

2016  
RESTATED

BYLAWS OF THE  
OREGON TRANSPORTATION FORUM

ARTICLE I. – Name, Status and Principal Office

Section 1. The name of this organization is The Oregon Transportation Forum (Forum).

Section 2. The Forum is an Oregon nonprofit corporation, organized under the Oregon Nonprofit Corporation Act (the "Act") and has tax-exempt status under Section 501(c)(6) of the Internal Revenue Code (the "Code"). All of its activities are to be conducted in accordance with the Act and with the requirements of the Code.

Section 3. The Principal office of the Forum will be located at the Forum's principal place of business or such other place as the Board of Directors may designate. The Forum may have other such offices, either in or out of the State of Oregon, as the Board of Directors may designate or as the business of the Forum may require from time to time.

ARTICLE II. – Purpose

The purpose of the Forum is to recommend policy and encourage full development, operation, and maintenance of transportation modes and infrastructure for the safe and efficient movement of people and products in a way that promotes accessibility and advances economic health, environmental protection and social equity over time.

ARTICLE III. – Functions

The functions of this organization shall be:

Section 1. To promote sound public policies of transportation system use, operation, development, maintenance, safety, energy, taxation, finance, and administration.

Section 2. To serve members as a clearinghouse for information about national, state and local innovations, legislation, regulation, policy and taxation affecting the transportation system.

Section 3. To provide a forum for the discussion of ideas, issues, policies and programs, and the formulation of programs and policies, concerning the transportation system.

Section 4. To coordinate support of policies in the best interest of transportation system users. Actions may include the coordination of public information programs, development of policy and funding recommendations, testimony before legislative and other policy-making bodies, sponsorship of speaker programs and sponsorship of transportation forums.

#### ARTICLE IV. – Membership

Section 1. Any individual, business, association, organization or governmental unit that supports the purpose of the Forum may become a Member, subject to policies and procedures adopted by the Board of Directors and other provisions of these Bylaws.

Section 2. Each individual, business, association, organization or governmental unit admitted as a Member shall from time to time designate to the Secretary/Treasurer of the Forum an individual authorized to act for the Member at membership meetings. The Forum shall be entitled to rely upon a designation in effect until the Member designates another representative.

Section 3. Each Member shall have the same rights and obligations with respect to voting and otherwise, except as provided in the Articles of Incorporation.

Section 4. Any Member may withdraw at any time by presenting written notice of withdrawal to the Board Secretary/Treasurer. A withdrawing Member shall not receive a dues refund.

Section 5. No Member, by virtue of its membership in the Forum, shall be liable for any acts, debts, liabilities or obligations of the Forum.

Section 6. Any Member may, upon reasonable notice to the Forum, examine and inspect the Forum's corporate records and membership lists for any purpose related to the Forum.

Section 7. The Board of Directors shall promulgate policies and procedures regarding membership, including the setting of dues and processes for accepting Members and excusing Members from participation. Any policy terminating a Member's membership shall comply with the requirements of ORS 65.167, including giving the affected Member not less than 15 days' prior written notice of any proposed termination and the reasons therefor, and giving the affected Member a reasonable opportunity to be heard by the Board of Directors or by a committee designated in the Board's policies and procedures relating to membership.

#### ARTICLE V. – Board of Directors

Section 1. The Board of Directors (the "Board") shall be responsible, as required by State law, for the governance and operations of the Forum, subject to the rights of Members as described in these Bylaws. It shall have the authority to retain such agents, employees and others as it determines is necessary and appropriate for the conduct of the Forum's business, and enter into such contracts, establish such accounts, and take all other actions consistent with the purposes of the Forum.

Section 2. Meetings:

- a. The Board shall hold an annual meeting and quarterly regular meetings. All Directors shall be given notice of the annual meeting at least two days before such meeting. No notice will be required for any regular meeting. A quarterly meeting may also be the annual meeting.

b. A special meeting of the Board may be called by the President, and the President must call a special meeting of the Board if he or she receives a written request for such a meeting, signed by any three Directors or by not less than 10% of the Members of the Forum. All Directors shall be given notice of any special meeting at least twenty-four (24) hours before the meeting when the Oregon Legislature is in session and at least five (5) business days before the meeting during a legislative recess or interim. The notice shall identify who is calling the meeting and the primary purpose(s) of the meeting.

c. The Board may in its discretion meet in executive session, which shall include only Directors and invited guests. No separate or special notice is required for an executive session.

d. Any Member may attend any Board Meeting that is not held in executive session.

e. At any Board meeting, the action of a majority of the Directors present shall be the action of the Board.

f. Any action required or permitted by law be taken at a meeting of the Board or at a meeting of a committee of the Board, may be taken without a meeting if the action is taken by all Directors or all committee members, as the case may be. The action will be evidenced by one or more written consents describing the action taken, signed by each person, as applicable, 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 person signs the consent, unless the consent specifies a later effective date. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document. Consent documentation may be electronically signed, either through actual electronic signature or by an accompanying email that expresses consent to the action.

g. Notices of meetings shall be given in writing, using email or first class mail to a Director's last known address. A Director who attends a meeting shall be deemed to have waived notice of that meeting unless he or she objects to such meeting in a timely fashion.

Section 3. For the purposes of any Board meeting, a majority of the Directors then serving shall constitute a quorum, which shall be required for the conduct of Forum business. In the absence of a quorum, the Directors may meet and discuss Forum business, but no action may be taken.

Section 4. The number of Directors shall be established from time to time by the Members, and may not be less than three nor more than 15. Until changed by the Members, the number of Directors will be 11. Directors must be individuals, and must have attained age 18.

Section 5. The President will appoint a Nominating Committee prior to each annual meeting of the Members at which an election of any Director will occur. The President

shall give the Nominating Committee the charge of proposing to the Members at a membership meeting a slate of candidates for all open Director positions, taking into consideration the required makeup of the Board as described in these Bylaws and such factors as the President determines are appropriate.

Section 6. Directors will be elected at the annual meeting of the Members. In accordance with procedural rules promulgated by the Board of Directors, nominations may be made from the floor at the meeting at which Directors are to be elected.

a. Representative Positions. A Director shall be elected for each of eight representative positions. A Director for a representative position must be Affiliated with at least one Member who is representative of the following categories:

1. Motorists;
2. The trucking industry;
3. Public transit;
4. Environmental groups;
5. Pedestrians or bicyclists;
6. Regional government;
7. Local government;
8. Land use groups; and
9. At least one of the following:
  - (a) rail transportation groups;
  - (b) air transportation groups;
  - (c) marine transportation groups; or
  - (d) ports.

b. At-Large Positions. Directors shall be elected for an appropriate number of at-large positions. These Directors need not have the Affiliations described above.

Section 7. For purposes of Article V, Section 7, the term "Affiliated" shall mean that a person is a member of a Member (for membership organizations) or is employed or otherwise engaged by a Member, or serves as a volunteer, officer or director of a Member, or serves in a similar capacity to an entity related to a Member. Directors must keep the Secretary/Treasurer informed of their Affiliations.

Section 8. Each Director will serve a two-year term. A Director may serve any number of consecutive terms. No reduction in the number of Director positions shall result in the termination of a Director's term. In that event, the reduction in the number of Director positions shall be implemented at the next annual Member meeting.

Section 9. A Director may resign at any time by written notice to the President or any Officer. The Secretary/Treasurer shall inform the President upon becoming aware of any change in Affiliation that potentially causes a Director to no longer be Affiliated with any Member. The President shall make such investigation as the President deems appropriate. Upon written notice of the President to the affected Director that the latter is no longer Affiliated with any Member, the affected Director shall resign from the Board.

A vacancy in a Director position may be filled by the Board of Directors until the next meeting of the Members.

Section 10. Newly elected Directors shall take office upon their election at the annual meeting. A Director will remain in office until his or her successor is elected.

#### ARTICLE VI. – Officers

Section 1. The Officers shall be a President, Vice President, Secretary/Treasurer, and immediate Past President. Officers must be members of the Board of Directors. The term of an Officer position is two years, unless earlier terminated by termination of such Officer's service as a Director. An Officer may serve any number of consecutive terms.

Section 2. At the Board meeting immediately following each Member annual meeting, the Past President shall present to the Board a proposed slate of Officers for all open positions (except the Past President). The Board of Directors shall vote to elect the Officers (except the Past President), who shall take office immediately upon election.

Section 3. The President shall preside at all meetings of the membership and the Board. The President shall have the authority to appoint committees as needed. The President shall serve as the chief executive officer of the Forum, and shall have the authority to manage the affairs of the Forum between Board meetings.

Section 4. The Vice President shall perform all of the duties delegated to the Vice President by the President or the Board. In the absence of the President, The Vice President shall have all the powers of the office of President and shall perform the duties of that office. The Vice President shall automatically succeed to the office of President upon occurrence of a vacancy in the office of President.

Section 5. The Secretary/Treasurer shall prepare and maintain, or cause to be prepared and maintained, the records of the Forum, including but not limited to governmental registrations, minutes of Board and Member meetings, correspondence, financial records, and membership records. The Secretary/Treasurer shall perform such other duties as are delegated to the Secretary/Treasurer by the Board. The Secretary/Treasurer shall be the custodian of the organization's funds.

Section 6. The Past President shall perform any duties assigned by the President or the Board.

Section 7. Any vacancy in the positions of Vice President and Secretary/Treasurer will be filled by action of the Board of Directors.

#### ARTICLE VII. – Membership Meetings

Section 1. The Forum shall hold an annual membership meeting in the fourth quarter of each calendar year at a time and place to be designated by the President.

Section 2. Special membership meetings or other events of the Forum may be called for any purpose by the President. The President must call a meeting of the Members if he or

she receives a written request for a meeting of the Members signed by majority of the Directors then serving, or at least 10% of the Members. All Members shall be given notice of each meeting at least twenty-four (24) hours before the meeting when the Oregon Legislature is in session and at least five (5) business days before the meeting during a legislative recess or interim. The notice shall identify who is calling the meeting and the primary purpose of the meeting.

Section 3. At any meeting of the Members, the quorum required for the conduct of business shall be at least 10% of the Members who were Members on the date of the Meeting Notice. Procedures for membership meetings shall be established by the Board of Directors. A Member who attends a meeting of the Members shall be deemed to have waived notice of such meeting unless the Member objects in a timely fashion.

Section 4. Each Member shall have one vote on all questions under consideration by the Forum at membership meetings. On any matter submitted to the Members for a vote, a majority of Members voting in favor of such matter shall be the act of the Members.

Section 5. Any action which may be taken at any annual or special meeting of the Members may be taken without a meeting if the Forum delivers a written ballot to every Member entitled to vote on a matter setting forth each proposed action and providing an opportunity to vote for or against each proposed action, and otherwise meeting the requirements of Oregon law for a solicitation of Member votes. Approval of such proposed action shall be valid when the Secretary/Treasurer certifies that he or she has received ballots approving such action by Members constituting a majority of the Members who would be entitled to vote at a meeting with respect to the matter.

Section 6. Committees of the Forum may meet at a time and place designated by the President or the Chair of the committee. These committees are advisory and hold no decision-making authority, but may make recommendations to the Board.

#### ARTICLE VIII. – Policy, Position Statements, Resolutions and Major Corporate Matters

Section 1. All policies, position statements and resolutions relating to transportation policy or relating to matters external to the Forum must be submitted for consideration to the Members at a membership meeting.

- a. Prior to the membership meeting at which a vote on a proposed policy, position statement or resolution will be taken, all Members shall be given notice in accordance with Article VII, Section 2 of these Bylaws.
- b. A majority of Members attending the meeting must vote in favor of the policy, position statement or resolution for it to be recommended to the Board for final adoption.
- c. A policy, position statement or resolution approved by the Members becomes the policy, positions statement or resolutions of the Forum only after a unanimous vote of approval of the Board of Directors.

Section 2. Major corporate matters require the approval of two-thirds the Members at a duly called meeting of the Members. These matters include, but are not limited to:

- a. Amendment of the Articles;
- b. Amendment of the Bylaws;
- c. Merger of the Forum with any other organization;
- d. The transfer of all or substantially all of its assets and/or liabilities to another organization; and
- e. Dissolution of the Forum.

#### ARTICLE IX. – Finances

Section 1. The Forum shall be supported by dues that are established by the Board from time to time. Membership dues shall be payable by January 15 of each year, except as otherwise provided by membership procedures adopted by the Board.

Section 2. Any expenditure of Forum funds by the Secretary/Treasurer shall be pursuant to the budget, or subject to the approval of the Board or the Members at a meeting, one of the stated purposes of which is to approve such expenditure.

Section 3. The Forum's Fiscal Year shall be from January 1 through December 31.

#### ARTICLE X. – Distribution of Assets

In the event of dissolution of the Forum, any assets then remaining shall be distributed to and among transportation-oriented organizations having Oregon nonprofit and federal tax-exempt status as the Board of the Forum shall determine. In the event that the Board is unable to designate a recipient for the net proceeds in dissolution, any Member may apply to the Circuit Court of Marion County, Oregon, for an order identifying the appropriate recipient(s), with notice to the Oregon Attorney General as required by Oregon law.

#### ARTICLE XI. – Protections for Directors and Officers

Section 1. To the fullest extent permitted by the Act, as it exists on the date hereof or is hereafter amended, the Forum:

- a. shall indemnify any person who was, is, or is threatened to be made, a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Forum) by reason of the fact that he or she (i) is or was a director or officer of the Forum, (ii) serves or served at the Forum's request as a director or officer of another nonprofit Forum or enterprise, (iii) serves or served at the Forum's request as a fiduciary (within the meaning of the Employee Retirement Income Security Act of 1974) with respect to any employee benefit plan of the Forum, or (iv) serves or served at the Forum's request as a director, officer,

employee, or agent, or as a fiduciary of an employee benefit plan, of another Forum, partnership, joint venture, trust, or other enterprise; and

b. shall pay for or reimburse the reasonable expenses incurred by a director officer, or employee or agent indemnified under Article XI, Section 1, in advance of final disposition of the proceeding; and

c. may indemnify any person who was, is, or is threatened to be made, a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Forum) by reason of the fact that he or she is or was an employee or agent of the Forum.

Section 2. To the fullest extent permitted by law, no director of the Forum will be personally liable to the Forum for monetary damages for conduct as a director. Without limiting the generality of the preceding, if after this Article XI becomes effective the Oregon Revised Statutes are amended to authorize corporate action further eliminating or limiting the personal liability of directors of the Forum, then the liability of directors of the Forum will be eliminated or limited to the fullest extent permitted by the Oregon Revised Statutes, as so amended, without further action by the Forum.

Section 3. The indemnification and reimbursement of expenses provided for in this Article XI shall not apply to actions, suits, or proceedings brought against the Forum by the person who would otherwise be entitled to indemnification under this Article XI.

Section 4. The indemnification and reimbursement of expenses provided for in this Article XI shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, bylaw, agreement, general or specific action of the Board of Directors, or otherwise. The right to, and amount of, indemnification and advances shall be determined in accordance with the provisions of the Act in effect at the time of the determination.

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Section 5. No amendment or repeal of this Article XI, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article XI, nor a change in the law, will adversely affect any right or protection that is based upon this Article XI and that pertains to conduct that occurred prior to the time of such amendment, repeal, adoption or change. No change in the law will reduce or eliminate the rights and protections set forth in this Article XI unless the change in the law specifically requires such reduction or elimination.