

DRAFT

ARTICLE I. NAME

Section 1. The name of this Corporation is Fair Oregon Utility Rates (FOUR) for Small Business. 1

ARTICLE II. PRINCIPAL OFFICE

Section 1. The registered office for the transaction of the business of this Corporation is in the state of Oregon. The Board of Directors may, at any time, change the location of the registered office within Oregon. 2

ARTICLE III. PURPOSE

Section 1. This corporation is organized exclusively for charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. No part of the net income or assets of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles of incorporation.

Section 3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. This Corporation holds its primary purposes to include increasing the presence of small business utility customers before regulatory bodies, uplift the interests of small business utility customers, advocate for fair and reasonable utility rates and terms of service for Oregon's small business and educate small business customers, utilities, and the government on the energy

1 ORS 65.094

2 ORS 65.00136(a) & (b)

and water behavior and needs of small businesses. 3

ARTICLE IV. BOARD OF DIRECTORS

- Section 1. General duties of the Board: The business and affairs of this Corporation shall be governed by its Board of Directors. The Board shall exercise all corporate powers and shall have the power to make decisions in the best interests of the Corporation, including financial, budgetary and policy decisions. The board may, by resolution, place limits on the authority and responsibilities of the advisory committee. 4
- Section 2. Qualifications of Directors: Membership on the Board of Directors shall be open to all persons with a demonstrated commitment to advancing the interests of small businesses and will not be restricted on the basis of race, color, religion, age, national origin, gender, disability, sexual orientation or other legally protected class. The Board of Directors shall strive to select a slate of candidates that is broadly representative of the small business customer class. 5
- Section 3. Number of Directors: The number of directors of this Corporation shall consist of no less than three (3) and no more than nine (9) directors. 6
- Section 4. Nomination, Election: The Board of Directors shall be responsible for identifying prospective candidates to the board, staff, and advisory committee, and shall solicit nominations generally from those interested in the work of the corporation. The Board will review and approve candidates. 7
- Section 5. Terms: Board of Directors serve two-year terms and may be elected to successive terms of office. 8
- Section 6. Removal and Resignation of Directors: Any director may be removed, with or without cause, by a vote of two-thirds of the

3 ORS 65.074

4 ORS 65.301

5 ORS 65.304

6 ORS 65.307

7 ORS 65.311

8 ORS 65.314

directors then in office. 9 A director may resign only by a signed written resignation. 10

Section 7. Vacancies: Vacancies on the Board of Directors shall be filled by an affirmative majority vote by the sitting board. The successor director shall serve for the unexpired term of the predecessor and, at the conclusion of the unexpired term, begin their two-year term. 11

Section 8. Quorum: A majority of Board of Directors must be present to constitute a quorum and vote on a proposed action. If a quorum is present, action is taken by a majority vote of the directors present. Where the law or these bylaws requires a majority vote of the directors in office, such action is taken by that majority as required. 12

Section 9. No Proxy Voting: Proxy Voting is not allowed. 13

Section 10. Notice: Notice of regular [14] or special meetings [15] will be given to the Board of Directors at least two (2) days in advance either by telephone, email, or in-person. If delivered by first class mail or fax, notice must be given no less than seven (7) days in advance. Notice must state the time, date, and location of the meeting. The board or the president may change the dates of regularly scheduled meetings, with proper notice given to all directors.

Section 11. Waiver of Notice: Any director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing and signed by the person entitled to notice. Waivers may be signed before or after the meeting has taken place. The attendance of a director at any meeting without specific objection to the notice constitutes a waiver of the right to receive full notice of that meeting.

9 ORS 65.324

10 ORS 65.321

11 ORS 65.334

12 ORS 65.341

13 ORS 65.341(3)

14 ORS 65.344(1)

15 ORS 65.344(2) & (3)

- Section 12. Meeting Venue: Any regular or special meetings of the Board of Directors may be held by telephone, telecommunications, or electronic means. Any individual director participating in a regular or special meeting by telephone, video conferencing, internet-based communication or other similar method is deemed present for purposes of a quorum and for voting. 16
- Section 13. Compensation: No Board Director shall receive any compensation for fulfilling the responsibilities of a member or officer of the board as defined in these bylaws but may be reimbursed for authorized expenses related to Board service. The corporation may compensate officers and members of the board of directors for other services performed as independent contractors as long as the required rules for conflicts of interest are followed. Employees shall not serve as directors on the board. 17
- Section 14. Action by Consent: Any action required or permitted to be taken at a Board meeting may be taken without a meeting if written consent setting forth the action is signed by all the directors. 18

ARTICLE V.

OFFICERS AND STAFF

- Section 1. Officers: The officers of this Corporation must include a President, Treasurer, and Secretary. One person cannot hold all three offices. The board of directors may appoint other officers as allowed by the bylaws or articles of incorporation. 19
- Section 2. Nomination and Election: All officers of the corporation shall be nominated by a Board of Director and elected by a majority vote of the Board of Directors at the first Board meeting following the Annual Meeting. All officers are members of the Board of Directors. 20
- Section 3. Removal: Any person elected or appointed by the Board of directors may be removed from office by a vote of a majority of the Board members then serving on the Board without cause. 21

16 ORS 65.343

17 ORS 65.335

18 ORS 65.341

19 ORS 65.371

20 ORS 65.371(1)

21 ORS 65.381

Section 4. President: The President of the corporation presides over the board meeting, may receive a written notice of resignation or removal, and must perform required duties defined under law.

Section 5. Secretary: The Secretary of the corporation must perform required duties defined under ORS 65.001(42) or its corresponding future provisions.

Section 6. Treasurer: The Treasurer of the corporation shall manage finances and must perform required duties defined under law.

Section 7. Contractors and Staff: At any time the board may contract experts or enter into contracts with other staff.

ARTICLE VI. COMMITTEES [22]

Section 1. The Board of directors shall appoint and direct committees by majority vote of all sitting directors and consistent with ORS 65.345 or its corresponding future provisions.

ARTICLE VII. CORPORATE INDEMNITY

Section 1. 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 or officer of this Corporation 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 this Corporation. No amendment to this Article that limits this Corporation'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. The personal liability of each member of the board of directors and each uncompensated officer of the corporation, for monetary or other damages, for conduct as a director or officer shall be eliminated to the fullest extent--- substantively, procedurally, and otherwise permitted by current or future Oregon law or federal law. 23

ARTICLE VIII. AMENDMENTS

22 ORS 65.354(2)(a)

23 ORS 65.387, 65.391, 65.394, 65.397, 65.401, 65.404, 65.407, 65.411, 65.414

Section 1. Bylaws: Only the board of directors is authorized to amend or repeal these bylaws. New bylaws may be adopted by an affirmative majority vote of the directors present. Each director shall be given notice of the meeting at which the proposed amendment is to be considered at least ten (10) days in advance. Notice shall state the date, time, place of the meeting, include a copy of the proposed amendment, and must also state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws. 24