

BYLAWS Of OREGON CARTOON INSTITUTE, INC.  
An Oregon Nonprofit Corporation

ARTICLE 1: NAME, DURATION and CLASSIFICATION

The name of this corporation Oregon Cartoon Institute, Inc. and its duration shall be perpetual. This corporation is a public benefit corporation.

ARTICLE 2: MEMBERSHIP

This corporation does not have Members.

ARTICLE 3: PURPOSE

This corporation is organized exclusively for charitable religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code. This corporation is a Public Benefit corporation. The Corporation may engage in any lawful activities for which corporations may be organized pursuant to the Oregon Nonprofit Corporation Act (the "Act"); provided, however, that none of these activities shall be for profit and that no substantial portion of the Corporation's activities shall further any purpose other than the one of the exempt purposes for which the Corporation is organized.

In furtherance of this purpose the Corporation

(a) Oregon Cartoon Institute may engage in any lawful activities for which corporations may be organized pursuant to the Oregon Nonprofit Corporation Act (the "Act"); provided, however, that none of these activities shall be for profit and that no substantial portion of the Corporation's activities shall further any purpose other than the one of the exempt purposes for which the Corporation is organized.

(b) Oregon Cartoon Institute is organized and dedicated to the investigation, preservation, and celebration of Oregon's rich film, animation, and print cartooning history. Working with artists and historians, we create interdisciplinary programs and resources which deepen understanding and improve access to information for scholars, for educators, and for the general public. The corporation shall have all of the rights and powers given to a nonprofit corporation under the Oregon Nonprofit Corporation Act.

ARTICLE 4: BOARD OF DIRECTORS

Section 1. Number

The Board of Directors shall consist of at least 3 and not more than 10 members as determined by resolution of the Board of Directors.

Section 2. Term / Staggered Board

(a) The directors shall be elected by majority vote of the Board of Directors at the annual meeting of the Board. The term of office shall begin immediately after election. Despite the expiration of a director's term, the director shall continue to serve until the director's successor is elected and qualified or the number of directors is decreased. Directors need not be residents of the state of Oregon.

(b) The partial term of a Director appointed to complete the term of a Director who has departed from the Board shall expire on the same date as the term of the Director being replaced.

(c) In order to accomplish a staggered board, four voting Director positions expire on August 31st of odd numbered years and five voting Director positions expire on August 31st of even numbered years.

### Section 3. Oregon Residency

Directors need not be residents of Oregon.

### Section 4. Powers

The Board of Directors shall exercise all powers, privileges and rights of this corporation and shall make all necessary policies and regulations for the corporation and for the guidance of its officers and staff. Without prejudice or limitation on its general powers, the Board of Directors shall have full power and authority to be exercised by resolution adopted by a majority vote of the Directors present at any regular or special meeting at which a quorum is present in respect to the following:

(a) Elect all officers of the corporation, employ and remove non-member staff as may be advisable, fix compensation, prescribe their duties and delegate such powers to them as are consistent with these Bylaws.

(b) Review and approve the annual budget of the corporation.

(c) Incur all necessary expenses for or on account of the officers of the corporation and authorize payment thereof. Authorize payment of approved grant applications and awards.

(d) Install and maintain an accounting and record system adequate to the requirements of the corporation.

(e) Cause a proper review and management of the books, accounts, insurance and programs of the corporation on an annual basis and report that information to the proper organizations.

(f) Select one or more banks to act as a depository of the funds of the corporation and determine the manner of receiving, depositing, and disbursing said funds and the persons or persons by whom such funds may be disbursed.

(g) Make and enter into any agreement for the furtherance of any of the objectives and purposes of the corporation.

(h) Establish such standing and ad-hoc committees as may seem desirable.

(i) Declare the office of any Director vacant for any of the following reasons: death, resignation, disability. Disability shall mean, in addition to its ordinary meaning, the failure of a Board member to perform the normal duties attributable to that member as a Director and committee member.

## ARTICLE 5: CONFLICT OF INTEREST POLICY

### Section 1. Purpose

The purpose of the conflict of interest policy is to protect this Organization's (Oregon Cartoon Institute) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Section 2. Definitions

(a) Interested Person – Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(1) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

(2) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

(3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

(c) Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### Section 3. Procedures

(a) Duty to Disclose – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists – After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### Section 4. Procedures for Addressing the Conflict of Interest

(a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The president of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

### Section 5. Violations of the Conflicts of Interest Policy

(a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### ARTICLE 6: CONFLICT RESOLUTION

In the event of a conflict, these steps will be followed to rectify the conflict:

(a) The parties in question will involve in direct negotiations with each other and try to rectify the conflict. This direct negotiation shall occur at an agreed upon time initiated by all parties.

(b) If item (a) above is not successful, a special meeting will be called to discuss the nature of the conflict and engage in group negotiations. All procedures of notice will apply for Special Meetings.

(c) If item (b) above is not successful, the parties involved will engage in mediation. Mediation services will be supplied by an outside agency.

(d) If the steps (a, b, and c) above have been followed and are not successful in resolving the conflict, steps for termination of one (1) or all parties is in order.

#### ARTICLE 7: ANNUAL POLICY STATEMENTS BY BOARD MEMBER

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

(a) Has received a copy of the conflicts of interest policy;

(b) Has read and understands the policy;

(c) Has agreed to comply with the policy, and

(d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

#### ARTICLE 8: PERIODIC ORGANIZATIONAL POLICY REVIEW

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### ARTICLE 9: TERMINATION OF DIRECTORSHIP

(a) Notice to Director – The director whose term is to be terminated will receive a written notice of cause for dismissal two (2) weeks prior to the meeting called for that purpose. The notice will be signed by two (2) directors of the organization.

(b) Priority Mail – Any director may be removed from office at a meeting called for that purpose. The director to be terminated will receive notice of the meeting in writing and sent by USPS priority mail.

(c) Removal by Simple Majority – A simple majority of those voting will be sufficient for removal. The person in question is not required to attend the meeting and does not have a vote. Any other director may cast their vote by mail.

## ARTICLE 10: OFFICERS

### Section 1. Officers

The officers of the corporation, each of whom shall be a Director shall consist of a President, a Secretary and a Treasurer.

### Section 2. Term

The term of office for an officer shall be one year. An officer shall not serve more than five consecutive terms.

### Section 3. Election by Directors

Officers shall be elected by a majority vote of the Directors at the annual meeting. Officers shall be nominated by a Nominating Committee. At the annual meeting any Board member may also nominate any candidate whose nomination shall be received with like effect and manner as nominations submitted by the above named committee.

#### (a) President

The duties of the President (as the Chairman of the Board) shall be to preside at all meetings of the Board of Directors and of the Executive Committee; to call special meetings when necessary or when properly requested as provided in these bylaws; to appoint the members and chair persons of committees and establish their terms except for the Nominating Committee, to enforce and carry out these bylaws and the policies and regulations adopted by the Board. The President shall serve as ex-officio member of all committees except the Nominating Committee. The President when so authorized by the Board shall sign all contracts, grant awards, and legal documents for and in the name of the corporation.

#### (b) Secretary

The Secretary shall attend all meetings of the Board and the Executive Committee and shall keep minutes of meetings. The Secretary shall keep and be responsible for official records of

(1) All Board correspondence,

(2) Minutes of Board meetings and a record of attendance,

(3) Policy statements; all records shall be kept at such place as the Board may order. In the absence of the President the duties and authority of the office shall be performed by the Secretary.

#### (c) Treasurer

The Treasurer shall be responsible for accounting for all monies belonging to the corporation, and perform such other duties as are normally required to be performed by a Treasurer. Checks of the corporation will be signed in the manner authorized by the Board of Directors. Annually the Treasurer shall cause a proper review of the books and accounts of the corporation to be made and prepare financial reports as required by state and federal law. Upon leaving office, the Treasurer shall surrender all books and records to the Board.

## ARTICLE 11: COMMITTEES

### Section 1. Executive Committee

The Executive Committee shall include the President, Secretary, Treasurer, and other members as appropriate. The Committee shall discharge special assignments on behalf of the Board and handle emergency matters arising between Board meetings. Any action of the Executive Committee shall be reported for ratification at the next scheduled meeting of the Board and if necessary, may be reported sooner by mail. The Executive Committee shall provide for the orientation of new Board members.

#### Section 2. Standing Committees

For each Standing Committee established by the Board pursuant to Article Three (3) of these Bylaws, the following shall apply:

(a) Each committee shall maintain minutes of its meetings and report to the Board Committee in a timely manner and as requested by the Board.

(b) There shall be no quorum requirement except where specifically provided below. The number of persons on each committee shall be established from time to time by the Board. Non-board members shall, with the permission of the Board be invited to participate as a non-voting member on each committee listed herein.

#### Section 3. Board Development and Nominating Committee

The Board Development Committee shall nominate Board members, officers, and committee successors. The Committee shall elect its own chair. In addition, the President of the past Board Development Committee shall serve with voice. The slate of officers for the succeeding year and the Board Development Committee's successors shall be presented to the Board at least one meeting prior to the election. At the time of the report, the Board will call for additional nominations from the assembled group. No nominations may be submitted without the consent of the nominee. Elections of officers will be held by ballot, except where there is an unopposed slate. In such case, the Secretary will cast and record one ballot for the slate on a motion approved and carried by the Board. Should a vacancy occur in any position on the Board of Directors, a special election shall be held from a slate presented by the Board Development Committee to fill the unexpired term. Members of the slate may attend the session at which they are nominated. The Board will have the opportunity, following the nomination, to voice objections to any member of the slate. If no objection is voiced, the slate will be invited to the next Board meeting for election. If objections are voiced, those members objected to shall be informed by the Board Development Committee.

### ARTICLE 12: MEETINGS OF THE BOARD

#### Section 1. Regular Meetings

The Board shall have one regular meeting in January each year. A meeting notice will be published in advance of the meeting. All decisions shall be rendered by concurring vote of the majority of the Board members present at a meeting at which a quorum is present unless otherwise required by these Bylaws.

#### Section 2. Special Meetings

Special meetings of the Board may be called by any member of the Executive Committee upon two (2) days' notice, prior to the date, time and place of the meeting. Prior notice will be given by telephone, email, or in person.

#### Section 3. Annual Meeting

The annual meeting of the Board of Directors shall be held in August (or at another date which will be agreed upon) each year. The location will be determined by the Board. The Board of Directors may hold a meeting by conference telephone or similar equipment by means of which all persons participating may simultaneously hear each other. Participation in such a meeting shall constitute presence in person at the meeting.

Any action that is required or permitted to be taken by the directors at a meeting may be taken without a meeting if a consent in writing setting forth the action is signed by all of the directors. The action shall be effective on the date when the last signature is placed on the consent or at such earlier time as is set forth therein. Such consent, which shall have the same effect as a unanimous vote of the directors shall be filed with the minutes of the corporation.

#### Section 4. Notice of Meeting

The Board of Directors may provide, by resolution, the time and place of regular meetings. At the discretion of the President notice will be given 10 calendar days in advance of the meeting. Notice shall be given by email or United States Mail.

#### Section 5. Waiver of Notice

A Director's attendance at, or participation in a meeting, waives any required notice unless the Director, at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business and does not thereafter vote for or assent to any action taken at the meeting. Whenever any notice is required to be given to any Director of the corporation, a waiver thereof in writing, signed by the person entitled to such notice, whether before or after the event stated therein, shall be deemed equivalent to the giving of such notice.

#### Section 6. Quorum and Vote

(a) A majority of the number of directors fixed by the Board of Directors shall constitute a quorum for the transaction of business. Less than a majority of the directors, in the absence of a quorum, may adjourn a meeting from time to time until a quorum exists, but may not transact any business. Any business that might have been transacted at the original meeting may be transacted at the adjourned meeting if a quorum exists.

(b) The action of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

(c) A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such 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, or unless the director's dissent shall be entered in the minutes to the meeting or unless the director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified or registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

#### Section 7. Electronic Meetings

The Board of Directors may meet electronically, using one of two methods a) if using "chat rooms" without audio capabilities, all directors must be able to simultaneously read each other's communications during the meeting or b) if using email, all communications during the meeting must be immediately transferred to each participating director, and each director must be able to immediately send messages to all other participating directors. Prior notice for electronic

meetings is the same as for non-electronic meetings, as described above in Section 2 and Section 4.

#### ARTICLE 13: OFFICES

The principal office of the corporation shall be located at 77 NE Morris, Portland, Oregon, 97212. The corporation may have such other offices, either within or without the State of Oregon, as the Board of Directors may determine, or as the affairs of the corporation require from time to time. The corporation shall have and continuously maintain in the State of Oregon a registered office, and a registered agent whose office is identical with such registered office, as required by the Oregon Nonprofit Corporation Act. The registered office may be, but need not be identical with the principal office in the State of Oregon, and the address of the registered office may be changed from time to time by the Board of Directors.

#### ARTICLE 14: INDEMNIFICATION

The corporation shall indemnify to the fullest extent (available) permitted by the Oregon Nonprofit Corporation Act any person who was, is or is 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 he or she is or was a director, officer, employee or agent of the corporation or serves or served at the request of the corporation as a director or officer or another corporation, partnership, joint venture, trust or other enterprise. To the extent permitted by law, legally covered by insurance, or available with "cash on hand," the corporation shall pay all expenses incurred by any such person in defending such a proceeding in advance of its final disposition at the written request of such person if the person

(a) Furnishes written information of a good faith belief that he or she has met the standard of conduct required by law, and

(b) Furnishes the corporation with a written undertaking to repay such advance if it is ultimately determined that such person did not meet such standard of conduct.

The right to and amount of indemnification shall be determined in accordance with the provisions of the Oregon Nonprofit Corporation Act in effect the time of the determination.

#### ARTICLE 15: CONTRACTS, LOANS, CHECKS, OTHER INSTRUMENTS

##### Section 1. Contracts

The Board of Directors may authorize any Director or Officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

##### Section 2. Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Such authority may be general or confined to specific instances.

##### Section 3. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money and notes or other evidences of indebtedness issued in the name of the corporation shall be signed by two such Officers and in such manner as shall from time to time be determined by resolution of the Board of Directors.



## ARTICLE 16: AMENDMENTS

These Bylaws may be amended at any meeting of the Board of Directors, provided a notice stating the purpose of the proposed amendment is sent to the Directors not less than 30 days prior to the date of the meeting at which the proposed amendment is to be considered and shall become effective upon adoption by the Board by a concurring vote of a majority of the Board.

Amendments may be initiated by any of the Board of Directors.

Pursuant to the Oregon Revised Statutes Section 65.451, the foregoing Bylaws of Oregon Cartoon Institute, Inc., an Oregon non-profit corporation, were duly adopted by the Board of Directors on the \_\_\_\_ day of Oct, 2017.

\_\_\_\_\_, SECRETARY