
AMENDED BYLAWS
OF
BENTON COMMUNITY FOUNDATION
(Formerly known as The Benton County Foundation),
An Oregon Nonprofit Corporation

Article I. Name

The name of this public benefit corporation is Benton Community Foundation (“BCF”). Its duration shall be perpetual.

Article II. Principal Office

The registered office of BCF shall be located in the state of Oregon. The Board of Directors (“Board”) may, at any time, change the location of the registered office within Oregon. BCF may also have offices at more than one place as the Board may determine and fix by resolution.

Article III. Purpose

BCF shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of BCF shall be to engage in any lawful activities, none of which is for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions). The specific and primary purpose of BCF shall be to establish, operate and maintain a Community Foundation in Benton County, Oregon.

Article IV. Members

BCF shall have no members or membership, and its general management shall be vested in the Board, as hereinafter set forth.

Article V. Board of Directors

Section 1. Management. The business and affairs of BCF shall be governed by its Board. The Board may, from time to time, delegate such authority and responsibility as it may determine to one or more committees or officers. The Board may accept on behalf of BCF any contribution, gift, bequest or devise for the general purposes of or for any special purposes of BCF. BCF’s Gift Policy will be the guiding policy for approval or disapproval of same. The Board shall have the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if, in the sole judgment of the Board (without the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community or area served.

Section 2. Number. The number of directors of BCF shall consist of no less than three (3) and no more than fifteen (15) directors.

Section 3. Qualification. Membership on the Board shall be open to all persons with a demonstrated commitment to building permanent, named component charitable funds established by many separate donors for the benefit of the community. Membership on the Board shall not be restricted on the basis of race, color, religion, age, national origin, gender, or sexual orientation. The Governance Committee shall strive to select a slate of candidates that is broadly representative of the community while equally striving to acquire candidates with proven leadership skills needed by the sitting Board to assist in effectively governing BCF.

Section 4. Nomination and Election. The Governance Committee shall be responsible for identifying prospective candidates for election to the Board. No later than seven (7) days before the Annual Meeting, the Governance Committee shall present to the Board for review a slate of candidates, consisting of a list of candidates on the slate, the term for which each is nominated, and relevant biographical information about each candidate. Candidates for director shall be elected by a majority of the directors then in office. Each director shall be entitled to one vote on each matter submitted to the Board.

Section 5. Terms. A director shall serve a term of three (3) years or until disqualified, removed, resigns or dies. Directors may be elected to successive terms of office. A director may serve on the Board for up to three (3) consecutive full terms. A director who has served the maximum number of consecutive full terms must leave the Board for a minimum of one year before he/she will be eligible for reelection to the Board. Directors' terms shall be staggered in a manner that reduces the possibility that more than one third of directors' terms will expire in any one year.

Section 6. Removal. Any director may be removed, with or without cause, by a vote of two-thirds of the directors then in office. Removal as a director shall also constitute removal as a member of all committees of the Board.

Section 7. Resignation. Any director may resign at any time by giving written notice to the Board, the Chair or the Secretary. The notice shall set forth the effective date of the resignation.

Section 8. Vacancies. Vacancies on the Board shall be filled by an affirmative vote of a majority of the directors then in office at a regular meeting or special meeting called for that purpose. The Governance Committee shall nominate the candidate(s) for a vacant position in the same manner as provided under Section 4 of this Article for nominations. A successor director shall serve for the unexpired term of the predecessor and, at the conclusion of the unexpired term, shall be eligible for a three (3) year term as recommended by the Governance Committee. A successor director serving an unexpired term of eighteen (18) months or more shall be considered serving a full term when determining eligibility for reelection. A Chair of the Board shall be required to declare a position vacant if a director fails to attend any four (4) consecutive meetings of the Board without being excused by the Chair.

Section 9. Quorum and Action. At any meeting of the Board, a majority of the directors in office immediately before the meeting begins shall constitute a quorum. If a quorum is present, action is taken by a majority vote of the directors present, except as otherwise provided by these bylaws or the articles of incorporation. A director is present as long as all Board members can hear or read the director's communications during the meeting or all of a director's communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

Section 10. Proxies. There shall be no voting by proxy.

Section 11. Regular Meetings. Regular meetings of the Board shall be held at a time and place as shall be determined by the Board. No other notice of the date, time, place, or purpose of these meetings is required.

Section 12. Special Meetings. Special meetings of the Board may be called by the Chair of the Board, by any two members of the Executive Committee, or by written notice filed with the Secretary of the Board by one-third (1/3) of the directors then in office. Notice of special meetings of the Board shall be delivered to each director personally, by telephone or by mail or by electronic mail or by fax, not less than two (2) business days prior to said special meeting. Notices of special meetings must contain the date, time, place and purpose of the meeting. Any director may at any time waive notice of any meeting. Except as provided in the next sentence, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 13. Alternative Meeting Venue. Any regular or special meeting of the Board may be held by telephone, telecommunications or electronic means, as long as all Board members can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. All participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director's participation in a meeting in accordance with this Section shall constitute the director's presence in person at such meeting for all purposes.

Section 14. No Salary. Directors shall not receive salaries for their Board services but may be reimbursed for authorized expenses related to Board service.

Section 15. Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all the directors take the action, each one signs a written consent describing the action taken and the contents are filed with the records of BCF. The action taken by consent is effective when the last director signs the consent, unless the consent specifies a different effective date. The corporation's Board may, without a meeting, use electronic mail or other electronic means to take action that the Board would otherwise take at a Board meeting. Every director must provide an email address. When taking an action via email, an announcement stating that the Board will take such action shall be circulated to all directors using the email provided for each director. That announcement must include a description of the matter requiring action and provide a deadline no less than 48 hours from the delivery of the announcement. Directors may change their mind at any time up until the deadline. An affirmative vote of the majority of the directors who hold office at the time the board of directors takes an action by means of electronic mail or by other electronic means is an act of the Board. The action will be recorded in BCF's records just as those actions taken at in-person Board meetings.

Article VI. Officers

Section 1. Titles. The officers of BCF shall consist of a Chair, Vice Chair, Treasurer, Secretary, and other such officers as the Board may appoint as specified in Article VI. Section 5. Except for the President/CEO, all officers of BCF shall be selected from the Board and must be members of the Board. The same individual may not serve simultaneously as the Chair, Secretary and Treasurer of BCF.

Section 2. Nomination and Election. Except for the President/CEO, all officers shall be nominated by the Governance Committee and shall be elected or re-elected at the next Board meeting by a majority vote of a quorum of the Board.

Section 3. Terms. Except for the President/CEO, all officers shall serve for a term of one year or until their successors are duly elected, except that no individual elected to the office of Chair, Vice Chair, or Secretary shall be elected to the same office for more than two consecutive terms. Terms of office begin immediately upon election.

Section 4. Vacancy. A vacancy in any office, except for the President/CEO, shall be filled by the Board as soon as practical at a regular meeting of the Board following the meeting at which the vacancy was reported. The Governance Committee shall nominate the candidate(s) for the vacancy.

Section 5. Other Officers. The Board may elect or appoint such other officers as it shall deem necessary or desirable. They shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by the Board.

Section 6. Removal/Resignation. Any director elected an officer by the Board may be removed from office by a vote of a majority of the Board then serving on the Board. Removal as an officer shall not necessarily mean removal as a Board member. Any officer of BCF may resign at any time by giving written notice to the Chair or the Secretary of BCF. The resignation of any director shall take effect upon receipt of notice thereof or as otherwise specified by the Board. The acceptance of such resignation shall not be necessary to make it effective.

Section 7. Chair. The Chair shall oversee the governance of BCF; shall preside at meetings of the Board and the Executive Committee; shall appoint the Chair of each committee except the Executive Committee and the Finance Committee; shall appoint each director to at least one committee; shall approve, after consultation with the Governance Committee, the appointment of any non-Board to a committee; shall coordinate the Board's employment, supervision, evaluation, and termination of the President/CEO; shall recommend to the Board for final approval the annual compensation of the President/CEO; shall counsel and advise the President/CEO; and shall see that all orders and resolutions of the Board are carried into effect. The Chair shall have any other powers and duties as may be prescribed from time to time by the Board. The Chair is an ex-officio member of all committees.

Section 8. Vice-Chair. In the absence of the Chair or in the event of her/his inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned by the Chair or by the Board.

Section 9. Secretary. The Secretary shall have overall responsibility for all record keeping of the Board. Under the direction and supervision of the Chair, the Secretary shall perform, or cause to be performed, the following duties:

- a. Official recording of the minutes of all proceedings of the Board meetings and actions;
- b. Official recording of the minutes of all proceedings of the Executive Committee meetings and actions;
- c. See all notices are given in accordance with the provisions of these bylaws and as required by law;

-
-
- d. Review revisions to the Articles of Incorporation as needed;
 - e. Preside at meetings of the Board in the absence of the Chair and Vice-Chair;
 - f. Retain all records relating to the hiring and performance review and termination of the President/CEO;
 - g. Retain the Board Policy Manual and ensure that it is up to date;
 - h. Keep accurate records of the names and addresses of the directors and the dates when they respectively became directors; and
 - i. Any other duties as may be prescribed by the Board.

Section 10. Treasurer. The Treasurer of the Board shall have overall responsibility for all corporate funds and shall preside at the meetings of the Finance Committee. The Treasurer shall perform, or cause to be performed, the following duties:

- a. Keeping of full and accurate accounts of all the financial records of BCF;
- b. The deposit of all monies and other valuable effects in the name and to the credit of BCF in such depositories as may be designated by the Board;
- c. The disbursement of all funds when proper to do so;
- d. Making financial reports as to the financial condition of BCF to the Board; and
- e. Any other duties as may be prescribed by the Board.

Article VII: Committees

Section 1. Standing Committees. Standing committees shall only be created or dissolved by the Board, as it sees fit. Standing committees shall have charters, which shall only be approved or amended by the Board. Standing committee charters shall designate each committee's purpose, responsibilities, membership and limitations. As of this date, BCF's standing committees include but are not limited to: the Executive Committee, Governance Committee, Finance Committee, Grants Committee and Development Committee. All standing committees shall be chaired by a director and shall have at least one additional director as a member; only directors shall serve on the Executive Committee and the Governance Committee.

Section 2. Other Committees. The Board may designate additional temporary, advisory, and support committees and may vest such committees with such powers and responsibilities as it sees fit. All committees shall report periodically to the Board.

Section 3. Committee Chairs. The Chair of the Board, in consultation with the Governance Committee and the President/CEO, shall appoint the chair of each committee except the Executive Committee and the Finance Committee. The Board Chair shall be the Chair of the Executive Committee and the Treasurer shall be the Chair of the Finance Committee. Committee chairs serve at the pleasure of the Board Chair.

Section 4. Committee Members. The Chair of the Board shall appoint the required number of directors to each committee, in consultation with the committee chair and the President/CEO. Except for the Executive Committee and the Governance Committee, committee chairs may recruit non-Board members to their committees, subject to the approval of the Chair in consultation with the Governance Committee.

Section 5. Quorum and Action. A quorum at a meeting of a committee shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the members present. A member is present so long as all members can hear or read each of the members' communications during the meeting or all of a member's communications during the meeting are immediately transmitted to each participating member, and each participating member is able to immediately send messages to all other participating members.

Section 6. Limitations on the Powers of Committees. No committee shall approve or recommend dissolution, merger or sale, pledge or transfer of all or substantially all of BCF's assets; elect, appoint, or remove directors or fill vacancies on the Board or any of its committees; or adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board. Except as provided above, committees comprised solely of board members may, to the extent delegated by the board to the committee pursuant to the committee's charter or by resolution of the board, exercise powers otherwise vested in the board.

Section 7. Resignation/Removal. Any committee member may resign at any time by delivering notice to BCF. A resignation is effective when the notice specifies unless the notice is made effective at a later date and BCF accepts the later effective date. The Chair of the Board may, with prior approval of the Board, remove any member of a committee at any time with or without cause.

Article VIII. President/CEO

The President/CEO shall be the chief executive officer of BCF. The President/CEO shall operate BCF under the directives of the Articles of Incorporation, these bylaws, and the governing policies, procedures, strategies and other directives approved by the Board. The Board may designate other titles for this position, in addition to or in lieu of President/CEO. The President/CEO shall not be a member of the Board and shall have no vote.

ARTICLE IX. Notice

Unless otherwise provided in these bylaws or BCF's Articles of Incorporation or applicable law, notice may be oral or written. Notice is effective only if communicated in comprehensible form. Oral notice is effective when communicated. Electronic notice in writing is effective at the earlier of: (1) When the notice is received; or (2) Two days after the notice is sent, if the notice is correctly addressed with the address provided by the director or member. Notice by mail or private carrier is effective at the earlier of: (1) Five days after the notice is deposited in the United States mail, if the notice is correctly addressed and has first class postage affixed; (2) On the date shown on the return receipt, if the notice is sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (3) On the date that the articles of incorporation or bylaws specify with respect to notice to members or directors.

Article X. Contracts, Loans, Checks and Deposits

Section 1. Contracts: The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of BCF, and such authority may be in general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of BCF and no evidences of indebtedness shall be issued in its name unless authorized in a resolution of the Board. 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, notes or other evidences of indebtedness issued in the name of BCF, shall be signed by such officer or officers, agent or agents of BCF and in such manner as shall from time to time be determined by resolution of the Board. Unless so authorized by the Board in writing, no other person shall have the power or authority to legally bind BCF.

Section 4. Deposits: All funds of BCF not otherwise employed shall be deposited from time to time to the credit of BCF in such federally insured banks, credit unions, trust companies, or other depositories as the Board may select.

Section 5. Investments: The funds of BCF shall be invested in such investments as the Board or any investment manager appointed by the Board may from time to time select, giving due regard to balancing the need to preserve principal, produce income and capital gain, and achieve long-term growth for BCF's assets.

Section 6. Expenses: The Board shall pay all expenses of BCF, including but not limited to custodian, investment management, and accounting fees and charges, first from income (if available), and if not, from assets.

ARTICLE XI. Fiscal Management

Section 1. Fiscal Year: The fiscal year of BCF shall be January 1 through December 31.

Section 2. Books and Records: BCF shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committees having any of the authority of the Board. All books and records of BCF may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time to the extent permitted by law and in accordance with Nonprofit Corporation Law.

Article XII. Corporate Indemnity

BCF will indemnify to the fullest extent not prohibited by law 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 or officer of BCF or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of BCF. No amendment to this Article that limits BCF's obligations 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. BCF shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification—substantively, procedurally, and otherwise

Article XIII. Amendment of Bylaws

These Bylaws may be amended or repealed, in whole or in part, and new bylaws adopted, by the Board by an affirmative vote of two-thirds of directors present at a regular or special meeting of the Board. Prior to the adoption of the amendment, each director shall be given at least ten (10) days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Benton Community Foundation, and that the foregoing Amendment to the Bylaws of the Benton Community Foundation were adopted at the meeting of the Board held on July 16, 2020.

DATED: ⁷⁻²⁸⁻____, 2020

Secretary

*Amendment approved by the Board of Directors on July 21, 2016.
Reviewed and approved by the Board of Directors on March 21, 2020.
Revised by the Board of Directors on July 16, 2020.
Scheduled for review in 2022.*