

**BYLAWS OF  
OREGON NEWSPAPERS FOUNDATION**

(Adopted Jan. 20, 1978: Amended Nov. 17, 1978, July 10,  
1980, and July 29, 1996)

**ARTICLE I**

Name

This corporation shall be organized and operated pursuant to Oregon Revised Statutes Chapter 61 (Non-Profit Corporations) under the name OREGON NEWSPAPERS FOUNDATION, INC.

**ARTICLE II**

Purposes

Section 1.

The purposes of the corporation shall be as follows:

- (a) To foster and assist the development of journalism and advertising education programs in the State of Oregon.
- (b) To provide financial aid to worthy students in the State of Oregon who demonstrate an interest or aptitude in the fields of journalism or advertising.
- (c) To sponsor or assist in sponsoring research projects and programs beneficial to Oregon newspapers.
- (d) To promote public awareness of the role of Oregon's daily and weekly newspapers in a representative form of government.

Section 2.

The corporation shall have no other purposes other than those enumerated in Section 1, above. The corporation may involve itself in activities in furtherance of the above-listed purposes, but shall not engage in any other activities except as an insubstantial part of its overall activities or purposes. None of the purposes of the corporation shall be for profit.

Section 3.

The corporation shall have all powers of an Oregon non-profit corporation listed in ORS 61.061, except as such powers may conflict with the stated purposes of the corporation, the Articles of Incorporation or these bylaws.

**ARTICLE III**

Registered Office and Registered Agent

The registered office of this corporation shall be at the head offices of the Oregon Newspaper Publishers Association, but such location may be changed from time to time by the board of directors. The registered agent shall be the executive director of the Oregon Newspaper Publishers Association.

**ARTICLE IV**

The corporation shall have no members as that term is defined by ORS 61.011(7). The foregoing statement shall constitute the statement required under ORS 61.091 which indicates that the corporation shall have no members.

**ARTICLE V**

Directors

Section 1.

Board of Directors. The business and affairs of the corporation shall be managed and controlled by a board of five (5) voting directors and up to four non-voting ex-officio directors. Directors shall serve one year terms. The board of directors, appointed at the organizational meeting of the directors, shall serve until the next annual meeting of directors. Directors shall thereafter serve their terms of office from the annual meeting of directors at which they are appointed until the next succeeding annual meeting of directors. All directors positions shall be appointed on an annual basis.

Section 2.

Directors Positions; Qualifications. The five (5) voting directors positions shall carry the following designations and such positions shall be filled by only those persons meeting the qualification requirements specified for each respective position, except when filling a vacancy as specified in Section 3.

(a) Position No.1 - This position shall be filled by the then current past-president of the Oregon Newspaper Publishers Association. It shall be a voting director's position.

(b) Position No. 2 - This position shall be filled by the then current president of the Oregon Newspaper Publishers Association. It shall be a voting director's position.

(c) Position No. 3 - This position shall be filled by the then current vice president of the Oregon Newspaper Publishers Association. It shall be a voting director's position.

(d) Position No. 4 - This position shall be filled by the then current treasurer of the Oregon Newspaper Publishers Association. It shall be a voting director's position.

(e) Position No. 5 - This position shall be filled by the then current ex-officio director of the Oregon Newspaper Publishers Association who is designated as the representative of Oregon journalism education on the Oregon Newspaper Publishers Association board of directors. It shall be a voting director's position.

(f) Ex-Officio Positions - These positions shall be filled by the then current executive director of the Oregon Newspaper Publisher's Association, and up to three past presidents or other members of Oregon Newspaper Publishers Association appointed by the president of the Oregon Newspapers Foundation. These shall be non-voting directors' positions.

Section 3.

Vacancies in Board. A vacancy in the board shall be filled by the other directors provided that any successor director must be a current or recent officer or director on the board of directors of the Oregon Newspaper Publishers Association. A director chosen to fill a vacancy shall serve for the remainder of the term of the director being succeeded.

Section 4.

Removal of Directors. A director may be removed from office only if the qualifications for the particular director's position are not met.

Section 5.

Meetings of the board. The Board shall meet at least once annually following the annual election of officers of the Oregon Newspaper Publishers Association, and the newly appointed directors present shall then take office in their respective positions. At such annual meetings, the board shall appoint officers and shall conduct any other business which may be necessary. the board may hold other regular or special meetings each year as deemed necessary. The directors shall be given fifteen (15) days' notice in writing of such meetings. Special meetings may be called by the president provided that fifteen (15) days' notice by mail, telephone or message delivered to each director personally shall be given. The time and place of such meetings shall be determined by the president. The notice of any regular or special meeting shall state the nature of all business to be transacted at such meeting.

Section 6.

Voting and Quorum Requirements. Three voting members of the board of directors shall constitute a quorum for the conduct of the board's business at any of its meetings. Each director shall have one vote, and no director may vote by proxy. All decisions of the board of directors shall be by majority vote, except where a greater than majority vote is required by Oregon law.

**ARTICLE VI**

**Officers**

Section 1.

Officers and Terms. The officers of the corporation shall be a president and a secretary-treasurer, both of whom shall be appointed annually by the board of directors at its annual directors meeting. Such officers shall serve until the next annual directors meeting. Each officer must meet the qualifications for office described in Article VII, below.

Section 2.

Removals. An officer may be removed only if that officer fails to meet the qualifications for office.

**ARTICLE VII**

**Qualifications and Duties of Officers**

Section 1.

The President shall be the then current holder of director's Position No. 1 and shall:

(a) Be the chief executive officer and head of the corporation, and shall, subject to the direction of the board of directors, be in charge of and have responsibility for general supervision of the property, business and affairs of the corporation;

(b) Be presiding officer at all meetings of the board unless absent or having requested special permission from the meeting body to relinquish that post temporarily. In the event of absence of the president or temporary relinquishment of that position, the board shall appoint one of the other voting members as interim president, having all powers of the president during the president's absence or temporary relinquishment of duties;

(c) Appoint the membership and chairman of all special committees authorized by the board of directors;

(d) Be an ex-officio member of all committees;

(e) Sign, on behalf of the corporation, all deeds, contracts, mortgages, bonds and promissory notes which the board has authorized to be executed;

(f) Appoint, fix the duties of, or remove any persons authorized by the board to be hired or retained by the corporation in the conduct of its affairs;

(g) Make annual reports showing the condition of the affairs of the corporation, reviewing the actions of its bodies, making such recommendations as he/she thinks proper. The president may also submit reports and recommendations for consideration by the board of directors at any time;

(h) Report to the board of directors on any matter related to the corporation's affairs on which the board has asked for information or a recommendation. The board may request such reports to be given orally or in writing.

Section 4.

Secretary-Treasurer. The secretary-Treasurer shall be the then current executive director of the Oregon Newspaper Publishers Association and shall:

(a) Keep a fair and correct record of all meetings of the board of directors and shall be the secretary thereof;

(b) Give proper notice as required herein, for all official meetings; record all votes, and advise the board of all correspondence or inquiries;

(c) When authorized or directed by the board, prepare and/or transmit all correspondence or reports which are not specifically the responsibility of the president.

(d) Maintain the official files of the corporation and its bodies, including copies of correspondence with other bodies, public and private; votes, minutes and other documents bearing upon the internal and external affairs of the corporation;

(e) Have custody of the corporate seal, and affix the seal to all deeds, leases, contracts, or other documents executed by the corporation through its officers, and to attest to such contracts or other documents;

(f) Keep accurate and prompt accounts of all receipts and disbursements of corporation funds, and shall render an annual report in writing as to the financial condition of the corporation, and such other reports as the president or the board may direct;

(g) Perform such other duties in connection with the administration of the financial affairs of the corporation as the president, or the board may direct;

(h) Have supervision and custody of all bonds, stocks, and other securities, or funds and property owned or controlled by the corporation and shall bring to the attention of the board of directors any and all measures which in his judgment are necessary and proper to be taken for the preservation and renewal of such securities and property and for the enforcement of the rights secured thereby;

(i) Upon request of the board of directors, give his a bond for the faithful discharge of his/her duties, in such sums and with such security or surety as the board shall determine, the premium for which bond shall be an expense of the corporation;

(j) Perform such other functions as may be required from time to time by the board of directors or the president.

## **ARTICLE VIII**

### **General Provisions**

#### **Section 1.**

**Non-Compensation of Officers and Directors.** No director or officer shall receive compensation for services to the corporation in that capacity; provided that this provision shall not be construed to prevent the payment of compensation to such persons for valuable services performed in any other capacity; and provided further, that such payments to such persons, shall be approved by the board of directors.

When any director or officer of the corporation shall travel or perform any service for the corporation, the director or officer may claim reimbursement or an advance for actual expenses, unless advised that no funds are available at that time to meet such expenses.

#### **Section 2.**

**Disbursements Limits.** Disbursements in payment of corporate expenses in the amount of less than one thousand dollars (\$1,000.00) may be made by the secretary-treasurer without additional approval or ratification.

#### **Section 3.**

**Approval of Disbursements.** All vouchers representing claims against the funds of the corporation shall be approved by the treasurer. All checks drawn upon

corporate funds in excess of \$1,000 shall be signed by any two officers of the corporation.

#### **Section 4.**

**Depositories.** Aside from a small petty cash fund maintained by the secretary-treasurer, all funds of the corporation shall be kept in such bank or banks or other depository as the board of directors shall from time to time designate.

#### **Section 5.**

**Gifts.** The board of directors may in its discretion, solicit or accept, hold and administer gifts, bequests or devises of money, securities or other types of property for the purpose of carrying out its stated objectives and projects and purposes approved by the board of directors. Unless otherwise restricted by the terms of the gift, bequest, or devise, the board is authorized to sell or exchange, and to invest or reinvest in such investments as it may determine from time to time, the monies, securities, or other property composing trust funds given, bequested to or for the benefit of the corporation. The income from such holdings, as and when collected, shall be placed in the corporation's depositories and shall be subject to expenditure by the board according to the budget procedure set forth herein.

#### **Section 6.**

**Stock; Dividends.** The corporation shall not have or issue shares of stock, nor pay any dividend nor distribute any of its income to directors or officers, except as allowed by Section 1 of this article.

#### **Section 7.**

**Indemnification.** The corporation may, upon vote of the board, indemnify any director or officer in any respect consistent with the provisions of ORS 61.205 and ORS 61.215; provided that such indemnification shall not substantially divert corporate funds from use in furtherance of the purposes of the corporation.

#### **Section 8.**

**Action Without Meeting.** Any action of the corporation which is required or may be taken at a meeting of the directors, may be taken without a meeting, if all directors consent in writing to such action taken and a formal record of such action is prepared and filed by the secretary-treasurer of the corporation.

## **ARTICLE IX**

### **Committees**

#### **Section 1.**

**Appointment of Committees.** The board shall have the power to create special committees from time to time to perform functions in furtherance of the purposes of the corporation. Unless otherwise provided the president shall name the members of such committees, determine their

functions and tenure, and the members thereof shall serve at the president's pleasure. Members of such special committees need not be directors or officers, but directors or officers may be named to such committees and serve as chairman or in other capacities thereon.

Section 2.

Presiding Officers. The presiding officer of any committee or body operating under these bylaws or created pursuant thereto, shall be entitled to participate in and vote on any matter before such committee or body.

**ARTICLE X**

Dissolution

Section 1.

At any regular or special meeting of the directors, they may adopt a resolution by majority vote to dissolve the corporation. Notice of such meeting, designating the purpose for holding the same, shall be given in the manner provided by these bylaws for the holding of any special or regular meeting of the directors of the corporation. In the event one or more directors who, on behalf of the corporation and within the time fixed by the board, shall liquidate the corporation's assets and shall distribute them in accordance with the laws of the State of Oregon and a plan of distribution shall be consistent with those provisions of Oregon Revised Statutes Chapter 61 relating to dissolution and distribution of non-profit corporations.

**ARTICLE XI**

Notice and Waiver

Section 1.

Notice. Whenever notice is required under these bylaws and such notice is given by mail, the time of the giving of such notice shall be deemed to be the time when it shall be postmarked.

Section 2.

Waiver. Any officer or director may waive any notice required to be given under these bylaws by a waiver in writing.

**ARTICLE XII**

Bylaw Amendments

Section 1.

These bylaws may be altered, amended, or repealed by the board of directors at any regular or special meeting provided that a copy of the proposed changes shall be furnished to each director fifteen (15) days prior to the meeting at which a vote on such changes is to be held.

Section 2.

Any majority vote of the directors present and voting at such regular or special meetings of the board, shall be required to change these bylaws.

**ARTICLE XIII**

Effective Date

These bylaws and all offices authorized and created hereunder shall take effect on January 19, 1978. However, the officers and directors appointed at the corporation's organizational meeting shall continue to serve until the next annual meeting of the directors.

--End-