

# **Bylaws**

## **Friends of Corvallis Parks and Recreation**

### **Article 1**

#### **Organization**

##### **Section 1. Organization**

The name of this organization shall be the Friends of Corvallis Parks and Recreation, hereinafter referred to in these bylaws as Friends.

##### **Section 2. Principal Office**

The principal office of the corporation is located in Corvallis, Benton County, Oregon.

### **Article 2**

#### **Purpose**

##### **Section 1. IRC Section 501(c)(3) Purposes**

The Friends is incorporated as a “non-member” Public Benefit Corporation according to its Nonprofit Articles of Incorporation as filed and registered with the Oregon Secretary of State.

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 §501(c)(3) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall be used to influence legislation, and this corporation shall not participate in, or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

##### **Section 2. Purposes**

The purposes of this corporation shall be to:

- a) Advocate for public parks, natural areas, cultural and historic resources, recreation facilities and programs.
- b) Provide support for the operation of public parks, natural areas, cultural and historic resources, recreation facilities and programs and help strengthen and expand these services.
- c) Provide financial support above and beyond what is included in the Parks and Recreation Department annual budget.
- d) Engage in other activities related to supporting public parks, natural areas, cultural and historic resources, recreational facilities and programs.

## **Article 3 Supporters**

### **Section 1. Qualifications**

The Friends shall endeavor to recruit and maintain supporters that are representative of a broad range of interests in accordance with the stated purposes.

### **Section 2. Supporters Fees**

The Board of Directors may establish fees for supporters for use in carrying out its business.

## **Article 4 Board of Directors**

### **Section 1. Number and Qualifications**

The number of Directors may vary between a minimum of five and a maximum of fifteen individuals. The first Board of Directors shall be the persons named as Directors in the Articles of Incorporation. Directors shall be individuals of the age of majority in the State of Oregon. The Board shall represent a variety of occupations and interests.

### **Section 2. Ex-officio Director**

The City of Corvallis, Parks & Recreation Department Director or other designated staff from the department shall be an ex-officio non-voting member of the Friends Board.

### **Section 3. Duties/Powers**

Subject to the provisions of the laws of the State of Oregon and any limitations in the Articles of Incorporation and these Bylaws the activities and affairs of this corporation shall be conducted and managed by the Board of Directors. All corporate powers shall be exercised by or under the direction of the Board of Directors.

### **Section 4. Election/Term of Office**

The term of office for Directors shall be three years. All terms of office begin and end at the Annual Business Meeting held in October. When elected at a time other than the Annual Business meeting, the three-year term will begin the October following their election. Their duties and responsibilities begin as soon as elected to the Board. Each Director shall be elected by a majority of the Board members.

### **Section 5. Nomination**

The Board of Directors, or some portion thereof, shall serve to nominate persons for election to the Board. The Board will solicit nominations from a broad range of interests and geographic area including users of the programs and services. The consent of any potential nominee must be obtained before his or her name is put forth for election.

### **Section 6. Removal**

Any Director may be removed, with or without cause, at a meeting called for that purpose, by a vote of two thirds of the Board members present and entitled to vote at an election of Directors.

### **Section 7. Vacancies**

Any Board member may resign at any time by giving written notice to the Board of Directors. Any Board vacancy may be filled by a majority vote of the remaining Board of Directors. The successor shall be elected to serve the remainder of the unexpired term so vacated.

### **Section 8. Compensation**

Directors shall serve without compensation, but may be reimbursed for documented and approved Board related expenses.

### **Section 9. Regular Meetings**

Regular meetings of the Board of Directors shall be held at least quarterly at a time and place to be determined by the Board. The Annual Business meeting will be held in October where the official term of office begins/ends for Board members and Officers; Officers are elected; Board members sign the annual Conflict of Interest statement; review by-laws; and establish priorities for the following year.

### **Section 10. Special Meetings**

Special meetings of the Board of Directors may be called by the President of the Board, the Executive Committee or by any two directors, or, if different, by the persons specifically authorized under the laws of the State of Oregon to call special meetings of the Board. Special meetings of the Board shall be held at the time and place to be determined by the Board. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail or by e-mail not less than two days prior to the special meeting. If notification is via e-mail, the director(s) contacted shall acknowledge receipt of the notice by a return message or phone call within twenty-four hours of receipt of the e-mail.

### **Section 11. Meeting by Telecommunication**

Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications, as long as all Directors can hear each other.

### **Section 12. Quorum and Action**

A quorum at a board meeting shall be a majority of all unrelated Directors in office immediately before the meeting begins. No business shall be conducted by the board without a quorum. If a quorum is present, action is taken by a majority vote of Directors present. Every decision made by a majority of the Directors present at a meeting where a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

### **Section 13. Action without meeting**

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, is agreed to unanimously and signed by all the Directors. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date.

### **Section 14. Conduct of Meetings**

Meetings of the Board of Directors shall be presided over by the President of the Board, or, in his or her absence, by the Vice President of the Board, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The Secretary of the

corporation shall act as secretary of all meetings of the Board. In the Secretary's absence, the presiding officer shall appoint another person to act as secretary. Meetings shall be governed by *Robert's Rules of Order*

## **Article 5 Officers**

### **Section 1. Designation of Officers**

The officers of the corporation shall be the President, Vice President, Secretary, Treasurer and past President.

### **Section 2. Qualifications**

Any member of the Board of Directors may serve as officer of this corporation.

### **Section 3. Election and Term of Office**

All officers shall be elected at the Annual Business Meeting held in October. The term of office for each officer shall be two years. An officer may be elected for additional terms by the majority of the Board. The appointment of an officer does not itself create contract rights.

### **Section 4. Vacancy**

A vacancy of the office of President or Secretary shall be filled no later than the first regular meeting of the Board of Directors following the vacancy. Other vacant offices shall be filled by the Board of Directors as soon as reasonably possible.

### **Section 5. 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 6. Resignation or Removal**

Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed, either with or without cause, by a two thirds vote of the Board of Directors.

### **Section 7. Duties of President**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. The President shall set the agenda, preside over and conduct meetings of the Board; shall appoint the chairs of all standing and special committees; shall serve as a contact person and liaison for members of the public and Parks and Recreation staff.

Upon resolution of the Board, he or she may sign with the Secretary, Treasurer or any other officer authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments (including acceptances of donations, conveyances, or contributions), which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be

expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed.

### **Section 8. Duties of Vice President**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall perform other duties as may be assigned by the President or by the Board of Directors.

### **Section 9. Duties of Secretary**

The secretary shall:

Certify and keep at the principal office of the corporation all official documents of the corporation including a copy of the Articles of Incorporation and bylaws and all amendments, names and addresses of all directors and officers, minutes of all meetings of directors and committees, all financial reports, records of supporters and all reports and correspondence to and from the State of Oregon and the IRS.

Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be recorded in the corporate records of this corporation by the later of (1) the next meeting of the board, committee, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.

Ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law. Perform all duties incident to the office of secretary and other duties as may be required by law or which may be assigned to him or her from time to time by the President or the Board.

### **Section 10. Duties of Treasurer**

The treasurer shall:

Have overall responsibility for all the funds and securities of the corporation, and when authorized by the Board of Directors may execute contracts, receive contributions for the corporation and may receive and give receipts for monies due and payable to the corporation from any source, and deposit all such monies in the name of the corporation into such banks, credit unions, trust companies, or other depositories selected by the Board of Directors. Any funds or property contributed to and accepted by the corporation shall be held, administered, and disbursed or disposed of as the donor may direct, providing that any such direction is consistent with the purposes of the corporation.

Maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Provide financial reports to the Board at each Board meeting and prepare or cause to be prepared a proposed budget for the Board, an annual financial report and any financial statements to be

included in any required reports. When requested provide the books of account and financial records to any director of the corporation, or to his or her agent or attorney.

If required by the Board of Directors, the Treasurer shall file a bond, at the expense of the corporation, for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine.

## **Article 6 Committees**

### **Section 1. Executive Committee**

The Board of Directors may elect an Executive Committee at their annual meeting. The Executive Committee shall consist of the current officers of the Board plus the past president of the Board. 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.

The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report their activities to the Board from time to time as the Board may require.

### **Section 2. Other Committees**

The Board of Directors may establish such other committees as it deems necessary. These committees shall consist of at least two Board members, be chaired by a Board member but may consist of persons who are not also members of the board and shall act in an advisory capacity to the Board.

### **Section 3. Meetings and Action of Committees**

Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors.

## **Article 7 Corporate Records and Reports and Dissolution**

### **Section 1. Records**

All official documents of the corporation including a copy of the corporation's articles of incorporation and bylaws minutes of all meetings of directors and committees, all financial reports, records of members and reports to the membership, the State of Oregon and the IRS shall be kept at the principal office of the corporation.

### **Section 2. Directors' Inspection Rights**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

### **Section 3. Right to Copy and Make Extracts**

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

### **Section 4. Periodic Report**

The board shall cause any annual or periodic report required under law to be prepared and delivered to the Secretary of State of the State of Oregon, Corporate Division to be prepared and delivered within the time limits set by law.

### **Section 5. Distribution of Assets**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Oregon.

## **Article 8 Conflict of Interest Private Inurement**

### **Section 1. Annual Statements**

Each director, staff, and members of committees shall sign annually a statement which affirms such person has received a copy of the conflicts of interest policy; has read and understands the policy; has agreed to comply with the policy; and understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Section 2. Prohibition Against Private Inurement**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

## **Article 9 Indemnification by Corporation of Directors and Officers**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the State of Oregon.

## **Article 10 Amendments of Bylaws**

### **Section 1. Amendment**

The Board of Directors must vote to amend or repeal these Bylaws, or to adopt new ones, by a two thirds majority vote of Directors present at their annual meeting, if a quorum is present. Each

Director shall be given at least seven days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered. 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 11**

### **Construction and Terms**

If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed with the Secretary of State, Corporate Division, of the State of Oregon and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.