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Form **990-EZ**Department of the Treasury  
Internal Revenue Service**Short Form  
Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code  
(except black lung benefit trust or private foundation)

► Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.

► The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-1150

**2009****Open to Public  
Inspection****A** For the 2009 calendar year, or tax year beginning JULY 1, 2009, and ending JUNE 30, 20 10**B** Check if applicable:

- ☐ Address change  
☐ Name change  
☐ Initial return  
☐ Terminated  
☐ Amended return  
☐ Application pending

Please  
use IRS  
label or  
print or  
type  
See  
Specific  
Instruc-  
tions**C** Name of organizationLEACH GARDEN FRIENDS

Number and street (or P O box, if mail is not delivered to street address)

Room/suite

PO BOX 90667

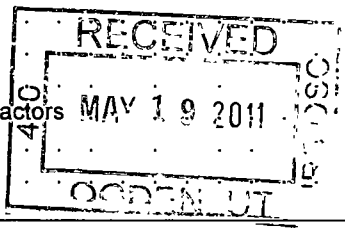
City or town, state or country, and ZIP + 4

PORTLAND, OR 97290**D** Employer identification number93-0807685**E** Telephone number(503) 823-1673**F** Group ExemptionNumber ►

• **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).**

**G** Accounting Method ☐ Cash ☒ Accrual  
Other (specify) ►**I** Website: WWW.LEACHGARDEN.ORG**J** Tax-exempt status (check only one) — ☒ 501(c) (3) (insert no) ☐ 4947(a)(1) or ☐ 527**H** Check ☐ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)**K** Check ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.**L** Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$500,000 or more, file Form 990 instead of Form 990-EZ \$ 180,998**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See the instructions for Part I.)

Revenue	<b>1</b>	Contributions, gifts, grants, and similar amounts received	<b>1</b>	<u>83,980</u>
	<b>2</b>	Program service revenue including government fees and contracts	<b>2</b>	<u>10,566</u>
	<b>3</b>	Membership dues and assessments	<b>3</b>	
	<b>4</b>	Investment income	<b>4</b>	<u>58,593</u>
	<b>5a</b>	Gross amount from sale of assets other than inventory	<b>5a</b>	
	<b>b</b>	Less: cost or other basis and sales expenses	<b>5b</b>	<u>1,579</u>
	<b>c</b>	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	<b>5c</b>	<u>(1,579)</u>
	<b>6</b>	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here <input type="checkbox"/>		
	<b>a</b>	Gross revenue (not including \$ _____ of contributions reported on line 1)	<b>6a</b>	<u>18,750</u>
<b>b</b>	Less: direct expenses other than fundraising expenses	<b>6b</b>	<u>3,333</u>	
<b>c</b>	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	<b>6c</b>	<u>15,417</u>	
<b>7a</b>	Gross sales of inventory, less returns and allowances	<b>7a</b>	<u>9,109</u>	
<b>b</b>	Less: cost of goods sold	<b>7b</b>	<u>3,402</u>	
<b>c</b>	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	<b>7c</b>	<u>5,707</u>	
<b>8</b>	Other revenue (describe <u>►</u> )	<b>8</b>		
<b>9</b>	<b>Total revenue.</b> Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	<b>9</b>	<u>172,684</u>	
Expenses	<b>10</b>	Grants and similar amounts paid (attach schedule)	<b>10</b>	
	<b>11</b>	Benefits paid to or for members	<b>11</b>	
	<b>12</b>	Salaries, other compensation, and employee benefits	<b>12</b>	<u>111,402</u>
	<b>13</b>	Professional fees and other payments to independent contractors	<b>13</b>	<u>15,665</u>
	<b>14</b>	Occupancy, rent, utilities, and maintenance	<b>14</b>	<u>2,664</u>
	<b>15</b>	Printing, publications, postage, and shipping	<b>15</b>	<u>2,586</u>
	<b>16</b>	Other expenses (describe <u>► SEE ATTACHMENT 1</u> )	<b>16</b>	<u>20,397</u>
	<b>17</b>	<b>Total expenses.</b> Add lines 10 through 16	<b>17</b>	<u>152,714</u>
Net Assets	<b>18</b>	Excess or (deficit) for the year (Subtract line 17 from line 9)	<b>18</b>	<u>19,970</u>
	<b>19</b>	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	<b>19</b>	<u>148,321</u>
	<b>20</b>	Other changes in net assets or fund balances (attach explanation)	<b>20</b>	<u>8,033</u>
	<b>21</b>	Net assets or fund balances at end of year. Combine lines 18 through 20	<b>21</b>	<u>176,324</u>

**Part II Balance Sheets.** If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
<b>22</b> Cash, savings, and investments	<u>122,872</u>	<b>22</b> <u>183,021</u>
<b>23</b> Land and buildings		<b>23</b>
<b>24</b> Other assets (describe <u>► SEE ATTACHMENT 1</u> )	<u>35,768</u>	<b>24</b> <u>18,881</u>
<b>25</b> <b>Total assets</b>	<u>158,640</u>	<b>25</b> <u>201,902</u>
<b>26</b> <b>Total liabilities</b> (describe <u>► SEE ATTACHMENT 1</u> )	<u>10,319</u>	<b>26</b> <u>25,578</u>
<b>27</b> <b>Net assets or fund balances</b> (line 27 of column (B) must agree with line 21)	<u>148,321</u>	<b>27</b> <u>176,324</u>

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form **990-EZ** (2009)

JUN 3 2011

G9 12

## Expenses

(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others )

(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others )

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28a	50,63
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29a	15.69
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30a

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31a

32	66 32
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Instructions for Part IV.)

[illegible]

**Part V Other Information** (Note the statement requirements in the instructions for Part V.)

	Yes	No
<b>33</b> Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		X
<b>34</b> Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	X	
<b>35</b> If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
<b>a</b> Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>36</b> Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		X
<b>37a</b> Enter amount of political expenditures, direct or indirect, as described in the instructions. <b>37a</b> 0		
<b>b</b> Did the organization file <b>Form 1120-POL</b> for this year?		X
<b>38a</b> Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		X
<b>b</b> If "Yes," complete Schedule L, Part II and enter the total amount involved <b>38b</b>		
<b>39</b> Section 501(c)(7) organizations. Enter:		
<b>a</b> Initiation fees and capital contributions included on line 9 <b>39a</b>		
<b>b</b> Gross receipts, included on line 9, for public use of club facilities <b>39b</b>		
<b>40a</b> Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 <b>0</b> ; section 4912 <b>0</b> ; section 4955 <b>0</b>		
<b>b</b> Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I <b>40b</b>		X
<b>c</b> Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 <b>0</b>		
<b>d</b> Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax on line 40c reimbursed by the organization <b>0</b>		
<b>e</b> All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T. <b>40e</b>		X
<b>41</b> List the states with which a copy of this return is filed <b>OREGON</b>		
<b>42a</b> The organization's books are in care of <b>DAVID PORTER</b> Telephone no. <b>(503) 823-1673</b> Located at <b>P.O. BOX 90667, PORTLAND, OR</b> ZIP + 4 <b>97290</b>		
<b>b</b> At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? <b>42b</b>		X
If "Yes," enter the name of the foreign country: _____ See the instructions for exceptions and filing requirements for <b>Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts</b> .		
<b>c</b> At any time during the calendar year, did the organization maintain an office outside of the U.S.? <b>42c</b>		X
If "Yes," enter the name of the foreign country: _____		
<b>43</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year <b>43</b>		
<b>44</b> Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ <b>44</b>		X
<b>45</b> Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ <b>45</b>		X

**Part VI** **Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46–49b and complete the tables for lines 50 and 51.

	Yes	No
<b>46</b> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I . . . . .	<b>46</b>	X
<b>47</b> Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II . . . . .	<b>47</b>	X
<b>48</b> Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E . . . . .	<b>48</b>	X
<b>49a</b> Did the organization make any transfers to an exempt non-charitable related organization? . . . . .	<b>49a</b>	X
<b>b</b> If "Yes," was the related organization a section 527 organization? . . . . .	<b>49b</b>	

**50** Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None"

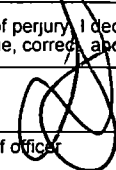
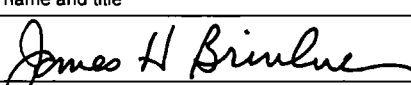
(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				

**f** Total number of other employees paid over \$100,000 . . . . .

**51** Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
NONE		

**d** Total number of other independent contractors each receiving over \$100,000 . . . . .

<b>Sign Here</b>	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.				
	 Signature of officer		Date <b>5/15/11</b>		
<b>Paid Preparer's Use Only</b>	<b>DAVID PORTER, EXECUTIVE DIRECTOR</b> Type or print name and title				
	Preparer's signature  Firm's name (or yours if self-employed), address, and ZIP + 4	Date <b>5/13/11</b>	Check if self-employed <input checked="" type="checkbox"/>	Preparer's identifying number (See instructions)	
	<b>JAMES H BRINKMAN</b> <b>9570 SW BARBUR, SUITE 312, PORTLAND OR 97219</b>		EIN	Phone no <b>(503) 244-3512</b>	

May the IRS discuss this return with the preparer shown above? See instructions . . . . . ☒ **Yes** ☐ **No**

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

**2009**

**Open to Public Inspection**

Name of the organization

LEACH GARDEN FRIENDS

Employer identification number

93-0807685

**Part I Reason for Public Charity Status** (All organizations must complete this part ) See instructions

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: \_\_\_\_\_
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II )
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II )
- 9 ☐ An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
- a ☐ Type I      b ☐ Type II      c ☐ Type III—Functionally integrated      d ☐ Type III—Other
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? ☐
- (ii) A family member of a person described in (i) above? ☐
- (iii) A 35% controlled entity of a person described in (i) or (ii) above? ☐
- h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
<b>Total</b>									0

**Part II** **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**  
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants") . . . . .	25,573	62,745	47,056	34,031	83,980	253,385
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
<b>4</b> <b>Total.</b> Add lines 1 through 3 . . . . .	25,573	62,745	47,056	34,031	83,980	253,385
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) . . . . .						0
<b>6</b> <b>Public support.</b> Subtract line 5 from line 4 . . . . .						253,385

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>7</b> Amounts from line 4 . . . . .	25,573	62,745	47,056	34,031	83,980	253,385
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .	23	56,981	62,820	53,464	58,593	231,881
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV) . . . . .						
<b>11</b> <b>Total support.</b> Add lines 7 through 10 . . . . .						485,266
<b>12</b> Gross receipts from related activities, etc. (see instructions) . . . . .					12	636,477
<b>13</b> <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> . . . . . ▶ <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f)) . . . . .	<b>14</b>	52.22 %
<b>15</b> Public support percentage from 2008 Schedule A, Part II, line 14 . . . . .	<b>15</b>	52.48 %
<b>16a</b> <b>33 1/3 % support test—2009.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . . ▶ <input type="checkbox"/>		
<b>b</b> <b>33 1/3 % support test—2008.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . . ▶ <input type="checkbox"/>		
<b>17a</b> <b>10%-facts-and-circumstances test—2009.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . . ▶ <input type="checkbox"/>		
<b>b</b> <b>10%-facts-and-circumstances test—2008.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . . ▶ <input type="checkbox"/>		
<b>18</b> <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . . ▶ <input type="checkbox"/>		

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**  
(Complete only if you checked the box on line 9 of Part I)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants") . . . . .						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose . . . . .						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 . . . . .						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
<b>6 Total.</b> Add lines 1 through 5 . . . . .						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons . . . . .						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year . . . . .						
<b>c</b> Add lines 7a and 7b . . . . .						
<b>8 Public support</b> (Subtract line 7c from line 6) . . . . .						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>9</b> Amounts from line 6 . . . . .						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . . . .						
<b>c</b> Add lines 10a and 10b . . . . .						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on . . . . .						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV) . . . . .						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12) . . . . .						
<b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> . . . . . <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f)) . . . . .	<b>15</b>	%
<b>16</b> Public support percentage from 2008 Schedule A, Part III, line 15 . . . . .	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f)) . . . . .	<b>17</b>	%
<b>18</b> Investment income percentage from 2008 Schedule A, Part III, line 17 . . . . .	<b>18</b>	%
<b>19a 33 1/3 % support tests—2009.</b> If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
<b>b 33 1/3 % support tests—2008.</b> If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
<b>20 Private foundation.</b> If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		



**Part IV** **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

PART II, SECTION A, LINE 3:

THE LEACH BOTANICAL GARDEN MANOR HOUSE IS OWNED BY THE CITY OF PORTLAND. WHILE WE HAVE NOT IDENTIFIED A BASIS FOR VALUING IT, THE ORGANIZATION RECEIVES SUBSTANTIAL VALUE AT NO CHARGE FROM THE CITY OF PORTLAND FOR ACCESS TO THE MANOR HOUSE WHICH IS, AMONG OTHER USES, RENTED FOR VARIOUS EVENTS AND ACTIVITIES.

Department of the Treasury  
Internal Revenue Service

**Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.**  
**▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

2009

### Open To Public Inspection

Name of the organization

Employer identification number

93-0807685

**Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17.  
Form 990-EZ filers are not required to complete this part

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply
- |  |   |
|--|---|
| <b>a</b> <input type="checkbox"/> Mail solicitations               | <b>e</b> <input type="checkbox"/> Solicitation of non-government grants |
| <b>b</b> <input type="checkbox"/> Internet and email solicitations | <b>f</b> <input type="checkbox"/> Solicitation of government grants     |
| <b>c</b> <input type="checkbox"/> Phone solicitations              | <b>g</b> <input type="checkbox"/> Special fundraising events            |
| <b>d</b> <input type="checkbox"/> In-person solicitations          |   |
- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No
- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
<b>Total</b> . . . . . ▶						

- 3** List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.

[illegible]

**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1 <u>ENGLISH TEA</u> (event type)	(b) Event #2 <u>HOLIDAY BAZAAR</u> (event type)	(c) Other events <u>NONE</u> (total number)	(d) Total events (add col (a) through col (c))
Revenue	<b>1</b> Gross receipts . . . . .	10,375	5,789		16,164
	<b>2</b> Less: Charitable contributions . . . . .				0
	<b>3</b> Gross income (line 1 minus line 2) . . . . .	10,375	5,789		16,164
Direct Expenses	<b>4</b> Cash prizes . . . . .				0
	<b>5</b> Noncash prizes . . . . .				0
	<b>6</b> Rent/facility costs . . . . .				0
	<b>7</b> Food and beverages . . . . .				0
	<b>8</b> Entertainment . . . . .				0
	<b>9</b> Other direct expenses . . . . .	894	1,849		2,743
	<b>10</b> Direct expense summary. Add lines 4 through 9 in column (d) . . . . . ▶				( 2,743 )
	<b>11</b> Net income summary. Combine line 3, column (d), and line 10 . . . . . ▶				13,421

**Part III Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col (a) through col (c))
Revenue	<b>1</b> Gross revenue . . . . .				
Direct Expenses	<b>2</b> Cash prizes . . . . .				
	<b>3</b> Noncash prizes . . . . .				
	<b>4</b> Rent/facility costs . . . . .				
	<b>5</b> Other direct expenses . . . . .				
	<b>6</b> Volunteer labor . . . . .	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	<b>7</b> Direct expense summary. Add lines 2 through 5 in column (d) . . . . . ▶				( )
	<b>8</b> Net gaming income summary. Combine line 1, column d, and line 7 . . . . . ▶				

		Yes	No
<b>9</b>	Enter the state(s) in which the organization operates gaming activities: _____		
<b>a</b>	Is the organization licensed to operate gaming activities in each of these states? . . . . .	<b>9a</b>	
<b>b</b>	If "No," explain _____ _____		
<b>10a</b>	Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? . . . . .	<b>10a</b>	
<b>b</b>	If "Yes," explain: _____ _____		
<b>11</b>	Does the organization operate gaming activities with nonmembers? . . . . .	<b>11</b>	
<b>12</b>	Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? . . . . .	<b>12</b>	

		Yes	No
<b>13</b>	Indicate the percentage of gaming activity operated in		
<b>a</b>	The organization's facility <span style="float: right;"><b>13a</b> %</span>		
<b>b</b>	An outside facility <span style="float: right;"><b>13b</b> %</span>		
<b>14</b>	Enter the name and address of the person who prepares the organization's gaming/special events books and records:		
	Name ▶ .....		
	Address ▶ .....		
<b>15a</b>	Does the organization have a contract with a third party from whom the organization receives gaming revenue?	<b>15a</b>	
<b>b</b>	If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ ..... and the amount of gaming revenue retained by the third party ▶ \$ .....		
<b>c</b>	If "Yes," enter name and address of the third party:		
	Name ▶ .....		
	Address ▶ .....		
<b>16</b>	Gaming manager information		
	Name ▶ .....		
	Gaming manager compensation ▶ \$ .....		
	Description of services provided ▶ .....		
	<input type="checkbox"/> Director/officer <input type="checkbox"/> Employee <input type="checkbox"/> Independent contractor		
<b>17</b>	Mandatory distributions		
<b>a</b>	Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?	<b>17a</b>	
<b>b</b>	Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ .....		

**LEACH GARDEN FRIENDS**  
**EIN 93-0807685**  
**FORM 990-EZ**  
**JUNE 30, 2010**

**ATTACHMENT 1**

Part I, Line 16 - Other expenses

Payroll processing	\$ 795
Advertising	2,046
Equipment rental	431
Staff training	181
Bank fees	1,640
Dues and subscriptions	482
Insurance	4,510
Licenses and permits	475
Travel/parking	181
Annual appeal expenses	401
Program supplies	4,501
Office supplies	1,755
Depreciation	<u>2,999</u>
Total	<u>\$20,397</u>

Part I, Line 20 - Other changes in net assets or fund balances

Unrealized gain on investments carried at fair market value \$8,033

Part II, Line 24 - Other assets

	<u>Beginning of year</u>	<u>End of year</u>
Accounts receivable	\$14,140	\$ 100
Inventory	8,134	8,286
Office equipment	20,990	20,990
Less accumulated depreciation	( 7,496)	(10,495)
Total	<u>\$35,768</u>	<u>\$18,881</u>

Part II, Line 26 - Total liabilities

	<u>Beginning of year</u>	<u>End of year</u>
Accounts payable	\$ 38	\$ 8,536
Rental deposit liability	8,400	12,400
Payroll taxes payable	<u>1,881</u>	<u>4,642</u>
Total	<u>\$10,319</u>	<u>\$25,578</u>

**LEACH GARDEN FRIENDS**  
**EIN 93-0807685**  
**FORM 990-EZ**  
**JUNE 30, 2010**

**ATTACHMENT 2**

Part III - Organization's primary exempt purpose

It is the mission of Leach Botanical Garden to maintain and enhance living collections of plants for the purpose of education, research, and conservation and to preserve the legacy of the Garden's founders, John and Lilia Leach.

Part III, Line 28 - Statement of Program Service Accomplishments

**Garden/Collection** - Leach Garden Friends' more than 80 active volunteers continued to maintain the Garden's collection, planting, and paths, contributing over 8,000 hours. The Garden was open and free to the public year round. The Garden's planting and propagation areas were substantially cleaned up during this period. Collaboration with Berry Botanic Garden, which is in the process of closing, continued with plans for some plants being transferred to Leach. (Total program expenses - \$50,633)

Part III, Line 29 - Statement of Program Service Accomplishments

**Education** - Leach Garden Friends offered classes, tours, and activities year round for groups ranging from children to adults. Once again, funding was obtained, and an Americorp volunteer worked to connect local schools to activities in the garden. The Audubon Society, Portland State University, and other local groups collaborated in providing classes and training at Leach. Many of these presentations were free of charge and open to the general public. (Total program expenses - \$15,694)

Part III, Line 35 - Income from business activities

Line 2 revenue was received for educational programs and tours, sale of plants, and facility rental revenue from classes and similar activities. These are all activities that further the exempt purpose of Leach Garden Friends.

Line 6a revenue was received for fundraising events put on entirely by volunteers. Line 7a revenue was received for sale of inventory in the Gift Shop. Income from these activities is not reported on Form 990-T because both of these activities were conducted by volunteers.



Phone: (503) 986-2200  
Fax: (503) 378-4381

Restated Articles of Incorporation—Business/Professional/Nonprofit

Secretary of State  
Corporation Division  
255 Capitol St. NE, Suite 151  
Salem, OR 97310-1327  
FilingInOregon.com

Check the appropriate box below:

- ☐ BUSINESS/PROFESSIONAL CORPORATION  
(Complete only 1, 2, 3, 4, 8, 7)  
☒ NONPROFIT CORPORATION  
(Complete only 1, 2, 3, 5, 6, 7)

FILED

MAY 13 2009

REGISTRY NUMBER: 157448-16

OREGON  
SECRETARY OF STATE

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.  
We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAME OF CORPORATION Leach Garden Friends

2) NEW NAME OF THE CORPORATION (If changed) \_\_\_\_\_

3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED

BUSINESS/PROFESSIONAL CORPORATION ONLY

4) CHECK THE APPROPRIATE STATEMENT

☐ The restated articles contain amendments which do not require shareholder approval. The date of the adoption of the amendments and restated articles was \_\_\_\_\_  
These amendments were duly adopted by the board of directors.

☐ The restated articles contain amendments which require shareholder approval. The date of the adoption of the amendments and restated articles was \_\_\_\_\_  
The vote of the shareholders was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

☐ The corporation has not issued any shares of stock. Shareholder action was not required to adopt the restated articles. The restated articles were adopted by the incorporators or by the board of directors.

NONPROFIT CORPORATION ONLY

5) CHECK THE APPROPRIATE STATEMENT

☒ The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendments and restated articles was 03/30/09. These amendments were duly adopted by the board of directors.

☐ The restated articles contain amendments which require membership approval. The date of the adoption of the amendments and restated articles was \_\_\_\_\_  
The vote of the members was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

6) EXECUTION  
Signature

Printed Name

Title

*Karen Young*

Karen Young

Executive Director

7) CONTACT NAME (to resolve questions with this filing.)

DAYTIME PHONE NUMBER (include area code.)

Meghan Moran

503.778.5281

FEES

Required Processing Fee \$50  
Confirmation Copy (Optional) \$5  
Processing Fees are nonrefundable.

Please make check payable to  
"Corporation Division."

NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

**NONPROFIT**  
**RESTATED AND AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**LEACH GARDEN FRIENDS**

**ARTICLE I.**

Name

The name of this corporation is "Leach Garden Friends" (the "Corporation") and its duration shall be perpetual.

**ARTICLE II.**

Type of Nonprofit Corporation

This Corporation is a public benefit corporation.

**ARTICLE III.**

Purposes and Powers

1. The Corporation is organized exclusively for charitable, scientific, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and as the same may hereafter be amended (the "Code"), including the making of distributions directly in support of such purposes or the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. References to Sections of the Code shall be construed to include corresponding Sections of any future federal tax code.

2. The Corporation may engage in any lawful activity, none of which is for profit, for which corporations may be organized under the Oregon Nonprofit Corporation Act (the "Act"), and as the same may be hereafter amended.

3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its officers, directors or other private persons; provided, however, 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 as previously set forth. 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 (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.



4. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

5. All terms and provisions of these Articles and all operations of the Corporation shall be construed, applied and carried out in accordance with the intent and purposes described in this Article.

## ARTICLE VI.

### Members and Management

1. The Corporation shall have no members.
2. The Corporation shall be managed by a Board of Directors as provided by law, by these Articles of Incorporation and by the Bylaws.

## ARTICLE VII.

### Board of Directors

The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of the Directors shall be prescribed by the Bylaws.

## ARTICLE VIII.

### Dissolution

1. The Corporation may be dissolved as provided in the Act by the Directors then in office.
2. Upon dissolution or final liquidation, after payment or provision for payment of all liabilities and obligations of the Corporation, the remaining assets of the Corporation shall be distributed to the City of Portland, Oregon. However, if the City of Portland, Oregon is no longer in existence or is no longer exempt, then the remaining assets of the Corporation shall be distributed, in the discretion of the Directors, to any organization existing under the laws of any state or territory of the United States, including a corporation, society, association or foundation, which at the time of such distribution is organized and operating exclusively for religious, charitable, scientific, or educational purposes, and which qualifies as exempt under Section 501(c)(3) of the Code.

## ARTICLE IX.

### Amendment

These Articles of Incorporation may be amended as provided in the Act by the Directors then in office.

## ARTICLE X.

### Limitation of Liability

The personal liability to the Corporation or any Director or uncompensated Officer for monetary damages for that person's conduct as a Director or Officer is hereby eliminated; provided, however, that such Director or Officer shall remain liable for any breach of such Director's or Officer's duty of loyalty to the Corporation, acts or omissions by such Director or Officer which are not in good faith or which involve intentional misconduct or knowing violations of law, unlawful distributions, transactions from which the Director or Officer derived an improper personal benefit, and any act or omission in violation of ORS 65.361 to 65.367, as in effect on the date of these Articles.

## ARTICLE XI.

### Indemnification

1. Pursuant to ORS 65.387 to 65.414, the Corporation shall indemnify, to the fullest extent provided in the Act, any Director or Officer who was or is a Party or is threatened to be made a Party to any Proceeding (other than an action by or in the right of the Corporation) by reason of or arising from the fact that such person is or was a Director or Officer of the Corporation. The determination and authorization of indemnification shall be made as provided in the Act.

2. The Corporation may pay for or reimburse the reasonable Expenses incurred by a Director or Officer who is a Party to a Proceeding in advance of final disposition of the Proceeding as provided in the Act.

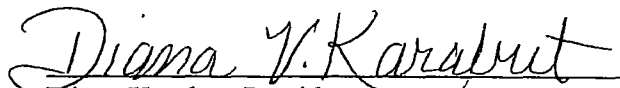
3. At the discretion of the Board, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation against any Liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such Liability under the provisions of this Article.

4. The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may

be entitled under any statute, rule of law or equity, provision of the Articles of Incorporation, agreement, vote of the Board or otherwise.

5. The terms used in this Article shall have the same meanings given them in ORS 65.387 to 65.414.

Dated this March 30, 2009.

  
Diana Karabut, President

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**LEACH GARDEN FRIENDS**

These Amended and Restated Bylaws ("Bylaws") of Leach Garden Friends (the "Corporation") are intended to conform to the mandatory requirements of the Oregon Nonprofit Corporations Act, Oregon Revised Statutes Chapter 65 (the "Act"). Any ambiguity arising between the Bylaws and the discretionary provisions of the Act shall be resolved in favor of the application of the Act.

**ARTICLE I**

**PURPOSE**

The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and as the same may hereafter be amended (the "Code"), including the making of distributions directly in support of such purposes or the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. References to sections of the Code shall be construed to include corresponding sections of any future federal tax code.

The primary purpose(s) of the Corporation shall be to:

- (a) Develop, promote and protect the Leach Botanical Garden and provide a public park and museum in the area;
- (b) Provide for the security and display of archival materials of John and Lilla Leach and other historical artifacts;
- (c) Provide for protection of the species studied by Lilla Leach;
- (d) Work with schools, universities, agencies, organizations, and members of the public to provide opportunities for education and research and to promote conservation; and
- (e) Enter into any kind of activity in connection with, or incidental to, the accomplishment of any one or more of the nonprofit purposes of the corporation and to engage in any lawful activity for which corporations may be organized under the Act.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE II

### NON-MEMBERSHIP

This Corporation shall have no members as that term is defined by the Act, but shall have members for other purposes. These members shall have none of the rights or duties described in the Act (or any corresponding future statutes).

## ARTICLE III

### BOARD OF DIRECTORS

#### Section 1. Function.

The Board shall manage the business and affairs of the Corporation and shall exercise all the powers of the Corporation as provided by the law and the Articles of Incorporation, but subject to any restrictions imposed by the Act, the Articles of Incorporation, or these Bylaws. The Board may by resolution delegate to committees, or to Officers of the Corporation, such powers and functions as it may designate from time to time.

#### Section 2. Number.

The Board shall consist of at least three but not more than 15 Directors. The exact number shall be fixed from time to time by resolution of the Board; provided, however, no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

#### Section 3. Term.

1. Except for the initial adjustments of longer terms needed to create staggered terms, as described below, the term of each Director shall be three years. A Director shall hold office for the time for which he or she is elected or until his or her successor is elected and qualified or until his or her resignation or removal.

2. The Board shall be divided into three groups for the purpose of staggering the initial terms. One group shall consist of approximately one-third of the Directors, the second group shall consist of approximately one-third of the Directors, and the third group shall consist of approximately one-third of the Directors. At the next meeting of the Board, the Directors shall, by lot, divide themselves into the groups described above. The Directors of the first group shall serve a term of one year, the Directors of the second group shall serve a term of two years, and the Directors of the third group shall serve a term of three years. Thereafter the Directors of each group shall serve three years, with the term of each group of the Directors ending in each successive year. There shall be no limit on the number of terms which a Director may serve.

3. All Directors shall serve at the pleasure of the Board.

#### Section 4. Election Procedure.

At each annual meeting of the Board, the successors to the Directors whose terms expire that year shall be elected by vote of the Board.

Section 5. Regular Meetings.

The Board shall hold meetings at least one time each calendar year, or more often as necessary. The Board shall, by its own resolution, designate such dates, times and places as it may choose for such meetings. No other notice of the date, time, place, or purpose of the meetings is required.

Section 6. Special Meetings.

Special meetings of the Board may be called by the President and must be called by the President upon the written request of at least two Directors. Notice of a special meeting of the Board shall be mailed to the address shown in the Corporation's records, emailed to the Director's e-mail address shown on the Corporation's records, hand-delivered or given verbally to each Director not less than three days prior to the meeting. By accepting a Director position, each Director is consenting to notice by email. The notification shall include the date, time, place and agenda of the special meeting.

Section 7. Waiver of Notice.

A Director may at any time waive any notice required by the Act, the Articles of Incorporation or these Bylaws. Except as otherwise provided herein, such waiver must be in writing, signed by the Director entitled to notice, specify the meeting for which notice is waived and be filed with the corporate records. A waiver of notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Quorum.

A majority of the Directors in office immediately before the meeting begins shall constitute a quorum at any meeting. When a quorum is present, the vote of the majority of the Directors at such meeting shall be the act of the Board unless a greater vote is required by the Act, the Articles of Incorporation or these Bylaws.

Section 9. Presumption of Assent.

A Director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 10. Removal or Resignation of Directors.

Any Director of the Corporation may resign from such position by delivering written notice of the resignation to the Board, the President or Secretary, but such resignation shall be without prejudice to the contract rights, if any, of the Corporation. Any Director elected or appointed by the Board may be removed by the Board, with or without cause, by a vote of two-thirds of the Directors

then in office, whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of a Director shall not of itself create contract rights.

Section 11. Vacancies.

In the event of a vacancy, the Board shall, by a majority vote, appoint an interim Director for the uncompleted term.

Section 12. Compensation.

Directors shall not be compensated for their services as Directors. The Directors may, upon approval by the Board, be reimbursed by the Corporation for necessary expenses incurred in the execution of their duties and responsibilities.

Section 13. Conflict of Interest.

The Board shall adopt a conflict of interest policy by separate resolution, which shall satisfy the Act and IRS requirements, and the Board shall update as needed.

Section 14. Action By Directors Without A Meeting.

Any action required to be taken at a meeting of the Directors of this Corporation, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect and force as a unanimous vote of said Directors.

## ARTICLE IV

### OFFICERS

Section 1. Officers.

The Officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. Each Officer shall be elected by the Board from among the Directors. Each Officer shall serve for a term of one year. Officers shall assume their respective duties immediately upon election.

Section 2. Duties of Officers.

1. President - The President shall preside over all meetings of the Board and shall discharge such other duties as may be prescribed from time to time by the Board. The President shall designate the Directors and Officers of each standing committee and each other committee created by the Board from time to time.

2. Vice President - In the absence or disability of the President, the Vice President shall act as President and shall hold that position until President can again act, or for the remainder

of the unexpired term. The Vice President shall perform such other duties as determined by the Board.

3. Secretary - The Secretary shall keep or cause to be kept the minutes of the meetings of the Board and of any standing or temporary committees thereof; shall be responsible for the timely preparation and delivery of all notices to be given in accordance with the provisions of these Bylaws, the Articles of Incorporation or as required by the Act; shall be custodian of the corporate records and the seal of the Corporation (if any) and shall be responsible for authenticating the records of the Corporation as duly authorized or required by the Act; and shall perform such other duties as may be prescribed from time to time by the Board.

4. Treasurer - The Treasurer shall be the legal custodian of all the corporate funds and securities; shall deposit all funds in the name of the Corporation in such bank or banks as the Board shall by resolution specify; shall keep proper account books and compile annual financial statements for the preceding fiscal year consisting of a balance sheet and income and expense statements, and perform such other duties as may be prescribed from time to time by the Board.

### Section 3. Other Officers.

The Board may by resolution create such additional and special Officers as may be considered necessary or desirable in addition to those hereinabove described. The appointment, tenure, removal and succession of persons to hold such offices shall be as the Board shall provide.

### Section 4. Compensation and Expenses.

Unless otherwise established by the Board, no Officer shall be compensated for his or her services as an Officer. Expenses incurred in connection with performance of an Officer's official duties may be reimbursed upon approval of the Board.

### Section 5. Resignation or Removal.

Any Officer of the Corporation may resign from such position by delivering written notice of the resignation to the Board, but such resignation shall be without prejudice to the contract rights, if any, of the Corporation. Any Officer or agent elected or appointed by the Board may be removed by the Board, with or without cause, when in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of an Officer or agent shall not of itself create contract rights.

### Section 6. Vacancies.

Vacancies in any office caused by any reason shall be filled by the Board at any meeting by selecting a suitable and qualified person to act during the unexpired term.

## ARTICLE V

### COMMITTEES OF THE BOARD



Section 1. Committees of the Board of Directors.

A majority of the Directors in office may create one or more committees of the Board of Directors. The President shall designate the Directors and Officers of each committee listed herein and each other committee created by the Board of Directors. Each committee shall consist of two or more Directors. Such committees may exercise the authority of the Board subject to limitations imposed by the Act, the Article of Incorporation or these Bylaws.

Section 2. Executive Committee.

1. The Board of Directors may establish an Executive Committee. The Executive Committee shall exercise the full power of the Board in the management of the Corporation during periods of adjournment of the Board, subject to limitations imposed by the Act, the Articles of Incorporation, these Bylaws or resolution duly adopted by the Board of Directors.

2. The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer. The Executive Director shall be an ex officio, non-voting member of this committee.

3. Any actions of the Executive Committee requiring board approval must be submitted to the Board of Directors for ratification at the next meeting. The presence of a majority of the Executive Committee shall constitute a quorum for the transaction of business. A majority of the total votes cast shall decide all issues.

Section 3. Finance Committee.

1. The Board of Directors may establish a Finance Committee. The Finance Committee shall have the responsibility for assisting the Treasurer in the general operation of the fiscal affairs of the Corporation, including, but not limited to, the development of the budget, the investment and application of all funds and properties received by the Corporation. The committee shall have such other authority and perform such other duties as may be prescribed by the Board of Directors from time to time. The Executive Director shall be an ex officio, non-voting member of this committee.

2. The Finance committee shall consist of the Treasurer, who shall chair the Committee, and such Directors as may be appointed by the Board. Each Finance Committee member shall serve for a term of one year, unless the committee member is elected to be Treasurer for the subsequent term.

3. Any actions of the Finance Committee requiring board approval must be submitted to the Board of Directors for ratification at the next meeting. The presence of a majority of the Finance Committee shall constitute a quorum for the transaction of business. A majority of the total votes cast shall decide all issues.

Section 4. Committees other than Committees of the Board.

1. Committees other than Committees of the Board shall not exercise the authority of the Board. The duties of such committees shall be as prescribed by these Bylaws or the Board. The

Board shall have the power to dissolve such committees and may establish or dissolve additional committees.

2. Except as otherwise provided, committee members may, but need not be, Directors. The President may designate Directors as committee members. Each chair of a committee shall be appointed by the President and serve until his or her successor is appointed or until his or her resignation or removal. A chair may be removed by the President with the concurrence of the board.

3. The Corporation shall have the following such committees:

- (a) Long Range Planning Committee
- (b) Development
- (c) Public Relations and Membership
- (d) Education

Section 5. Nominating Committee.

A nominating committee may meet for the purpose of nominating the Directors for the next year. This committee shall consist of the Executive Director, at least one subscribing members of the Corporation, and those Officers or Directors selected by the President. This committee shall meet on or before September 30 of each year to prepare a list of nominees for open positions on the Board. The Nominating Committee shall nominate a slate of one name for each Director whose term ends and present it to the Board for approval at its annual meeting.

Section 6. Ad Hoc Committees.

The President may establish or dissolve ad hoc committees and may appoint the chair of each ad hoc committee. The chair and ad hoc committee members need not be Directors.

Section 8. Action by Committees.

Except as otherwise provided in this Article , the provisions in Article II of these Bylaws governing meetings, action without meetings, notice and waiver of notice and quorum and voting requirements of the Board of Directors apply to the committees and their members.

## ARTICLE VI

### DEPOSITORIES, SIGNATURES AND SEAL

Section 1. Depositories.

All funds of the Corporation shall be deposited in the name of the Corporation in such bank, banks or other financial institutions as the Board may from time to time designate and shall be drawn on checks, drafts or other orders signed on behalf of the Corporation by the Treasurer and/or such other person or persons as the Board may from time to time designate.

Section 2.     Contracts.

All contracts, deeds and other instruments shall be signed on behalf of the Corporation by the President or by such other Officer or agent as the Board may from time to time designate.

Section 3.     Seal.

The Corporation shall have no seal.

Section 4.     Borrowing.

Notwithstanding any other provision in these Bylaws, no Officer or agent of this Corporation shall have authority to borrow any funds on behalf of the Corporation, or to hypothecate any assets thereof, for corporate purposes or otherwise, except as expressly stated in a resolution approved by a majority of Directors, duly entered in the minutes of the Board. No loans shall be made by the Corporation to any Director or Officer.

Section 5.     Gifts.

The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose of the Corporation, and any such contribution, gift, bequest, or devise is subject to the Board's acceptance.

**ARTICLE VII**

AMENDMENTS

These Bylaws may be amended by a majority vote of the Board then in office at any regular or special meeting of the Board provided the notice given for such meeting indicates that such amendments will be considered.

**ARTICLE VIII**

INDEMNIFICATION

Section 1.     Directors and Officers.

Pursuant to ORS 65.387 to 65.414, the Corporation shall indemnify, to the fullest extent provided in the Act, any Director or Officer who was or is a Party or is threatened to be made a Party to any Proceeding (other than an action by or in the right of the Corporation) by reason of or arising from the fact that such person is or was a Director or Officer of the Corporation. The determination and authorization of indemnification shall be made as provided in the Act.

Section 2.     Advance of Expenses.

The Corporation may pay for or reimburse the reasonable Expenses incurred by a Director or Officer who is a Party to a Proceeding in advance of final disposition of the Proceeding as provided in the Act.

Section 3. Insurance.

At the discretion of the Board, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation against any Liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such Liability under the provisions of this Article.

Section 4. Purpose and Exclusivity.

The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, provision of the Articles of Incorporation, agreement, vote of the Board or otherwise.

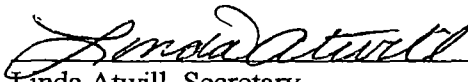
Section 5. Definitions.

The terms used in this Article shall have the same meanings given them in ORS 65.387 to 65.414.

**ARTICLE IX**

IDENTIFICATION

I hereby certify that I was the Secretary of the Directors' meeting of 3/30, 2009 and that the foregoing Bylaws in nine typewritten pages numbered consecutively from 1 to 9 were and are the Bylaws adopted by the Directors of the Corporation.

  
Linda Atwill, Secretary