

# BYLAWS OF SPECTRUM COUNSELING AND MENTAL WELLNESS

## ARTICLE I: NAME

Section 1.01 Name. The name of this corporation shall be SPECTRUM COUNSELING AND MENTAL WELLNESS.

## ARTICLE II: PURPOSES AND LEGAL POWERS

Section 2.01 Purpose. The purpose of the Organization shall be exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Organization shall be organized and operated for the following charitable purposes: providing accessible, affordable counseling services, and other services that increase mental wellness and community support, to diverse members of the community in Portland, Oregon, and surrounding communities, especially LGBT populations, those with disabilities, and others who experience marginalization.

Section 2.02 Powers. The corporation shall have the power, directly or indirectly, alone or in cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid to assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

The Legal powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

Section 2.03 Nonprofit Status and Exempt Activities Limitation.

### Nonprofit Legal Status

SPECTRUM COUNSELING AND MENTAL WELLNESS is an Oregon nonprofit corporation, recognized as tax exempt under Section 501 © (3) of the United States Internal Revenue Code.

### Exempt Activities Limitation

Nonwithstanding any other provision of these Bylaws, no Director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity on behalf of the corporation, not permitted to be taken, or carried out by an organization exempt under section 501© (3) of the Internal Revenue Code, or by any organization contributions to which are deductible under section 170 © (2) of such Code and Regulations.

No part of the net earnings of the corporations shall inure to the benefit, or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes, set forth in the articles of incorporation and these Bylaws.

## ARTICLE III: BOARD OF DIRECTORS

Section 3.01. General Powers. The affairs of the Organization shall be managed by its Board of Directors (the "Board"). The Board shall have the power to adopt policies and procedures necessary for the proper management and operation of the Organization.

Section 3.02. Number and Qualification. The Board shall consist of at least 3 members and no more than 15 members. Directors shall be individuals who are at least 18 years of age and who support the purposes of the Organization. Directors may be elected at any meeting by the majority vote.

Section 3.03 Term of Office. Directors shall be elected for a term of 1 year, with the option of renewal. The term of office shall be considered May 1<sup>st</sup> through April 30<sup>th</sup>.

Section 3.04. Vacancies. Any vacancy on the Board shall be filled by appointment of the remaining directors. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor.

Section 3.05. Removal. Any director may be removed for cause by a two-thirds vote of the Board at a meeting at which a quorum is present.

Section 3.06. Meetings. The Board shall hold at least 6 regular meetings each year at such times and places as the Board may determine. Special meetings of the Board may be called by the Chair or by a majority of the directors.

Section 3.07. Notice of Meetings. Written notice of each regular or special meeting of the Board shall be given to each director not less than 2 days before the meeting. The notice shall state the time, place, and purpose of the meeting.

Section 3.08. Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board. No business shall be considered by the board at any meeting at which a quorum is not present. On the occasion that directors are unable to make a decision based on the tied number of votes, the chair or treasurer, in order of presence, shall have the power to swing the vote.

Section 3.09 Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating can simultaneously hear each other during the meeting, including in person, Internet video, or telephone.

Section 3.10 Compensation for Board Members for Services. Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

Section 3.11 Compensation for Professional Services by Directors. Directors are not restricted from being remunerated for professional services provided to the corporation. Such

remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Conflict of Interest policy and state law.

#### ARTICLE IV: OFFICERS

Section 4.01. Officers. The officers of the Organization shall be a Chair, Vice-Chair, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional vice-chairs and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more offices, but no officer may act in more than one capacity where action of two or more officers is required.

Section 4.02. Election and Term of Office. Each officer shall hold office for a term of 1 year or until their successor is elected and qualified. Unless unanimously elected by the board at the end of his/her term, or to fill a vacancy in an officer position, each officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the meeting during which a successor is elected.

Section 4.03. Removal and Resignation. Any officer may be removed with cause from office by a two-thirds vote of the Board at a meeting at which a quorum is present. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

Section 4.04. Chair. The Chair shall preside at all meetings of the Board and shall have general supervision over the affairs of the Organization.

Section 4.05. Vice-Chair. In the absence or disability of the Chair, the Vice-Chair shall perform the duties and exercise the powers of the Chair.

Section 4.06. Secretary. The Secretary shall keep minutes of all meetings of the Board and shall have charge of the corporate books and records.

Section 4.07. Treasurer. The Treasurer shall have custody of all funds and securities of the Organization and shall keep full and accurate accounts of receipts and disbursements.

Section 4.08. Non-Director Officers. The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

## ARTICLE V: MEMBERS

Section 5.01 Membership. The Organization shall not have members.

Section 5.02 Non-Voting Affiliates. The governing body may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

## ARTICLE VI:: COMMITTEES

Section 6.01 Committees. The Board may, by resolution adopted by a majority of the directors, create one or more committees to serve at the pleasure of the Board. The Board shall appoint the members of each committee and shall prescribe the powers and duties of each committee. Any committee, to the extent provided in the resolution, shall have all the authority of the board, except that no committee, regardless of resolution, may:

- take any final action on matters which also requires board members' approval or approval of a majority of all members;
- fill vacancies on the board of directors or in any committee which has the authority of the board;
- amend or repeal Bylaws or adopt new Bylaws;
- amend or repeal any resolution which by its express terms is not so amendable or repealable;
- appoint any other committees or the members of these committees;
- expend corporate funds to support a nominee for director; or

approve any transaction;

(i) to which the corporation is a party and one or more directors have a material financial interest; or

(ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

## ARTICLE VII: CONTRACTS, CHECKS, LOANS, INDEMNIFICATION

Section 7.01. Contracts and other Writings. Except as otherwise provided by resolution or policy of the board, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

Section 7.02 Checks, Drafts. All checks, drafts, or other orders for payment of money, notes, or other evidence 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 a resolution.

Section 7.03 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, credit unions, trust companies, or other depository as the governing body or a designated committee may select.

Section 7.04 Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

Section 7.05 Indemnification.

- *Mandatory Indemnification.* The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.
- *Permissible Indemnification.* The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- *Advance for 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 in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.
- *Indemnification of Officers, Agents and Employees.* An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Oregon Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

## ARTICLE VIII: MISCELLANEOUS

Section 8.01 Books and Records. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the organization. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

Section 8.02 Fiscal Year. The fiscal year of the corporation shall be from January 1 to December 31 of each year.

Section 8.03 Conflict of Interest. The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

Section 8.04 Nondiscrimination Policy. The officers, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of SPECTRUM COUNSELING AND MENTAL WELLNESS not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

## ARTICLE IX: COUNTER-TERRORISM AND DUE DILIGENCE POLICY

In furtherance of its tax exemption by contributions to other organizations, domestic or foreign, SPECTRUM COUNSELING AND MENTAL WELLNESS shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, SPECTRUM COUNSELING AND MENTAL WELLNESS shall willfully and voluntarily recognize and put to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

SPECTRUM COUNSELING AND MENTAL WELLNESS shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

## ARTICLE X: DOCUMENT RETENTION POLICY

Section 10.01 Purpose. The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of SPECTRUM COUNSELING AND MENTAL WELLNESS'S records.

Section 10.02 General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records. From time to time, SPECTRUM COUNSELING AND MENTAL WELLNESS may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 10.03 Exception for Litigation Relevant Documents. SPECTRUM COUNSELING AND MEANTAL WELLNESS expects all officers and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, and employees should note the following general exception to any stated destruction schedule: If you believe, or the SPECTRUM COUNSELING AND MENTAL WELLNESS informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 10.04 Minimum Retention Periods for Specific Categories.

- **Patient Medical Files:** Patient medical files should be kept within the Electronic Health Records system (EHR) indefinitely, and/or as dictated by Oregon Law and the relevant Code of Ethics.
- **Corporate Documents:** Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Tax Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request as set forth in these bylaws.
- **Tax Records:** Tax records should be retained for at least seven years from the date of filing the applicable return. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues.
- **Employment Records/Personnel Records:** Employment and personnel records should be retained indefinitely. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The

corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment and personnel records should be retained indefinitely.

- **Board and Committee Materials:** Meeting minutes should be retained indefinitely. All other Board and Committee materials should be kept for no less than three years by the corporation.
- **Press Releases/Public Filings:** The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.
- **Legal Files:** Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.
- **Marketing and Sales Documents:** The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.
- **Development/Intellectual Property and Trade Secrets:** The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation derives independent economic value from the secrecy of the information; and has taken affirmative steps to keep the information confidential.
- **Contracts:** Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.
- **Correspondence/Email communication:** Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.
- **Banking and Accounting:** Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.
- **Insurance:** Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
- **Audit Records:** External audit reports should be kept permanently. Internal audit reports should be kept for three years.

## ARTICLE XI: DISCLOSURE OF FINANCIAL INFORMATION WITH THE PUBLIC; TRANSPARENCY

Section 11.01 Purpose: By making full and accurate information about its mission, activities, finances, and governance publicly available, SPECTRUM COUNSELING AND MENTAL

WELLNESS practices and encourages transparency and accountability to the general public. This policy will:

- indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- specify the procedures whereby the open/closed status of documents and materials can be altered.

Section 11.02 Financial and IRS documents (The form 1023 and the form 990). SPECTRUM COUNSELING AND MENTAL WELLNESS shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection, free of charge.

Section 11.03 Means and Conditions of Disclosure. SPECTRUM COUNSELING AND MENTAL WELLNESS shall make “Widely Available” the aforementioned documents on its internet website: [spectrumcounselingpdx.com](http://spectrumcounselingpdx.com) to be viewed and inspected by the general public. The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).

The website shall clearly inform readers that the document is available and provide instructions for downloading it. There will be no fees for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge). SPECTRUM COUNSELING AND MENTAL WELLNESS shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided within 14 days.

Section 11.04 IRS Annual Information Returns (Form 990). SPECTRUM COUNSELING AND MENTAL WELLNESS shall submit the Form 990 to its governing body prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation’s Form 990 shall be submitted to each member of the governing body via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

Section 11.05 Board. All deliberations shall be open to the public, except where a motion is passed to make any specific portion confidential. All board minutes shall be open to the public once accepted by the board, except where a motion is passed to make any specific portion confidential. All papers and materials considered by the governing body shall be open to the public following the meeting at which they are considered, except where a motion is passed to make any specific paper or material confidential.

Section 11.06 Staff Records. All staff records shall be available for consultation by the staff member concerned or by their legal representatives. No staff records shall be made available to any person outside the corporation except the authorized governmental agencies. Within the

corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that staff records shall be made available to the board when requested.

Section 11.07 Records of donations. All records of donations shall be publicly available.

## ARTICLE XII: CODES OF ETHICS AND WHISTLE-BLOWER POLICY

Section 12.01 Purpose. SPECTRUM COUNSELING AND MENTAL WELLNESS requires and encourages members, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of SPECTRUM COUNSELING AND MENTAL WELLNESS to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance.

Section 12.02 Reporting Violations. If any officer, staff or employee reasonably believes that some policy, practice, or activity of SPECTRUM COUNSELING AND MENTAL WELLNESS is in violation of law, a written complaint must be filed by that person with the vice chair or the chair.

Section 12.03 Acting in Good Faith. Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

Section 12.04 Retaliation. Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of SPECTRUM COUNSELING AND MENTAL WELLNESS and provides SPECTRUM COUNSELING AND MENTAL WELLNESS with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

SPECTRUM COUNSELING AND MENTAL WELLNESS shall not retaliate against any officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of SPECTRUM COUNSELING AND MENTAL WELLNESS or of another individual or entity with whom SPECTRUM COUNSELING AND MENTAL WELLNESS has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy. SPECTRUM COUNSELING AND MENTAL WELLNESS shall not retaliate against any officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of SPECTRUM COUNSELING AND MENTAL WELLNESS that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

Section 12.05 Confidentiality. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 12.06 Handling of Reported Violations. The chair or vice chair shall notify the sender and acknowledge receipt of the reported violation or suspected violation within 10 business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation. This policy shall be made available to all directors, officers, staffs or employees through these bylaws and they shall have the opportunity to ask questions about the policy.

#### ARTICLE XIII: AMENDMENTS

Section 13.01 Amendments. These Bylaws may be amended or repealed by the Board at any meeting at which a quorum is present. Notice of the proposed amendment or repeal shall be given to each director not less than 2 days before the meeting. No amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as a tax exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. Any amendment or repeal must be approved by a two-thirds vote of the directors present and voting.

#### ARTICLE XIV: DISSOLUTION

Section 14.01. Dissolution. In the event of the dissolution of SPECTRUM COUNSELING AND MENTAL WELLNESS, all assets of the Organization shall be distributed to one or more exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code, which organization or organizations have a charitable purpose which, at least, generally, includes a purpose similar to the terminating corporation. The organization to receive the assets of SPECTRUM COUNSELING AND MENTAL WELLNESS shall be selected at the discretion of a majority of the Board prior to the dissolution.

#### ARTICLE VIII: CONFLICTS OF INTEREST

Section 1. Conflicts of Interest. Any director, officer, or member of a committee with decision-making authority who has a conflict of interest with respect to any matter before the Board or committee shall disclose the conflict in good faith and refrain from voting on the matter.

These Bylaws were adopted by the Board of Directors on May 26, 2023.