

CENTRAL POINT PARKS & RECREATION FOUNDATION, INC.
BYLAWS
(Bylaws Approved July 23, 2025)

ARTICLE I

Purpose and Members

1. PURPOSE

The purpose of the Central Point Parks & Recreation Foundation, Inc. (hereinafter, “the Foundation”) is to acquire assets through grants, donations and fund-raising, to be used to improve public parks and for recreational purposes, as well as the general well-being of all citizens, within the City of Central Point (hereinafter, “the City”).

2. MEMBERS

The Foundation shall have no member in the legal sense. However, the Foundation may designate participants in the purposes of the Foundation as “members” or by any other title, but they shall not have the status of rights of legal members.

ARTICLE II

Board of Directors

3. AUTHORITY

The Board of Directors shall manage the business and affairs of the Foundation.

4. QUALIFICATIONS

Board members must have demonstrated an interest in parks and recreation and be committed to working in cooperation with representatives of other agencies, as well as the staff, to create a successful foundation. They must have specific experience and/or knowledge to meet a board need (e.g., administration, finance, personnel, program development, evaluation, law, fund-raising, public relations, communications, or community representation.) They must have available time to commit.

5. BOARD MEMBERSHIP

There shall be no fewer than four and no more than seven Directors of this Foundation. No more than two (members of the Central Point Parks Commission can be concurrent members of both the Foundation and Park Commission Boards. Commission members that are not appointed to the Foundation Board may however participate on committees. In addition, the Finance Director or duly appointed Finance staff of the City of Central Point, the Director/ Manager and Recreation Supervisor of the Parks and Recreation Department of Central Point and City Council Liaison shall serve on the Board as ex officio members without the right to vote.

6. ELECTION & TERM OF OFFICE

New Directors shall be voted in by the current Directors. The term of office for the Directors shall be two years. A director whose term of office is expiring is eligible to be considered by the current Directors to serve a successive term.

7. BOARD AUTHORITY TO CREATE COMMITTEES

The Board may create standing or ad hoc committees or advisory committees to promote the purposes of the Foundation. Members of these committees need not be members of the Board. Each authorized committee shall include at least one Board member.

8. STANDING COMMITTEES OF THE BOARD

The Board may establish an Executive Committee, comprised of the Officers of the Board. This Executive Committee shall be authorized to make interim decisions required to be made between full Board meetings. Those decisions required to be made by the Executive Committee shall be reviewed at the next scheduled full Board meeting.

The Board may establish a Finance Committee that will include the Treasurer. The Finance Committee shall oversee the disbursement of operating funds, compliance with the Foundation's budget, and other ongoing financial concerns of the Foundation. Treasurer shall report at each full Board meeting.

Standing Committees established by the Board may include the following: a nominating committee, volunteer committee, event committee, and a cemetery improvement committee.

9. REMOVAL

Should a Director demonstrate a cause or conduct inconsistent with the purposes of the Foundation, such cause of conduct shall constitute grounds for a) mediation of the conflict; or b) removal by the Board of Directors. Cause may include removal due to unexcused board meeting absences.

The appropriate step to be taken shall be decided by the Board of Directors. Mediation shall be taken if a majority of a quorum of the Board so agrees. Removal shall not be decided unless two thirds of the Board members present vote to do so, at a meeting of which notice of both the meeting and the issue of removal have been properly sent out in writing to all Directors 14 days before such a meeting.

10. COMPENSATION

The Directors shall receive no compensation for their services as such. This provision, however, is not intended to prohibit any payment or reimbursement to a Director for expenses directly and reasonably incurred in connection with attendance at meetings or other necessary business of the Foundation.

11. Conflicts of Interest

All Directors, Officers, and Committee members shall scrupulously maintain a wall of separation between their own respective individual interests and the purpose and goals of the Foundation.

12. ANNUAL MEETINGS OF DIRECTORS

The Board of Directors shall meet annually for the purpose of organization, appointment of Directors, appointment of Officers, and for the transaction of other business. The annual meeting shall be held, at a time and date to be determined by the Directors at least 30 days prior to the meeting date.

13. REGULAR MEETINGS OF DIRECTORS

The Board of Directors shall meet from time to time as determined by the Board to conduct the business of the Foundation. In no event shall the Board meet less than once every four months.

14. SPECIAL MEETINGS

Special meetings of the Board for any purpose may be called at any time by the Chairperson or by any three Directors. As used herein, the term “special meeting” shall include a meeting in which is conducted through the facilities of a telephone conference call where each participant, wherever physically located, is continuously capable of hearing, and being heard by, all others participating in the conference call.

Notice of the time and place and nature of such special meeting shall be communicated to each Director personally, by mail or electronic mail sent at least 3 days prior to any such meeting.

The transactions of any meeting of the Board however called and noticed and whenever paid, shall be as though it were at a meeting duly held after regular call and notice, if a quorum is present or if either before or after the meeting each Director not present signs a written waiver of notice or a consent to hold such meeting or an approval of the minutes thereof. All waivers, consents or approvals shall be filed with the Foundation record and made a part of the minutes of the meeting.

Action of the Board may be taken without a meeting, provided that all of the Directors shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the Board, and the action taken shall have the same force and effect as a unanimous vote of the Directors.

15. EMAIL VOTING

In circumstances where it is impractical to convene a physical or virtual meeting, the Board may act via email. For a vote conducted via email to be valid, the following conditions must be met:

- a. The motion must be distributed to all Board members via their designated email addresses with a clearly stated deadline for response, no less than 48 hours from the time of distribution.
- b. A quorum of Board members must respond to the email vote within the deadline for the vote to be considered valid.
- c. The action shall be approved if a majority of those responding vote in favor, unless a greater proportion is required by these Bylaws for specific actions.
- d. All votes must be submitted in writing via email and shall be retained in Foundation records, either printed or stored electronically, and entered into the minutes of the next regular Board meeting.
- e. Votes by email shall be treated as official actions of the Board and shall have the same force and effect as votes taken at a duly called meeting.

16. QUORUM

A quorum shall consist of a majority (more than half) of the current Board members, but never fewer than three. In the absence of a quorum, the Board shall transact no business except as otherwise provided in these by-laws.

17. DECISION MAKING

To help ensure that decisions reflect the views of the group as a whole, consensus-based decision making will be used for building agreement before a vote on any matter is taken. All decisions shall require a simple majority of the directors present. All decisions shall be made by a majority vote of those Board members present.

18. LIABILITY

No officer, director, staff member or volunteer participant of the Foundation now or hereafter elected shall be personally liable for any indebtedness, liability or obligation of the Foundation, and any and all creditors shall look only to the assets or security of the Foundation for payment, except as provided in OR 65.367. The liability of Directors and of the Foundation is further limited by OR 65.369.

ARTICLE III

Officers

19. APPOINTMENT

The Officers of this Foundation shall be a Chairperson, Vice-Chairperson, Secretary, Treasurer Executive Officer and Associate Executive Officer. When the duties do not conflict, one person, other than the Chairperson, may hold more than one of these offices. The Executive Officer shall be the Director of the Central Point Parks and

Recreation Department and the Associate Executive Officer shall be designated by the Director of the Central Point Parks and Recreation Department.

20. ELECTION

The Board shall elect by majority vote of a quorum, all of the officers of the Foundation from Board members. Officers shall remain in office one year. Terms are renewable.

21. VACANCIES

A vacancy in any office because of resignation, removal, death, disqualification or otherwise shall be filled by appointment by a majority of the remaining Board members.

22. CHAIRPERSON

The Chairperson shall facilitate or provide for the facilitation of all Board meetings, work with Parks & Recreation Department in representing the organization to the community. Chairperson. The Chairperson shall have such other duties as may be prescribed from time to time by the Board.

23. VICE-CHAIRPERSON

In the absence or disability of the Chairperson, the Vice-Chairperson shall perform all the duties of the Chairperson, and in so acting shall have all the powers of the Chairperson. The Vice-Chairperson shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

24. SECRETARY

The Secretary shall keep a full and complete record of the proceedings of the Board and the meetings of the Officers, , shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the Foundation, and shall discharge such other duties as may be prescribed from time to time by the Board.

25. TREASURER

The City's Finance Director or duly appointed staff member shall have the customary duties and powers as pertain to the office of Treasurer. As such, the Finance Director or duly appointed staff member shall have charge and custody of all funds.

The Finance Director or duly appointed staff member shall submit written reports to the Board at each regular Board meeting which summarizes the financial situation of the Foundation in accord with standard accounting reporting methodology, summarizing those activities and services performed by or for the Foundation.

ARTICLE IV
Amendment and Dissolution

26. AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed or new bylaws adopted by a two-thirds vote of a quorum for amendment or repeal at a meeting of the Board duly called with at least 14 days prior written notice of proposed changes to the Bylaws. Amendments to the Articles of Incorporation may be accomplished in the same manner.

27. DISSOLUTION

This Foundation may be dissolved by a two-thirds vote of the Board members present for dissolution, at a Board meeting duly called with at least 14 days prior written notice having been sent of both the meeting and the issue of dissolution. Dissolution, if any, shall be conducted in conformance with all provisions of Articles of Incorporation.

28. TYPES OF DISPUTES

The Board shall from time to time decide the type of disputes on which to expend the Foundation's resources, which may or may not be fee generating and which may be either community based or private.

29. SERVICES

The Board may from time to time extend or limit services in accordance with the Foundation's purposes and resources.

30. FISCAL YEAR

The Fiscal year of the Foundation shall end on June 30 of each year.

31. EXECUTION OF CHECKS, ETC.

The Board shall be authorized to make decisions pertaining to the expenditure of Foundation funds. Expenditures shall be decided by a majority vote of a quorum. The Executive Officer, Associate Executive Officer and Treasurer shall have the authority to sign checks and make financial decisions pursuant to an operating budget approved by the Board of Directors.

Chairperson

Vice-Chairperson

Central Point Parks and Recreation Foundation
Central Point Cemetery Improvement Committee
Role and Responsibilities
Approved April 26, 2023

Purpose: The purpose of Central Point Parks and Recreation Foundation - Central Point Cemetery Improvement Committee is as follows:

1. The Cemetery Improvement Committee will be a standing committee of the Central Point Parks and Recreation Foundation.
2. The committee's primary charge is to fundraise for the Central Point Cemetery among private donors for improvement projects that are approved in the Central Point Cemetery Master Plan. The committee may also make recommendations for other improvements to the Central Point Cemetery to be included in the Cemetery Master Plan, subject to approval by the Parks and Recreation Committee and Central Point City Council.
3. All funds raised by this committee will be held by the Central Point Parks and Recreation Foundation, a 501(c)(3) organization, in a restricted fund to be utilized for maintenance or improvement of the Cemetery and/or restricted to approved projects for which it was donated.
4. This Cemetery Improvement Committee will only be advisory to the foundation. The foundation board will review and make a recommendation to the Parks and Recreation Commission and City Council for final approval.

Membership of the Cemetery Improvement Committee will be as follows:

A minimum of 3 and maximum of 7 voting members to be selected through an open well-publicized public process and formally appointed by the Foundation Board. At least 51% of the members shall be residents of Central Point;

The Cemetery Manager who shall serve as staff support to the committee and may take part in discussions but shall have no right to vote;

A member of the Foundation Board who shall serve as a non-voting liaison to the committee and may take part in discussions but shall have no right to vote.

Term of office: each term is 3-years; members may serve more than one term.

Meetings:

Committee meetings will be held as needed but not less than twice each year. City of Central Point will provide staff support for the committee.