

**BYLAWS OF
DECISION SCIENCE RESEARCH INSTITUTE, INC.**

As Amended June 26, 1986; June 17, 1992; July 27, 1993; February 17, 2017; and May 31, 2018

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**ARTICLE I
MEMBERSHIP**

The members of the corporation shall be S. Paul Slovic, Robin Gregory, Robert Mauro, and Branden Johnson. Membership in the corporation shall be personal, shall not survive the death of any individual member, and may not be transferred by any means.

**ARTICLE II
MEETINGS OF MEMBERS**

Section 1. Annual Meetings. The annual meeting of the members shall be held at least once per year. The meeting shall be held at a time designated by the secretary of the corporation, who shall deliver notice in writing, either personally or by mail or email, designating the time and place of the annual meeting, which shall be delivered at least ten (10) days in advance of such meeting.

Section 2. Special Meetings. Special meetings of the members, for any purpose or purposes, may be called by any two members of the corporation. Written or printed notice stating the place, day, and hour of the special meeting, and the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) nor more than fifteen (15) days before the date of the meeting, either personally or by mail or email, at the direction of the secretary of the corporation or of the members calling the meeting.

Section 3. Quorum. Three members shall constitute a quorum. The vote of three members shall be necessary for the adoption of any matter voted on by the members.

Section 4. Proxies. There shall be no voting by proxy.

ARTICLE III BOARD OF DIRECTORS

Section 1. Powers and Qualifications. The affairs of the corporation shall be managed by the Board of Directors, who shall have all of the powers necessary for the transaction of the business of this corporation which are not inconsistent with these bylaws and the laws of the State of Oregon.

Section 2. Number, Election, and Tenure. The number of directors of the corporation shall be six. The directors shall be elected at an annual meeting of the members. Three of the directors shall be members of the corporation, and the other three directors shall be nonmembers. Effective July 1, 1992, two directors shall be elected for a one-year period, two directors shall be elected for a two-year period, and two directors shall be elected for a three-year period. Thereafter, the directors shall hold office for a three-year period and until the director's successor shall have been duly elected and qualified.

Section 3. Annual Meetings. A meeting of the Board of Directors of this corporation shall be held at least annually. The meeting shall be held at a time designated by the secretary of the corporation, who shall deliver notice in writing, either personally or by mail, designating the time and place of the annual meeting, which shall be delivered at least ten (10) days in advance of such meeting.

Section 4. Special Meetings. A special meeting of the Board of Directors may be called by a request of the president or any two of the directors. The meeting shall be held at a time designated by the secretary of the corporation, who shall deliver notice in writing, either personally or by mail or email, designating the time and place of the annual meeting, which shall be delivered at least ten (10) days in advance of such meeting.

Section 5. Quorum. A quorum of the Board of Directors shall be four members of the Board. A vote of four members of the Board of Directors shall be necessary for the adoption of any matter voted on by the Board of Directors.

Section 6. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless a dissent shall be entered in the minutes of the meeting, or unless the director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 7. Removal. All or any number of the directors may be removed, with or without cause, at a meeting called expressly for that purpose, by a vote of a majority of the members of the corporation.

Section 8. Vacancy. Any vacancy occurring in the Board of Directors shall be filled by a majority vote of the membership. A director elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of the predecessor in office.

Section 9. Actions by Written Consent. Any action required or permitted by the Articles of Incorporation or bylaws, or by the laws of the State of Oregon, to be taken at a meeting of the directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed in person or via scanned or electronic signature attached to or within an email by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as unanimous vote and may be described as such.

ARTICLE IV WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the corporation under the provisions of these bylaws, under the provisions of the Articles of Incorporation, or under the provisions of Oregon law, a waiver of the notice in writing, signed by the person or persons entitled to the notice including via scanned or electronic signature attached to or within an email message, whether before or after the time stated in the notice, or attendance in person at the meeting for which notice was required to be given, shall be deemed equivalent to the giving of the notice.

ARTICLE V OFFICERS

Section 1. Number, Qualification, Election, and Term of Office. The officers of the corporation shall consist of a president, a secretary, and a treasurer, each of whom shall be elected by the members at a regular or special meeting. Effective July 1, 1992, one officer shall be elected for a period of one (1) year, one officer shall be elected for a period of two (2) years, and one officer shall be elected for a period of three (3) years. Thereafter, each officer shall hold office for a period of three (3) years or until that officer's successor shall have been duly elected and shall have qualified or until that officer shall resign or shall have been removed in the manner hereinafter provided.

Section 2. Removal. Any officer may be removed by the membership whenever the members determine the best interests of the corporation would be served thereby. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the members of the corporation for the unexpired portion of the term.

Section 4. Duties of Officers.

A. *President.* The president shall in general supervise all the business and affairs of the corporation. The president shall preside at all meetings of the members and of the Board of Directors.

B. *Secretary.* The role of secretary shall be:

1. To keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose.
2. To see that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
3. To assign and execute with the president, all deeds, bonds, contracts, and other obligations or instruments in the name of the corporation.

C. *Treasurer.* The role of the treasurer shall be:

1. To have the care and custody of and be responsible for all funds and investments of the corporation and shall cause to be kept regular books of account.
2. To cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the Board of Directors.

D. *Subordinate Offices.* The Board of Directors may from time to time create such subordinate offices and employ such subordinate officers or agents as it may deem expedient and may define their powers and duties, provided such powers and duties do not constitute a delegation of such authority as is reposed in the Board of Directors by law, which shall be exercised and performed exclusively by them.

ARTICLE VI CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents 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 in general or confined to specific instances.

Section 2. Loans to Corporation. 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.

Section 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 4. 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, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VII FISCAL YEAR

The fiscal year of this corporation shall be from April 1 to March 31.

ARTICLE VIII INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by the Oregon non-profit corporation law any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation. The right to and the amount of indemnification shall be determined in accordance with the provisions of the Oregon nonprofit corporation law in effect at the time of the determination.

ARTICLE IX INTERESTED PARTIES

A director shall not be disqualified by the director's office from contracting with the corporation as vendor, purchaser or otherwise; nor shall any contract or arrangement entered into by or on behalf of the corporation in which any director is in any way interested be avoided on that account, provided that such contract or arrangement shall have been approved or ratified by a majority of the Board of Directors without counting in such majority the director so interested, although such director may be counted toward a quorum, or shall have been approved or ratified by the affirmative action or a majority of the members of the corporation, and the interest shall have been disclosed or known to the approving or ratifying directors or members.

**ARTICLE X
AMENDMENTS**

These bylaws may be altered, amended, or repealed and new bylaws adopted by the members of the corporation by a majority vote of the members at any regular or special meeting of the members.

ADOPTED on May 23, 1986, and signed by S. Paul Slovic, Sarah Lichtenstein, Donald MacGregor, and Robin Gregory.

AMENDED on June 26, 1986; June 17, 1992; July 27, 1993; February 17, 2017; and May 31, 2018