Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ. (See the instructions for Part II.)

	Description	(A) Beginning of year		(B) End of year
22	Cash, savings, and investments	33856	22	29082
23	Land and buildings	0	23	0
24	Other assets (describe ▶ _____)	0	24	0
25	Total assets	33856	25	29082
26	Total liabilities (describe ▶ _____)	0	26	0
27	Net assets or fund balances (line 27 of column (B) must agree with line 21)	33856	27	29082

SCANNED MAY 19 2010

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Part V Other Information (Note the statement requirements in the instructions for Part V.)

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		✓
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	✓	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
a	Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?		✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a _____		
b	Did the organization file Form 1120-POL for this year?		✓
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		✓
b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b _____		
39	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on line 9 39a _____		
b	Gross receipts, included on line 9, for public use of club facilities 39b _____		
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ _____ ; section 4912 ▶ _____ ; section 4955 ▶ _____		
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		✓
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ _____		
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ _____		
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.		✓
41	List the states with which a copy of this return is filed. ▶ Oregon		
42a	The organization's books are in care of ▶ Mark J. Miranda Telephone no. ▶ 541-574-0630 Located at ▶ 169 SW Coast Hwy, Newport OR ZIP + 4 ▶ 97365-3806		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		✓
	If "Yes," enter the name of the foreign country: ▶ _____		
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .		
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.?		✓
	If "Yes," enter the name of the foreign country: ▶ _____		
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 _____		
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

- | | Yes | No |
|--|--------------------------|-------------------------------------|
| 46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 49a Did the organization make any transfers to an exempt non-charitable related organization? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| b If "Yes," was the related organization a section 527 organization? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
- 50** Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				

f Total number of other employees paid over \$100,000 ▶ _____

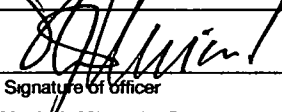
51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		

d Total number of other independent contractors each receiving over \$100,000 ▶ _____

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true/correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

▶  Date 4-11-10
 Signature of officer
 ▶ **Mark J. Miranda, Treasurer**
 Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ Date ▶ Check if self-employed
 Preparer's identifying number (See instructions)
 Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ EIN ▶
 Phone no. ▶

May the IRS discuss this return with the preparer shown above? See instructions ▶ Yes No

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2009

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization Oregon Executive Development Institute	Employer identification number 83 : 0426130
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state:
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III—Functionally integrated d Type III—Other

- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)	<input type="checkbox"/>	<input type="checkbox"/>
11g(ii)	<input type="checkbox"/>	<input type="checkbox"/>
11g(iii)	<input type="checkbox"/>	<input type="checkbox"/>

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33% support test—2009. If the organization did not check the box on line 13, and line 14 is 33% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 33% support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")		0	8270	21890	8830	38990
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose		24049	16374	19063	25419	84905
3 Gross receipts from activities that are not an unrelated trade or business under section 513		0	0	0	0	0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf		0	0	0	0	0
5 The value of services or facilities furnished by a governmental unit to the organization without charge		0	0	0	0	0
6 Total. Add lines 1 through 5		24049	24584	40953	34249	123895
7a Amounts included on lines 1, 2, and 3 received from disqualified persons		0	0	0	0	0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year		0	0	0	0	0
c Add lines 7a and 7b		0	0	0	0	0
8 Public support (Subtract line 7c from line 6)						123895

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6		24049	24584	40953	34249	123895
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources		84	72	151	101	408
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975		0	0	0	0	0
c Add lines 10a and 10b		84	72	151	101	408
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on		0	0	0	0	0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)		0	0	0	0	0
13 Total support. (Add lines 9, 10c, 11, and 12.)		24133	27656	41104	34350	124303
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input checked="" type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	99 %
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	99 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	0 %
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	0 %

- 19a 33 1/3 % support tests—2009.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ▶
- b 33 1/3 % support tests—2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ▶
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶

Oregon Executive Development Institute

"Excellence through Education"



BY - LAWS

OREGON EXECUTIVE DEVELOPMENT INSTITUTE
Bylaws

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OREGON EXECUTIVE DEVELOPMENT INSTITUTE

Bylaws

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**November 18, 2005
Amended: December 18, 2009**

OREGON EXECUTIVE DEVELOPMENT INSTITUTE

Bylaws

Article I: Purpose

The Oregon Executive Development Institute (OEDI) shall be organized and operated exclusively for charitable, scientific, religious and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and §501(c) (3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

The Oregon Executive Development Institute's primary purpose shall be to promote "Excellence through Education," *enhancing the leadership skills, credibility, competency, and integrity of current and future executives.*

The Oregon Executive Development Institute shall work to promote "Excellence through Education" in *current and future executives through a network of partnerships including our primary partners: the Oregon Department of Public Safety Standards and Training and, the Federal Bureau of Investigation. Other partnerships include the Oregon State Police, Oregon State Sheriff's Association, Oregon Association of Chiefs of Police, and other organizations in the public and private sector that share in, and can contribute to, the goals of the OEDI.*

The Oregon Executive Development Institute will provide a network of *current and future* executives who will work to insure high standards of professional training and performance. While the Oregon Executive Development Institute intends to focus on providing education, training, and resources to *current and future executives* who work in the field of public safety, the Oregon Executive Development Institute shall provide such education, training, and resources to persons working in any professional field that can contribute to the furtherance of public safety professionalism.

Article II: Members

Section 1. Classes and Voting. There shall be two classes of members of this corporation, as noted below. Only active and retired members of public safety agencies shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of this corporation.

1. Full Members shall be active and retired members of public safety agencies
2. Associate members representing: Military, active duty, national guard and reserve and; private industry having a direct relationship with the furtherance of OEDI goals and objectives.

OREGON EXECUTIVE DEVELOPMENT INSTITUTE

Bylaws

3. Associate members representing private industry and higher Ed having a nexus to public safety and a commitment to helping further the goals and objectives of OEDI.

Section 2. Qualifications. Membership application shall be conducted by an application submitted along with the appropriate dues, to the Membership Committee. The application shall include the type of membership, applicant's name, address, and other such information as applicable such as: department affiliation, rank, active or retired law enforcement, military, private industry entity and qualifying statement indicating relationship with furtherance of OEDI goals and objectives office and other contact phone number, electronic address and a statement of nomination by an existing member.

Full Membership shall be open to all graduates and registered attendees of the Oregon Executive Development Institute. Graduates of the FBI National Academy and Oregon State Sheriffs Association an approved command college or equivalent training will be considered eligible upon application and approval.

A graduate of the Oregon Executive Development Institute shall become a member of the corporation upon successful completion and submission of an application form approved by the Board. The first year's membership is included in the tuition of the annual session and will be in effect until the end of the calendar year.

The membership committee shall review all applications and make a recommendation to the board at the next scheduled meeting to approve or disapprove. OR, in the event a regularly scheduled meeting is not to be held within a reasonable period of time as determined by the President, the membership committee may transmit the applications to the board for approval or disapproval via e-mail or other recognized electronic conveyance medium. The applicant shall be notified of their acceptance or rejection by first class mail.

Approved candidates shall be provided with an electronic copy of the bylaws of the Corporation. Rejected candidates will be notified by first class mail that they have the right to file a written notice of appeal of rejection within 30 days calendar days of notice of rejection by submitting a written request for review to the Board President.

The applicant must state that they are willing to submit to an investigation to be conducted by the Membership Committee and that they waive the right to disclosure of any information obtained as a result of this investigation. The applicant will also agree to the forfeiture of the submitted dues to minimally offset the cost of the background investigation, if the decision is still adverse to qualification as a member. The decision of the President shall be provided

OREGON EXECUTIVE DEVELOPMENT INSTITUTE
Bylaws

in writing and mailed, first class postage, within 30 days of receiving the notice of the result of the investigation. The President's decision is binding.

Section 3. Inactive Membership. Any member of this corporation shall be considered inactive from membership upon nonpayment of required dues. An inactive member is not entitled to vote.

Section 4. Resignation. Any member of this corporation may resign from membership by *submitting a letter to the Board of Directors*.

Section 5. Termination. Upon participation in activity unworthy of, or inimical to the best interest of public safety, as evidenced by any dismissal or requested resignation from any employment based upon malfeasance, or resulting certification revocation by the Oregon Department of Public Safety Standards and Training, a member may be subject to suspension and or termination proceedings. Membership may be terminated by the Board of Directors after giving the member 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 suspension/termination. The decision of the Board shall be final and shall not be reviewable by any court.

Section 6. Annual Meeting. The annual meeting of the members shall be held on the second Monday of February If, however, the annual meeting is held on a different date, the proceedings and actions shall have the same effect as though they had been taken on the date set in these Bylaws for the annual meeting.

Section 7. 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 8. 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 but not more than 60 days before the meeting. The notice shall include the date, time, place, and purpose of the meeting.

Section 9. 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 10. Proxy Voting. There shall be no proxy voting.

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Section 11. Action without a Meeting. There shall be no action taken by the members with respect to the corporation without a meeting of the members.

Article III. Dues

Dues shall be assessed annually. The Board of Directors shall determine the amount of annual dues. Dues shall be payable on a calendar year basis. All dues shall be paid on or before January 1 of each year. There are no penalties or proration for members paying after that date however membership(s) expire at the end of the calendar year.

Article IV. Board of Directors

Section 1. Duties. The affairs of the corporation shall be managed by the Board of Directors.

Section 2. Number and Qualifications. The number of Directors shall be ten. They shall consist of:

- A. Elected Officers including the President, Vice-President, Secretary and Treasurer
- B. A representative from the Department of Public Safety Standards and Training appointed by the Director
- C. A representative of the Federal Bureau of Investigation.
- D. Three members elected at large
- E. The immediate past President.
- F. Whenever possible, board members shall include representatives from the Oregon State Sheriff's Association, the Oregon Association of Chiefs of Police (OACP) and the Oregon State Police Retired members (in good standing) of these organizations shall be qualified to serve as representatives of these entities.

Section 3. Term and Election. The term of office of Directors shall be two years, with the exception of the immediate past President, whose term shall be extended as necessary to permit him or her to continue serving as a board member for at least one year after leaving the office of President. A Director may be reelected without limitation on the number of terms he or she may serve. The Board shall be elected by the members at the annual meeting of the members. If the annual meeting of the members is canceled or postponed for any reason, or if the annual meeting for any other reason falls on a date which would cause the term of office of any Director to exceed two years, the term of such Director shall be extended until his or her successor has been duly elected.

Section 4. Removal. Any Director may be removed, with or without cause, at

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a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of Directors.

Section 5. Vacancies. Vacancies on the Board of Directors will be filled by a majority vote of the Directors then on the Board of Directors.

Section 6. Quorum and Action. A quorum at a board meeting shall six members who should be required to attend to other business during the course of a meeting; the quorum may be reduced to no less than four Directors. Members shall be considered in the quorum count if participating by phone or other electronic device allowing for two-way telecommunication.

Section 7. Regular Meetings. Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President, the presiding officer of the Board, or twenty percent of the Directors then in office. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail not less than two days prior to the special meeting.

Section 9. Meeting by Telecommunication. Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications, as long as all Directors can hear each other.

Section 10. No Salary. Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

Section 11. Action by Consent. Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors then in office.

Article V: Committees

Section 1. Executive Committee. The Board of Directors may elect an Executive Committee. All members of the Executive Committee must be Directors. The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial and budgetary decisions. A quorum of the Executive Committee shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, (telecommunication participation may be considered as a part of the quorum), action is taken by a majority of Directors present.

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Section 2. Other Committees and Workgroups. The Board of Directors may establish such other committees and workgroups as it deems necessary and desirable. The actions of such committees and workgroups shall be advisory to the Board of Directors. The members of advisory committees and workgroups may either be elected by the Board of Directors or appointed by the President.

Section 3. Limitations on the Powers of Committees and Workgroups. No committee or workgroup may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers. No committee or workgroup may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets. No committee or workgroup may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees or workgroups. No committee or workgroup may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

Article VI: Officers

Section 1. Titles. The officers of this corporation shall be the President, the Vice President, Secretary and Treasurer.

Section 2. Election. The members shall elect the President, Vice President, Treasurer and Secretary to serve two-year terms. With the exception of the period preceding the 2006 annual meeting of the members, the election shall be conducted at the annual meeting of the members in January of every even year. For the period preceding the 2006 annual meeting of the members, the officers shall be elected by the Directors at the January board meeting. An officer may be re-elected without limitation on the number of terms the officer may serve.

Section 3. Vacancy. A vacancy in any elected office shall be filled by a vote of the directors. A vacancy of the office of President, Secretary or Treasurer 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 officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors or the general membership.

Section 5. Vice President. The Vice President shall perform the duties of the President when the President is unable to perform such duties. The Vice President shall also perform such other duties as are directed by the President, the Board of Directors, or the general membership.

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Section 6. Secretary. The Secretary shall have overall responsibility for all recordkeeping and all corporate funds. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions; (b) provision for notice of all meetings of the Board of Directors and members; (c) authentication of the records of the corporation; (d) maintaining current and accurate membership lists; (e) maintaining a complete and current copy of the corporation's Articles of Incorporation and Bylaws; and (f) any other duties as may be prescribed by the President, Board of Directors, or the general membership.

Section 7. Treasurer. The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all financial records of the corporation; (b) deposit of all moneys 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; (c) disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; (e) collecting all dues and (f) any other duties as may be prescribed by the President, Board of Directors, or the general membership. The Treasurer, at the direction of the board, shall present all financial records for audit or review. OR The board shall designate two board members to conduct an annual independent review of the financial documents.

Article VII: Conflict of Interest Policy

Each officer, director or committee member shall follow the Conflict of Interest Policy which is attached and incorporated herein hereto as Appendix A. The policy is intended to meet the recommendations of the Internal Revenue Service for principals of organizations with federal tax-exempt status. Each officer, director, or committee member shall sign a statement of receipt of the Conflict of Interest Policy and agreement to follow the policy before assuming office or position with the corporation. Any officer, director or committee member who believes they may have a conflict of interest must advise the President in writing of that conflict and abstain from voting on any item that might be affected until the issue has been resolved.

Article VIII: Corporate Indemnity

This corporation will indemnify its officers and directors to the fullest extent allowed by Oregon law.

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Article IX: Amendments to Bylaws

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a majority vote of directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two 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.

ADOPTED BY THE BOARD OF DIRECTORES: November 18, 2005

AMMENDED BY THE BOARD OF DIRECTORS: December 18, 2009

/s/ Douglas A. Gfeisen


Secretary signature