

**RESTATED BYLAWS
OF
FRIENDS OF NCRD
An Oregon Non-Profit 501(c)(3) Organization**

**ARTICLE I
CORPORATION NAME/ REGISTERED OFFICE/REGISTERED AGENT**

The name of this Corporation is Friends of NCRD (hereinafter, the Corporation). The Registered Office of the Corporation is 36155 9th Street, Nehalem, Oregon, 97131, and the mailing address of the Corporation is Post Office Box 511, Nehalem, OR 97131. The Corporation's Registered Office or its mailing address may be changed from time to time by 2/3 vote of the Corporation's full Board of Directors (hereinafter, the Board). The initial Registered Agent of the Corporation is named in the Corporation's Articles of Incorporation and such Registered Agent may be changed from time to time by 2/3 vote of the full Board of Directors. At such time as any of the above-mentioned matters is changed by the requisite vote of the Directors, such change shall be certified in writing by the Board's Secretary. A copy of such certification shall be affixed to the Corporation's current Bylaws.

**ARTICLE II
PURPOSES**

2.1 The Corporation is organized exclusively for charitable purposes and these are stated in Article II of the Corporation's Articles of Incorporation, as follows: "The Corporation is organized as a charitable organization, exclusively for the purpose of supporting the North County Recreation District (hereafter, "NCRD"). To that end, the Corporation will: 1.) raise funds to support NCRD programs. 2.) raise funds to modify and/or expand the NCRD facilities."

2.2 The Corporation shall operate as a nonprofit, tax-exempt organization under section 501(c)(3) of the Internal Revenue Code.

**ARTICLE III
BOARD OF DIRECTORS**

3.1 **Powers.** The management of all affairs and interests of the Corporation shall be vested in its Board, and the members of said Board shall also be known as Directors or Board members.

3.2 **Number and Tenure.** The number of Directors shall be no less than five or more than fifteen. Officers of the Corporation shall be members of the Board of Directors. Each Director shall serve a three-year term, except when terms need to be staggered. Terms shall be staggered so that approximately one third of the Directors' terms shall expire each year. At each annual meeting of the Board, a Director shall be elected or re-elected for each Director whose term is expiring. The term year(s) shall coincide with the Corporation's fiscal year.

3.3 Board Vacancies. Any Board vacancy may be filled by the affirmative vote of a majority of the remaining Directors, but no less than a quorum of the full Board. A Director elected to fill any vacancy shall hold office for the unexpired term of the predecessor.

3.4 Regular and Annual Board Meetings. There shall be regular meetings of the Board, held, with ample notice pursuant to section 3.6 of these Bylaws, not less frequently than once each calendar quarter, at a time and place designated by the Board. Further, an annual meeting of the Board shall be held, at a time and place designated by the Board, during June of each year, for the purpose of electing Directors and officers and for the transaction of any business that may come before the meeting,

3.5 Special Board Meetings and Board Decisions Via Email. Special meetings of the Board may be called by, or at the request of, the President or any three Directors. The notice of special meetings shall contain a statement of the purpose or purposes for which the special meeting is called and shall be made pursuant to the notice requirements of section 3.6 of these Bylaws. Alternatively, the Board may agree on an action by means of email without a meeting, at the request of the President, so long as each Director is given written notice of the proposed action by means of email, mail, or hand delivery, consistent with the notice requirements of section 3.6 of these Bylaws, and so long as each Director submits a vote on the issue whether an affirmative, negative, or abstention vote, with at least a simple majority of the Board approving the action.

3.6 Notice of Meetings. Notice of any meeting of the Board shall be provided to the Directors at least three days previous to the meeting by email or letter.

3.7 Waiver of Notice. Any Director may waive notice of any meeting. Attendance of a Director at a meeting shall 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 was not lawfully called or convened.

3.8 Quorum. A simple majority of the Directors in office shall constitute a quorum for the transaction of business. Any action to be taken by the Board must be approved by a majority of the Directors present at the meeting, so long as a quorum is present.

3.9 Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board a fixed sum for expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation.

3.10 Removal. Any Director may be removed by the Board whenever in the Board's judgment the best interests of the Corporation would be served. Such removal shall require a vote of the majority of the Directors in office.

ARTICLE IV OFFICERS

4.1 **Designations.** The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. Immediately after the election of new Directors at the annual meeting, the existing Directors, i.e., those Directors then in office, shall elect all officers from the group of Directors for the succeeding fiscal year, for a term of one year.

4.2 **President.** The President shall be the principal executive officer of the Corporation and shall have general supervision of the affairs of the Corporation, subject to the proper control of the Board. The President shall also perform such other duties as are incident to the office or are properly required of the President by the Board, from time to time, and shall preside at all meetings of the Board and the elections of its directors and officers. The President also shall be an ex-officio member of all Board committees. The President shall counter-sign all checks above the amount of \$100, and is authorized to deposit funds into the bank and accounts authorized by the Board. The President shall also exercise the functions of the Treasurer during the absence or disability of the Treasurer, and may sign or endorse checks, subject to Section 4.5 of these Bylaws. The President shall review annually, in the last month of the fiscal year, the Treasurer's books of account.

4.3 **Vice President.** The Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the President, with Board approval. During the absence or disability of the President, or in the event of the resignation, removal, or death of the President, the Vice President, shall exercise all the functions of the President and shall possess all powers and perform all such duties of the President.

4.4 **Secretary.** The Secretary shall issue notices for all meetings, except for notices of special meetings of the Board that are called by the President or the requisite number of Directors. The Secretary shall keep the minutes of all meetings, subject to the review, correction where needed, and approval of the Board. The Secretary shall also have charge of the seal, if any, and the corporate books. The Secretary shall maintain the files of the Board, including copies of the minutes and the Treasurer's monthly and annual financial reports. The Secretary also shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the President, with Board approval.

4.5 **Treasurer.** The Treasurer shall have charge and custody of, and be responsible for, all monies and securities of the Corporation, which shall be deposited in a bank and such accounts as designated by the Board. The Treasurer shall supervise the receipt of all monies, shall make such payments for expenses, donations, or other items authorized by the Board, and shall keep regular books of account. The Treasurer shall present the Board with a written monthly financial report at the regular meetings, and a written annual financial report at the annual meeting, which shall consist of a financial statement for the past fiscal year and an operating statement of anticipated income and expenses for the ensuing year. The Treasurer shall also file the State Annual form & CT12 for Charitable organizations. The Treasurer shall perform such other duties as are incident to the office or are required by the President, with Board approval.

4.6 Committees.

- a. Committee Appointments. The Board may appoint, from time to time, standing or temporary committees, comprised of members of the Friends of NCRD, and at least one committee member shall be a Director. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board, except all proposed expenditures shall first be approved by the Board. The chair of the committee shall be appointed by the President, subject to the approval of the Board.
- b. Committee Limitations. No committee may adopt, amend, or repeal the Articles, or any resolution by the Board. No committee or committee member may adopt a plan of merger or consolidation with another Corporation, authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation, or authorize the voluntary dissolution of the Corporation or revoke any proceeds therefore. All committees so appointed shall keep regular minutes of the transactions of their meetings.

ARTICLE V FINANCIAL ADMINISTRATION

5.1 Fiscal Year. The fiscal year of the Corporation shall begin July 1 and end on June 30 of the following year.

5.2 Financial Statements. An annual financial statement for the past fiscal year and an operating statement of anticipated income and expenses for the ensuing fiscal year shall be submitted by the Treasurer at the annual meeting.

5.3 Bonding. The Board of Directors may require the Treasurer and/or any other officers or employees of the corporation to give bond for the faithful performance of their respective duties in such sum and with such sureties as by resolution they may provide, the cost thereof to be paid by the Corporation.

ARTICLE VI CONFLICT OF INTEREST

Any Director or Board committee member who has financial, personal, or official conflict of interest (or the appearance of such conflict) with any matter pending before the Board or committee, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will voluntarily recuse him or herself, or may be recused by a majority of the Board finding that a conflict, or an appearance of conflict of interest exists, and said recused member will refrain from discussion and voting on said item.

**ARTICLE VII
DEPOSITS, FUNDS, DONATIONS, CHECKS**

7.1 **Depositories.** The monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust company or trust companies as the Board shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by the Corporation's Treasurer, and countersigned by the Corporation's President, or Vice-President when the President is not available, for amounts more than \$100.. In the absence of the Treasurer, if necessary, the President may sign such check or other order for payment of money, and countersigned by the Vice-President for amounts over \$100. All withdrawals from the Corporation's account must be authorized by a majority of the Board.

7.2 **Gifts.** The Board may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes, or for any special purpose, of the Corporation. The Board shall distribute such contribution, gift, bequest, or device as directed by the donor, or in the absence of such direction, the Board shall determine the distribution for any purpose or purposes of the Corporation.

7.3 **Grants.** The Board shall agree to sponsorship of grants consistent with the Corporation's purposes on the condition that the Corporation retains control and discretion over the use of such funding it receives in compliance with the intent of the grantor.

**ARTICLE VIII
DISSOLUTION**

Upon dissolution of the Corporation, its assets shall be distributed to one or more charitable organizations exempt under section 501(c)(3) of the federal Internal Revenue Code or the corresponding section of any future federal tax code, in compliance with one or more exempt purposes within the meaning of said section 501(c)(3)of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of Tillamook County, Oregon, in which the principal office of the Corporation is and will be permanently located, exclusively for the purposes of, or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IX
DIVERSITY**

The Corporation understands that its mission to serve the community in supporting the purposes of the Corporation, and to be sustainable, requires a diverse Board which represents the cultural characteristics of the area. The Board will identify opportunities for broadening its relations and will strive to attract and maintain a diverse Board. This will allow the Corporation to benefit from a variety of perspectives and maximize its influence as a non-profit. The Board or a delegated member of the Corporation will educate community members about opportunities to serve within the organization.

**ARTICLE X
RULES OF ORDER**

Robert's Rules of Order, latest edition, shall govern the conduct of all meetings of the Board of Directors when the Rules are not in conflict with the Bylaws of the Corporation.

**ARTICLE XI
AMENDMENTS**

These Restated Bylaws replace and supersede in their entirety all previous Bylaws of the Friends of NCRD. These Bylaws may be amended by a two-thirds vote of Directors present at any scheduled meeting, provided a quorum is present and a copy of the written proposed amendment(s) has been provided to each Board member at least seven (7) days prior to said scheduled meeting.

**ARTICLE XII
INDEMNIFICATION**

Any person who is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, shall be indemnified and held harmless to the fullest extent legally permissible under and pursuant to any procedure specified in the Oregon Nonprofit Corporation Act, as amended from time to time, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her own conduct was unlawful. The Board may obtain insurance on behalf of any person who is or was a director, officer, employee, or agent against any liability arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

I hereby certify that the foregoing Restated Bylaws were duly adopted by resolution of the Corporation's Board of Directors at a scheduled meeting held on June 19, 2019, with the requisite notice, by a vote of 7 yeas, 0 nays, 0 abstentions, and 2 not present..

President: _____ Dated: _____, 2019
Name: Barbara Scott-Brier

Secretary: _____ Dated: _____, 2019
Name: Gail Young