

# DESTINATION OREGON CITY

## Response to DMMO Administrator RFP Questions

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**Q: Given that the organization is already a 501-c6, I am assuming that the board of directors and bylaws have been established. Can you give me a snapshot of the number of members they have vs what the city and current leadership see as ideal?**

A: The Bylaws are attached at the end of this document. Board positions are currently filled with active and engaged members who responded to a public request from the City for Board members to apply. It is not expected that the Administrator would need to do any Board recruitment in the near term.

**Q: I'm not seeing anything in the strategic plan for agritourism. Was there a reason for leaving it out of the RFP?**

A: While agritourism wasn't on the radar in 2017 when the strategic plan was written, the Administrator will be expected to ensure that Oregon City's destination strategy is leveraging the assets of Oregon City in alignment with tourism trends and best practices to better attract visitors and to support quality of life for residents. It's entirely conceivable that agritourism will be in the future strategies of Destination Oregon City.

**Q: Is Oregon City currently utilizing services through Airbnb and Vrbo as a transient lodging tax collector for local Airbnbs yet?**

A: Short-term rental properties in Oregon City are required to pay TLT. However, this is mainly occurring with property owners who are compliant, and there is not a current enforcement program, nor is the City working through the platforms to collect TLT.

**Q: How involved is the local Main Street program with efforts to build this DMO considering how many historic tourism assets Oregon City has? Are they receiving TLT funding through the city within their MOU/Contract? How is the relationship between the various economic development/chamber/downtown agencies in Oregon City?**

A: Oregon City's Main Street organization is the Downtown Oregon City Association (DOCA). They do not receive TLT funds. Although Destination Oregon City is a brand-new organization and the Administrator will be tasked with building these relationships, it's fair to say that there has been a collaborative relationship in the past—including the participation of DOCA in the 2017 strategic planning process.

**Q: Is Destination Oregon City open to the contracted Administrator having a contract with another destination?**

A: Yes. In our RFP, we asked for other current clients, and you are not precluded from having other destination clients. However, the Board may want to ensure that there is no conflict of interest in terms of a competitive destination or other conflicts that could arise.



**Q: Have any pre-applications been created for additional lodging/hotel developers in Oregon City through the city planning department?**

A: There is currently one hotel in Oregon City. There is another hotel project that has been entitled, but the project has encountered many delays, including delays related to COVID.

**Q: For the recruitment of conferences, summits, and campus style conventions to Oregon City, are there many downtown events spaces that have the capacity/infrastructure to handle up to 300 people?**

A: We don't anticipate group sales to be much of the role of the Administrator. In the RFP, we have referenced partnership with Clackamas County Tourism for group sales. There is one facility that could host a group this large—the Abernethy Center, and there may be others close to that size, such as the Tumwater Ballroom.

**Q: How common is it for there to be ADA accessible bathrooms and access to buildings in Oregon City's tourism assets if they are historic?**

A: Perhaps not surprisingly, the historic buildings have many gaps in their accessibility.

**Q: Would the city be willing to make an additional investment if needed to become a visitABLE city or become a designated location for wheel the world?**

A: This is not a question that can be answered yet. The Administrator and the Board will need to determine whether that is part of the strategy, and when.

**Q: Would Destination Oregon City be open to cultivating regenerative tourism and destination stewardship practices within this community?**

A: With Oregon City being an emerging destination, the focus will most likely be on heads in beds in the near term. However, as the destination develops, there may be opportunities to focus on stewardship and regenerative tourism and build that thinking into the strategy.

**BYLAWS  
OF  
DESTINATION OREGON CITY, INC.**



Adopted by the Board of Directors on:

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## **TABLE OF CONTENTS**

### **ARTICLE 1. PURPOSE**

### **ARTICLE 2. NO VOTING MEMBERS**

### **ARTICLE 3. BOARD OF DIRECTORS**

- 3.1 Powers
- 3.2 Board Duties
- 3.3 Individual Director Duties
- 3.4 Qualifications and Composition
- 3.5 Number
- 3.6 Election and Tenure of Office
- 3.7 Resignation
- 3.8 Removal
- 3.9 Vacancies
- 3.10 Annual Meeting
- 3.11 Regular and Special Meetings
- 3.12 Call and Notice of Meetings
- 3.13 Waiver of Notice
- 3.14 Telephonic/Video Participation
- 3.15 Quorum and Voting
- 3.16 Presumption of Assent
- 3.17 No Proxy Voting
- 3.18 Compensation
- 3.19 Executive Session Meetings
- 3.20 Authority of Directors
- 3.21 Director Conflicts of Interest

### **ARTICLE 4. OFFICERS AND STAFF**

- 4.1 Officers
- 4.2 Term and Election
- 4.3 Removal
- 4.4 Resignation
- 4.5 Vacancies
- 4.6 Chair (President)
- 4.7 Vice Chair
- 4.8 Secretary
- 4.9 Treasurer
- 4.10 Executive Director

### **ARTICLE 5. COMMITTEES**

- 5.1 Creation
- 5.2 Board Committees
- 5.3 Limitation on Powers
- 5.4 Committee Chairs

## 5.5 Advisory Committees

### **ARTICLE 6. GENERAL PROVISIONS**

- 6.1 Statement of Nondiscrimination
- 6.2 Inspection of Books and Records
- 6.3 Checks, Drafts, Etc.
- 6.4 Deposits
- 6.5 Loans or Guarantees
- 6.6 Execution of Documents
- 6.7 Insurance
- 6.8 Fiscal Year
- 6.9 Severability
- 6.10 Limitation on Liability, Indemnification

### **ARTICLE 7. AMENDMENT**

NOTE: The Oregon Nonprofit Corporation Act, ORS Chapter 65, governs nonprofit organizations incorporated in Oregon. If a conflict exists between these Bylaws and the provisions contained in that Act as it is currently written or as amended, the provisions of the Act govern the organization.

**BYLAWS  
OF  
DESTINATION OREGON CITY, INC.**

**ARTICLE 1: PURPOSE**

This corporation is organized exclusively as a Board of Trade Destination Management and Marketing Organization. Subject to the limitations stated in the Articles of Incorporation, the purposes of this organization shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (“ORS”) (or its corresponding future provisions) and Section 501(c)(6) of the Internal Revenue Code (or its corresponding future provisions).

Within these limits, this corporation’s purposes shall include the following:

Drive economic growth for the benefit of Oregon City’s tourism industry partners, visitors, and residents through strategic marketing, management, and community involvement in order to improve business conditions and promote the common economic interests of the community’s tourism industry.

**ARTICLE 2: NO VOTING MEMBERS**

The corporation shall not have any voting members, as that term is defined in ORS 65 (or its corresponding future provisions). However, the Board of Directors from time to time may establish one or more classes of nonvoting members on such terms and conditions as the Board in its discretion deems advisable.

**ARTICLE 3: BOARD OF DIRECTORS**

**3.1 Powers.** All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, a Board of Directors.

**3.2 Board Duties.** The Board of Directors shall exercise, delegate, or otherwise authorize the exercise of all corporate powers and shall direct the management of the Corporation’s affairs. Such management includes, but is not limited to the following:

- (a) establish the Corporation’s policies and review and change them as necessary,
- (b) oversee its programs,
- (c) appoint or employ and supervise its executive director or head of staff,
- (d) authorize its expenditures,
- (e) oversee its financial affairs, and
- (f) ensure the proper management and use of its assets and property.

Whenever the Board of Directors delegates any of its authority or responsibility, the Board of Directors shall retain ultimate authority and responsibility over the matter delegated. The Board of Directors shall also ensure that the Corporation:

- (a) properly employs the necessary corporate formalities to make its decisions,
- (b) prepares and submits all required state and federal reports, and
- (c) operates in compliance with relevant state and federal laws.

Board Directors shall diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks. The role of the

Board of Directors does not include direct management or conduct of the daily operations of the Corporation

**3.3 Individual Director Duties.** It is the duty of each Director to comply with the standard of conduct required of Directors in ORS 65.357 (or its corresponding future provisions). As such, Directors shall discharge their duties in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interests of the corporation. In addition, Directors will strive to understand all laws, regulations, and rules applicable to the organization, in order to ensure the organization's legal compliance. In discharging their duties, Directors are allowed to rely on information presented by competent professionals, as explained in ORS 65.357 (or its corresponding future provisions).

**3.4 Qualifications and Composition.** Nominees for Director positions shall have demonstrated an interest in and dedication to the mission of the corporation as well as a meaningful connection to Oregon City's tourism industry. All Directors shall be individuals 18 years of age or older. The corporation recognizes the importance of including voices from the following sectors: Lodging, retail, restaurant, outdoor recreation, beverage, historic sites, river-based activities, and agritourism. As such, at all times, at least four of the Directors shall have a direct connection to one or more of those sectors through current or previous employment, investment, ownership, or nonprofit Board service. In order to preserve a diversity of voices, no more than one Directors may be from any one sector at any time. To the degree possible, the Board shall represent different geographical areas within Oregon City.

**3.5 Number.** The Board of Directors shall consist of not fewer than five and not more than seven voting Directors and one ex officio Director. The number of voting Directors may be fixed or changed periodically within the minimum and maximum by the Board of Directors. The term "Director" as used in these Bylaws shall include only voting Directors unless the ex officio Director is explicitly included. The ex officio Director has no vote and does not have any of the same rights or responsibilities as other Directors.

**3.6 Election and Term of Office.**

(a) Nominations. Nominations for new members of the Board of Directors may be made by the Board of Directors, or by individual Directors.

(b) Election Process. Elections shall take place at the Annual Meeting, unless scheduled to take place at a different time by a resolution of the Board of Directors.

(c) Each Director shall vote separately for each person nominated to be elected to serve on the Board of Directors. The vote shall be by a secret ballot if any nominee so requests.

(d) Election Policy and Procedures. The Board of Directors may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that shall be used to hold elections.

(e) Term. The initial Directors shall be appointed by the Incorporator. Positions one, four, and seven shall serve until the Annual Meeting in 2026, positions two and five shall serve until the Annual Meeting in 2027, and positions three and six shall serve until the Annual Meeting in 2028. Subsequent Directors shall serve for terms of three years. Directors shall be elected on a rotating cycle. This means that each Director position is up for election every three years, starting with the year the initial term for that position ended, as explained above. Directors may, if re-elected, serve up to two consecutive terms and then shall take a one-year break before

being eligible for re-election. Despite the expiration of a Director's term, the Director shall continue to serve until the Director's successor is elected and qualifies.

(f) **Ex Officio Director:** The ex officio Director shall be a currently serving Oregon City Commissioner. The ex officio Director shall be appointed by and serve at the pleasure of the Oregon City Commission. The ex officio Director may, if re-appointed, serve up to two consecutive terms and then shall take a one-year break before being eligible for re-appointment.

**3.7 Resignation.** A Director may resign at any time by delivering written notice to the Chair or the Secretary. A resignation is effective when notice is received, unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors. Disagreements as to when the notice was "received," and thus effective, should be resolved by reference to ORS 65.034 (or its corresponding future provisions).

**3.8 Removal.** A Director may be removed at any time, with or without cause, by a two-thirds vote of the Directors then in office, not including the Director to be removed. Notice of the meeting shall be given that states that the removal of a Director is to be considered at that meeting. If a Director misses more than one-third of the Board meetings in any year without an excused absence, the Board shall consider removal of that Director, following the procedure explained above.

**3.9 Vacancies.** A vacancy in the Board of Directors shall exist upon the death, resignation, or removal of any Director or a vote by the Board to increase the number of Directors within the limits for the number of Directors allowed in these Bylaws. A vacancy in the Board of Directors may be filled by a vote of the majority of the remaining Directors still in office, although less than a quorum, at any meeting. Each Director so elected shall hold office for the balance of the unexpired term of his or her predecessor, or in the case of an increase in the number of Directors within the range allowed by these Bylaws, until the year set for their re-election by their position number, as explained above. If the Board of Directors receives the resignation of a Director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

**3.10 Annual Meeting.** An annual meeting of the Board of Directors shall be held during the first quarter of the corporation's fiscal year, unless the meeting is scheduled to take place at a different time by a resolution of the Board of Directors, at a time and place designated by the Board of Directors.

**3.11 Regular and Special Meetings.** The Board of Directors shall meet at least four times a year, ideally once in each quarter. The Board shall establish by resolution a regular schedule for meetings, and these meetings are called regular meetings. All other meetings are special meetings. The Board of Directors shall hold annual, regular, or special meetings within the legal boundaries of Oregon City.

**3.12 Call and Notice of Meetings.** Required notices under these Bylaws shall be posted on the organization's website and provided by email to those who have signed up for notice at least four days prior to every meeting. Notice shall also be given to each Director currently in office at the time notice is provided and shall be given at the following times, unless stated otherwise in the Articles of Incorporation or these Bylaws: At least seven days' notice if given by first-class mail, or four days' notice if given electronically (including by email or text message), or two days' notice if given verbally directly to the Director (including by telephone). The schedule of regular meetings shall be given to all Directors, with the first meeting on the schedule being preceded by notice, as explained above. Once notice has been given of a schedule for regular



meetings of the Board of Directors, further regular meetings on that schedule may be held without further notice of the date, time, or place of the meeting. Notice of special meetings shall be given as described above. All notices shall give the date, time, and place of the meeting. Except as specifically provided in these Bylaws or applicable law, the notice need not describe the purposes of any meeting. The Chair or one-third of the Directors then in office may call and give notice of a meeting of the Board.

**3.13 Waiver of Notice.** A Director may at any time waive any notice required by these Bylaws. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Except as provided in the preceding sentence, any waiver shall be in writing, shall be signed by the Director entitled to the notice, shall specify the meeting for which the notice is waived, and shall be filed with the minutes or the corporate records.

**3.14 Telephonic/Video Participation.** With four days advance notice to the Chair of the Board of Directors, any Director that has a physical challenge to attending a meeting in person may participate in any meeting by videoconference. In addition, in the event of an emergency that prevents the Directors from meeting together in person, the Chair may conduct a meeting via videoconference as long as all Directors participating may simultaneously communicate with each other during the meeting. A Director participating in a meeting by videoconference is deemed to be present in person at the meeting.

**3.15 Quorum and Voting.** When conducting meetings, the Board of Directors shall adopt Robert's Rules of Order. A quorum of the Board of Directors shall consist of a majority of the number of Directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present when the action is taken is the act of the Board of Directors except to the extent that the Articles of Incorporation, these Bylaws, or applicable law require the vote of a greater number of Directors. A Director is considered present regardless of whether the Director votes or abstains from voting.

Prior to voting, a motion shall be clearly stated and seconded, a vote shall be taken, and the vote shall be recorded in the meeting minutes. Each Director has one vote on each motion. If any Director so requests, the minutes shall include the names of each Director who voted for, voted against, or abstained from a specific motion.

**3.16 Presumption of Assent.** A Director who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:

(a) The Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting the business at the meeting;

(b) The Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) The Director delivers written notice of dissent or abstention to the presiding Officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

**3.17 No Proxy Voting.** No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

**3.18 Compensation.** Directors and members of committees may not receive reimbursement of expenses unless the Board first adopts a Travel & Expenses Reimbursement

Policy; thereafter, Directors and members of committees may be reimbursed for expenses in accordance with that policy and as may be determined by resolution of the Board of Directors to be just and reasonable. Directors shall not otherwise be compensated for service in their capacity as Directors.

**3.19 Executive Session Meetings.** Meetings shall normally be open to the public. However, the Board, by majority vote, may at any time decide to go into an Executive Session meeting. Executive Session shall be used when the Board of Directors deems it is necessary to protect the confidentiality of the matters that will be considered there. Executive Session meetings may be attended only by members of the Board of Directors, and any guests the Board invites to join the meeting, which may include the Executive Director, other staff, or any other person the Board wishes to invite. A Director may only be excluded from any portion of Executive Session meetings in which matters will be considered that present a conflict of interest for that Director. Minutes shall be properly recorded, but shall only be read or approved at a subsequent Executive Session if there is a need to continue to ensure the confidentiality of the matters contained in the minutes. The Secretary shall take care to record in the minutes only the motions passed and information essential to comply with the law, in order to protect the confidential nature of Executive Sessions.

**3.20 Authority of Directors.** The Chair shall be an official spokesperson for the organization, and may represent the organization and its positions whenever appropriate. No member of the Board of Directors, including the Chair, may officially represent the positions of the organization or speak or act on behalf of the organization without specific approval by the Board to do so.

**3.21 Director Conflicts of Interest.** A conflict-of-interest transaction occurs whenever the corporation pays money or other compensation, or provides any tangible benefits, to an Officer or Director or to a member of a Director's or Officer's family, or if the Director or Officer otherwise has a direct or indirect interest in the transaction, as defined in ORS 65.361 (or its corresponding future provisions). All conflict-of-interest transactions shall be approved according to the following procedures:

(a) Conflict-of-interest transactions shall be approved by the full Board of Directors; they cannot be approved by the Chair, Executive Committee, Executive Director, or other staff even if those individuals or committees would normally approve the type of transaction at issue.

(b) Directors and Officers who have a conflict of interest in any matter shall:

- 1) declare the existence of the conflict of interest,
- 2) disclose on the record to the rest of the Board the details of their conflict and of the proposed transaction,
- 3) leave the room during any Board discussion of the transaction and not otherwise participate in that discussion, and
- 4) abstain from voting on that matter and leave the room where the vote is to take place until the votes have been counted. These steps shall be clearly reflected in the minutes to document that they were taken.

(c) The rest of the Board of Directors shall analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. The information relied upon by the Board of Directors, and its source, shall be recorded in the minutes.

(d) All conflict-of-interest transactions shall be approved by the affirmative vote of a majority of all of the members of the Board of Directors who do not have a conflict of interest involved in that issue. However, a transaction may not be authorized, approved, or ratified under this section by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section.

#### **ARTICLE 4: OFFICERS AND STAFF**

**4.1 Officers.** The Officers of the corporation shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and such other Officers as the Board of Directors shall from time to time appoint. The Officers shall be appointed by, and hold office at the pleasure of, the Board of Directors. The same individual may simultaneously hold more than one office, except that the offices of Chair, Secretary, and Treasurer may not be held simultaneously by the same individual. Officers shall serve simultaneously as members of the Board of Directors.

**4.2 Term and Election.** Officers will be elected for two-year terms by the Board of Directors. The Chair and Secretary positions shall be re-elected in even years and the Vice Chair and Treasurer positions shall be re-elected in odd years. Election of Officers shall be done as soon as possible following the election of Directors. However, unless they formally resign or are removed from office, Officers will remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, an Officer may serve.

**4.3 Removal.** Any Officer may be removed, either with or without cause, at any time by a two-thirds vote of the Directors currently in office, not including the Director serving in the Officer position being considered for removal.

**4.4 Resignation.** An Officer may resign at any time by delivering notice to the Board of Directors, the Chair, or the Secretary. A resignation is effective when notice is received, unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors. Disagreements as to when the notice was “received,” and thus effective, should be resolved by reference to ORS 65.034 (or its corresponding future provisions).

**4.5 Vacancies.** If a vacancy in an Officer position exists due to the death, resignation, or removal of any Officer or for any other reason, the remaining Directors may fill that position by a majority vote. The elected Officer will hold office for the unexpired term of that office.

**4.6 Chair (President).** The President, which shall be called “the Chair,” shall preside at meetings of the Board of Directors, shall assure that the Board of Directors is advised on all significant matters of the corporation’s business, shall act as a principal spokesperson and representative of the corporation, shall be the chief executive officer of the corporation and have the general powers and duties of management usually vested in a chief executive officer, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

**4.7 Vice Chair.** The Vice Chair shall preside at meetings of the Board of Directors at which the Chair is absent and in the absence of the Chair shall have the other powers and perform the other duties of the Chair. The Vice Chair also shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

**4.8 Secretary.** The Secretary shall have responsibility for preparing minutes of meetings of the Board of Directors and for authenticating records of the corporation. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may

order, a book of minutes of all meetings of Directors. In the absence of the Chair, the Secretary shall have the powers and perform the duties of the Vice Chair. The Secretary also shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

**4.9 Treasurer.** The Treasurer shall be the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors, shall disburse or cause to be disbursed funds of the corporation as may be ordered by the Board of Directors, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws. If required by the Board of Directors, the Treasurer shall give the corporation a bond in such amount and with such surety specified by the Board of Directors for the faithful performance of the duties of the Treasurer's office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the Treasurer's possession or under the Treasurer's control on the Treasurer's death, resignation, retirement, or removal from office.

**4.10 Executive Director.** The Board of Directors may appoint or employ an Executive Director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the organization. The Board of Directors shall evaluate the performance of the Executive Director on an annual basis and the Executive Director shall serve at the pleasure of the Board. Unless the Board determines otherwise, the Executive Director will have the power, subject to the approval of the Board of Directors, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the corporation. The Executive Director shall generally receive notice of all meetings of the Board of Directors and Executive Committee meetings, although failure to provide such notice does not make any meeting or action taken at such meeting invalid. The Executive Director shall ordinarily attend all Board meetings, except when the Board goes in to Executive Session to review the Executive Director's performance or discuss other matters related to their employment.

## **ARTICLE 5: COMMITTEES**

**5.1 Creation.** The Board of Directors may establish any committee, including standing committees or temporary committees, Board committees, and advisory committees by a resolution of the Board, in accordance with the procedures stated below.

**5.2 Board Committees.** The Board of Directors may create one or more committees of the Board of Directors and appoint members of the Board to serve on them or designate the method of selecting committee members. Each committee shall consist of two or more Directors who serve at the pleasure of the Board of Directors. All members of Board Committees that have the authority to vote on matters before that committee shall serve simultaneously as members of the Board of Directors. The creation of a committee and the appointment of Directors to the committee or designation of a method of selecting committee members shall be approved by a majority of all Directors in office when the action is taken. The provisions of these Bylaws governing meetings—including action without meetings, notice and waiver of notice, quorum and voting requirements, and minute taking—shall apply to Board committees and their members as well. Committees may only exercise the authority granted to them by the full Board upon their creation, or as changed by the Board from time to time. Any actions outside of that authority shall be submitted to the Board

as a recommendation and approved by the Board to be binding. The Board may dissolve or revoke the powers of a committee at any time by action of the Board.

**5.3 Limitation on Powers.** No Committee may:

(a) Authorize distributions, provided that this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of the corporation's purposes;

(b) Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets;

(c) Elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or

(d) Adopt, amend, or repeal the Articles of Incorporation or Bylaws.

The Board of Directors shall always have the power to amend, alter, or repeal the decisions of committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

**5.4 Committee Chairs.** One member of each committee will be selected or appointed Committee Chair by the Board of Directors, or if the Board wishes, it may delegate that power to the Board Chair or to the members of the committee.

**5.5 Advisory Committees.** The Board of Directors may create one or more advisory committees. At least one Director shall be a member of any advisory committee, but the other committee members need not be Directors. These committees shall have no power to act on behalf of, or to exercise the authority of, the Board of Directors, but may make recommendations to the Board of Directors.

## **ARTICLE 6: GENERAL PROVISIONS**

**6.1 Statement of Nondiscrimination.** The corporation shall not discriminate in providing services, hiring employees, or otherwise, upon the basis of gender, race, disability, marital status, sexual orientation, religion, color, age, disability, or national origin.

**6.2 Inspection of Books and Records.** All books, records, and accounts of the corporation shall be open to inspection by the Directors in the manner and to the extent required by law.

**6.3 Checks, Drafts, Etc.** All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

**6.4 Deposits.** All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in those banks, trust companies, or other depositories selected by the Board of Directors or be invested as authorized by the Board of Directors.

**6.5 Loans or Guarantees.** The corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. This authority may be general or confined to specific instances. Except as explicitly permitted by ORS 65.364 (or its corresponding future provisions), the corporation shall not make a loan, guarantee an obligation, or modify a pre-existing loan or guarantee to or for the benefit of a Director or Officer of the corporation.

**6.6 Execution of Documents.** The Board of Directors may, except as otherwise provided in these Bylaws, authorize any Officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer, agent, or employee

shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

**6.7 Insurance.** The corporation may purchase and maintain insurance on behalf of 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, Officer, employee, volunteer, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the corporation; provided, however, that the corporation may not purchase or maintain such insurance to indemnify any Director, Officer, or agent of the corporation in connection with any proceeding charging improper personal benefit to the Director, Officer, or agent in which the Director, Officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the Director, Officer, or agent.

**6.8 Fiscal Year.** The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

**6.9 Severability.** A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

**6.10 Limitation on Liability, Indemnification.** No Director or uncompensated Officer shall be personally liable to the corporation for monetary damages for conduct as a Director or Officer, provided that this Article shall not eliminate or limit the liability of a Director or Officer for any act or omission for which such elimination of liability is not permitted under the Oregon Nonprofit Corporation Act. No amendment to the Oregon Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a Director or Officer for any act or omission which occurs prior to the effective date of the amendment.

The corporation shall indemnify to the fullest extent permitted by, and in accordance with the provisions of, the Oregon Nonprofit Corporation Act and federal law any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a Director, Officer, employee, or agent of the corporation, provided, that in the event of a settlement, to the extent allowed by law, the Board of Directors shall approve the settlement in advance. The corporation shall pay for or reimburse the reasonable expenses incurred by any such person in any such proceeding in advance of the final disposition after the Board of Directors has taken such action as required by ORS 65.404 (or its corresponding future provision), including providing notice of the proposed indemnification to the Attorney General. No amendment to this Article that limits the corporation's obligation 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 Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of Directors, Officers, employees, agents and fiduciaries that may be allowable under any statute, bylaw, agreement, or general or specific action of the Board of Directors.

## **ARTICLE 7: AMENDMENT**

Any amendment to the Bylaws or Articles of Incorporation of this corporation shall be approved by two-thirds of the Directors in office at a properly called meeting with a quorum

present except as otherwise provided by law. Proper written notice shall be given in advance, including either a written copy of the proposed amendments or a written summary of those amendments and stating that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws or Articles of Incorporation.



**CERTIFICATION**

I, the undersigned Secretary of Destination Oregon City, Inc., hereby certify that the foregoing Bylaws were duly adopted by the Board of Directors of Destination Oregon City, Inc. on \_\_\_\_\_.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Printed Name: \_\_\_\_\_