

**BYLAWS OF  
THE INTERTWINE ALLIANCE FOUNDATION**

**ARTICLE I. NAME AND PURPOSE**

Section 1: Name. The name of the corporation shall be The Intertwine Alliance Foundation (hereinafter, The Foundation).

Section 2: Purpose. The Foundation is a nonprofit public benefit corporation, organized and operated under the Oregon Nonprofit Corporation Act, as amended, to engage in any lawful activity permitted by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The purpose of The Foundation shall be to serve the interests of and provide support to The Intertwine Alliance (hereinafter, The Alliance), including assisting The Alliance in distributing its funds, as determined by mutual agreement. The mission of The Alliance is to create and implement collaborative branding, strategy, communications, advocacy, networking, research and programming in order to expand and protect The Intertwine and to empower and enable the success of its partners.

**ARTICLE II. REGISTERED OFFICE, AGENT AND SEAL**

Section 1: Principal Office. The principal office of The Foundation shall be located at 5151 NW Cornell Rd; Portland, OR 97210-1081, attention: Michael Wetter. The designation of The Foundation's principal office may be changed from time to time by the Board of Directors, such change of address shall be effective upon written notice to all participants.

Section 2: Other Offices. The Foundation may also have other offices at such other places both within and without the State of Oregon, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

Section 3: Registered Office and Agent. The Foundation must continuously maintain in the State of Oregon both:

- a) a registered agent, who must be:
  - 1. an individual who resides in the State of Oregon; or
  - 2. a corporation, a domestic business corporation, domestic limited liability company or domestic professional corporation with an office in the State of Oregon; or
  - 3. a foreign corporation, foreign business corporation, foreign limited liability company or foreign professional corporation authorized to transact business in the State of Oregon with an office in the state of Oregon; and
- b) a registered office of The Foundation which must be the residence or office address of the registered agent.

Section 4: Initial Registered Office and Agent. The initial registered office and agent shall be:

Michael Wetter  
5151 NW Cornell Rd  
Portland, OR 97210-1081

**ARTICLE III. MEMBERSHIP**

Section 1: Membership. The Foundation is not a membership corporation.

**ARTICLE IV. MEETINGS**

Section 1: Annual Meeting. There shall be a regular annual meeting of The Foundation. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place. The annual meeting of the Foundation shall coincide with a similar meeting of the Council of Partners.

Section 2: Special Meetings. The President, Secretary or Treasurer when he or she deems it expedient or, on the request of a quorum of the Board of Directors, shall call a special meeting of The Foundation to be held at such time and place as he or she shall appoint, for the purpose of transacting any business designated.

Section 3: Notice. Notice of each meeting shall be given to each member of the Board of Directors, by any manner permitted by applicable law, not less than five business days before the meeting.

**ARTICLE V. BOARD OF DIRECTORS**

Section 1: Initial Directors. The initial Board of Directors shall consist of 12 people. The initial Board of Directors shall serve until the next annual meeting of The Foundation. The initial Board of Directors shall be:

1. Jean Akers, Vancouver-Clark Parks & Recreation
2. Bruce Barbarasch, Tualatin Hills Park and Recreation District
3. David Cohen, Executive Director, Friends of Tryon Creek
4. Jim Desmond, Metro
5. Molly Haynes, Community Project Coordinator, Kaiser Permanente
6. Mike Houck, Executive Director, Urban Greenspaces Institute
7. Dave McAllister, Manager, City Nature, Portland Parks and Recreation
8. Meryl Redisch, Executive Director, Audubon Society of Portland
9. Susan Remmers, Remmers Consulting
10. Geoff Roach, Oregon Director, The Trust for Public Land
11. Bruce Roll, Director of Watershed Management, Clean Water Institute
12. David Judd, parks advocate, former Director of Vancouver - Clark Parks & Recreation

Prior to the first annual meeting of the Foundation, the initial Board of Directors may elect additional members to the Board of Directors.

Section 2: Board Role and Compensation. The Foundation shall have a Board of Directors, and except as provided in its articles of incorporation or the Bylaws, the affairs of The Foundation shall be managed by or under the direction of the Board of Directors. A director need not be a resident of this State. The directors shall not receive compensation for services to The Foundation as directors. Directors may receive compensation outside of their role as director for specific projects if previously authorized by the Board of Directors. Reimbursement for actual expenses is permitted. No director may act by proxy on any matter.

Section 3: Number. The Board of Directors shall consist of a minimum of seven and a maximum of twenty-five directors. The number of directors within the above ranges may be fixed or changed from time to time by the Board of Directors without further amendment to the Bylaws.

Section 4: Appointments and Resignation of Directors. The Board of Directors of the Foundation shall be elected by the Council of Partners. The Council of Partners is made up of a representative from each of the organizations who are partners in the Alliance. Each Director of the Foundation shall be either an employee or a board member of one of the organizations that are partners in The Alliance, except that up to three individuals who are not affiliated with any of the organizations that are partners in the Alliance may be elected to the Foundation's Board of Directors in any one year. The Board of Directors shall be elected by the then-current representatives of the Council of Partners at the annual meeting of the Foundation. A director may resign at any time by written notice delivered to the Board of Directors or to the President or Secretary of The Foundation. A resignation is effective when the notice is delivered unless the notice specifies a future date.

At any time during the year, the Board may increase the number of Directors (up to the maximum number allowed for above). Any such new Director shall be appointed by the President and confirmed by the Board. The term of any new Director so appointed and confirmed shall continue through the next annual meeting of the Foundation.

Section 5: Terms. The initial Board of Directors shall serve until the next annual meeting of the Foundation. Thereafter, directors shall be elected at the annual meeting of the Foundation and shall hold office for one year, or until their successors are elected and qualified. The term of a director elected to fill a vacancy expires at the next annual meeting at which his or her predecessor's term would have expired. The term of a director elected as a result of an increase in the number of directors expires at the next annual meeting of the Foundation. Despite the expiration of a director's term, the director continues to serve until the director's successor is elected, designated or appointed and qualifies, or until there is a decrease in the number of directors. A decrease in the number of directors does not shorten an incumbent director's term.

Section 6: Quorum of Directors. A majority of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors of The Foundation. One officer must be represented in the quorum. The act of a majority of voting 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, the articles of incorporation of The Foundation, or these Bylaws. Directors or non-director committee members may participate in and act at any meeting of such Board or committee through the use of a conference

telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 7: Place of Directors' Meetings. Regular or special meetings of the Board of Directors may be held either within or without this State.

Section 8: Notice of Directors' Meetings. Meetings of the Board of Directors shall be held upon five business days notice by any manner permitted by applicable law. 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 or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, except that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least twenty days prior to such meeting.

Section 9: Vacancies. For directors who are employees or board members of one of the organizations that are partners in The Alliance, the termination of that director's employment or membership on the board with the partner organization shall create a vacancy on the Board of Directors. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled temporarily by the President of the Board of Directors, with confirmation by the Board. A director elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office.

Section 10: Removal of Directors. One or more of the directors may be removed, with or without cause. A director may be removed by the affirmative vote of a majority of the voting directors then in office present and voting at a meeting of the Board of Directors at which a quorum is present and of which proper notice has been given.

Section 11: Informal Action by Directors. Any action of the Board of Directors of The Foundation, or any other action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors and all of any non-director committee members entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors or committee members or through electronic means, including email. All the approvals evidencing the consent shall be delivered to the secretary to be filed in the corporate records. The action taken shall be effective when all the directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date. Any such consent signed or documented through email by all the directors or all the committee members, as the case may be, shall have the same effect as a unanimous vote.

Section 12: Director Conflict of Interest. (a) If a transaction is fair to The Foundation at the time it is authorized, approved, or ratified, the fact that a director of The Foundation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction. (b)

In a proceeding contesting the validity of a transaction described in subsection (a), the person asserting validity has the burden of proving fairness unless: (1) The material facts of the transaction and the director's interest or relationship were disclosed or known to the Board of Directors or a committee consisting entirely of directors and the board or committee authorized, approved or ratified the transaction by the affirmative votes of a majority of disinterested directors, even though the disinterested directors be less than a quorum; or (2) The material facts of the transaction and the director's interest or relationship were disclosed or known to the members entitled to vote, if any, and they authorized, approved or ratified the transaction without counting the vote of any member who is an interested director. (c) The presence of the director, who is directly or indirectly a party to the transaction described in subsection (a), or a director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the board takes action on the transaction. (d) For purposes of this Section, a director is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the director has a material financial interest or of which the director is an officer, director or general partner.

## **ARTICLE VII. COMMITTEES**

Section 1: Establishing Committees. A majority of the directors may create one or more committees and appoint directors or such other persons as the board designates, to serve on the committee or committees. Each committee shall have two or more directors, a majority of its membership shall be directors, and all committee members shall serve at the pleasure of the Board. However, committees appointed by the Board or otherwise authorized by the Bylaws relating to the election, nomination, qualification, or credentials of directors or other committees involved in the process of electing directors may be composed entirely of non-directors.

Section 2: Committee Procedures. A majority of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A committee may act by unanimous consent in writing without a meeting and, subject to the provisions of the Bylaws or action by the Board of Directors, the committee by majority vote of its members shall determine the time and place of meetings and the notice required therefor. Each committee may exercise the authority of the Board of Directors provided, however, a committee may not: (1) adopt a plan for the distribution of the assets of The Foundation, or for dissolution; (2) fill vacancies on the board or on any of its committees; (3) elect, appoint or remove any officer or director or member of any committee, or fix the compensation of any member of a committee; (4) adopt, amend, or repeal the Bylaws or the articles of incorporation; (5) adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of The Foundation; or (6) amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of a committee.

## **ARTICLE VIII. OFFICERS**

Section 1: Required Officers. The officers of The Foundation shall be a President, a Secretary, a Treasurer, and such other officers and assistant officers as the Board of Directors may authorize.

Section 2: Duties and Authority of Officers. Each officer has the authority and will perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties and authority prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers. The officers of The Foundation shall serve as The Foundation's Executive Committee. Any two or more offices may be held by the same person.

Section 3: Election and Terms of Office. The Executive Committee shall prepare a slate of officer candidates, and officers shall be elected at each annual meeting of the Board of Directors. Officers will hold office for terms of one year or until their successors have been duly elected and qualified, or until their death, resignation or removal in the manner hereinafter provided.

Section 4: Removal and Resignation. Any officer or agent may be removed by the Board of Directors or other persons authorized to elect or appoint such officer or agent but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create any contract rights. Any officer may resign at any time by written notice delivered to the Board of Directors or to the President or Secretary of The Foundation. A resignation is effective when the notice is delivered unless the notice specifies a future date.

Section 5: Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled by the Board of Directors at an annual meeting, a regular meeting or at a special meeting called for such purpose. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board of Directors shall fill the vacancy.

Section 6: President. The President, acting in the capacity of the President, shall, subject to the control of the Board of Directors, supervise and control the affairs of The Foundation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of The Foundation, execute such contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 7: Secretary. In the absence of the President, or in the event of his or her inability or refusal to act, the Secretary 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 Secretary shall (a) certify and keep at the principal office of The Foundation a copy of these Bylaws as amended or otherwise altered to date; (b) keep at the principal office of The Foundation or at other such place as the Board of Directors may determine, a book of minutes of all meetings of the board, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof, including all ballots and proxies; (c) have the authority to certify the Bylaws, resolutions of the

members and Board of Directors and committees thereof, and other documents of The Foundation as true and correct copies thereof; (d) perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 8: Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of The Foundation, and deposit all such funds in the name of The Foundation such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the articles of incorporation of The Foundation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 9: Compensation. Officers shall not receive compensation for services to The Foundation as officers. Officers may receive compensation outside of their role as officer for specific projects if previously authorized by the Board of Directors. Reimbursement for actual expenses is permitted.

## **ARTICLE IX. LIABILITY AND INDEMNIFICATION**

Section 1: Non-Liability of Directors. To the extent permissible under Oregon and Federal law, directors shall not be personally liable for the debts, liabilities, or other obligations of The Foundation.

Section 2: Indemnification. The Foundation shall indemnify any officer, director, employee or other agent of The Foundation against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with the defense or settlement of any action suit or proceeding in which they are made parties, by reason of being or having been an officer, director, or person reasonably believed to be in, or not opposed to, the best interests of The Foundation, and, with, respect to criminal activity, had no reasonable cause to believe was unlawful. Such right of indemnification shall not be deemed exclusive on any right or rights to which they may be entitled under any other bylaw, agreement or otherwise.

Section 3: Insurance for Corporate Agents. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any director, officer, employee or other agent of The Foundation for indemnification against liability for good-faith actions taken on the course of his or her service on behalf of The Foundation, consistent with law.

## **ARTICLE X. LOANS**

Section 1: Prohibited Loans to Directors and Officers. Except as permitted by law and approved by the Board, no loan shall be made by The Foundation to a director or officer. The directors of The Foundation who vote for or assent to the making of a loan prohibited by law or these Bylaws, and any other person knowingly participating in the making of such loan, shall be jointly and severally liable to The Foundation for the amount of such loan until the repayment thereof.

## **ARTICLE XI. AMENDMENTS**

Section 1: Amendments. These Bylaws may be amended when necessary by a majority of voting members of the Board of Directors. Proposed amendments must be provided to directors at least one day in advance of the meeting at which they are considered.

## **ARTICLE XII. LIMITATIONS**

Section 1: Limitations on Activities. No substantial part of the activities of The Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and The Foundation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, The Foundation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from general income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2: Prohibition Against Private Inurement. No part of the net earnings of The Foundation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that The Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Section 3: Dissolution. Upon the dissolution of The Foundation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Oregon Circuit Court in the county in which the principal office of The Foundation is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XIII. MISCELLANEOUS**

Section 1: Depositories. All funds of The Foundation not otherwise employed shall be deposited from time to time to the credit of The Foundation in such banks, trust companies or other depositories as the Board of Directors may designate.

Section 2: Execution of Documents. No contract will be entered into, no loans will be contracted on behalf of The Foundation and no evidence of indebtedness will be issued in the name of or on behalf of The Foundation unless authorized or ratified herein or by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. The Board hereby authorizes any contract for an aggregate amount not to exceed \$5,000 which is consistent with and within the funds provided in the appropriate line item amount of the then current Board approved budget. Except as otherwise provided by law, all transactions related to the depositories identified in the prior paragraph, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness issued in the name of The Foundation and



all contracts, deeds, mortgages, obligations and other instruments executed in the name of and on behalf of The Foundation shall be executed and attested by such officer or officers, or agent or agents, of The Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such transaction and actions shall be evidenced by signature of any officer of The Foundation. Any transaction or action which involves in excess of \$10,000 must be evidenced by signature of any two officers of The Foundation. Any officer may attest to or witness any document executed in accordance with the requirements of this Section.

Section 3: Fiscal Year. The fiscal year of The Foundation shall end on the last day of June of each year.

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CERTIFICATE OF SECRETARY

I hereby certify:

That I am the duly appointed secretary of The Intertwine Alliance Foundation, an Oregon Nonprofit Corporation; and

The foregoing Bylaws, including this page, constitute the Bylaws of the Corporation as duly adopted by the Board of Directors of said Corporation on June 23<sup>rd</sup>, 2011.

IN WITNESS WHEREOF, I have hereunder subscribed my name on this 23<sup>rd</sup> day of June, 2011.

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