

Bylaws for Center for Transparent Analysis and Policy, an Oregon Non-Profit Corporation

Article I: Purpose

This corporation shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation 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 (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

This corporation's primary purpose shall be to advance the development, understanding, and adoption of transparent public policy.

Article II: Nonmembership

This corporation shall have no members as that term is defined by Oregon Revised Statutes Chapter 65, but shall have members for other purposes. These members shall have none of the rights or duties described in ORS Chapter 65 (or any corresponding future statute).

Article III: Board of Directors

Section 1: Duties

The affairs of the corporation shall be managed by the Board of Directors.

Section 2: Number

The number of Directors shall be three.

Section 3: Term and Election

The term of office for Directors shall be one year. A Director may be reelected without limitation on the number of terms s/he may serve. The Board shall elect its own members, except that a Director shall not vote on that member's own position.

Section 4: Removal

Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

Section 5: Vacancies

Vacancies on the Board of Directors and newly created Board positions shall be filled by a majority vote of the Directors then on the Board of Directors.

Section 6: Quorum and Action

A quorum at a Board meeting shall be a majority of the number of Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the Directors present, except as otherwise provided by these Bylaws. Where the law requires a majority vote of the Directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 7: Regular Meetings

Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

Section 8: Special Meetings

Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail or by email not less than two days prior to the special meeting.

Section 9: Meeting by Telecommunication or Computer

Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications or electronic means, as long as all Directors 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.

Section 10: Action by Consent

Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a Director with the intent to sign.

Article IV: Committees

Section 1: Executive Committee

The Board of Directors may elect an Executive Committee. The Executive Committee shall have the authority to make on-going decisions between Board meetings and shall have the authority to make financial and budgetary decisions.

Section 2: Other Committees

The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors or may be advisory committees.

Section 3: Composition of Committees Exercising Board Authority

Any committee that exercises any authority of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of all Directors in office at that time.

Section 4: Quorum and Action

A quorum at a Committee meeting exercising Board authority 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 Directors present.

Section 5: Limitations on the Powers of Committees

No committee may authorize payment of a dividend of any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

Article V: Officers

Section 1: Titles and Qualifications

The officers of this corporation shall be the President, Secretary, and Treasurer. All officers of this corporation must be members of the Board of Directors.

Section 2: Election

The Board of Directors shall elect the officers to serve one year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 3: Vacancy

A vacancy in any office shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4: Other Officers

The Board of Directors may elect or appoint other officers, agents, and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5: President

The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 6: Secretary

The Secretary shall have overall responsibility for all recordkeeping.

Section 7: Treasurer

The Treasurer shall have the overall responsibility for all corporate funds.

Article VI: Corporate Indemnity

This corporation 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, 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. 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. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification — substantively, procedurally, and otherwise.

Article VII: Amendments to Bylaws

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a majority vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two 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.

Adoption

DATE ADOPTED: August 21, 2020