



**BYLAWS
OF
OREGON PARKS FOREVER**

(Revised February 16, 2022)

1. MEMBERS.

OREGON PARKS FOREVER (“OPF”) is a public benefit corporation, and it has no members. From time to time, the Board of OPF may establish by resolution one or more classes of non-voting affiliates or support groups on such terms and conditions as the Board Members in their discretion deem advisable.

2. PURPOSES.

OPF is organized and shall be operated as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor provisions of successor codes (the “Code”). OPF shall have and may exercise all the rights and powers given to corporations under the Oregon Nonprofit Corporation Act (the “Act”), subject to the restrictions set forth in Section 12. OPF shall pursue these purposes:

2.1. Principal Purpose. To acquire, obtain, and maintain funds or property for donation to, or use by, or in furtherance of the purposes of, federal, state, local and tribal Oregon public land managers (the “Agency or Agencies”) for public park or public recreation purposes.

2.2. Ancillary Purposes. Working in cooperation with the Agencies through duly authorized programs and activities of the Agencies, OPF will:

- a. Aid public bodies in Oregon to acquire, obtain, preserve, and improve land and other property for public park or public recreation purposes.
- b. Cooperate with businesses, industry, government agencies, and individuals to promote, develop and expand public parks and public recreation programs.
- c. Aid public bodies in the education and interpretation of Oregon’s natural, scenic, cultural, and historic resources.
- d. Engage in all other charitable, scientific, literary and educational programs related to the mission of the OPRD or Oregon’s natural, scenic, cultural and historic resources, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

3. INDEPENDENCE AND AFFILIATION.

OPF’s purpose is to provide assistance to the Agencies, but it shall be independent of the Agencies. To assure independence, these rules will be followed:

3.1. No Control by Agencies. The Board of OPF shall not be subject to control by the Agencies or any Agency employee.

3.2. No Appearance of Control by Agencies. The Board of OPF and Agents shall not give the appearance that any Agency, officers or employees OPF or its property, including the investment of gifts and endowments made to OPF.

4. BOARD OF OPF.

4.1. Powers. The business and affairs of OPF shall be managed by a Board of Trustees (the “Board” or “Board of OPF”) who shall exercise or direct the exercise of all corporate powers.

4.2. Number. The Board of OPF shall consist of at least eight members (each a “Board Member”) and may consist of as many as 23 members. The number of positions on the Board of OPF (the “Board Size”) shall be fixed from time to time by a resolution of the Board of OPF. No reduction in the Board Size shall have the effect of removing any Board Member prior to the expiration of his or her term of office.

4.3. Tenure. Board Members shall be elected to serve three-year terms of office.

4.4. Members Ex-Officio. The Executive Director of OPF shall be an ex-officio, nonvoting member of the Board of OPF. Members of any Agency Commission may serve as ex-officio nonvoting members of the Board of OPF. Ex-officio members are ineligible to be appointed or elected as Officers of OPF. The positions on the Board of OPF held by the ex-officio members shall not be deemed to be positions fixed by resolution of the Board of OPF. Each ex-officio member shall serve on the Board of OPF for the duration of their term in the office which grants them their position on the Board of OPF.

Ex-officio members serve OPF in their individual capacities by virtue of the office or the position they hold, and not in the capacity of that office or position. The acts of ex-officio members do not constitute the acts of the entity with which the Board Member holds the office or position, and that entity may not direct the Board Member on how to take action as a Board Member of OPF.

4.5. Emeritus Members. By a vote of the Board of OPF, a retired, retiring, or incapacitated Board Member of OPF may be designated as an emeritus, nonvoting member of the Board of OPF. The Board of OPF shall also have the authority to appoint honorary members of the Board of OPF, who also shall be nonvoting members. Such OPF shall have no specific duties or responsibilities and shall serve at the pleasure of the Board of OPF.

4.6. Vacancies.

4.6.1 When Vacancies Arise. A vacancy on the Board of OPF shall exist upon the incapacitation, death, removal, or resignation of any Board Member, where the resulting number of OPF is fewer than the Board Size then authorized, or upon the creation of any additional positions on the Board of OPF by resolution of the Board.

4.6.2 How Filled; Duration of Term. A vacancy on the Board of OPF may be filled by a majority of the remaining Board Members, even though the number of remaining Board Members may be less than a quorum. Each Board Member elected to a previously filled position shall hold office for a term not longer than the balance of the unexpired term of his or her predecessor, or for such shorter term as OPF may provide, and until his or her qualified successor is elected and accepts office. Each Board Member elected to a newly created position on the Board of OPF shall hold office for his or her designated term.

4.6.3 When Elections Effective on Prospective Resignation. If the Board of OPF accepts the resignation of a Board Member tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

4.7. Meetings.

4.7.1 Annual Meeting. Annual meetings of the Board of OPF shall be held during the first calendar quarter of each year or at such other time as shall be established by the Board of OPF, for the purposes of electing the Board and officers, considering reports of the affairs of OPF and conducting the business of OPF.

4.7.2 Special Meetings. Special meetings of the Board of OPF for any purpose or purposes may be called at any time by the Chair or any three Board Members.

4.7.3 Where Held. Meetings of the Board of OPF shall be held within or outside the state of Oregon, at such place as may be designated from time to time by the Board of OPF or other person calling the meeting.

4.7.4 Participation by remote communication. Members of the Board of OPF may attend and participate in meetings of the Board of OPF by means of remote communication.

4.8. Notice of Meetings.

4.8.1 How Delivered; When Delivered. Notice of the time, place, and general business to be conducted at any meeting of the Board of OPF shall be sufficient if given orally, hand delivered, mailed or emailed at least five days before the meeting. Notice mailed or emailed shall be directed to the email address shown on the corporate records or to the Board Member's actual address ascertained by the person giving the notice.

4.8.2 Adjourned Meetings. Notice of the time and place of holding an adjourned meeting need not be given if such time and place be fixed at the meeting adjourned.

4.8.3 Attendance as Waiver of Irregularities of Notice. Attendance of a Board Member at a meeting shall constitute a waiver of notice of such meeting except where a Board Member attends a meeting for the express purpose (expressed at the meeting) of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.9. Quorum and Vote.

4.9.1 Quorum Defined. One-third of the number of voting OPF fixed by resolution of the Board of OPF shall constitute a quorum for the transaction of business. A lesser number of OPF in the absence of a quorum may adjourn from time to time but may not transact any business, unless expressly permitted by these by-laws.

4.9.2 Minimum Number for Action. The action of a majority of the voting OPF present at any meeting at which there is a quorum shall be the act of the Board of OPF.

4.10. Action Without a Meeting. Any action which the law, the articles of incorporation, or the bylaws require or permit OPF to take at a meeting may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the Board Members entitled to vote on the matter. The consent, which shall have the same effect as a unanimous vote of OPF, shall be filed in the records of minutes of OPF. Any action taken without a meeting may be taken by means of electronic mail or other electronic means meeting the requirements of ORS Section 65.212.

5. AFFILIATES.

5.1. Affiliate Groups. OPF may establish affiliate groups (“Affiliates”) to further its purpose as established in Section 2 of these bylaws.

5.2. Youth Membership Program Affiliate (“YMP Affiliate”) and Interpretive Center OPF Affiliate (“ICF Affiliate”).

5.2.1. Purpose and Mission of YMP Affiliate. The YMP Affiliate shall assist, manage and/or direct programs related to the education of youth regarding the Parks and Recreation field, including scholarship programs, subject to the authority of the Board of OPF.

5.2.2. Purpose and Mission of Interpretive Center OPF Affiliate. The ICF Affiliate shall assist the Agencies in developing and improving the Oregon Park interpretive centers.

5.3. Affiliate Boards. The Affiliate functions shall be managed by Affiliate Advisory Boards. Members of the Affiliate Advisory Boards shall be appointed by a majority vote of OPF’s Board of OPF and may serve unlimited consecutive terms. OPF may serve on the Affiliate Advisory Boards.

5.4. Bylaws. The Affiliate Advisory Boards may adopt their own bylaws and elect their own officers, other than chairs, subject to the approval of the Board of OPF.

5.5. Affiliate Chairs. The chairs of the Affiliates shall be appointed by the Board of OPF from the membership of the Affiliate Advisory Boards.

6. OFFICERS.

6.1. Designation and Vacancies.

6.1.1. Mandatory and Discretionary Officers. The officers shall be a Chair, a Secretary, one or more Vice Chairs, a Treasurer, and such subordinate officers as the Board of OPF may from time to time appoint. Any two offices may be held by the same person, except the offices of Chair and Secretary.

6.1.2. Vacancies; How Filled. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the bylaws for regular appointments in such office.

6.2. Compensation and Term of Office.

6.2.1. No Compensation to be Paid. No officer shall be compensated for his or her services as an officer. However, at the discretion of the Board of OPF, an officer may be reimbursed for expenses incurred in carrying out his or her duties as an officer.

6.2.2. Term of Office. Terms of office shall be as follows:

6.2.3. Chair. The term of office of the Chair shall be one year. An individual serving as Chair may be re-elected to serve for two additional one-year terms of office. No individual shall serve as Chair for more than four consecutive years.

6.2.4. Other Officers. The term of office of all other officers shall be one year. Any such officers can be re-elected in subsequent years, without limitation on the number of terms served.

6.2.5. Removal. Any officer may be removed, either with or without cause, by action of the Board of OPF.

6.2.6. Resignation. Any officer may resign at any time by giving written notice to the Board of OPF. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective, provided that the Board of OPF may reject any post-dated resignation by notice in writing to the resigning officer.

6.2.7. Employment Contracts. This section shall not affect the rights of OPF or any officer under any express contract of employment.

6.3. Chair. The Chair shall preside at all meetings of the Board of OPF and ex-officio shall be a member of all standing committees of the Board of OPF. The Chair shall be the chief executive officer of OPF, unless the Board delegates this role to the Executive Director. The Chair shall, subject to the ultimate management responsibility and control of the Board of OPF, have the statutory duties defined for the President of a nonprofit corporation, and the duties generally vested in the position of chief executive officer and chair of a nonprofit corporation. The Chair shall have such other powers and duties as may be prescribed by the Board of OPF or by the bylaws.

6.4. Vice Chair. In the absence or disability of the Chair, the Vice Chair shall perform and exercise the duties and powers of the Chair. The Vice Chair shall have such other powers and perform such other duties as may be prescribed by the Board of OPF or the bylaws.

6.5. Secretary. The Secretary shall keep or cause to be kept at the principal office, or such other place as the Board of OPF may order, a book of minutes of all meetings of OPF showing the time and place of the meeting, whether it was regular or special and, if special, how authorized, the notice given, the names of those present at OPF meetings and the proceedings thereof. The Secretary shall keep the seal of OPF, if any, and affix it to all documents requiring a seal and shall have such other powers and perform such other duties as may be prescribed by the Board of OPF or the bylaws.

6.6. Treasurer. The Treasurer shall be responsible for the funds of OPF and pay them out only in the manner authorized by the Board of OPF. The Treasurer shall oversee the financial operations of OPF and shall have such other powers and perform such other duties as may be prescribed by the Board of OPF or by the bylaws.

6.7. Assistant Secretaries and Treasurers. The Board of OPF may appoint or authorize the appointment of assistants to the Secretary or Treasurer or both. Such assistants may exercise such powers as have been delegated to them by the Secretary or Treasurer, as the case may be, and shall perform such other duties as may be prescribed by the Board of OPF. Assistant Secretaries and Treasurers need not be members of the Board of OPF.

6.8. Executive Director. The Board of OPF may appoint a full-time Executive Director, with such title and such compensation as the Board of OPF shall from time to time determine, with day-to-day responsibility, subject to the Board of Board Member supervision, for the operational management of OPF, including without limitation the responsibility to:

6.8.1. Serve Board. Implement Board policies and resolutions, and keep the Board informed of adherence to, and progress toward, its directives.

6.8.2. Daily Operational Management. Conduct the daily affairs of OPF in accordance with its stated objectives.

6.8.3. Brief Board. Bring to the attention of the Board matters requiring its action.

6.8.4. Public and Donor Relations. Cultivate and maintain the interest and confidence of donors, grantors and the general public in OPF.

6.8.5. Develop Income. Develop sources of income.

6.8.6. Maintain Office. Establish and maintain the office of OPF.

6.8.7. Manage Business Services. Assure the development and proper functioning of the business services of OPF and its activities.

6.8.8. Supervise Staff. Appoint and supervise OPF office staff.

6.8.9. Assure Audit. Obtain an annual audit of the books and accounts by auditors approved by the Board of OPF.

6.8.10. Publish Annual Report. Publish an annual report of OPF's finances and activities.

6.8.11. Sign Operational Documents. Serve as principal signatory on operational documents.

6.8.12. Delegate as Appropriate. Delegate his or her authority or portions thereof to other staff members holding positions approved by the Board of OPF.

6.8.13. Hold Seal; Support Other Officers. If requested by the Secretary, maintain custody of the official seal of OPF, and assist the Secretary and Treasurer in preparation and custody of minutes and other documents, and of OPF assets.

6.8.14. General. Carry out other duties as may be assigned by the Board of OPF.

7. EXECUTIVE AND OTHER COMMITTEES.

7.1. Executive Committee. Subject to law, the provisions of the articles of incorporation and these bylaws, the officers of OPF and such Board Members, if any, appointed by the Chair, shall constitute an Executive Committee, which Committee shall have: (i) the power to conduct the business of OPF between meetings of the Board of OPF; and (ii) such other powers as the Board may designate.

7.2. Committees. Subject to law, the provisions of the articles of incorporation and these bylaws, the Board of OPF may appoint such committees as may be necessary from time to time, consisting of at least two Board Members and having such powers as it may designate.

8. CORPORATE RECORDS AND REPORTS – INSPECTION.

8.1. Records. OPF shall maintain adequate and correct books, records and accounts of its business and properties. All of such books, records and accounts shall be kept at its place of business as fixed by the Board of OPF from time to time except as otherwise provided by law.

8.2. Inspection of Books and Records. All books, records and accounts of OPF shall be open to inspection by OPF in the manner and to the extent required by law.

8.3. Certification and Inspection of Bylaws. The original or a copy of the bylaws and any amendments thereto, certified by the Secretary, shall be open to inspection by OPF in the manner and to the extent required by law.

8.4. Checks; Drafts; Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to OPF shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of OPF.

8.5. Execution of Documents. The Board of OPF may, except as otherwise provided in the bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of OPF. Such authority may be general or confined to specific instances. Unless so authorized by the Board of OPF, no officer, agent or employee shall have any power or authority to bind OPF by any contract or engagement, to pledge its credit or to render it liable for any purpose or for any amount.

9. GENERAL PROVISIONS.

9.1. Seal. The corporate seal, if any, shall be circular in form and shall have inscribed thereon the name of OPF and the state of its incorporation.

9.2. Amendment of Bylaws. Except as otherwise provided by law, the Board of OPF may amend or repeal the bylaws or adopt new bylaws by vote of two-thirds of the Board Members present at any meeting at which there is a quorum. However, no such amendment may be made if such action causes OPF to take any action, or grants OPF the power to take any action, that is not permitted to be carried on (a) by a corporation exempt from federal in-

come tax under Section 501(c)(3) of the Code, or (b) by corporation contributions to which are deductible under Section 170(c)(2) of the Code.

9.3. Waiver of Notice. Whenever any notice to any Board Member is required by law, the articles of incorporation or the bylaws, a waiver of notice in writing signed at the time by the person intitled to notice shall be equivalent to the giving of the notice.

10. INDEMNIFICATION.

10.1. OPF Shall Indemnify. To the fullest extent permitted by the Act as it exists on the date hereof or is hereafter amended, OPF shall indemnify any person who was, is, 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 OPF) by reason of the fact that (a) he or she is or was a Board Member, an officer or an employee of OPF, or (b) served at OPF's request as a Board Member or officer of another nonprofit corporation or enterprise, or (c) served at OPF's request as a fiduciary (within the meaning of the Employee Retirement Income Security Act of 1974) with respect to any employee benefit plan of OPF, or (d) serves or served at the request of OPF as a Board Member, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, OPF, or other enterprise.

10.2. OPF Shall Reimburse. To the fullest extent permitted by the Act, as it exists on the date hereof or is hereafter amended, OPF shall pay for or reimburse the reasonable expenses incurred by a Board Member, an officer, or an employee in any matter described above in subsection 10.1 in advance of final disposition of the proceeding. The indemnification and advancement of expenses provided for in this Section 10 shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, bylaw, agreement, general or specific action of the Board of OPF, or otherwise. The right to and amount of indemnification and advances shall be determined in accordance with the provisions of the Act in effect at the time of determination.

11. TRANSACTIONS BETWEEN CORPORATION AND INTERESTED OFFICERS AND OPF.

No contract or transaction entered into by OPF shall be affected by the fact that a Board Member of OPF was personally interested in the contract or transaction or was personally interested in a Board Member or officer of a Corporation that was personally interested in the contract or transaction if: (a) at the meeting of the Board of OPF making, authorizing or confirming such contract or transaction the interested Board Member discloses their interest therein; and (b) such contract or transaction is adopted or ratified by a majority of the voting OPF present. For purposes of this Section 11, an interested Board Member will have no vote.

12. PROHIBITED ACTIVITIES.

The assets of OPF are irrevocably dedicated to charitable, scientific, literary, and educational purposes. No part of the net earnings of OPF shall inure to the benefit of, or be distributable to, its members, OPF, officers, or other private persons, except that OPF shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2 of these bylaws. Except as permitted under Section 501(h) of the Code, no substantial part of the activities of OPF shall be the undertaking of propaganda, or other attempts to influence legislation, and OPF shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. OPF shall not engage in any activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. OPF shall not have or issue any shares of stock.

During any period of time in which OPF shall be classified as a private foundation within the meaning of Section 509 of the Code, OPF shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; shall distribute its income and, when necessary, amounts from principle at such time and in such manner as not to subject OPF to the taxes on failure to distribute income imposed by Section 4942 of the Code; shall not retain any excess business holdings as defined in Section 4943(c) of the Code; shall not make any investments in such manner as to subject OPF to the taxes on investments which jeopardize charitable purposes imposed by Section 4944 of the Code; and shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

OPF is intended to qualify as a public nonprofit corporation within the meaning of Section 509(a)(1), and further as a supporting organization within the meaning of Section 509(a)(3), of the Code. OPF shall engage in only such activities as are contemplated within one or the other or both of these sections, or the corresponding provision of any future federal tax laws.

13. DISSOLUTION.

Upon the dissolution or final liquidation of OPF, after the payment or provision for payment of all of the liabilities of OPF, all of the remaining assets shall be distributed in accordance with the purposes of OPF, as described in Article 2, to one or more tax-exempt organizations described in Section 501(c)(3) of the Code, as selected by the Board of OPF, that have substantially the same purposes as OPF. Any assets not disposed of by the Board of OPF shall be disposed of by the court which has general jurisdiction for the county in which the principal office of OPF is then located, exclusively to one or more organizations as such court shall determine, which are at such time exempt organizations under Section 501(c)(3) of the Code that have substantially the same purposes as OPF.

14. LIMITATION ON LIABILITY.

To the fullest extent permitted by the Act, as it exists on the date hereof or may hereafter be amended, no Board Member or officer of OPF shall be liable to OPF for monetary damages for conduct occurring on or after the date of adoption of this provision. Any amendments to or repeal of this provision or the Act shall not adversely affect any right or protection of a Board Member or officer of OPF for or with respect to any acts or omissions of such Board Member or officer occurring prior to such amendment or repeal. No change in the Act shall reduce or eliminate the rights and protection set forth in this Section 14 unless the change in the law specifically requires such reduction or elimination. This provision, however, shall not eliminate or limit the liability of a Trustee or officer for:

- a. Any breach of the duty of loyalty to OPF;
- b. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- c. Any unlawful distribution;
- d. Any transaction from which the Board Member, Executive Director, or officer derived an improper personal benefit; and
- e. Any act or omission in violation of Sections 65.361 to 65.367 of the Act.