

**BYLAWS**  
**OF**  
**OREGON COUNCIL ON PROBLEM GAMBLING**  
**(hereinafter, the "Corporation")**

**ARTICLE I**

**PURPOSE OF CORPORATION**

The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501 (C) (3) of the Internal Revenue Code. In order to accomplish the above purposes of the Corporation, and subject to any limitations in the Articles of Incorporation, these Bylaws or the Oregon Nonprofit Corporations Act, the Corporation may exercise such powers as are necessary to achieve its purposes, including the power to solicit and receive donations, bequests and devises, and to contract for services for such charitable purposes.

**ARTICLE II**

**BOARD OF DIRECTORS**

2.1 Powers. Subject to the provisions of the Oregon Nonprofit Corporation Act and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

2.2 Number, Term and Qualification. The number of Directors of the Corporation shall be at least three and no more than fourteen. Within this range, the initial number of Directors shall be nine, and the number of Directors shall otherwise be determined from time to time by the Board of Directors. Directors shall be nominated by an existing Director and elected by majority vote of the existing Directors at each annual meeting of the Directors. An existing Director may nominate him or herself for the position of Director and may vote in his or her own election. The term of a Director shall expire at the next annual meeting of Directors after his or her term has expired. The terms of office of the Directors shall be three (3) years. Directors may serve a maximum of two consecutive three (3) year terms.

2.3 Regular Meetings. A regular meeting of the Board of Directors shall be held in January, unless a different date or time is fixed by the Board of Directors and stated in the notice of the meeting. The regular meeting shall take place at a place in or outside the State of Oregon, as designated by the Board of Directors. Remote participation in a meeting, via conference

call/online means, shall constitute presence of the Director at the meeting. Directors, standing for election, shall be elected at each regular meeting and any other proper business may be transacted. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings in or out of Oregon without notice other than the resolution.

2.4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair of the Corporation or any one Director. The person or persons authorized to call special meetings of the Board of Directors may fix any place in or out of Oregon as the place for holding any special meeting of the Board of Directors, including internet, telephone, or other electronic means permitted under the laws of the State of Oregon.

2.5 Notice. Notice of the date, time and place of any special meeting of the Board of Directors shall be given at least 24 hours prior to the meeting by notice communicated in person, by telephone, email or other wireless communication, postal mail or private carrier. If written, notice shall be effective at the earliest of (a) when received, (b) three days after its deposit in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed, or (c) on the date shown on the return receipt if sent by registered or certified mail, return receipt requested and the receipt is signed by or on behalf of the addressee. Notice by all other means shall be deemed effective when received by or on behalf of the Director. Notice of any regular or special meeting need not describe the purposes of the meeting unless required by law or the Articles of Incorporation.

2.6 Waiver of Notice. A Director may at any time waive any notice required by law, these Bylaws or the Articles of Incorporation. Except as set forth below, the waiver must be in writing, be signed by the Director entitled to the notice, specify the meeting for which notice is waived and be filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

2.7 Quorum. One-third of the number of Directors fixed in accordance with Section 2.2 of these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

2.8 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a different number is provided by law, the Articles of Incorporation or these Bylaws. The act of a majority of the Directors present at any meeting, at which a quorum is present, either in person or by electronic and/or voice communication, shall be the act of the Board of Directors.

2.9 Meetings by Telephonic or Electronic Means. Directors may participate in a regular or special meeting by, or conduct the meeting through, use of any means of

communications by which all Directors participating may simultaneously participate with each other during the meeting. Participation in a meeting by this means shall constitute presence in person at the meeting.

2.10 Action without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and without prior notice if a written consent, setting forth the action so taken, is signed by all of the Directors. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. An electronic transmission consent to an action to be taken and transmitted by a Director shall be deemed to be written, signed and dated for the purposes of this section, provided that any such electronic transmission sets forth or is delivered with information from which the corporation can determine (i) that the electronic transmission was transmitted by Director and (ii) the date on which such Director or authorized person or persons transmitted such electronic transmission. The date on which such electronic transmission is transmitted shall be deemed to be the date on which the consent was signed.

2.11 Vacancies. Any vacancy on the Board of Directors, including a vacancy resulting from an increase in the number of Directors shall be filled by the Board of Directors, the remaining Directors if less than a quorum (by vote of a majority thereof) or by a sole remaining Director. A vacancy that will occur at a specified later date, by reason of resignation or otherwise, may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs. The initial term for those filling a vacancy shall be that of the vacating Director and then eligible to serve two (2) consecutive three (3) year terms.

2.12 Compensation. Directors, as such, shall not receive any stated salary for their services, but, by resolution of the Board of Directors, a fixed sum and expense attendance or reimbursement of reasonable and necessary expenses of Directors, in pursuing the purposes of the Corporation, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors; provided however that nothing herein contained shall be construed to preclude any Director from serving the Corporation in another capacity and receiving compensation for such service, and provided further that no compensation or reimbursement of expenses may be made if such compensation or reimbursement would violate the provisions of §501(c)(3) of the IRC or the implementing regulations thereof.

2.13 Presumption of Assent. A Director who is present at a meeting of the Board of Directors shall be deemed to have assented to the action taken at the meeting unless (a) the Director's dissent or abstention from the action is entered in the minutes of the meeting, (b) the Director delivers a written notice of dissent or abstention to the action to the presiding officer of the meeting before any adjournment or to the Corporation immediately after the adjournment of the meeting, or (c) the Director objects at the beginning of the meeting or promptly upon the Director's arrival to the holding of the meeting or transacting business at the meeting. The right to dissent or abstain is not available to a Director who voted in favor of the action.

2.14 Removal. The Board of Directors may remove one or more Directors for cause only.

2.14.1 A Director may be removed by the Board if more than 50% of the regularly scheduled meetings during the fiscal year are missed.

2.15 Resignation. Any Director may resign by delivering written notice to the Board of Directors or the Corporation. Unless the notice specifies a later effective date, the resignation notice shall be effective at the earliest of (a) receipt, (b) five days after its deposit in the United States mails, if mailed postpaid and correctly addressed, or (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by the addressee. Once delivered, a resignation notice is irrevocable unless revocation is permitted by the Board of Directors.

2.16 Power of Directors. The following powers are reserved exclusively to the Directors of the Corporation and no attempted exercise of such powers by anyone other than the Directors shall be valid or of any force or effect whatsoever. Those powers are:

2.16.1 To determine the policies of the Corporation, and require the implementation of programs consistent with those policies.

2.16.2 To exercise general management and control of the ordinary business and affairs of the Corporation.

2.16.3 To grant prior approval to any contract or grant which by intent seeks to realign established program priorities.

2.16.4 To approve the entrance into any contracts, letters of intent, or any other evidence of mutual or joint undertaking, commitments or obligations between the Corporation and any person, partnership, corporation, or other entity.

2.16.5 To enter into contracts in the name of the Corporation.

2.16.6 To have the ultimate responsibility for the development of annual capital and operating budgets for the Corporation.

2.16.7 To adopt policies and procedures for the proper management of the operational affairs of the Corporation.

2.16.8 To receive gifts and grants in the name of the corporation.

2.16.9 To appoint and charge appropriate committees.

- 2.16.10 To make certain that all necessary and proper insurance is maintained for the Corporation.
- 2.16.11 To approve, disapprove, or modify the annual capital and operating budgets of the Corporation submitted by the Executive Director.
- 2.16.12 To ensure an annual financial review and audit of the Corporation's operations.
- 2.16.13 To provide for the creation, development and professional enhancement of gambling addiction treatment programs statewide sufficient to meet identified needs and consistent with the policies and purposes of the Corporation.
- 2.17 Committees of the Board of Directors Committees of the Board of Directors may be created by the Board of Directors as it may deem necessary to carry on the work of the Corporation. The Chair of the Board shall appoint Directors to chair all committees. Members of committees shall be appointed by the Chair of the Board. Members of committees of the Board need not be Directors, although a majority of members on each committee must be Directors.
- 2.17.1 Quorum A majority of members of a committee shall constitute a quorum.
- 2.17.2 Committee Meetings Each committee shall meet at the request of its chair.

## ARTICLE III

### OFFICERS

3.1 Appointment. The Board of Directors at its first meeting following its election each year shall elect a Chair, Secretary and Treasurer. At this meeting, or at any other time, the Board of Directors may appoint one of its members as Chair of the Board. The Board of Directors may appoint any other officers, assistant officers and agents. Any two or more offices may be held by the same person.

3.2 Compensation. The Corporation may reimburse its officers for reasonable and necessary expenses as determined from time to time by the Board of Directors provided, however, that no such compensation or reimbursement may be made which would violate the provisions of §501(c)(3) or its implementing regulations.

3.3 Term. The term of office of all officers commences upon their appointment and continues until their successors are appointed or until their resignation or removal.

3.4 Removal. Any officer or agent appointed by the Board of Directors may be removed by a unanimous vote of the Board of Directors at any time with or without cause, unless otherwise provided by an agreement of employment to which the officer or agent is a party.

3.5 Chair of the Board. The Chair of the Board, shall preside at all meetings of the Board of Directors and shall perform any duties and responsibilities prescribed from time to time by the Board of Directors.

3.6 Chair of the Corporation. The Chair of the Corporation shall be the chief executive officer of the Corporation. The Chair of the Corporation shall be empowered to sign, with any other proper officer, any contracts, leases involving property not owned by the Corporation, and other instruments which may be lawfully executed on behalf of the Corporation, except where the signing and executing thereof shall be delegated by the Board of Directors to some other officer or agent.

3.7 Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors and shall give all notices required of the Board of Directors by law and these Bylaws. The Secretary shall have general charge of the books, records, and seal of the Corporation, and shall affix the corporate seal to any lawfully executed instrument on which it is required. He or she shall sign such instruments as may require signature, and perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Chair of the Corporation or by the Board of Directors.

3.8 Treasurer. The Treasurer shall have oversight of all funds and securities belonging to the Corporation. The Treasurer shall require that full, accurate accounts of the finances of the Corporation be kept in records especially provided for that purpose, and each year shall cause a true statement, in reasonable detail, of its assets and liabilities as of the close of each fiscal year and of the results of its operations for such fiscal year to be made and presented to the Board of Directors. The Treasurer shall cause the books and records of the Corporation to be audited and reviewed annually by a certified public accountant.

## ARTICLE IV

### ADMINISTRATIVE PROCESSES

4.1 Executive Director. The Board of Directors may appoint an Executive Director of the Oregon Council on Problem Gambling. The Board of Directors may fix the compensation of the Executive Director and provide for reimbursement of the reasonable and necessary expenses

of the Executive Director in a manner consistent with §501(c)(3) of the IRC and its implementing regulations.

4.2 Duties of the Executive Director The Executive Director shall:

- 4.2.1 Be directly accountable to the Chair of the Corporation and the Board of Directors for the operations of the Corporation;
- 4.2.2 Implement the operational policies determined by the Board of Directors;
- 4.2.3 Direct Corporate activities;
- 4.2.4 Assist in the preparation of the budgets and reports of the Corporation;
- 4.2.5 Keep the Board of Directors informed of the operations and programs of the Corporation.
- 4.2.6 Subject to the limitations of these Bylaws, act as the representative of the Corporation;
- 4.2.7 Sign, with the authorization of the Board of Directors, all checks, program contracts, purchase of service contracts, proposals, applications, government forms, and other documents necessary and appropriate to the implementation of the policies and programs of the Corporation as set forth in the Bylaws or otherwise stated from time to time by the Board of Directors;
- 4.2.8 Assist the Secretary of the Board of Directors to keep accurate records of the acts and proceedings of all meetings of the Board of Directors and to give required notices; and
- 4.2.9 Perform such other duties, and hold such other offices as shall be delegated by the board of Directors.

4.3 Contract Service In addition or in the alternative to appointing an Executive Director, the Board of Directors may contract with a third party of its choosing to provide all or any part of the Duties of the Executive Director, as provided in Section 4.2 above, in addition to such other services as the Board of Directors may deem appropriate.

## ARTICLE V

### INDEMNIFICATION

5.1 The Corporation shall indemnify any person who was or is a party or is threatened with being made a party of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals by reason of the fact that said person is or was a Director or officer of the Corporation, against expenses (including attorney's fees), judgments, decrees, fines, penalties and amount paid in settlement actually and reasonably incurred by said person in connection with such action, suit or proceedings if the conduct of said person was in good faith and said person reasonably believed that his or her conduct was in the best interest of the Corporation or at least not opposed to its best interests, and with respect to any criminal action or proceeding, the person had no reasonable cause to believe his or her conduct was unlawful.

5.2 The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in the manner which said person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, that said person had reasonable cause to believe that his or her conduct unlawful.

5.3 To the extent that a Director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 5.1 or in defense of any claim, issue or matter therein, said Director or officer shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by said Director or officer in connection therewith.

5.4 Unless indemnification is ordered by a court having jurisdiction therein, any indemnification shall be made by the Corporation only as authorized in the specific case upon determination that indemnification of the Director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 5.1. Such determination shall be made: (a) By the Board of Directors on a majority vote of a quorum consisting of Directors who are not party to the action, suit or proceedings, or (b) If such a quorum is not obtainable, or even if obtainable, if majority of such quorum of disinterested Directors so directs, by independent legal counsel (compensated by the Corporation) in a written opinion.

5.5 Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals) or threats thereof, may be paid by the Corporation in advance of final disposition of such action, suit or proceeding as authorized in Section 5.4 upon receipt of an undertaking by or on behalf of the Director or officer to repay such expenses unless it shall ultimately be determined that said person is entitled to indemnified by the Corporation.

5.6 The indemnification provided by this Article shall not be deemed exclusive of or in any way limit any other rights to which any person indemnified may be or may become entitled



as a matter of law, by Articles of Incorporation, Bylaws, regulations, agreements, insurance or vote of disinterested Directors or otherwise, with respect to action in said person's official capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators or such a person.

5.7 If any part of this Article shall be found, in any action, suit or proceeding, to be invalid or ineffective, the validity and effect of the remaining parts shall not be affected.

## ARTICLE VI

### PERSONAL LIABILITY OF DIRECTORS

6.1 A Director of the Corporation shall not be personally liable for monetary damages for any action taken or failure to take any action unless it is determined by a court (or if courts ultimately hold that such determination is to be made by the Board of Directors of the Corporation) that the Director is liable for such action or inaction pursuant to Section 65.369 of the Oregon Nonprofit Corporation Act; provided, however, that the foregoing provision shall not eliminate or limit the liability of the Director (i) for any responsibility or liability of such Director to any criminal statute, or (ii) for any liability of such Director pursuant to local, state or federal law. Any repeal or modification of this Article VI shall be prospective only and shall not adversely affect any limitation on the personal liability of a Director existing at the time of such repeal or modification.

## ARTICLE VII

### CONTRACTS, LOANS, CHECKS AND OTHER INSTRUMENTS

7.1 Contracts. Except as otherwise provided by law, the Board of Directors may authorize any officers or agents to execute and deliver any contract or other instrument in the name of and on behalf of the Corporation, and this authority may be general or confined in specific instances.

7.2 Loans. The Corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. This authority may be general or confined to specific instances.

7.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money and notes or other evidence of indebtedness issued in the name of the Corporation shall be signed

in the manner and by the officers or agents of the Corporation designated by the Board of Directors.

7.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in those banks, trust companies or other depositories as the Board of Directors or officers of the Corporation designated by the Board of Directors select, or be invested as authorized by the Board of Directors.

## ARTICLE VIII

### GENERAL PROVISIONS

8.1 Severability. A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

8.2 Amendments. These Bylaws may be amended or repealed and new Bylaws may be adopted by the Board of Directors of the Corporation.

8.3 Fiscal Year. The Corporation's fiscal year end shall be June 30.

ADOPTED: September 22, 2016

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Jeffery J. Marotta, PhD, Secretary

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Date