

**PORT OF HOOD RIVER
Resolution No. 2024-25-9**

A RESOLUTION TO FORM A 501(C)3 CORPORATION

WHEREAS, the Port of Hood River desires to pursue grants and other donations that may only be available to not-for-profit organizations; AND

WHEREAS, formation of a 501(c)3 charitable organization will provide transparency when receiving donations for a specific purpose; AND

WHEREAS, the Commission has reviewed the by-laws for the new organization as presented as an attachment to this resolution; NOW THEREFORE

THE PORT OF HOOD RIVER BOARD OF COMMISSIONERS RESOLVES AS FOLLOWS:

Section 1. The Port of Hood River authorizes the formation of a 501(c)3 to be called *Port of Hood River Foundation*.

Section 2. The purpose of this foundation is to support the Port of Hood River in charitable, educational, and scientific endeavors.

Adopted by the Board of Commissioners of the Port of Hood River this 15th day of October 2024.

SIGNED

Signed by:

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Kristi Chapman, President

ATTEST

DocuSigned by:

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Michael Fox, Secretary

Article I. Name

The name of this Corporation is Port of Hood River Foundation.

Article II. Principal Office

The registered office for the transaction of the business of this Corporation shall be located in the state of Oregon. The Board of Directors may, at any time, change the location of the registered office within Oregon. This Corporation may also have offices at more than one place in Oregon.

Article III. Purpose

This Corporation shall be organized and operated exclusively for charitable 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 is 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 shall hold its primary purposes to be charitable, educational and scientific purposes of a 501(c)(3), including to support the governmental property of Hood River.

Article IV. Membership

The membership of the corporation shall consist of the members of the Board of Directors.

Article V. Board of Directors

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation. The Board of Directors shall appoint the Executive Director.

Section 2. Number, Tenure, Requirements, and Qualifications

- a. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than seven (7) including the following officers: the President, the Vice-President, the Secretary, and the Treasurer.
- b. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

- c. Members of the Board of Directors shall serve four year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire. For the initial term, 1/3 of the Board of Directors will serve for a 1 year term, 1/3 of the Board of Directors will serve for a 2 year term and the remaining Board of Directors will serve for a 3 year term to ensure the terms are staggered.
- d. Each member of the Board of Directors shall attend at least three meetings of the Board per year.

Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at a time and day in the month of April of each calendar year and at a location designated by the Executive Committee of the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any 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 is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 7. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting.

Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 8. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 9. Removal

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of two-thirds (2/3) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Article VI. Officers

Section 1. Titles

The officers of this Corporation shall consist of a President, Vice President, Treasurer, Secretary, and other such officers as the Board may appoint.

Section 2. Nomination and Election

All officers of the corporation shall be selected from the Board of Directors and must be members of the Board of Directors and may be nominated by any member of the Board of Directors.

Section 3. Terms

Officers shall serve for a term of one year or until their successors are duly elected. Officers may be elected for office for up to three consecutive terms. Terms of office begin immediately upon election. Officers may serve more than three terms if a replacing Officer is not duly elected. Officers may be elected to additional nonconsecutive terms.

Section 4. Vacancy

A vacancy in any office shall be filled by the Board of Directors not later than the first regular meeting of the Board of Directors following the meeting at which the vacancy was reported.

Section 5. Other Officers

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

Section 6. Removal

Any person elected or appointed by the Board may be removed from office by a vote of a majority of the Board members then serving on the Board. Removal as an officer shall not necessarily mean removal as a Board member.

Section 7. President

The President of the Board of Directors shall oversee the governance of the corporation; shall preside at all meetings of the Board of Directors and Executive Committee; 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 from time to time by the Board of Directors. The President is an ex-officio member of all committees.

Section 8. Vice- President

In the absence of the President or in the event of their inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. Secretary

The Secretary of the Board of Directors shall have overall responsibility for all record keeping of the Board. Under the direction and supervision of the President of the Board of Directors, the Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of regular and special meetings of the Members of this Corporation; (b) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; (c) official recording of the minutes of all proceedings of the Executive Committee meetings and actions; (d) provision for notice of all regular and special meetings of Members of this Corporation and of regular and special meetings of the Board of Directors; (e) review revisions to the Articles of Incorporation as needed; (f) preside at meetings of the Board of Directors in the absence of the President and Vice-President; (g) retain the Board Policy Manual and ensure that it is up to date; and (h) any other duties as may be prescribed by the Board of Directors.

Section 10. Treasurer

The Treasurer of the Board of Directors shall have 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 the financial records of the corporation; (b) the 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) the disbursement of all funds when proper to do so; (d) 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 VII. Executive Director

The Executive Director shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall be responsible for the general operation of the Corporation. The Executive Director shall not be a member of the Board of Directors and shall have no vote.

Article VIII. Non-Discrimination Policy

It shall be the operational policy of this Corporation not to discriminate against any person on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry) disability, marital status, sexual orientation, or military status or any other legally protected status in any of its activities or operations. This policy includes, but is not exclusive of, hiring, firing, layoffs, promotions, wages, training, disciplinary action or any other terms, privileges, conditions, or benefits or employment. The aforementioned policy will be applied to any services offered by this Corporation as well. The Corporation is committed to providing an inclusive and welcoming environment for all members of its staff, clients, members, volunteers, contractors, and vendors.

Article IX. Corporate Indemnity

This Corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of this Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of this Corporation. No amendment to this Article that limits this Corporation's obligations 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 Corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise.

Article X. Amendment of Bylaws

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by an affirmative vote of two-thirds of directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least ten 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.

ORIGINAL BYLAWS ADOPTED BY THE BOARD: _____ -