



Aggressive Defenders of Oregon's Wild Lands

MAIN OFFICE
5825 North Greeley
Portland, OR 97217-4145
503-283-6343 • Fax 503-283-0756
info@onrc.org

JUL 7 3 09 PM '97
FEDERAL ELECTION COMMISSION
OFFICE OF GENERAL COUNSEL

AOR 1997-16

July 3, 1997

Federal Election Commission
Office of General Counsel
999 E Street NW
Washington, DC 20463

Re: Request for Advisory Opinion on making endorsements accessible

Sir or Madam,

Oregon Natural Resources Council Action Federal PAC, connected with Oregon Natural Resources Council Action (ONRC Action), a 501(c)(4) tax-exempt organization, requests an opinion regarding three methods of making its endorsements available to its restricted class.

ONRC Action Federal PAC's endorsements are presently mailed to ONRC Action's restricted class (members) and faxed to its usual media contacts. The release of endorsements has resulted in many requests for additional information by both its members and the general public. Our three areas of concern all have the same basic concept. We would like to make our endorsements available to our restricted class through inexpensive and available technology. But there is no simple or certain way to limit access to the restricted class only. If the general public has the correct access code, they too will be able to obtain ONRC Action Federal PAC's endorsements.

1. ONRC Action has a web site (www.onrc.org/~onrc/) that members regularly access for environmental action alerts, on-line copies of its newsletter, hike information, and other information of interest to those concerned about the environment. Many members have expressed an interest in having the endorsements included on the web site. However, the web site is accessible to anyone, and is not restricted in any manner. There is no additional expense in having additional pages on the site, and the web site is maintained by a volunteer, not by paid staff. Please advise if we may include ONRC Action Federal PAC's endorsements on ONRC Action's web site.

2. Our press releases regarding the PAC's endorsements are distributed to our normal list of media contacts. Due to the amount of public interest that our endorsements generate, media reporting of our endorsements often results in a large volume of phone calls asking for the complete list of endorsements. These calls are not originated by ONRC Action; these are members and citizens from the community calling ONRC Action's main phone number asking about ONRC Action Federal PAC's endorsements. Please advise if we can answer questions if the caller is not a member. Also, if we ask the caller if they are a member, and they respond affirmatively, is this sufficient effort before releasing endorsement information?

3. Related to the above situation is our third question. Due to the large volume of calls, and because we have no permanent receptionist (phones are answered by all staff or the position is filled by volunteers), ONRC Action would like to record a voice mail box message with the complete list of endorsements. The voice mail computer system was purchased by ONRC Action years ago and has the capacity for approximately 1000 voice mail boxes. With less than 20 employees, there is excess capacity on the system that ONRC Action will never use. Therefore, ONRC Action will incur no additional expenses by setting up a voice mail box for endorsements. Any time spent setting up the box or recording the message would be paid for by ONRC Action Federal PAC.

If additional information is needed, please feel free to contact me at 503/283-6343 x 208 or at the above address.

Sincerely,

A handwritten signature in black ink, appearing to read "Nancy DenDooven", with a long horizontal flourish extending to the right.

Nancy DenDooven, Treasurer
ONRC Action Federal PAC

Subject: Letter to FEC dated July 3, 1997//request for opinion

Date: Fri, 11 Jul 1997 11:49:36 -0700

From: Bradley Litchfield <brlitch@fec.gov>

Organization: Federal Election Commission

To: nd@onrc.org

BCC: brlitch@aol.com

Dear Ms. DenDooven:

I have your letter of July 3 seeking an advisory opinion from the FEC for the Oregon Natural Resources Council Action Federal PAC.

I have also cyber-toured ONRC's web site. Very interesting and impressive, by the way; also informative.

In order to proceed with your inquiry, our office will need to get copies of the governing documents for ONRC; namely its articles of incorporation and bylaws. In addition, other materials that describe the rights and powers and qualifications of "members" of ONRC would likely be helpful. For example, any mailers or brochures that you use to solicit new members for ONRC. (Obviously, you would not need to submit anything that is already available from your web site. We can take notice of that as part of the public record.)

In addition, I assume when you refer to ONRC "endorsements" you are referring to endorsements of candidates for Federal office: U.S. House of Representatives, U.S. Senate, President and Vice President. Please confirm.

It would also be helpful if you could explain the scope of your overall candidate endorsement program. Namely, does ONRC make endorsements for all Federal election races in Oregon or only selective ones? Explain any selection criteria used.

To what extent does ONRC make endorsements in State and local elections? How is its process in that respect any different from its process for endorsing in Federal election races? Are the numbers of endorsements significantly different, relative to the number of offices at stake in any given election? For example, would it be likely or possible that ONRC might endorse candidates for 30% of the non-federal offices on the ballot, while it endorsed candidates for all of the Federal offices on the ballot?

Is ONRC's candidate endorsement program limited to candidates in the general election only? Or does it also include endorsements in primary elections? If the latter, explain and describe any differences between the endorsements made in the general and the primary.

You can respond to this e-mail by same, if desired. But we will also need a followup first class mailing with your signature for the record.

Sincerely,

Bradley Litchfield
Associate General Counsel
Federal Election Commission



MAIN OFFICE
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Portland, OR 97217-4145
503-283-6343 • Fax 503-283-0756
info@onrc.org

Aggressive Defenders of Oregon's Wild Lands

July 24, 1997

Bradley Litchfield
Associate General Counsel
Federal Election Commission
999 E Street NW
Washington, DC 20463

Mr. Litchfield,

Thank you for your prompt response to our July 3 letter.

As requested, copies of ONRC Action's Articles of Incorporation and Bylaws are enclosed, as is a recent membership solicitation.

You asked in your email:

In addition, I assume when you refer to ONRC "endorsements" you are referring to endorsements of candidates for Federal office: U.S. House of Representatives, U.S. Senate, President and Vice President. Please confirm.

I'm sorry for the lack of clarity on my part. Yes, I was referring to Federal candidates only.

You also asked:

It would also be helpful if you could explain the scope of your overall candidate endorsement program. Namely, does ONRC make endorsements for all Federal election races in Oregon or only selective ones? Explain any selection criteria used.

To what extent does ONRC make endorsements in State and local elections? How is its process in that respect any different from its process for endorsing in Federal election races? Are the numbers of endorsements significantly different, relative to the number of offices at stake in any given election? For example, would it be likely or possible that ONRC might endorse candidates for 30% of the non-federal offices on the ballot, while it endorsed candidates for all of the Federal offices on the ballot?

Is ONRC's candidate endorsement program limited to candidates in the general election only? Or does it also include endorsements in primary elections? If the latter, explain and describe any differences between the endorsements made in the general and the primary.

A separate state PAC, Oregon Natural Resources Council Action State PAC, makes all the endorsements of state and local candidates, so for the purposes of this advisory opinion, we are interested in making more accessible to our members and callers only our federal candidate endorsements.

ONRC Action Federal PAC does make endorsements for most races, but our selection criteria, greenness, electability, and statesmanship, does not require an endorsement in every race. We do endorse in primary and general elections, and lately, the special elections as well, as we've had a few of late. There is no selection criteria difference for primary vs. general elections. Greenness, electability, and statesmanship are the key criteria for a candidate to gain our endorsement.

If you have further questions, please feel free to email or call.

Sincerely,



Nancy DenDooven, Treasurer
ONRC Action Federal PAC

ENCL.: ARTICLES OF INCORPORATION

BYLAWS

SAMPLE OF MEMBERSHIP SOLICITATION



**Oregon
Natural
Resources
Council**

Oregon's Natural Guard

Yes, I'll Join ONRC Action!

Welcome to ONRC!

We really do appreciate your support and so will everyone who enjoys Oregon's wild lands. As an ONRC Action member, you will receive our newsletter *Wild Oregon* eight times a year. You will also receive timely issue alerts and invitations to special events and our Annual Conference. You'll also have the knowledge that you are joining a group of Oregonians committed to protecting our wild lands.

Matching Gift Programs

A matching gift program at work could double your gift! Please inquire at your personnel office.

Membership Information

Please fill out this form and double check your responses. When you are finished, click the "submit" button. If you prefer you can reach us by phone at 503-283-6343 x0 or by FAX at 503-283-0756.

Name
 Address
 City State Zip Country
 Daytime Phone w/ Area Code
 Evening Phone w/ Area Code
 E-mail address

Membership level:

- Patron \$500 Charter \$75
 Donor \$250 Family \$60
 Sustaining \$100 Regular \$35

I'm interested in tree free giving with a regular monthly or quarterly contribution to ONRC.
 monthly (\$10 minimum) or quarterly (\$30 minimum)

I've called ONRC at 503-283-6343 x0 with my credit card information, or mailed my voided check / deposit slip to ONRC. (Please use address at bottom of page.)

I'm not ready to join at this time, but I would like to make a contribution in the amount shown above.

Method of Payment:

- Please send me a bill.
 My check is in the mail made out to "ONRC Action".
 (Please use address at bottom of page.)
 I've called ONRC at 503-283-6343 x0 with my credit card information.
 Because ONRC Action works to change and strengthen environmental laws and hold politicians

~~Because ONRC Action works to change and strengthen environmental laws and hold politicians accountable for their actions, ONRC Action contributions are not tax deductible.~~

Put me on your Legislative Alert network
(I've indicated my e-mail address and day time phone number above.)

I'd like to discuss volunteer options.

I'd like more information about ONRC Action Teams in my area.

ONRC Action occasionally makes its member list available to non-profit organizations whose information we believe may interest you. If you prefer **not** to be included, check here.

If you have any other comments, let us know:

When you have finished checking the information, press this button to mail the information to ONRC.

Tree Free Giving Benefits

Cut down on paper use (yours and ONRC's) by contributing through electronic funds transfers (your donation is automatically deducted from your bank account or credit card). In doing so, you'll enjoy a 15% discount on ONRC merchandise and *no fund appeals*. Call us with your credit card information or mail us a voided check or deposit slip to begin your tree-free giving right away. [Membership Form](#)

Volunteer - Help Us Grow!

In Portland and Eugene, volunteers are needed weekdays for office tasks and evenings for phoning and mailings. In Bend, we need daytime filing/phone help. Wherever you are, you can also write letters, attend local meetings or host a party to introduce your friends to ONRC. [Membership Form](#)

ONRC Action Teams

ONRC has members throughout the state who want to be more involved, but often don't know where to start. Action Teams introduce ONRC members to one another and increase their opportunity to make a difference while developing friendships. The teams provide members with a support structure of other like-minded folks to help them find ways to work together to protect Oregon's wild lands.

Action Team members pledge to do one activity a month and each team has one or two leaders to organize and be the liaison with the ONRC staff. A sample of activities include: developing a phone tree, fax or e-mail network to keep team members apprised of important issues requiring letters or phone calls, meeting once a month for a potluck and letter-writing party, or attending local hearings as a group. [Membership Form](#)

[ONRC Home](#) | [Alerts](#) | [Programs](#) | [ONRC Info](#) | [Fun Stuff](#) | [Conservation Contacts](#) | [Government Contacts](#) |



We'd like to have your comments on our web site.

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5825 North Greeley, Portland, OR 97217-4145, USA.
Telephone 503-283-6343 (voice), 503-283-0756 (FAX).
<http://www.onrc.org/~onrc/>



ONRC Information



Oregon Natural Resources Council is a conservation consortium promoting environmental protection by educating the public and influencing the public's servants through legal and legislative processes.

- Wild Oregon Newsletters contain timely articles on conservation topics.
- Phone Book - lists main office extensions, field office addresses and e-mail addresses.
- Yes! I'll join ONRC Action!
- Add me to (or remove me from) your e-mail alert list. I will receive the alerts electronically as soon as they become available.
- I'd like to find out more about ONRC volunteer opportunities.
- I'd like to find out more about ONRC Action Teams.
- I'd like to send you comments on the ONRC Web Site.

About the Oregon Natural Resources Council

Over two decades ago, concerned individuals who saw increasing threats to the natural heritage that makes Oregon and the Northwest unique in the world met at a campground to determine how committed activism could right environmental wrongs. Their passion helped create ONRC, Oregon's most effective and best recognized environmental advocate.

ONRC was the first group to appeal a Forest Service timber sale based on concern for the spotted owl, and, represented by the Sierra Club Legal Defense Fund, helped mastermind the single most important victory in the 20-year ancient forest campaign-- the judicial decision that halted virtually all logging in spotted owl habitat managed by the federal government. ONRC was also instrumental in persuading Congress to create and enact the Endangered American Wilderness Act and the Oregon Wilderness Act, which together protect more than 1.2 million acres of Oregon's most threatened wild lands.

ONRC's mission is to aggressively defend Oregon's wild lands-- its forests, rivers, coast, and high desert. ONRC's professional, grassroots-driven field staff works directly with local citizens and citizen groups to incorporate environmental concerns into statewide, regionwide and nationwide programs. ONRC's long list of successes in the face of powerful political and economic interests has been made possible by members, activists, and affiliated organizations willing to take the lead in their own communities. With over 5,000 members, it is hoped that ONRC's "watchdog" role will protect our natural resources for this and future generations.

On October 1, 1995, ONRC changed its name to "ONRC Fund" and affiliated with a new organization called "ONRC Action." ONRC Fund remains a 501(c)(3), continuing its aggressive defense and accepting tax-deductible contributions. "ONRC Action" is a 501(c)(4), so its contributions are not be tax deductible, but ONRC Action is able to participate in unlimited lobbying and in the elections process (through political action committees).

| [ONRC Home](#) | [Alerts](#) | [Programs](#) | [ONRC Info](#) | [Fun Stuff](#) | [Conservation Contacts](#) | [Government Contacts](#) |



We'd like to have your comments on our web site.

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Oregon's Natural Guard



Urgent Alerts! and Upcoming Events

- ▶ **Action Needed! - ICBEMP - A Recipe for Ecological Disaster**

Featured Articles from *Wild Oregon*

- ▶ **Countering Corporate Sway Over Salem**
- ▶ **"Salvage" rider keeps on cutting – lawless logging continues**
- ▶ **Oregon coho salmon need ESA protection**
- ▶ **Bringing Fire Back to Eastern Oregon Forests**
- ▶ **Klamath Basin's Wealth of Wildlife**
- ▶ **Clean Drinking Water: Did clearcuts make the Flood of 1996 worse?**

Information on ONRC:

- ▶ **Yes! I'll join ONRC Action!**
- ▶ **Send us your comments about the ONRC Web Site.**
- ▶ **Phone Book - phone, address and e-mail.**

Oregon and U.S. Government Contacts

- ▶ **Who is my representative?**

[Alerts](#) | [Programs](#) | [Info](#) | [Hikes & Fun](#) | [Conservation Links](#) | [Government Links](#) |



We'd like to have your [comments](#) on our web site.



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<http://www.onrc.org/~onrc/>



This page has been accessed 8746 times since 19 March 1996.

Credits:

Web site design: Dick Kaiser
 Color graphics: Yolanda Gonzales



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SAMPLE OF A RECENT MEMBERSHIP SOLICITATION

***"What is happening here?? Don't we
ALL share a responsibility not to
endanger the lives of our neighbors?"***

—Karen Henderson, Umpqua, Oregon

Dear Friends,

We get a lot of letters and email from concerned Oregonians. Karen Henderson's e-mail stopped us cold.

Karen lives in Umpqua, Oregon, about one mile from where four of her neighbors died in a tragic landslide on November 18, 1996. The slide originated on a steep slope that was clearcut in 1987. She wrote to us asking that we help stop this reckless logging by working to strengthen Oregon's Forest Practices Act. The Forest Practices Act (FPA) regulates logging on Oregon's 780,000 acres of state forests and more than 10 million acres of private forest lands.



© Francis Etherington

These slides are in national forests. Safeguards on state and private lands are much less.

And that's why we're writing you today: to ask you to join ONRC and help us stop clearcuts that threaten our forests, our drinking water and our homes.

Clearcutting steep slopes starts a time bomb ticking. With the trees gone, the roots that hold the soil in place begin to decay. In years to follow, winter rains can trigger massive slides. Water-saturated soil then careens down clearcuts and across logging roads, dumping tons of mud onto homes and highways, and into rivers, streams and reservoirs.

Twenty-five years of scientific studies have repeatedly shown that clearcutting causes large increases in landslides. In 1995, the Oregon Department of Forestry found that clearcuts could increase the frequency of landslides by up to 40 times.

But the Oregon Department of Forestry—the agency responsible for overseeing state and private forest lands—approved every one of the hundreds of clearcuts and logging roads contributing to landslides on state and private lands this past year.



© Andrew Harvey

*Healthy, intact forests holds soil in place,
keeping water clear and pure.*

Despite the loss of lives and millions of dollars of damages, the Department of Forestry has no choice but to rubber-stamp dangerous logging operations.

"We just can't come out and say, 'No, you can't log that area because the ground is too steep and there's a house a quarter mile away.' We can't do that."

—Lou Torres, Oregon Dept. of Forestry,
The Register-Guard, 12/4/96

What's wrong with the Forest Practices Act? The two biggest problems:

- It permits clearcuts on extremely steep slopes and within twenty-five feet of some streams. This is a fraction of protections required on national forests and what scientists say is necessary to protect salmon and drinking-water quality.
- It shields timber companies from legal responsibility if their actions hurt people or property (with an exception only for great bodily injury).

These are loopholes big enough for a mountain to slide through.

But instead of closing the loopholes, timber-friendly legislators in Salem will soon introduce legislation to weaken this already toothless law. In denying the connection between logging and mudslides, the timber industry is behaving like the tobacco industry does with respect to smoking and lung cancer.

For the rest of us, the dangers of irresponsible logging can now be seen more clearly than ever. We know that a forest is more than just trees—it's wildlife and wildlife habitat, a recreation area, a source of our pure drinking water, spawning grounds for salmon and other benefits for our families and future generations.

"The tragic deaths of Hubbard Creek area are a warning—we must act now to prevent any further loss of life and home. I worked and saved for ten years to buy my home. Please help me save it before industry greed takes away all that I have worked so hard to obtain. I do not want to become the next statistic."

—Karen Henderson

ONRC has a long, successful history of protecting our natural resources from greedy special interests. Working with concerned people around the state, we've significantly reduced the logging levels of past decades on our national forests.

We are also playing a key role in pushing for Endangered Species Act protections for coho salmon and steelhead trout



When irresponsible logging threatened the Bull Run, water source for one-quarter of all Oregonians, ONRC fought for stronger protections—and won!

and have led successful campaigns to designate almost 2,000 miles of Oregon's rivers as wild and scenic: Last year, we helped win protection for Opal Creek, the largest intact ancient forest in the western Cascades, and increased protections for the Bull Run watershed, the source of clean-drinking water for over one-quarter of all Oregonians.

Today, we need your help to strengthen the Oregon Forest Practices Act so that landslides like the one that killed Karen Henderson's neighbors won't happen again. **We must speak up now, or we will face greater destruction of our forests, our rivers and our homes and the lives within.**

Already, ONRC has helped organize 75 conservation groups to request that Governor Kitzhaber act quickly to protect people, property and critical wildlife habitat endangered by clearcuts and logging roads. We need your help with the next two steps.

Specifically, I'm asking you to:

1. Contact Governor Kitzhaber to urge him to strengthen the Forest Practices Act.* Let him know good stewardship and personal responsibility requires that the state of Oregon and timber corporations not endanger the lives of our neighbors. **The Forest Practices Act must be *strengthened*, not weakened, to protect the lives and property of citizens.**

Governor John Kitzhaber
254 State Capital
Salem, OR 97310
ph: 503-378-3111
fax: 503-378-4863

- * Be sure to send a copy of your letter to your local paper. We can't afford to buy TV and radio commercials like the timber industry, but a letter-to-the-editor reaches thousands of your neighbors.

☎ Hello? Governor Kitzhaber? ☎
Your opinion can sway a decision, especially if public sentiment is strong. Call the governor (you won't talk to him, but rather to one of his assistants). You'll find the call quick, easy and effective. In fighting for good bills or against bad bills, calls from constituents make a big difference.
✉ If you're phone shy, a letter (or a letter to a newspaper) works well too.

2. Join ONRC Action and our efforts to protect public health and safety by maintaining healthy, intact forests and rivers.

Fixing the Forest Practices Act will require all our talents and creativity. The timber industry is powerful and resistant to change, even at the cost of people's lives.

But if there is anything ONRC has learned in the last two decades, it is that ordinary people can indeed accomplish extraordinary feats.

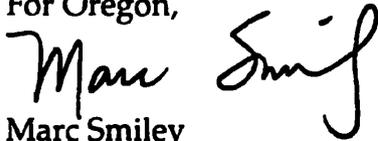
For this reason, ONRC builds coalitions. We bring together conservation and community organizations, health professionals, commercial and sport fishers, native tribes and ordinary and extraordinary citizens to fight for the protection of our precious drinking water, our glorious but beleaguered salmon runs and our magnificent forests and grasslands. Wherever you might fit in on this list, we need your support.

How will your membership help strengthen the Forest Practices Act? It will help us mobilize citizens to speak out for the public's safety; it will ensure our presence at the State Legislature in Salem working with our legislators and governor—including holding them accountable for their votes; it will allow us to take the media out for a first-hand look at the destruction; and it will help us educate the public.

As an ONRC Action member you'll receive our newsletter, *Wild Oregon*, and timely action alerts on our conservation efforts. ONRC members also enjoy conferences, work parties, hikes and camping trips. Plus you'll have the knowledge that you are part of a growing network of citizens dedicated to protecting Oregon's precious natural heritage. Please join us today.

Karen Henderson called on us to work to strengthen the Oregon Forest Practices Act. Together, we can and must; not just for the sake of her neighbors who lost their lives, but for Karen. Under the existing Act, **Roseburg Forest Products Corp.** is planning to log the mountainside directly above her home. Alone, she is powerless to stop them. But together we are not. Please join us today.

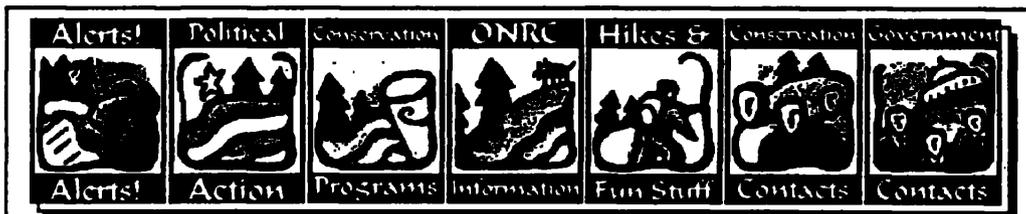
For Oregon,



Marc Smiley

Executive Director

P.S. Even if you can't join at this moment, for Karen Henderson, her neighbors and all Oregonians, please take a few minutes right now and call or write Governor Kitzhaber.



ONRC Online For the latest conservation updates, political alerts, and information on events and hikes in the wilderness visit ONRC's new website at <http://www.onrc.org/~onrc/>

YES! Let's stop clearcuts on steep slopes!

Remember, for your membership of \$35 or more, ONRC Action will send you eight beautiful full color greeting cards from famed photographer Charles Blakeslee, our newsletter *Wild Oregon* and timely action alerts on our conservation efforts.

— Don't send me the cards, I'd rather you use my entire contribution to protect our forests and rivers.

home phone () _____
e-mail _____

\$35 \$50 \$100 \$250 Other \$ _____

Enclosed is my check payable to ONRC Action
 Please charge my Mastercard Visa

Acct. # _____

Exp. Date _____

Signature _____

* Because we work to hold politicians accountable for their votes on the environment, contributions to ONRC Action are not tax-deductible.

THANK YOU FOR YOUR SUPPORT!

Oregon Natural Resources Council Action,
5825 N. Greeley, Portland, OR 97217

MEMBERSHIP BENEFITS

Protecting Oregon's Quality of Life

As a member you'll have the satisfaction of knowing that you are part of a growing network of citizens dedicated to protecting the Earth's and Oregon's ancient forests, wild salmon runs and clean drinking water.

Wild Oregon Newsletter and Issue Updates

You'll stay well informed with our newsletter, *Wild Oregon* (published eight times a year), and timely action alerts on issues affecting Oregon's wild lands.

Green Voting Info

Action members receive our in-depth analyses of the environmental stands and voting records of local, state and national candidates and elected officials.

Hikes, Trips and Events

Join fellow members at our conferences, workshops, issue briefings, special events, hikes and camping trips around the state. They are a great group of people to meet.

ONRC Action Teams-like book clubs with a bite

ONRC members are joining together with others in their areas as ONRC Action Teams to make a difference locally. Through one action a month, be it a letter-writing potluck, attending a hearing or meeting, or handing out information at community events, Action Teams are building a pro-environment constituency in their own backyards.

ONRC Online

For the latest conservation updates, political alerts, and information on events and hikes in the wilderness visit ONRC's new website at <http://www.onrc.org/~onrc/>

Submit the original
and one true copy
\$20.00



SECRETARY OF STATE
Corporation Division
Business Registry
158 12th Street NE
Salem, OR 97310-0210
(503) 378-4166

THIS SPACE FOR OFFICE USE ONLY:

FILED

JUN 27 1995

ARTICLES OF INCORPORATION
Nonprofit Corporation

SECRETARY OF STATE

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

ARTICLE 1: Name of the corporation: Oregon Natural Resources Council Action

ARTICLE 2: Type of corporation (check one only):

- Public benefit
 Mutual benefit
 Religious

ARTICLE 3: Name of the initial registered agent: Sally Cross

Residence or office address of registered agent (must be a street address in Oregon):

10931 SE 51st Milwaukie Oregon 97222
Street and number City Zip code

ARTICLE 4: Principal office address:

522 SW 5th, Suite 1050 Portland, Oregon 97204
Street and number City Zip code

ARTICLE 5: Indicate if corporation will have members:

- Yes
 No

ARTICLE 6: Distribution of assets on dissolution or final liquidation:

to an organization organized for public or charitable purpose, or to an organization which is tax exempt under section 6 501(c)(3) of the Internal Revenue Code.

**ARTICLES OF INCORPORATION
NONPROFIT CORPORATION**

Page 2

Name of corporation: Oregon Natural Resources Council Action

ARTICLE 7: Name and address of each director is optional.

(If the corporation is a public benefit, you must list three directors and their addresses below.)

Sally Cross 10931 SE 51st, Milwaukie, OR 97222

Andy Kerr PO Box 130, Toesph, OR 97846

Candice Guth 1816 SE 34th, Portland, OR 97214

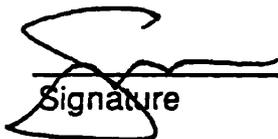
ARTICLE 8: Each director named has consented to this appointment.

ARTICLE 9: Optional provisions:

ARTICLE 10: Name and address of the incorporator:

Sally Cross 10931 SE 51st Milwaukie, OR 97222
Name Address

Execution:


Signature

Sally Cross
Printed name

Incorporator
Title

Person to contact about this filing: Sally Cross (503) 223-9001 x. 212
Name Daytime phone number

Make checks payable to the Corporation Division. Submit the completed form and fee to: Corporation Division, Business Registry, 158 12th Street NE, Salem, Oregon 97310-0210.

Submit the original
and one true copy
\$10.00

Registry Number:

465540-85



Corporation Division - Business Registry
Public Service Building
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327
(503) 986-2200 Facsimile (503) 378-4381

THIS SPACE FOR OFFICE USE ONLY

FILED
AUG 22 1995
SECRETARY OF STATE

ARTICLES OF AMENDMENT Nonprofit Corporation

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

1. Name of the corporation prior to amendment:

Oregon Natural Resources Council Action

2. On a separate sheet, please state the article number(s) and set forth the article(s) as it is amended to read.

3. The amendment(s) was adopted on _____, 19 _____. (If more than one amendment was adopted, identify the date of adoption of each amendment.)

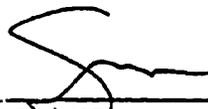
4. Check the appropriate statement:

Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

Membership approval was required. The membership vote 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

Execution:


Signature

Sally Cross
Printed name

Director
Title

Person to contact about this filing:

Sally Cross
Name

503-223-9001 x212
Daytime phone number

MAKE CHECKS PAYABLE TO THE CORPORATION DIVISION OR INCLUDE YOUR VISA OR MASTERCARD NUMBER AND EXPIRATION DATE _____ / _____. SUBMIT THE COMPLETED FORM AND FEE TO THE ABOVE ADDRESS OR FAX TO (503) 378-4381.

Amendments to the Articles of Incorporation for Oregon Natural Resources Council Action

The Articles of Incorporation are amended as follows:

Article 6 is amended to read:

"Upon dissolution of the corporation, its assets shall be disposed of exclusively for the purposes of the corporation or distributed to such organizations organized and operated exclusively for the promotion of social welfare or for charitable purposes, which shall, at the time, qualify as exempt organizations under sections 501(c)(4) or 501(c)(3)."

The following Article 9 is added:

"Section 9a.

The corporation is organized and will be operated exclusively for the purposes of aggressively defending natural resources throughout the Greater Oregon Ecosystem from environmental destruction. The Greater Oregon Ecosystem includes lands that drain into or out of the State of Oregon; the Eastern Pacific Ocean off the Oregon Coast; and species found in Oregon during all or part of their lifecycle and their habitat anywhere. Among the methods to be used in pursuance of these purposes are:

- Establish policies that encourage environmentally sustainable practices by business, governments and individuals;
- Work to eliminate government subsidies which cause environmental degradation; and
- Involve its members and environmentalists throughout the Greater Oregon Ecosystem in advocacy, education and other activities to achieve its goals.

In pursuance of these purposes it shall have the powers to do all things necessary, proper and consistent with maintaining its tax-exempt status under section 501(c)(4). All references to sections in these Articles refer to the Internal Revenue Code of 1986 as amended or to comparable sections of subsequent internal revenue laws.

Section 9b.

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this corporation shall be limited to reasonable amounts. The corporation shall not participate or intervene in political campaigns on behalf of or in opposition to any candidate for public office to an extent which would disqualify it from tax exemption under section 501(c)(4). Notwithstanding any other provision of these articles or of any Bylaws adopted thereunder, this corporation shall not take any action not permitted by the laws which then apply to this corporation."

BYLAWS
of
Oregon Natural Resources Council Action

As Amended August 28, 1996

ARTICLE I: PURPOSES

Section 1. *Purposes.* The purposes of the Oregon Natural Resources Council Action are:

1. To aggressively defend natural resources throughout the Greater Oregon Ecosystem from environmental destruction. The Greater Oregon Ecosystem includes lands that drain into or out of the State of Oregon; the Eastern Pacific Ocean off the Oregon Coast; and, species found in Oregon during all or part of their lifecycle and their habitat anywhere. Among the methods to be used are:

- To aggressively defend the Greater Oregon Ecosystem from environmental destruction.
- Establish policies that encourage environmentally sustainable practices by business, governments and individuals.
- Work to eliminate government subsidies which cause environmental degradation.
- Involve its members and environmentalists throughout the Greater Oregon Ecosystem in advocacy, education and other activities to achieve its goals.

ARTICLE II: MEMBERS

Section 1. *Membership.* The Oregon Natural Resources Council Action shall have individual members. Individual members of The Oregon Natural Resources Council Action shall consist of those persons whose annual dues are paid up. Such dues shall be fixed from time to time by the Board of Directors and payable as provided in Section 2 of this article.

Section 2. *Members' Dues.* The Board of Directors shall set, and may change, from time to time, the amount of annual dues for members. The dues shall be paid annually at the time of joining or renewing membership, and shall cover a one year membership. If the dues of any member are not renewed at the end of one year, the membership shall automatically terminate on that date for reason of non-payment.

Section 3. *Rights of Members.* The right of a member to vote and all their rights, title, and interests in or to the Corporation shall cease on the termination of their membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of The Oregon Natural Resources Council Action.

Section 4. *Annual Meeting.* The annual meeting of the membership shall be held at a place, date, and time selected by the Executive Director. Election of the Board of Directors will take place each year at the annual meeting of the membership. Members shall be given an opportunity to vote for candidates for the Board of Directors at the annual meeting. Notice of the place, date, and time of the annual meeting and election shall be mailed to members at least thirty (30) days before the event.

Section 5. *Quorum and Voting.* Those members present at an annual meeting constitute a quorum. Action is taken by an affirmative vote of a majority of members present, unless these bylaws or the law provide differently. There shall be no voting by proxy.

Section 6. *Termination of Supporters.* The Board of Directors may suspend or expel a member for cause, or for violation of the corporation's ideals or purposes, after a right to be heard thereon is given.

Section 7. *Transferability.* No membership is transferable or assignable.

Section 8. *Non-member support.* The Oregon Natural Resources Council Action may list or otherwise recognize non-profit organizations and businesses whose contributions are paid during the current year. This support and/or its recognition does not confer membership nor any membership rights in the Oregon Natural Resources Council Action.

ARTICLE III: BOARD OF DIRECTORS

Section 1. *Number, Term of Office and Qualifications.* Once a year at the annual meeting, the members shall elect a minimum of three (3) and a maximum of fifteen (15) members to serve as the Board of Directors. Members of the Board of Directors shall serve two-year terms. Approximately half of the Board Members and replacements for vacancies shall be elected each year to terms beginning on January 1st of the following year. All members of the Board of Directors must be current members of the Oregon Natural Resources Council Action.

Section 2. *Nominations.* The President shall annually appoint a Nominating Committee which shall nominate a slate of Board of Directors candidates and the list thereof shall be mailed to all members with the notice of the meeting or mailing at which they are to be considered for election.

Section 3. *Elections.* Members of the Board will be elected by the membership at the annual membership meeting.

Section 4. *Removal and Vacancies.* In case of any vacancy for any reason the Board of Directors shall have the power to fill the same until the next annual meeting. Upon resignation or two consecutive absences, the Board of Directors may declare a position vacant and replace that member for the interim period until the next Board election.

Section 5. *Powers.* The Board of Directors shall have full power and authority to conduct all the corporate business of the Oregon Natural Resources Council Action except as otherwise provided herein. Such business shall include, but is not limited to, implementation of policies and priorities, fundraising, approval of annual budgets, coordination and preparation for the annual meeting, selecting and hiring an Executive Director, and determining eligibility and dues of member applicants.

Section 6. *Ineligibility of Staff and Consultants.* No person who is a principle officer or owner of a company receiving income from the corporation's treasury shall serve on the Board of Directors.

Section 7. *Conflict of Interest.* Board members with an actual or potential financial or professional conflict of interest in their relation to the Oregon Natural Resources Council Action have a duty to disclose such conflict to the Board in a timely manner. If a person's professional obligations bring them into conflict with ONRC Action's policies, then a professional conflict of interest exists. The Board of Directors may either remove a member from the Board or it may require a Board Member to recuse themselves from affected deliberations if it determines that a conflict of interest or an apparent conflict of interest exists.

Section 8. *Regular Meetings.* Regular meetings of the Board of Directors shall be held around the state periodically, but at least once each year at the annual membership meeting. The Board of

Directors may permit any or all Directors to participate in a regular meeting, or to conduct the meeting through use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. Board Members will be notified by phone, e-mail, fax or regular mail at least 48 hours prior to a special Board meeting, and at least two weeks prior to a regular Board meeting. No notice to the membership of the date, time, place, or purpose of these meetings is required.

Section 9. *Special Meetings.* Special meetings of the Board of Directors may be called by the President or any twenty (20) percent of the Directors then in office. Notice of a special meeting shall be given to each Director at least ten (10) days before the meeting, unless the president or twenty (20) percent of the Directors deem an emergency special meeting necessary, in which case notice shall be given to each Director at least one (1) day before the meeting. The Board of Directors may permit any or all Directors to participate in a special meeting by, or conduct the meeting through use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

Section 10. *Quorum.* A quorum to transact any business shall consist of a majority of the members currently serving on the Board of Directors.

Section 11. *Action without Meeting.* The Executive Committee may act on the Board's behalf between meetings. Action required or permitted to be taken at a meeting of the Board of Directors may also be taken without a meeting if the action is approved by all members of Board of Directors. Except for actions of the Executive Committee, any such action will be formally ratified by the Board of Directors at the next scheduled board meeting.

Section 12. *Personal Liability of Board Members.* No member of the Board of Directors and no uncompensated Officer shall be personally liable to the corporation for monetary damages for conduct as a Director or Officer, except for the following:

- a. Any breach of the Director's or Officer's duty of loyalty to the corporation or its members;
- b. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- c. Any transaction from which the Director or Officer derived an improper personal benefit; and
- d. Any act or omission in violation of ORS 65.361 to 65.367.

Section 13. *Indemnity Against Liability.*

(1) Each director, officer, and employee who is wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director, officer, or employee was a party because of being a director, officer, or employee of the corporation shall be indemnified against reasonable expenses actually incurred by the director, officer, or employee in connection with the proceeding.

(2) Except as provided below, each director, officer, and employee made a party to a proceeding because the individual is or was a director, officer, or employee may be indemnified against liability incurred in the proceeding if:

- a. The conduct of the individual was in good faith;
- b. The individual reasonably believed that the individual's conduct was in the best interests of the corporation, or at least not opposed to its best interests; and
- c. In the case of any criminal proceeding, the individual had no reasonable cause to believe the conduct of the individual was unlawful.

A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirements of subparagraph (b) of this paragraph. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent is

not, of itself, determinative that the director, officer, or employee did not meet the standard of conduct described in this paragraph.

(3) A director, officer, or employee may not be indemnified:

- a. In connection with a proceeding by or in the right of the corporation in which the director, officer, or employee was adjudged liable to the corporation; or
- b. In connection with any other proceeding charging improper personal benefit to the director, officer, or employee in which the director, officer, or employee was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or employee.

(4) Indemnification permitted under paragraph (2), above, in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

(5) A director, officer, or employee may not be indemnified under paragraph (2); above, unless authorized in the specific case after a determination has been made that indemnification of the director, officer, or employee is permissible in the circumstances because the director, officer, or employee has met the standard of conduct set forth in paragraph (2). A determination that indemnification of a director, officer, or employee is permissible shall be made in accordance with Oregon law. Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible.

(6) A director, officer, or employee may not be indemnified until 20 days after the effective date of written notice to the Oregon Attorney General of the proposed indemnification.

(7) Each director, officer, and employee may be paid for or reimbursed the reasonable expenses incurred by the director, officer, or employee who is a party to a proceeding in advance of final disposition of the proceeding if:

- a. The director, officer, or employee furnishes the corporation a written affirmation of the director's, officer's, or employee's good faith belief that the director, officer, or employee has met the standard of conduct described in paragraph (2), above; and
- b. The director, officer, or employee furnishes the corporation a written undertaking, executed personally or on the director's, officer's, or employee's behalf, to repay the advance if it is ultimately determined that the director, officer, or employee did not meet the standard of conduct.

The undertaking required by subparagraph (b) of this paragraph must be an unlimited general obligation of the director, officer, or employee but need not be secured and may be accepted without reference to financial ability to make repayment.

(8) In applying the provisions of this section, "Indemnification," the definition of terms found in ORS 65.387 shall be used.

ARTICLE IV: OFFICERS

Section 1. *Officers and Election.* The officers of the Oregon Natural Resources Council Action shall be chosen by the Board of Directors from the members of the Board of Directors at its first meeting at or after the annual membership meeting electing the board members, and shall consist of a President, a Secretary, a Treasurer, and such other officers as shall, from time to time, be elected and appointed by the Board of Directors. Each of the officers shall serve until a successor is elected or appointed by the Board of Directors. Two or more offices may be held by the same person, except that the President may hold no other office.

Section 2. *Removal and Vacancies.* The officers shall hold office at the pleasure of the Board of Directors. Any officer elected or chosen by the Board of Directors may be removed, without cause, at any time by the Board of Directors. In case of any vacancy for any reason, the Board of Directors shall have the power to fill the same.

Section 3. *President.* The president shall be a principal spokesperson for the Board and the chairperson of its Board of Directors. The President shall preside at all meetings, and shall have duties as may be prescribed by the Board of Directors. The President shall serve as an ex-officio member of all standing committees.

Section 4. *Secretary.* The Secretary shall have custody of all books, records and papers of the Council except such as shall be in possession of some other authorized person. The Secretary shall record the proceedings of all meetings and shall give, or cause to be given, notices of all meetings, and shall have other duties as may be prescribed by the President or Board of Directors.

Section 5. *Treasurer.* The Treasurer shall have custody of the Council funds, shall keep full and accurate accounts of all receipts and disbursements, except such as may be in the possession of some other authorized person. They shall account for all of their transactions as Treasurer and of the financial condition of the Council at all meetings. The Treasurer shall have such other duties as may be prescribed by the President or the Board of Directors.

ARTICLE V: STAFF

Section 1. The Board of Directors shall hire and supervise an Executive Director. The Executive Director hires and supervises all staff.

ARTICLE VI: WAIVER

Section 1. Whenever any notice is required to be given under the provisions of the Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VII: COMMITTEES

Section 1. *Standing Committees.* The Board of Directors shall have the authority to establish such committees as are necessary to carry on the affairs of the Council. The President and Executive Director are ex-officio members of all committees.

An Executive Committee which exercises the policy-making authority of the Board will consist of all Board officers.

A Political Affairs Committee will have the authority to make endorsements and all policy decisions related to ONRC's Action's segregated political fund.

Section 2. *Appointments.* The President, with the approval of the Board of Directors, shall appoint the chairperson and members of all committees, who shall be members in good standing of the Oregon Natural Resources Council Action or staff. Committee members do not have to serve on the Board of Directors, except for members of the Executive Committee. The President or the Board of Directors may remove any such member whenever the best interest of the Council shall be served by such removal.

Section 3. Duties. Unless otherwise designated in these Bylaws, the committees shall perform in an advisory capacity only.

ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS, GIFTS

Section 1. Fiscal Year. The fiscal year of ONRC Action shall be October 1-September 30 but may be changed by resolution of the Board of Directors.

Contracts. The Board of Directors may authorize any officer, officers, agent, or agents of the Council to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Oregon Natural Resources Council Action, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.. All checks, drafts, or orders for payment on money, notes, or other evidences of indebtedness issued in the name of the Oregon Natural Resources Council Action shall be signed by such officer, officers, agent or agents as shall be determined by resolutions of the Board of Directors.

Section 3. Deposits. All funds of the Oregon Natural Resources Council Action shall be deposited from time to time to the credit of the Oregon Natural Resources Council Action in such banks or other depositories as the Board of Directors or designated agents may select.

Section 4. Gifts. The Board of Directors or designated agents may accept on behalf of the Council any contributions, gifts, bequests, or devices for general purposes or for any special purpose of the Council. For purposes of tax exemption, the Oregon Natural Resources Council Action is to maintain 501(c)(4) tax status with the Internal Revenue Service.

ARTICLE IX: AMENDMENTS

A two-thirds majority of the Board of Directors may adopt one or more amendments to the Bylaws in the manner prescribed by ORS Chapter 65.

(These Bylaws were originally adopted on September 8, 1995, and amended on August 28, 1996.)