

BEFORE THE METRO COUNCIL

FOR THE PURPOSE OF SUPPORTING METRO)	RESOLUTION NO. 09-4071
MEMBERSHIP IN AND CONFIRMING THE)	
COUNCIL PRESIDENT'S APPOINTMENT OF)	INTRODUCED BY COUNCIL PRESIDENT
COUNCILOR BURKHOLDER TO THE)	DAVID BRAGDON
PORTLAND-VANCOUVER REGIONAL)	
PARTNERS COUNCIL FOR ECONOMIC)	
DEVELOPMENT)	

WHEREAS, the Portland-Vancouver Regional Partners Council for Economic Development (Regional Partners) is an Oregon nonprofit public benefit corporation operated for charitable and educational purposes;

WHEREAS, the primary purposes of the corporation are to provide direction and oversight in the development of a comprehensive economic development strategy, to be an eligible recipient of federal funding, to work with partners to take action in support of corporation objectives related to economic development, expansion and retention of businesses, marketing and branding of the region and monitoring of regional economic development strategies;

WHEREAS, membership in the Regional Partners is open to regional public entities with land use regulatory authority or transportation responsibility that encompass more than one county or more than one municipality with the region;

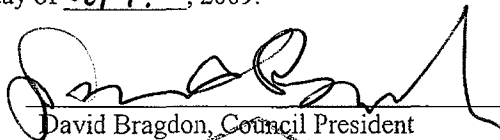
WHEREAS, the Council President has nominated Councilor Rex Burkholder to represent the Metro Council on the Regional Partners Council board;

WHEREAS, the interim Regional Partners Council requested nominations for membership to the Council and Metro submitted a nomination that the interim Council accepted;

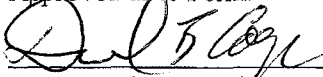
BE IT RESOLVED that the Metro Council:

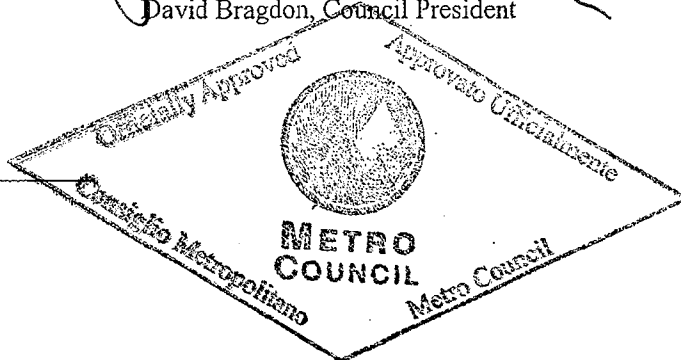
- 1) Supports joining the Portland-Vancouver Regional Partners Council for Economic Development as a regular member; and
- 2) Hereby confirms Councilor Rex Burkholder as Metro's representative to the Portland-Vancouver Regional Partners Council for Economic Development board of directors.

ADOPTED by the Metro Council this 10 day of SEPT., 2009.


David Bragdon, Council President

Approved as to Form:


Daniel B. Cooper, Metro Attorney



STAFF REPORT

IN CONSIDERATION OF RESOLUTION NO. 09-4071, FOR THE PURPOSE OF SUPPORTING METRO MEMBERSHIP IN AND CONFIRMING COUNCIL PRESIDENT DAVID BRAGDON'S APPOINTMENT OF COUNCILOR BURKHOLDER TO THE PORTLAND-VANCOUVER REGIONAL PARTNERS COUNCIL FOR ECONOMIC DEVELOPMENT

Date: August 27, 2009

Prepared by: Chris Deffebach

BACKGROUND

The Portland-Vancouver Regional Partners Council for Economic Development is a public benefit corporation that operates exclusively for charitable and educational purposes and is dedicated to economic development in the region. Its primary purpose is to provide direction and oversight of a comprehensive economic development strategy (CEDS), to be an eligible recipient of federal funding and to work with officials in the region to support expansion and retention of businesses, marketing and branding of the region and monitoring of regional economic development strategies. In addition to Metro, members can include other public officials, business associations, utilities, private businesses, and representatives from universities or other higher education institutions. Attachments 1 and 2 to the staff report describe the articles of incorporation and bylaws.

The Portland-Vancouver Regional Partners Council for Economic Development has recently reorganized to merge two existing economic development organizations: The Regional Partners for Business, a group largely made up of public sector economic development staff along with other regional partners; and the Economic Development District (EDD), a group made up of largely private sector members, with some public policy level participation. Metro staff has been a member of Regional Partners, and the Council President has participated in the EDD.

In June 2009, the members of Regional Partners approved the articles of incorporation and bylaws that established the new Portland-Vancouver Regional Partners Council for Economic Development. The existing Regional Partners board, who were elected by members of the Regional Partners, served as the interim Regional Partners Council board and solicited nominations for new members. Metro submitted a nomination and was accepted by the interim Regional Partners Council board as a regular member. In the future, membership will be determined by the new Regional Partners Council Board.

The board will consist of up to 21 individuals representing their jurisdiction or private industry and will be made up of 51 percent public officials with an even representation from Clackamas, Clark, Multnomah and Washington counties. The board will approve the formation of the strategy committee and the Regional Partners administrative committee. They will also approve the annual budget and the Comprehensive Economic Development Strategy. The board will meet at a minimum annually and at a maximum quarterly.

The board member responsibilities include representing their geo/political sector in the development and implementation of the Comprehensive Economic Development Strategy and approving projects for planning grants to the Federal Economic Development Administration (EDA). The board will represent the Economic Development District as recipient of federal funds, when requested.

Regional Partners Council board nominations requested candidates that were an elected official or business leader of high stature in the community who possess a high level of awareness of community

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Staff Report

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issues and the ability to access resources to deploy to identify regional projects. The nominations criteria emphasized a commitment to regional success over jurisdictional or local community priorities.

The new Regional Partners Council will be supported by a strategy committee, regional recruitment committee and administrative committee. The strategy committee, staffed by Council member staff, will reflect a 51 percent private and 49 percent public interest and will meet monthly as needed. The strategy committee will lead the CEDS update, public interface on strategy issues, project recommendations and EDA grant applications. Metro's Planning and Development Department staff would continue to participate in the new Regional Partners Council at the strategy committee level.

The regional recruitment committee is structured by members who contribute additional resources and time for services and their primary focus is to coordinate recruitment activities. The administrative committee advises the executive director and administrative staff on monthly member meetings, programs and education, networking events, hosted activities, economic development planning grant project work, budget management, membership recruitment and staff performance feedback to the board chair. This Committee reflects the responsibilities of the former Regional Partners board of directors.

The Regional Partners Council is supported by a paid executive director and administrative staff.

Members are expected to pay dues to the Regional Partners Council. Metro has paid dues to the former Regional Partners organization in the past, as approved in the Metro budget, and funds for current dues are approved in the current budget.

One of the first responsibilities for the new organization will be to update its comprehensive economic development strategy (CEDS), which was first prepared in 2005 with the help of a strategy committee. Using this document as a guide, the Economic Development District was formed and able to successfully receive grant funds from the Federal Economic Development Agency. Members of the Regional Partners have been able to use these funds to support economic development projects including on workforce development and economic gardening that seek to prepare the workforce for today's jobs and retain existing businesses. Metro Council expressed support for this strategy in Resolution No. 05-3605.

Metro's participation in the Regional Partners Council and the CEDS update relate to several other existing program areas, including:

- Supporting Metro Council's efforts to achieve the desired outcome, as adopted by Resolution No. 08-3940, that "Current and future residents benefit from the region's sustained economic competitiveness and prosperity."
- Supporting the Portland Metro Climate Prosperity Project, committed to creating a robust green economy that produces new jobs and talent, products and technologies and energy and cost savings.
- Supporting strategies to use existing employment and industrial land efficiently and effectively to meet the region's needs for employment forecasts, as described in Metro's Draft Urban Growth Report.

The new Regional Partners Council board, by including policy and leadership direction at the highest levels, provides an opportunity for Metro and other regional partners to define and implement new strategies that support economic development.

ANALYSIS/INFORMATION

1. **Known Opposition:** None
2. **Legal Antecedents:** None
3. **Anticipated Effects:** Councilor Burkholder will have the opportunity to bring forward Metro Council's adopted desired outcomes for the region and other policies to the discussion and development of regional economic development strategies.
4. **Budget Impacts:** None at this time. Membership dues for Regional Partners are included in the adopted budget. Metro may wish to contribute additional in kind or financial resources to support future elements of the new Comprehensive Economic Development Strategy.

RECOMMENDED ACTION

Recommend approval.

**RESTATED
NONPROFIT
ARTICLES OF INCORPORATION
OF
ASSOCIATION OF REGIONAL DEVELOPMENT PARTNERS, INC.**

Pursuant to the Oregon Nonprofit Corporation Act, the Association of Regional Development Partners, Inc., an Oregon nonprofit corporation, adopts the following Restated Articles of Incorporation, superseding the original Articles of Incorporation of the corporation and all amendments thereto.

ARTICLE I

The new name of the corporation is **PORTLAND-VANCOUVER REGIONAL PARTNERS COUNCIL FOR ECONOMIC DEVELOPMENT.**

ARTICLE II

The corporation is a public benefit corporation.

ARTICLE III

The corporation is organized and shall be operated exclusively for charitable and educational purposes permitted by Section 501(c)(3), Section 501(c)(4), or Section 501(c)(6) of the Internal Revenue Code of 1986, as amended ("IRC"). A more detailed description of the purposes shall be set forth in the corporation's bylaws.

ARTICLE IV

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under IRC Sections 501(c)(3), 501(c)(4), or 501(c)(6). No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V

Upon the dissolution or final liquidation, after the payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to such organization or organizations that are then described in any of the following IRC Sections: 501(c)(3), 501(c)(4), 501(c)(6), 170(c)(2), 2055(a)(2), and 2522(a)(2) and/or to the United States or any state for exclusively public purposes as the board of directors shall determine.

ARTICLE VII

The corporation will have members. The criteria and procedures for admission to membership and the rights and obligations of members shall be as set forth in the corporation's bylaws.

ARTICLE VIII

No director or uncompensated officer shall be personally liable to the corporation for monetary damages for conduct as a director or officer, provided that this Article shall not eliminate or limit the liability of a director or officer for any act or omission for which such

elimination of liability is not permitted under the Oregon Nonprofit Corporation Act. No amendment to the Oregon Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or officer for any act or omission which occurs prior to the effective date of the amendment.

ARTICLE X

The corporation shall indemnify to the fullest extent specifically authorized by the Oregon Nonprofit Corporation Act any current or former director or officer of the corporation who is made, or 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. The corporation shall pay for or reimburse the reasonable expenses incurred by any such current or former director or officer in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing (i) the person's good faith belief that the person is entitled to indemnification under this article and (ii) the person's agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this Article. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agent and fiduciaries that may be included in any statute, bylaw, agreement, general or specific action of the board of directors, vote of the members or other document or arrangement.

ARTICLE XI

All references in these Articles of Incorporation to sections of the Internal Revenue Code of 1986, as amended, or the Oregon Nonprofit Corporation Act shall be deemed to refer also to the corresponding provisions of any future federal tax or Oregon nonprofit corporation laws.

DATED: _____

**PORTLAND-VANCOUVER REGIONAL PARTNERS
COUNCIL FOR ECONOMIC DEVELOPMENT**

_____, Secretary

RESTATED BYLAWS
OF
PORTLAND-VANCOUVER REGIONAL PARTNERS COUNCIL
FOR ECONOMIC DEVELOPMENT

SECTION 1. NAME AND PURPOSE

1.1 Name. The corporation shall be known as Portland-Vancouver Regional Partners Council for Economic Development.

1.2 Purpose. The primary purposes of the corporation are to provide direction and oversight in the development of a comprehensive economic development strategy; to be an eligible recipient of federal funding as set forth in the federal regulations adopted by the U.S. Department of Commerce; to work with officials of the governments in the Oregon counties of Multnomah, Washington, Clackamas, and the Washington county of Clark; and to take action in support of objectives of the corporation related to: (a) economic development, (b) expansion and retention of businesses, (c) marketing and branding of the region, and (d) monitoring of regional economic development strategies.

SECTION 2. MEMBERS

2.1 Membership Qualifications. The corporation shall be a membership organization. There shall be two categories of membership: Regular and Associate, as defined in Section 2.2. Each Member shall have an interest in growing and attracting businesses with a geographic focus within Clackamas, Clark, Multnomah, and Washington counties. Members may be:

- (a) Municipalities, counties or other public entities that are directly involved in the retention, expansion and recruitment of businesses;
- (b) Regional public entities with land use regulatory authority or transportation responsibility that encompass more than one county or more than one municipality within the region;
- (c) Business associations whose business members are located in more than one county or more than one municipality within the region and whose membership is generally representative of the region's economy as a whole;
- (d) Utilities serving parts of one or more counties or parts of one or more municipalities within the region;

(e) Private business entities located in one or more of the counties within the region who have an interest in supporting, coordinating, developing and evaluating business development activities in the region; or

(f) Universities, colleges, community colleges or other higher education institutions engaged in customized workforce training, technology transfer or business development in the retention, expansion and recruitment of businesses.

2.2 Membership Classes. There shall be two membership classes:

(a) **Regular Members.** Each member admitted as a regular member in accordance with these bylaws shall be a Regular Member of the corporation, entitled to all of the rights and privileges of regular membership, including the right to vote on matters presented to the membership as provided in the bylaws. Each Regular Member shall have one vote.

(b) **Associate Members.** Each member admitted as an associate member in accordance with these bylaws shall be an Associate Member of the corporation, entitled to attend member meetings and receive such information and participate in such activities of the corporation as may be determined by the board of directors; provided, however, that Associate Members shall not have the right to vote.

Regular Members and Associate Members shall pay annual dues in accordance with a dues schedule established by the board of directors. Dues shall be paid within 30 days of the date of a member's admission (pro rated).

Unless otherwise specifically stated, all references to "member" in these bylaws shall refer to Regular Members.

2.3 Admission. Members will be admitted as Regular or Associate Members by vote of the Regular Members. Any organization considered for membership must be approved by a two-thirds vote of Regular Members present at a member meeting at which the quorum requirements are met.

2.4 Withdrawal. Regular and Associate Members may withdraw from the corporation at any time by providing written notice of intent to withdraw to the Executive Director or chair of the Board of Directors. Dues shall not be refunded to a withdrawing Regular or Associate Member.

2.5 Termination, Expulsion or Suspension. A Regular Member or an Associate Member shall be expelled or suspended, and membership in the corporation be terminated or suspended, by vote of two-thirds vote of Regular Members, provided that the member shall have received not less than 15 days' prior written notice of the proposed expulsion, suspension or termination and the reasons therefor and shall have had an opportunity to be heard, orally or in writing, by the board of directors, who shall be authorized to decide that the proposed expulsion, suspension or termination shall not take place, not less than 5 days before the effective date of the expulsion, suspension or termination. However, the board of directors may terminate the membership of any Regular or Associate Member without notice if dues are not received by the corporation within 30 days of the due date for payment.

2.6 Meetings. An annual meeting of the members shall be held within 90 days before the beginning of the corporation's next fiscal year at a date, place and time to be designated by the board of directors. If the time and place of any other member meeting is scheduled by the members it is a regular member meeting. A special meeting of the members may be held upon the call of the board of directors of the corporation or upon a vote of at least one-third of the Regular Members.

2.7 Quorum and Voting. A quorum of the members shall consist of at least one-third of the number of members immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the votes represented and voting when the action is taken is the act of the members except to the extent that the articles of incorporation, these bylaws, or applicable law require the vote of a greater number of members. A duly executed proxy shall be counted for purposes of meeting the quorum requirements.

2.8 Telephonic Meetings. The members may permit any or all of the members to participate in an annual or special meeting, or conduct the meetings through, use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in the meeting by this means is deemed to be present in person at the meeting.

2.9 Proxies. Members may participate in a meeting by written proxy duly executed and filed with the secretary. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy. A proxy may be revoked at any time by the member executing the proxy.

2.10 Unanimous Written Consent. Any action required or permitted to be taken at a members' meeting may be taken without a meeting if the action is taken by all members entitled to vote on the matter. The action shall be evidenced by one or more written consents describing the action taken, signed by each member, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last member entitled to vote on the matter signs the consent, unless the consent specifies an earlier or later effective date. Consents may be proposed and executed by email or other electronic communication. A consent under this section has the effect of a meeting vote and may be described as such in any document.

2.11 Action by Written Ballot. Any action required or permitted to be taken at a members' meeting may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds a quorum of the members, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast is the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than election of directors, and specify a reasonable time by which a ballot must be received by the corporation in order to be counted. Once delivered, a written ballot may not be revoked. Written ballots may be proposed and executed electronically.

2.12 Notice of Meetings. The corporation shall notify its members of the place, date and time of each annual or regular meeting of members no fewer than seven days before the meeting. Notice may be sent to each member entitled to vote at the meeting by email or fax or by mail to the member's last address as set forth in the corporate records. Notice of an annual meeting shall include a description of any matter or matters which must be approved by members under the Oregon Nonprofit Corporation Act. Notice of a special meeting must be given at least 48 hours in advance of the meeting and must include a description of the purpose or purposes for which the meeting is called.

2.13 Waiver of Notice. A member may, at any time, waive any notice required by these bylaws. A member's attendance at or participation in a meeting, either in person or by proxy, waives any required notice to the member of the meeting unless the member, at the beginning of the meeting, or promptly upon the member's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Except as provided in the preceding sentence, any waiver must be in writing, must be signed by the member entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records.

2.14 Record Date. The record date to determine the members entitled to notice of a members' meeting, or to vote or take any other lawful action, shall be as follows:

- (a) The record date to determine the members entitled to a notice of a members' meeting shall be 30 days before the day in which first notice is mailed or otherwise transmitted to members;
- (b) The record date to determine the members to take action without a meeting shall be the date the first member signs the consent to such action;
- (c) The record date to determine the members entitled to vote shall be 30 days before the date of the meeting or the date at which vote is closed.

SECTION 3. BOARD OF DIRECTORS

3.1 Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, a board of directors.

3.2 Qualifications. All directors must be individuals 18 years of age or older. Directors need not be residents of the State of Oregon.

3.3 Number. The board of directors shall be broadly representative of the principal economic interests of the Region. The board of directors shall be elected by the members at the annual member meeting from a slate proposed by a nominating committee. The nominating committee shall be appointed each year by the current board of directors. The board shall consist of not fewer than three nor more than 21 persons, and shall be structured as provided in this Section 3. The number of directors may be fixed or changed periodically, within the minimum and maximum, by the members. However, the makeup of the board of directors must be in compliance with the provisions set forth in this Section 3.

(a) **Government Officials.** A majority of the board of directors shall consist of elected officials or employees of general purpose units of state or local government who have been appointed to represent the government.

(b) **Non-Government Officials.** At least 35 percent of the board of directors shall consist of persons from the following categories: (1) Executive Directors of Chamber of Commerce; (2) representatives of institutions of post-secondary education; (3) representatives of workforce development groups; or (4) representatives of labor groups. At least one member of the board of directors must be a representative from the private sector. The private sector representative must be a senior management official or executive holding a key decision-making position, or that person's designee. The remaining positions on the board shall be filled by persons who are broadly representative of the principal economic interests in Multnomah, Washington, Clark, and Clackamas counties.

3.4 Term. Directors shall serve for a term of two years, but may be re-elected for any number of consecutive terms. Despite the expiration of a director's term, the director shall continue to serve until the director's successor is elected or appointed and qualifies, or until there is a decrease in the number of directors.

3.5 Vacancies. A vacancy in the board of directors shall exist upon the death, resignation, or removal of any director. A vacancy shall be filled in the same manner as set forth in Section 3. Each director so elected shall hold office for the balance of the unexpired term of his or her predecessor. If the board of directors 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.

3.6 Resignation. A director may resign at any time by delivering written notice to the Executive Director or the Chair. A resignation is effective when received unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

3.7 Removal. A director may be removed at any time, with or without cause, by a two-thirds majority of the board of directors.

3.8 Meetings. An annual meeting of the board of directors shall be held at a time and place designated by the board of directors. If the time and place of any other directors' meeting is regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings. The board of directors may hold annual, regular or special meetings in or out of the State of Oregon.

3.9 Telephonic Participation. The board of directors may permit any or all of the directors to participate in any meeting by, or conduct the meeting through, use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

3.10 Action Without Meeting. Any action required or permitted to be taken at a board of directors' meeting may also be taken without a meeting if the action is taken by all

members of the board of directors. The action shall be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. A consent under this section has the effect of a meeting vote and may be described as such in any document. Consents may be proposed and executed by email or other electronic communication.

3.11 Call and Notice of Meetings. The annual meeting and regular meetings of the board of directors may be held without further notice of the date, time, place, or purpose of the meeting. Special meetings of the board of directors must be preceded by at least seven days' notice, if given by first-class mail, or 48 hours' notice, if delivered personally or given by telephone, fax or email to each director of the date, time, and place of the meeting. Except as specifically provided in these bylaws or applicable law, the notice need not describe the purposes of any meeting. The Executive Director, Chair, or 25 percent of the directors then in office may call and give notice of a meeting of the board.

3.12 Waiver of Notice. A director may at any time waive any notice required by these bylaws. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Except as provided in the preceding sentence, any waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records.

3.13 Quorum and Voting. A quorum of the board of directors shall consist of a majority of the number of directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the action is taken is the act of the board of directors except to the extent that the articles of incorporation, these bylaws, or applicable law require the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting.

3.14 Presumption of Assent. A director who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

(a) The 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; or

(b) The director's dissent or abstention from the action taken is entered in the minutes of the meeting.

3.15 Executive Committee. The Executive Committee shall consist of the officers of the corporation (with the Executive Director serving as an ex officio non-voting member) and other such members of the board of directors as may be designated by the board. The Executive Committee is a board committee, and shall be governed by the provisions set forth below.

3.16 Board Committees. The board of directors may create other committees of the board of directors (in addition to the Executive Committee) and appoint members of the board to serve on them. Each committee shall consist of two or more directors who serve at the pleasure of the board of directors. The creation of a committee and the appointment of directors to the committee must be approved by a majority of all directors in office when the action is taken. The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors shall apply to committees and their members as well. Committees of the board of directors may, to the extent specified by the board of directors, exercise the authority of the board of directors; provided, however, that no committee of the board of directors may:

- (a) Authorize distributions, provided that this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of the corporation's purposes;
- (b) Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
- (c) Elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or
- (d) Adopt, amend, or repeal the articles of incorporation or bylaws.

3.17 Other Committees. The board of directors may create one or more other committees such as a strategy committee, a nominating committee, and an advisory committee. Members of these committees need not be members of the board of directors, but at least one director and the Executive Director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of, the board of directors, but may make recommendations to the board of directors.

3.18 Compensation. Directors and members of committees may receive reimbursement of such expenses as may be determined by resolution of the board of directors to be just and reasonable. Directors shall not otherwise be compensated for service in their capacity as directors.

3.19 Director Conflict of Interest. A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest, as defined in ORS 65.361. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction is fair to the corporation at the time it was entered into or is approved either (a) by the affirmative vote of a majority of the directors on the board of directors or the committee of the board of directors who have no direct or indirect interest in the transaction if the material facts of the transaction and the director's interest are disclosed or known to the persons voting; or (b) by obtaining the approval of the Attorney General of Oregon or a circuit court of the State of Oregon in an action in which the Attorney General of Oregon is joined as a party. For purposes of this section, a director of the corporation has an indirect interest in a transaction if (a) another entity in which the director has a material interest, or in which the director is a general partner, is a party to the transaction, or (b) another

entity in which the director is a director or officer is a party to the transaction, and the transaction is or should be considered by the board of directors of the corporation. A transaction may not be authorized, approved or ratified under this section by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section.

SECTION 4. OFFICERS

4.1 Designation; Appointment. The officers of the corporation shall be an Executive Director, a Chair, a Vice Chair, a Secretary, a Treasurer, and such other officers as the board of directors may from time to time appoint. The officers shall be appointed by, and hold office at the pleasure of, the board of directors. To the extent possible, the officers shall be made up of representatives from both the public and the private sector.

4.2 Term of Office.

(a) The term of office for the Chair, Vice Chair, Secretary and Treasurer of the corporation shall be two years unless otherwise fixed by the board of directors. The officers of Secretary and Treasurer may be held by the same person.

(b) Any officer may be removed, either with or without cause, at any time by action of the board of directors.

(c) An officer may resign at any time by delivering notice to the board of directors, the Executive Director, or the Chair. A resignation is effective when received unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the later effective date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

4.3 Executive Director. The Executive Director shall act as a principal spokesperson and representative of the corporation, shall be the chief executive officer of the corporation and have the general powers and duties of management usually vested in a chief executive officer or president. The Executive Director shall attend the meetings of the board of directors, but is not a director.

4.4 Chair. The Chair shall preside at meetings of the board of directors, shall assure that the board of directors is advised on all significant matters of the corporation's business, and have the general powers and duties of management usually vested in a chair of the board, and shall have such other powers and duties as may be prescribed by the board of directors or the bylaws.

4.5 Vice Chair. The Vice Chair shall preside at meetings of the board of directors at which the Chair is absent and in the absence of the Chair shall have the other powers and perform the other duties of the Chair. The Vice Chair also shall have such other powers and perform such other duties as may be prescribed by the board of directors.

4.6 Secretary. The Secretary shall have responsibility for preparing minutes of meetings of the board of directors and for authenticating records of the corporation. The Secretary shall keep or cause to be kept, at the principal office or such other place as the board of directors may order, a book of minutes of all meetings of directors. The Secretary also shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.

4.7 Treasurer. The Treasurer shall be the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors, shall disburse or cause to be disbursed funds of the corporation as may be ordered by the board of directors, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws. The Treasurer also shall have such other powers and perform such other duties as may be prescribed by the board of directors.

4.8 Assistants. The board of directors may appoint or authorize the appointment of assistants to the secretary or treasurer or both. Such assistants may exercise the powers of the secretary or treasurer, as the case may be, and shall perform such duties as are prescribed by the board of directors.

SECTION 5. INFORMATION

5.1 Public Meeting. The corporation shall hold a meeting open to the public at least once a year and shall also publish the date and agenda of such meeting sufficiently in advance to allow the public a reasonable time to prepare in order to participate effectively.

5.2 Financial Data. The corporation shall make available to the public such audited statements, annual budgets, and minutes of a public meeting held pursuant to Section 5.1, as may be reasonably requested.

5.3 Not Public Body. The corporation is not a "public body" for purposes of ORS 192.610(4) and is not subject to Oregon public records laws.

SECTION 6. NONDISCRIMINATION

The corporation shall not discriminate in providing services, hiring employees, or otherwise upon the basis of gender, race, creed, marital status, sexual orientation, religion, color, age, or national origin.

SECTION 7. GENERAL PROVISIONS

7.1 Amendment of Bylaws.

(a) The board of directors may amend or repeal these bylaws or adopt new bylaws by a majority vote at any regular or special meeting, except that any amendment relating to the election or term of directors must also be approved by the members. If a member vote is

necessary under the terms of this section, the members may approve of the bylaw change by written ballot, or during a regular or special meeting. Such vote shall occur not less than 10 days after notice has been given to the members setting forth the proposed bylaw change.

(b) Whenever an amendment or new bylaw is adopted, it shall be copied in the minute book with the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in such book and place.

7.2 Inspection of Books and Records. All books, records, and accounts of the corporation shall be open to inspection by the directors and members in the manner and to the extent required by law.

7.3 Checks, Drafts, Etc. All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation 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 directors.

7.4 Deposits. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in those banks, trust companies or other depositories as the board of directors or officers of the corporation designated by the board of directors select, or be invested as authorized by the board of directors.

7.5 Loans or Guarantees. The corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the board of directors. This authority may be general or confined to specific instances. Except as explicitly permitted by ORS 65.364, the corporation shall not make a loan, guarantee an obligation or modify a pre-existing loan or guarantee to or for the benefit of a director or officer of the corporation.

7.6 Execution of Documents. The board of directors may, except as otherwise provided in these bylaws, authorize any officer or agent 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 by the board of directors, no officer, agent, or employee shall 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.

7.7 Insurance. The corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the corporation, or who, while a director, officer, employee, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, director, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; provided, however, that the corporation may not purchase or maintain such insurance to indemnify any director, officer, employee or agent of the corporation in connection with any proceeding charging improper personal benefit to the director, officer, employee or agent in which the director, officer, employee or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, employee or agent.