

**BYLAWS OF
OREGON FAIRS FOUNDATION, INC.**
(An Oregon Nonprofit Corporation)

The name of this Corporation is "**OREGON FAIRS FOUNDATION, INC.**" hereinafter called "the Corporation."

ARTICLE I.

MISSION STATEMENT

The mission of the Oregon Fairs Foundation is to strengthen Oregon communities, to bring together families within those communities, and to foster the positive development of youth through the cultural and educational programs offered by County Fairs and the Oregon State Fair.

ARTICLE II.

PURPOSES

Section 1. General. The purposes for which this Corporation is organized are to engage in any lawful activity, none of which is for profit, for which corporations may be organized pursuant to the Oregon Nonprofit Corporation Act, ORS Chapter 65 (or its corresponding future provisions) and section 501(c)(3) of the Internal Revenue Code of 1954 or its corresponding future provisions.

Section 2. Specific. The Corporation is organized exclusively for charitable, scientific, literary, religious or educational purposes. Said purposes shall include, but shall not be limited to, activities in accord with the following general objectives:

A. To support activities of County Fairs in Oregon and the Oregon State Fair that contribute to stronger communities through educational, cultural and family-oriented events.

B. To receive funds and make grants to individuals, agencies and organizations for the enhancement of fairs.

ARTICLE III.

MEMBERSHIP

The corporation shall have no members.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Duties. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number. The Board of Directors shall consist of a minimum of three (3) and not more than (15). Three of the directors shall be the current President, Vice-president, and Immediate Past President of the Oregon Fairs Association.

Section 3. Term and Election

A. Directors & Terms. At the annual meeting, the Board of Directors shall nominate and elect, for a three year term, Directors for the Board. One third of the directors will be elected each year.

B. Successor Directors; Term. At the annual meeting, the Board of Directors of the Corporation shall nominate and elect Directors to replace the Directors who are resigning their positions, but their term has not expired. The new Directors shall serve terms of three (3) years each, commencing immediately following election. Resigning Directors are asked to submit in writing to the secretary a letter of resignation.

C. Vacancies. Any vacancy on the Board of Directors and newly created Board positions, shall be filled by majority vote of the Directors then on the Board. The appointed Director shall complete the remaining term of the Director whose vacancy he or she is filling.

D. Director Meeting Attendance. All Directors have accepted the responsibility to attend all of the meetings of the OFF Board as scheduled. If a Director is unable to attend a scheduled meeting, he/she must contact an OFF Officer by phone, fax, mail, e-mail, or text, with the reason for the absence to be excused, otherwise they will have an unexcused absence.

Section 4. Annual Meeting. The annual meeting of the Board of Directors shall be in January of each year unless another date is established by resolution by the Board.

Section 5. Regular Meetings. The Board of Directors shall meet regularly at such time as the Board of Directors shall determine by resolution. The Secretary shall insure that each Director receives a copy of such resolution. Following such resolution, no specific notice of regular meetings need be given.

Section 6. Special Meetings. A special meeting may be called by any Director upon seven days' advance written notice by facsimile, electronic mail, or mail of the time and place of such meeting.

Section 7. Quorum. The presence of one more than half of the Directors in office immediately before the meetings begins shall be necessary as a quorum for the conduct of any business, whether at a regular meeting or a special meeting.

Section 8. Removal. Any Director may be removed with or without cause, by a vote of two-thirds of the Directors then in office.

Section 9. Meeting by Telecommunication. Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications in which all Directors participating may hear each other.

Section 10. No Salary. Directors shall not receive salaries for their Board service but may be reimbursed for expenses related to Board service.

ARTICLE V.

OFFICERS

Section 1. Officers. The officers of the Corporation shall be the President, Vice President, and Secretary-Treasurer.

Section 2. Election of Officers. At the annual meeting of the Board of Directors, the President shall receive nominations and shall conduct the election by secret ballot for the offices of President, Vice-President and Secretary-Treasurer for the following year. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 3. Duties of the President. The President shall be the chief executive officer of the Corporation and shall act as the Chair of the Board. The President shall have supervision and control of the work of the Corporation. He or she shall be responsible to the Board of Directors in carrying out the policies and procedures established by it. He or she shall also preside at all meetings of the Board of Directors. The President shall have any other powers and duties as prescribed by the Board of Directors.

Section 4. Duties of the Vice-President. The Vice-President shall assume all of the President's duties in the absence of the President.

Section 5. Duties of the Secretary-Treasurer. The Secretary-Treasurer shall have overall responsibility for recordkeeping and all corporate funds. The Secretary-Treasurer shall perform or cause to be performed the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; (b) provision for notice of all meetings of the Board of Directors; (c) authentication of the records of the corporation; (d) keeping of full and accurate accounts of all financial records of the corporation; (e) deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (f) disbursement of all funds when proper to do so; (g) making financial reports as to the financial condition of the corporation of the Board of Directors; and (h) any other duties as may be prescribed by the Board of the Directors.

Section 6. Bonding.

The Secretary, or any other officer, may be required to be bonded at the discretion of the Board of Directors.

Section 7. Delegation.

Such duties of the Secretary as may be specified by the Directors may be delegated to Foundation staff.

ARTICLE VI.

COMMITTEES

Section 1. Executive Committee. The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power 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 functions of the Board of Directors or may be advisory committees.

Section 3. Composition of Committees Exercising Board Functions. Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the Directors prescribed by the Board, or if no number is prescribed, of all Directors in office at that time.

Section 4. Quorum and Action. A quorum at a Committee meeting exercising Board functions 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 or 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 corporations 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 VII.

INDEMNIFICATION, INSURANCE AND LIMITATION OF LIABILITY

Section 1. Definitions:

(a) Indemnified Person The term "Indemnified Person" shall mean any person who is or was:

(i.) a Director, officer, member of a committee, employee, or to the extent authorized by the Board of Directors in any specific case, an agent of the Corporation;

(ii.) a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation; or

(iii.) serving at the request of the Corporation as a Director, officer, or fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust or other enterprise, whether or not serving in such capacity at the time any liability or expenses incurred for which indemnification or advancement of expenses can be provided under this Article.

(b) Proceeding. The term "Proceeding" shall include any threatened, pending, or completed action, suit or proceeding, whether brought in the right of the Corporation or otherwise and whether of a civil, criminal, administrative or investigative nature, in which an Indemnified Person may be or may have been involved as a party or otherwise by reason of the fact that the person is an Indemnified Person.

Section 2. Indemnification. The Corporation shall indemnify to the fullest extent allowed by Oregon law any Indemnified Person who was or is a party, or is threatened to be made a party to any Proceeding, against all expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonable incurred by the Indemnified Person in connection with the Proceeding.

Section 3. Advancement of Expenses. Expenses incurred by an Indemnified Person in defending a Proceeding shall, in all cases, be paid by the Corporation in advance of the final disposition of such Proceeding at the written request of such Indemnified Person, if the Indemnified Person furnishes the Corporation with the following:

(a) A written affirmation of the Indemnified Person's good faith belief that he has met the standard of conduct described in ORS 65.391, or that he is entitled to indemnification under this Article or under any other indemnification rights granted by the Corporation to him or her; and

(b) A written undertaking by or on behalf of him or her to repay such advance to the extent it is ultimately determined by a court that he is not entitled to be indemnified by the Corporation because the Director did not meet the standard of conduct as set forth in ORS 65.391, or that her or she is not entitled to be indemnified under this Article or under any other indemnification rights granted by the Corporation.

Such advances shall be made without regard to the Indemnified Person's ability to repay such advances and without regard to the Indemnified Person's ultimate entitlement to indemnification under this Article or otherwise.

Section 4. Non-Exclusivity and Continuity of Rights. The indemnification and entitlement to advancement of expenses provided by this Article are not exclusive of any other rights to which an Indemnified Person may be entitled under the Articles of Incorporation or any statute, agreement, general or specific action of the Board of Directors, or otherwise. Such indemnification and entitlement to advancement of expenses provided by this Article shall continue as to a person who has ceased to be a person described within the definition of Indemnified Person, shall inure to the benefit of the heirs, executors and administrator of such an Indemnified Person, and shall extend to all claims for indemnification of advancement of expenses made after the adoption of this Article. The Corporation may enter into agreements to indemnify any Indemnified Person.

Section 5. Amendments. Any repeal of this Article shall be only prospective and no repeal, amendment or modification hereof shall adversely affect the rights under this Article in effect at the time of the alleged occurrence of any act or omission to act that is the cause of any Proceeding.

Section 6. Limitation of Liability. The civil liability of Directors, officers and executive board members shall be limited to the fullest extent permitted under the Oregon Nonprofit Corporation Act.

Section 7. Insurance. The Corporation is authorized to purchase and maintain in effect a policy or policies of insurance covering any liability of Directors, officers, committee members, employees and agents of the Corporation, regardless of whether the Corporation would have the power to indemnify such persons against the liability so insured.

ARTICLE VIII

THE FISCAL YEAR

The Fiscal Year shall be from January 1 to December 31.

ARTICLE IX.

EQUAL EMPLOYMENT OPPORTUNITY AND AFFIRMATIVE ACTION

The Corporation acknowledges Oregon law which relates to equal employment and affirmative action policies and procedures.

ARTICLE X.
AMENDMENTS

These bylaws may be amended, altered, or repealed by the unanimous vote of the Board of Directors at any regular meeting where a quorum is present, provided that written notice with the proposed change shall be given to all the Directors at least ten (10) days prior to the regular meeting.

Amended April 16, 2011