

BYLAWS  
As amended on April 4, 2018

ARTICLE I: NAME

The name of this corporation is OREGON CENTER FOR PUBLIC POLICY.

ARTICLE II: OFFICES

The corporation shall maintain in the State of Oregon a registered office and a registered agent located at the registered office. The Board of Directors may, at any time, change the location of the registered office and the person designated as the registered agent. The corporation may also have other offices at such places as the Board of Directors may fix by resolution.

ARTICLE III: PURPOSE

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

This corporation's primary purpose shall be to study issues pertinent to the needs of Oregonians for human services, to develop standards to measure the effectiveness of human services programs, and to educate the public about these programs.

ARTICLE IV: NONMEMBERSHIP

This corporation shall have no members.

ARTICLE V: BOARD OF DIRECTORS

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

Section 2. Number. The number of Board members shall be no less than three (3) and no more than fifteen (15).

Section 3. Term and Election. The term of office for board members shall be three (3) years. A board member may serve for up to three (3) consecutive terms, and may again serve as a board member after a hiatus. The board shall elect its members, except that a board member shall not vote on that member's own position.

Section 4. Removal. Any board member may be removed, with or without cause, by a vote of two-thirds of the Board members then in office.

Section 5. Vacancies. A vacancy in the board shall be filled by a majority vote of the board members then on the Board of Directors.

Section 6. Quorum and Action. A quorum at a board meeting shall be a majority of the number of board members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the directors present. Where the law requires a majority vote of the directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

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

Section 8. Special Meetings. Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each board member personally or by telephone or mail not less than two days prior to the special meeting.

Section 9. Meeting by Telecommunication. Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications in which all board members participating may hear each other.

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

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

#### ARTICLE VI: ADVISORY COUNCIL

Section 1. Optional. The Board may create and/or disband an Advisory Council.

Section 2. Duties. The Advisory Council shall lend their names to the Oregon Center for Public Policy as publicly acknowledged members of the Advisory Council, and provide advice and counsel on a limited basis, to the Board and Staff as requested. Advisory Council members may serve as non-voting members of Board committees or participate in fundraising or activities, but are not required to as a condition of participation on the Advisory Council.

Section 3. Number. The Advisory Council shall consist of at least five (5) members and may be at most twenty (20) members.

Section 4. Term and Election. Advisory Council members shall serve for terms of three (3) years, and may be renewed without limit.

#### ARTICLE VII: COMMITTEES

Section 1. Executive Committee. The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial and budgetary decisions.

Section 2. Nominating Committee. The Nominating Committee has the obligation to recruit and

nominate officer and board candidates as well as candidates for the Advisory Council, maintain the board at its authorized size and fill officer positions. Its chair is the vice-president of the organization.

Section 3. Finance Committee. The Finance Committee has the obligation to review and report the financial condition of OCPP to the board. Its chair is the treasurer of the organization.

Section 4. Development Committee. The Development Committee shall work to assist staff in raising revenue appropriate to maintain the operations and financial sustainability of the organization.

Section 5. Other Committees. The Board of Directors may establish such other committees as it deems necessary and desirable. Each committee may exercise functions of the Board of Directors or may be advisory committees.

Section 6. Composition of Committees Exercising Board Functions. Any committee that exercises any function of the Board of Directors shall be composed of two or more Board members, elected by the Board of Directors by a majority vote of all Board members in office at that time. Non-Board members may serve on Board committees, but shall not have a vote.

Section 7. Limitations on the Powers of Committees. No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution or merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board of Directors.

## ARTICLE VIII: OFFICERS

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

Section 2. Election. The Board of Directors shall elect the President, Vice-President, Secretary, and Treasurer to serve one year terms. An officer may be reelected without limitation on the number of terms s/he may serve.

Section 3. Vacancy. A vacancy of the office of President, Vice-President, Secretary, or Treasurer shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. Other Officers. The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the board of Directors.

Section 5. President. The President shall be the executive officer of the corporation, shall have responsibility for the general management of the corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 6. Vice-President. The Vice-President shall preside over meetings in the absence of the

President and shall have the obligations and powers of the President in the event of a vacancy in the office of President until such time as a new President is elected. The Vice-President shall chair the nominations committee and the Vice President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 7. Secretary. The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; (b) provision for notice of all meetings of the Board of Directors; and (c) any other duties as may be prescribed by the Board of Directors.

Section 8. Treasurer. The Treasurer shall have the overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (c) making financial reports as to the financial condition of the corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors.

#### ARTICLE IX: AMENDMENTS TO BYLAWS

These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a majority vote of directors present, if a quorum is present. Prior to the adoption of the amendment, each Board member shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

#### ARTICLE X: CORPORATE INDEMNITY

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