OREGON PARKS FOREVER

BYLAWS

Adopted and Dated Effective: October 21, 2026

Oregon Parks Forever is an Oregon nonprofit public benefit corporation (the "Corporation").

Section 1. Purpose and Limitation

1.1 Mission. The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

The Corporation's principal purposes include, but are not limited to, acquiring, obtaining, and maintaining 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.

In addition to its principal purpose, the Corporation will work in cooperation with the Agencies through duly authorized programs and activities of the Agencies to:

- Aid public bodies in Oregon to acquire, obtain, preserve, and improve land and other property for public park or public recreation purposes.
- Cooperate with businesses, industry, government agencies, and individuals to promote, develop and expand public parks and public recreation programs.
- Aid public bodies in the education and interpretation of Oregon's natural, scenic, cultural, and historic resources.
- Engage in all other charitable, scientific, literary and educational programs related to the mission of the Corporation 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.

1.2 Limitations. The Corporation shall not engage in any activity that would cause it to no longer qualify as a tax-exempt organization under IRC Section 501(c)(3). No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publishing or

distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Independence and Affiliation

The Corporation'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:

2.1 No control by Agencies. The Board of the Corporation shall not be subject to control by the Agencies or any Agency employee.

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

Section 3. Nondiscrimination

Participation, membership and access to the goods and services of the Corporation are open to all persons regardless of race, color, creed, or gender.

Section 4. Members

The Corporation has no members.

Section 5. Directors

5.1 Powers. The business and affairs of the Corporation will be managed by a Board (the "Board") that will exercise or direct the exercise of all corporate powers. The Corporation will have all powers necessary to carry out its purposes and activities incidental to those purposes.

5.2 Number. The Board will consist of at least 8 directors and may consist of as many as 23 directors. The exact number shall be fixed by resolution of the Board. No reduction of the number of directors will have the effect of removing any director from office prior to the expiration of the director's term of office.

Section 6. Director Election and Tenure

6.1 Election. The Board shall elect the directors at the annual meeting of the Board.

6.2 Term. Directors shall serve three-year terms. The term of office will begin immediately after election. Despite the expiration of a director's term, the director will continue to serve until the director's successor is elected and qualified or

the number of directors is decreased. Directors may serve three consecutive terms. The Board may provide for staggered terms of office so that no more than one-third of the directors are elected in any year.

6.3 Compensation. Directors shall not be compensated for their services as Directors. The Directors may, upon approval by the Board, be reimbursed by the Corporation for necessary expenses incurred in the execution of their duties and responsibilities.

Section 7. Resignation; Removal; Vacancy

7.1 Resignation. A director may resign by providing written notice to the Chair and Secretary of the Board. A resignation is effective immediately unless the notice specifies a later effective date, and the later date is approved by the Board.

7.2 Removal. The Board may remove any director with or without cause by at least two-thirds vote of the remaining voting directors.

7.3 Vacancy. A vacancy in the Board will exist upon the death, resignation or removal of any director, or upon any increase in the number of authorized directors. Vacancies in the Board may be filled by a majority of the remaining directors or by a sole remaining director. If the Board accepts the resignation of a director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

7.4 Term. Each director elected to fill a vacancy will hold office for the balance of the unexpired term of their predecessor and until their qualified successor is elected.

Section 8. Ex-Officio and Emeritus Members of the Board

8.1 Directors Ex-Officio. The Executive Director of the Corporation shall be an ex-officio, nonvoting member of the Board. Members of any Agency may also serve as ex-officio, nonvoting members of the Board as determined by the voting members of the Board. Ex-officio members serve the Corporation in their individual capacities by virtue of the office or position they hold, and not in the capacity of that office or position.

8.2 Term. Each ex-officio member shall serve on the Board for the duration of their term in the office which grants them their position on the Board.

8.3 Restrictions. Ex-officio members are ineligible to be appointed or elected as Officers of the Corporation. 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 ex-officio member on how to take actions as a member of the Board.

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

Section 9. Meetings

9.1 Annual Meetings. Annual meetings of the Board will be held in the first calendar quarter of each year at a time and place determined by the Board, for the purpose of electing directors and officers, reviewing annual finances, approving the budget for the next year, reviewing the Executive Director's performance, and reviewing the programming and effectiveness of the Corporation.

9.2 Regular Meeting. Regular meetings of the Board will be held at least quarterly at such time and place as may be designated by the Board. A meeting is a regular meeting if the meeting is fixed during a Board meeting in a manner that informs all directors of the time and place without additional notice.

9.3 Special Meetings. A special meeting may be called by the Chair of the Board or by any three Board members.

9.4 Attendance. Meetings of the Board or any committee may be held by video, conference telephone, or similar communication equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting will constitute in-person attendance at the meeting.

9.5 Notice. Notice of a special or annual meeting must be in writing and, if sent by electronic mail, is effective upon the earlier of (i) when received or (ii) two days after it is sent. If such notice is sent by U.S. Post it is effective seven days after the post-mark date. Notice of the annual meeting must be effective at least 10 days prior to the meeting. Notice of a special meeting must be effective at least 24 hours before the meeting. Notice must contain the date, time, and dial-in or video link for the meeting if the meeting can be attended remotely as well as a description of all matters to be discussed and voted upon.

9.6 Waiver of Notice. Whenever any notice to any director is required by law, the articles of incorporation or these bylaws, a waiver of notice in writing setting forth the meeting for which notice is waived, signed at any time by the person entitled to notice and filed in the records of minutes of the Corporation will be equivalent to the giving of the notice. Attendance of a director at a meeting will constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and such director does not thereafter vote for or assent to any action taken at the meeting.

Section 10. Action of Board

10.1 Quorum. A quorum exists if a majority of the voting directors are present for a vote.

10.2 Action. Action is taken by an affirmative vote of a majority of voting directors present unless the bylaws or articles of incorporation require a greater vote.

10.3 Presumption of Assent. A voting director of the Corporation who is present at a meeting of the Board will be presumed to have assented to any action taken unless (a) such director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting the business at the meeting, (b) the director affirmatively dissents to such action and such dissent is entered in the minutes of the meeting or (c) the director files a written dissent to such action with the Secretary before the adjournment of the meeting or will forward such dissent by certified or registered mail to the Secretary of the Corporation not later than three days after the adjournment of the meeting. Such right to dissent will not apply to a director who voted in favor of such action.

10.4 Action by Ballot. The Board may take action by ballot if the Corporation provides an email announcement that includes the following information: (a) a description of the matter upon which the Board will vote; (b) a deadline of not less than 48 hours in which the voting directors must vote; and (c) instructions on how to submit a vote. The action is taken on behalf of the Corporation when it has been passed by a majority of voting directors. A record of the ballot vote shall be kept in the minutes.

10.5 Consent in Lieu of Meeting. The Board may act without a meeting if the voting members of the Board unanimously consent to the action. The action must be evidenced by written consent describing the action and included in the minutes. The action is effective when the last voting director signs the consent. A consent has the effect of a meeting and may be described as a meeting.

Section 11. Board Officers

11.1 Election. The officers will be a Chair, a Secretary, a Treasurer, and such Vice Chairs as the Board appoint. Officers must be members of the Board. The officers will be elected by the Board. The Board should ordinarily elect a Vice Chair to serve as Chair. The same person may simultaneously hold other offices, except the offices of Chair, Secretary, and Treasurer.

11.2 Compensation. No officer will be compensated for their services as an officer. However, at the direction of the Board, an officer may be reimbursed for reasonable expenses incurred in carrying out his or her duties as an officer.

11.3 Term. The term of office of all officers will be one year. No individual shall serve as Chair for more than three consecutive years. Other officers may be reelected in subsequent years without limitation.

11.4 Removal. Any officer may be removed, either with or without cause, by a two-thirds vote of the voting directors.

11.5 Resignation. Any officer may resign at any time by giving written notice to the Chair and Secretary or by announcing such resignation at a Board meeting. A resignation will take effect immediately unless a later time is specified and approved by the Board. This section will not affect the rights of the Corporation or any officer under any express contract of employment.

11.6 Chair. The Chair will preside at all meetings of the Board and will be a member of all standing committees of the Board. The Chair will have the duties generally vested in the Chair of a nonprofit corporation. Except as limited by law, the provisions of the articles of incorporation, these bylaws, or the Board, the Chair will have the authority to enter into contracts and incur obligations on behalf of the Corporation.

11.7 Vice Chairs. The Vice Chairs, if any, will perform such duties as the Board will prescribe. In the absence or disability of the Chair, the duties and powers of the Chair will be performed and exercised by a Vice Chair as designated by the Board.

11.8 Secretary. The Secretary will keep or cause to be kept at the registered office, a record of minutes of all meetings of directors 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 and the proceedings thereof. The Secretary or the Executive Director, if any, will give or cause to be given such notice of the meetings of the Board as is required by these bylaws. The Secretary will have such other powers and perform such other duties as may be prescribed by the Board or these bylaws.

11.9 Treasurer. The Treasurer will be the principal financial steward of the Board and is responsible for oversight of financial management, the annual budget, regulatory compliance, and oversight of the preparation of tax documents including Forms 990.

11.10 Assistants. The Board may appoint or authorize the appointment of assistants to the Secretary or Treasurer or both. Such assistants need not be Directors and may fulfill the duties of the Secretary or Treasurer, as the case may be in the absence or disability of those persons and will perform such duties as are prescribed by the Board.

Section 12. Executive Director

12.1 Executive Director. The Executive Director reports to the Board and serves as the highest-ranking employee. The Executive Director is responsible for the management and day-to-day operations of the Corporation and achieving the goals set by the Board. The Board shall approve the Executive Director job description and delegation of authority by majority vote.

12.2 Salaries. The Board supervises the Executive Director and evaluates his or her performance and compensation annually.

Section 13. Committees

13.1 Board Committees. The Board may establish such standing committees as may be prudent. Each committee shall have at least two directors. A standing committee may invite guests to attend, but only directors may serve as voting committee members. The Chair of the Board may attend any meeting of a Board Committee. A committee has the power to take action or conduct business on behalf of the Corporation as delegated by the Board in a written resolution or charter, but no Committee shall have the following powers, which are reserved to the full Board:

(a) authorize distributions;

(b) approve dissolution or merger;

(c) elect or remove officers, directors or the executive director; or

(d) amend the Articles of Incorporation or the Bylaws.

13.2 Executive Committee. The Executive Committee shall consist of the officers of the Corporation and any other director appointed by the Chair. The Executive Committee shall have such responsibilities and authority as delegated to it by the Board of Directors pursuant to the committee's charter, or otherwise. The Chair shall serve as chair of the Executive Committee. The Executive Committee shall maintain records and file minutes of all committee meetings using the same method as the Board.

13.3 Advisory Committees. The Board may establish such advisory committees as may be prudent. The Chair of the Board may attend any meeting of a Committee. Each committee must have at least two directors and may also include other individuals who are not members of the Board. A committee does not have the power to take action or conduct business on behalf of the Corporation but may make recommendations for such action to the Board.

Section 14. Director and Officer Fiduciary Duties

14.1 Fiduciary Duties. Directors shall carry out their service to the Corporation in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the director reasonably believes to be in the best interests of the Corporation.

14.2 Conflict of Interest. The Corporation shall comply with ORS 65.361 with regard to conflicts of interests and shall not enter into any conflict of interest transaction as defined except as provided in the Corporation's Conflict of Interest Policy approved by the Board and attached as Exhibit A. Further, the Board shall review such policy annually and shall require each Director and Officer to confirm compliance.

14.3 Confidentiality. Except as otherwise required by applicable law, each director of the Corporation will protect and maintain the confidentiality of sensitive corporate information, including but not limited to information related to (a) donations, including the identity of donors to the Corporation and specific detail about any donation made; (b) the personnel of the Corporation; (c) the Corporation's non-public financial information; and (d) any other information identified as "Confidential" by the Board or its delegee. Further, a director of the Corporation will not disclose confidential information to any other person or use such information for the director's own benefit or to the Corporation's detriment.

Section 15. Indemnification.

15.1 Generally. Pursuant to ORS 65.387 to 65.414, the Corporation shall indemnify a director against liability incurred in a proceeding to which the director was made a party if the conduct of the director was in good faith; the director reasonably believes that his or her conduct was in the best interests of the Corporation; and in the case of a criminal proceeding the director did not have reasonable cause to believe the conduct was unlawful.

15.2 Prohibited Indemnification. The Corporation may not indemnify a director if the director is adjudged liable to the Corporation or if the director is charged and adjudged liable for improperly receiving a personal benefit.

15.3 Mandatory Indemnification. Unless limited by its articles of incorporation, the Corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the corporation, against reasonable expenses actually incurred by the director in connection with the proceeding.

15.4 Advance of Expenses. The Corporation may pay for or reimburse reasonable expenses incurred by a director who is a party to a proceeding in advance

of final disposition of the proceeding if: the director furnishes the corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 15.1 and ORS 65.391; and the director furnishes the Corporation a written obligation executed personally to repay the advanced expenses if the director is ultimately determined not to have met the standard of conduct. An authorization of payments under this section shall be made by a resolution of the members or board of directors.

15.5 Insurance. The Corporation shall purchase and maintain director and officer insurance on behalf of any person who is or was a director or officer of the Corporation.

15.6 Other Remedies. The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, provision of the Articles of Incorporation, agreement, vote of the Board or otherwise.

15.7 Determination of Indemnification. The Corporation may not indemnify or advance expenses until the Board has made a specific determination that indemnification is permissible because the director has met the standard of conduct in ORS 65.391 by majority vote of the Board. Similarly, the Board shall determine the reasonableness of expenses advanced by majority vote of the Board.

15.8 Notice. The Corporation shall provide notice to the Attorney General of its intent to indemnify or advance expenses at least 21 days prior to such action.

Section 16. Corporate Records and Reports; Inspection

16.1 Records. The Corporation will maintain adequate and correct books, records and accounts of its business and properties. All of such books, records and accounts will be kept at its registered office as fixed by the Board from time to time, except as otherwise provided by law.

16.2 Inspection of Books and Records. All books, records and accounts of the Corporation will be open to inspection by the directors in the manner and to the extent required by law.

16.3 Certification and Inspection of Bylaws. The original or a copy of these bylaws and any amendments thereto, certified by the Secretary, will be open to inspection by the directors in the manner as required by law.

16.4 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 the Corporation, will be signed or endorsed by such person or persons and in such

manner as will be authorized in these bylaws, or as determined from time to time by resolution of the Board.

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

Section 17. Seal

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

Section 18. Amendment of Bylaws

Except as otherwise provided by law, the Board may amend the bylaws by a vote of two-thirds of the voting directors present.

Section 19. Fiscal Year

The fiscal year of the Corporation will begin on the first day of October and end on the last day of September in each year.

Exhibit A

CONFLICTS OF INTEREST

The purpose of the conflict-of-interest policy is to protect Oregon Parks Forever's ("OPF") interest when considering a transaction or arrangement that might also benefit the private interest of a Director, Officer, Member of a Committee with Board-delegated powers, or Employee of OPF. The policy is intended to assure that the Board, Officers, Committee members, and Employees make decisions in the best interest of OPF, without undue influence from their private interests. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

DEFINITIONS

Conflict of Interest

It is impossible to describe every possible conflict of interest, but generally, a "conflict of interest" is defined as any situation in which an individual Director, Officer, Member of a Committee with Board-delegated powers, or Employee of OPF would benefit, or might appear to benefit, personally from a transaction or arrangement entered into by OPF, or in which the family, friends, or employer of the individual might benefit from the transaction or arrangement.

Interested Person

Any Director, Officer, Member of a Committee with Board–delegated powers, or Employee who has a conflict of interest as defined above is an "interested person."

EXAMPLES

Examples of potential conflicts of interest include:

- An interested person has a current or potential ownership, investment, or other financial interest in, or a compensation arrangement with, any entity with which OPF has, or is considering, a transaction or arrangement. Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

- A family member or close friend of the interested person has a current or potential ownership, investment, or other financial interest in, or a compensation arrangement with, any entity with which OPF has, or is considering, a transaction or arrangement. Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

- An interested person, or a family member or close friend of the person, has a non-financial personal interest in a transaction or arrangement being considered by OPF (e.g., an OPF Board member has a romantic relationship with an individual being considered for employment or some other business transaction with OPF).

PROCEDURES

Duty to Disclose. In connection with any actual, possible, or perceived conflict of interest, an interested person must disclose the existence of any such interest and be given the opportunity to disclose all material facts to the Board or Committee with Board–delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists. After disclosure of the interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board or Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest:

1. An interested person may be counted toward a quorum for purposes of a Board or Committee meeting, but the person shall not participate in the discussion of, or the vote on, the OPF transaction or arrangement involving the possible conflict of interest.
2. The Board Chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Board or Committee shall determine whether OPF can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors or Committee members whether the transaction or arrangement is in OPF's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts-of-Interest Policy

1. If the Board has reasonable cause to believe that an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the

interested person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

2. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board or Committee determines that the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

RECORDS OF PROCEEDINGS

The minutes of the Board and Committees with Board–delegated powers shall contain:

1. The names of the interested persons who disclosed or otherwise were found to have an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or Committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

COMPENSATION

1. A voting member of the Board who receives compensation, directly or indirectly, from OPF for services is precluded from voting on matters pertaining to that person's compensation.
2. A voting member of any Board-delegated committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from OPF for services is precluded from voting on matters pertaining to that person's compensation.
3. No voting member of the Board, or of any committee whose jurisdiction includes compensation matters and who receives compensation directly from OPF, is prohibited from providing information to any committee regarding compensation.

ANNUAL STATEMENTS

Each Board member, Officer, and member of a committee with Board–delegated powers shall annually sign a statement that affirms such person:

1. Has received a copy of the conflict-of-interest policy;
2. Has read and understands the policy;

3. Has agreed to comply with the policy;
4. Has disclosed any actual, potential, or perceived conflict of interest; and
5. Understands that OPF is a non-profit, charitable organization, and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

PERIODIC REVIEWS

To ensure OPF operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, reviews shall be conducted the Board at least every two years.

USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided above, OPF may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.