Oregon Ocean Science Trust

Board Packet

April 2026

Table of Contents

Document #	Document Name	Page Number
Document 1	Meeting Agenda	
Document 2	Steps to Establish a 501 c3	
Document 3	OOST Board Appointments	
Document 4	Status of Trust-funded grant projects to date	
Document 5	Trust Budget	

OREGON OCEAN SCIENCE TRUST

Agenda
Wednesday, April 1, 2026 | NOON–3:00 PM

Meeting will be in person at the Barry Fisher Room, Guinn Library, Hatfield Marine Science Center, and virtual using GoToMeeting: https://meet.goto.com/createstrat/oregonoceansciencetrust
Call in information: (571) 317-3112 | **Access Code:** 438-756-733

Time	Topic	Documents
NOON–12:10PM	**Welcome**, introductions, opening comments, approval of previous meeting summary – Vice Chair Karina Nielsen	**Document 1**
12:10PM–12:30PM	**Legislative Session** Debrief and 2027 Legislative Session (OOST initiatives)	
12:30PM–1:45PM	**A 501 (c)(3) for the Oregon Ocean Science Trust – HB 4097** • The process for establishing the 501(c)(3) • Staffing the nonprofit • Funding the nonprofit in the first 2-3 years • Board composition of the nonprofit • Convening the board of the nonprofit – overlap with OOST Board meetings • Fund management and allocation of contracts re: DSL • Other topics	**Document 2**
1:45PM–2:00PM	**BREAK**	
2:00PM–2:10PM	**Trust Administrative Items** • OOST board appointments – update • Status of Trust-funded grant projects to date • Review of Trust budget	**Document 3** **Document 4** **Document 5**
2:10PM–2:30PM	**Planning a Fall Legislative "Tour"** The communications team will present options for the location, timing, and draft content/goals of a legislative tour in the Fall of 2026.	
2:30PM–2:45PM	**Board Member Open Mic** - An opportunity for Board members to discuss topics of interest	
2:45PM–2:55PM	**West Coast Ocean Science Action Agenda** (quarterly progress report) – Update, discussion, and key next steps	
2:55PM–3:00PM	Public Comment and Adjourn	

Agenda items and times are subject to change. DSL will make reasonable accommodation for people with disabilities. Please notify Oregon Relay Service (1-800-735-2900) at least 5 business days before meeting.

2026 OOST Board Meetings
July 8, Noon–3pm (Newport, OR) | October 7, Noon–3pm (Newport, OR)

<u>Document #2</u> - Steps for the Oregon Ocean Science Trust to Develop a 501c3:

1. We must choose a Name and Board of Directors:

- **Potential Names:** Oregon Ocean Science Foundation, Oregon Ocean Science Fund, Oregon Ocean Research Alliance, Oregon Ocean Research Foundation, The Oregon Blue Future Fund (all of these are available names with the Oregon Secretary of State)
- **Board:** Oregon requires a minimum number of board members (usually 3).
    - President, Secretary, Treasurer

2. File "Articles of Incorporation" We file this document with Oregon's Secretary of State.

- Our Articles **must** contain specific language required by the IRS.
    - **Purpose Clause:** (Must state we are organized *exclusively* for charitable, religious, educational, or scientific purposes)
    - **Dissolution Clause:** (Must state that if our nonprofit dissolves, all assets will be distributed to another 501(c)(3) or the government)

ARTICLE: Purpose and Dissolution

Section 1. Purpose The **X** is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The specific purpose of this corporation is to support, promote, and further the mission of the **Oregon Ocean Science Trust**, established under ORS 196.565, by:

- Raising and managing private funds to support peer-reviewed research and monitoring of Oregon's ocean and coastal resources;
- Enhancing public-private partnerships that increase the state's capacity to understand and respond to changing ocean conditions; and
- Engaging in any other lawful activities that support the scientific and educational objectives of the Oregon Ocean Science Trust.

Section 2. Limitations No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 set forth in Section 1 hereof.

Section 3. Dissolution Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government (specifically the **Oregon Ocean Science Trust** or its successor agency), for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

3. Obtain an EIN (Employer Identification Number)

- Once the state approves our Articles, we apply for an EIN from the IRS website.
- This is like a Social Security Number for our nonprofit. It is free and immediate if done online.

Preparation: What We Need

- **Legal Name:** Must match our Oregon Articles of Incorporation exactly.
- **Responsible Party:** Generally, the President or Treasure. We need their **Social Security Number (SSN)** or ITIN.
- **Physical Address:** The Foundation's official mailing address.
- **Formation Date:** The date the Oregon Secretary of State approved our Articles.

The Online Application Process

Go to the IRS EIN Assistant.

- **Step 1: Identity.** Select **"View Additional Types, Including Tax-Exempt and Governmental Organizations"** and then choose **"Other Non-Profit/Tax-Exempt Organizations."**
- **Step 2: Reason for Request.** Select **"Started a new business."**
- **Step 3: Responsible Party.** Enter the individual's info. Note: The IRS only allows **one EIN issuance per day** per responsible party.
- **Step 4: Addresses.** Enter our physical and mailing address.
- **Step 5: Details.** * **Specific Question:** For "Type of Entity," write **"501(c)(3) public charity"** in the "Other" field if prompted.

- **Employees:** If we don't plan to hire staff in the first 12 months, enter "0."

Note: We need to download and print the **CP 575 Confirmation Notice**. The IRS does not email this to us, and it is difficult to replace.

4. Draft Bylaws (Because the Oregon Ocean Science Foundation is an affiliate of a state trust, these bylaws include specific language to ensure the two organizations stay aligned while remaining legally distinct) – the bylaws are attached to our IRS application.

BYLAWS OF THE X

ARTICLE I: NAME AND PURPOSE

Section 1. Name. The name of the organization shall be the X (the "Foundation").

Section 2. Purpose. The Foundation is organized exclusively for charitable, scientific, and educational purposes. Its primary mission is to provide financial and strategic support to the Oregon Ocean Science Trust (the "Trust") as established under ORS 196.565.

ARTICLE II: BOARD OF DIRECTORS

Section 1. Power. The affairs of the Foundation shall be managed by its Board of Directors.

Section 2. Number and Qualifications. The Board shall consist of no fewer than [3] and no more than [11] directors. To ensure alignment, at least [one] seat shall be reserved for a current member or designated representative of the Oregon Ocean Science Trust.

Section 3. Terms. Directors shall serve a term of [two or three] years. Terms shall be staggered so that approximately one-third of the Board is up for election each year.

Section 4. Vacancies. Vacancies may be filled by a majority vote of the remaining directors.

ARTICLE III: MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held for the election of directors and officers.

Section 2. Regular Meetings. The Board shall meet at least [quarterly]. Meetings may be held in person or via electronic communication (Zoom/Teams) as permitted by Oregon law.

Section 3. Quorum. A simple majority of the directors in office shall constitute a quorum for the transaction of business.

ARTICLE IV: OFFICERS

Section 1. Designation. The officers shall be a President, a Secretary, and a Treasurer.

- **President:** Shall principal executive officer and shall preside at all meetings.
- **Secretary:** Shall keep the minutes, see that all notices are given, and keep the corporate records.
- **Treasurer:** Shall have charge and custody of all funds and keep accurate books of account.

Section 2. Election. Officers shall be elected annually by the Board.

ARTICLE V: RELATIONSHIP WITH THE TRUST

Section 1. Independent Status. While the Foundation supports the Oregon Ocean Science Trust, it remains a separate 501(c)(3) legal entity. It is not an agency of the State of Oregon.

Section 2. Grantmaking. The Foundation shall establish a process to distribute funds that prioritizes the research goals and priorities identified by the Trust.

ARTICLE VI: CONFLICT OF INTEREST

The Board shall adopt and maintain a Conflict of Interest policy to protect the Foundation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director. This policy shall be reviewed and signed annually by all directors.

ARTICLE VII: INDEMNIFICATION

The Foundation shall indemnify its directors and officers to the fullest extent permitted by Oregon law against expenses, judgments, fines, and settlements actually and reasonably incurred in connection with any pending or threatened action or proceeding.

ARTICLE VIII: AMENDMENTS

These bylaws may be amended, altered, or repealed by a two-thirds vote of the Board of Directors at any regular or special meeting, provided that notice of the proposed change was given at least ten days prior.

Note: The Incorporator, the person that files the paperwork with the state, must sign an Action by Sole Incorporator (Appendix B), which adopts the bylaws and appoints the first board.

5. Draft a Conflict of Interest Policy

- The IRS requires this policy to ensure that the charity serves the public interest, not the financial interests of the board members.

Article I: Purpose To protect the Foundation's interest when it is contemplating entering into a transaction that might benefit the private interest of an officer or director.

Article II: Definitions Define "Interested Person" to include anyone with a financial interest **OR** a "positional interest" (such as being a voting member of the OOST).

Article III: Procedures

1. **Duty to Disclose:** Members must disclose all potential conflicts annually and before any relevant vote.
2. **Determining Conflict:** The rest of the board (the "disinterested" members) votes on whether a conflict exists.
3. **Addressing Conflict:** The interested person must leave the room during the final discussion and vote.

Article IV: Records of Proceedings The minutes **must** record who disclosed a conflict, who was present for the discussion, and the final vote count. The IRS checks these minutes during audits.

Note: Every year, at its first meeting, every board member must sign a **Conflict of Interest Disclosure Form**. This form should list their employers, other boards they sit on, and any businesses they own that do work in ocean science. See Appendix A.

6. Hold the "Organizational Meeting"

- The initial board must meet to officially adopt the Bylaws and Conflict of Interest Policy, and to elect the officers. Record minutes of this meeting; the IRS may ask to see them.

Phase 3: Federal Tax-Exempt Application

We apply to the IRS for recognition under section 501(c)(3).

7. File Standard Form 1023 (Long form): Very detailed narrative required about our activities. Takes 3-12 months for approval. Fee is $600.

8. File the Application on Pay.gov

- Both forms must be filed electronically via Pay.gov. We will need to create an account, upload our documents (Articles, Bylaws), and pay the user fee.

9. Await Determination Letter

- If approved, we will receive a "Determination Letter" from the IRS that proves we are tax-exempt and allows us to give donors tax receipts.

Phase 4: Compliance & Maintenance

10. State Charity Registration (Solicitation License)

- **We must register with the Oregon Department of Justice Charitable Activities Section** before we begin fundraising or holding assets.

We must file **Form RF-C** (Registration for Charitable Organizations). **Email:** charitable@doj.oregon.gov; **Mail:** Charitable Activities Section Oregon Department of Justice 100 SW Market Street Portland, OR 97201-5702

- **Cost:** $0 (There is no fee for the initial registration).
- **Required Attachments:** We need to provide copies of our **Articles of Incorporation**, **Bylaws**, and our **IRS 501(c)(3) determination letter**.
- **Timing:** The DOJ states that Oregon corporations should register "immediately following incorporation" and *before* conducting activities.

11. State Tax Exemption

If the IRS determines we are exempt under Section 501(c), Oregon law (**ORS 317.080**) honors that status automatically and exempts our organization from state tax.

12. Annual Reporting

- **Federal:** We must file IRS Form 990, 990-EZ, or 990-N every year. If we miss this for 3 consecutive years, our status is automatically revoked.
- **State:** Oregon requires an annual report to the Secretary of State and a financial renewal with the Charity Bureau. We file the annual report online via the Oregon Business Registry. It is due on the anniversary date of our incorporation and costs $50. We then file an annual financial report: **Form CT-12:** This is the annual report due 4 months and 15 days after our fiscal year ends. **Fees:** Unlike the initial registration, the annual report usually has a sliding-scale fee based on our organization's revenue (ranging from $10 to $200).

Appendix A. **ANNUAL CONFLICT OF INTEREST DISCLOSURE FORM**

Entity: Oregon Ocean Science Foundation (the "Foundation")

Fiscal Year: 2027

1. Identification

- **Name:** _____
- **Board Position:** [ ] Director [ ] Officer [ ] Committee Member
- **Primary Employer:** _____

2. Relationships with the Oregon Ocean Science Trust (OOST)

- Do you currently serve as a voting member of the OOST Board? [ ] Yes [ ] No
- Are you an employee of any state agency that provides staff support to the OOST? [ ] Yes [ ] No
- If "Yes," please describe your role: _____

3. Affiliations with Potential Grant Recipients

- Are you (or a family member) an employee, faculty member, or researcher at a university or institution that conducts ocean/coastal research? [ ] Yes [ ] No
- Do you (or a family member) hold a position as an officer or director of another nonprofit involved in ocean conservation or science? [ ] Yes [ ] No
- **Entity Name(s):** _____

4. Financial Interests

- Do you, or a family member, have a financial interest (ownership, stock, or consulting contract) in any company that provides scientific equipment, vessel charters, or environmental consulting services? [ ] Yes [ ] No
- **Company Name(s):** _____

5. Affirmation and Signature I have received a copy of the Oregon Ocean Science Foundation Conflict of Interest Policy. I have read and understand the policy and agree to comply with it. I understand that the Foundation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Signature: _____ **Date:** _____

Implementation Guide: Using the Flowchart

When a vote comes up (e.g., "Should we grant $50k to Oregon State University for a crab larvae study?"), the Board Chair should use the following process:

1. **Check the Disclosures:** The Secretary notes that Director X is an OSU professor.
2. **Disclosure in Minutes:** The Chair asks Director X to briefly describe their relationship to the project.
3. **Recusal:** Director X leaves the room (or the Zoom call).
4. **Deliberation & Vote:** The remaining board members discuss if the grant is fair and scientifically sound.
5. **Recording:** The minutes must state: *"Director X disclosed a conflict as an OSU employee and was not present for the discussion or the vote."*

Appendix B. **ACTION BY WRITTEN CONSENT OF THE SOLE INCORPORATOR OF THE OREGON OCEAN SCIENCE FOUNDATION**

The undersigned, being the sole incorporator of the **Oregon Ocean Science Foundation,** an Oregon nonprofit corporation (the "Corporation"), does hereby adopt the following resolutions pursuant to **ORS 65.057:**

1. Adoption of Bylaws RESOLVED, that the Bylaws presented to the Incorporator for the regulation and management of the affairs of the Corporation be, and they hereby are, adopted as the Bylaws of the Corporation.

2. Appointment of Initial Directors RESOLVED, that the following persons be, and they hereby are, appointed as the initial Directors of the Corporation, to serve until the first annual meeting of the Board of Directors or until their successors are duly elected and qualified:

- **Director 1:** [Name], [Address]
- **Director 2:** [Name], [Address]
- **Director 3**: [Name], [Address]

3. Appointment of Officers RESOLVED, that the following persons be, and they hereby are, elected to the offices set forth opposite their respective names, to serve until the first meeting of the Board of Directors at which officers are elected:

- **President:** [Name]
- **Secretary:** [Name]
- **Treasurer:** [Name]

4. Procurement of EIN and Tax-Exempt Status RESOLVED, that the officers of the Corporation are hereby authorized and directed to apply for an Employer Identification Number (EIN) and to prepare and file an application with the Internal Revenue Service for recognition of the Corporation as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

5. Resignation of Incorporator RESOLVED, that having appointed the initial Board of Directors and adopted the Bylaws, the undersigned hereby resigns as the Incorporator of the Corporation, effective immediately.

IN WITNESS WHEREOF, the undersigned has executed this Action by Written Consent as of the date set forth below.

Date: _____

Signature: _____

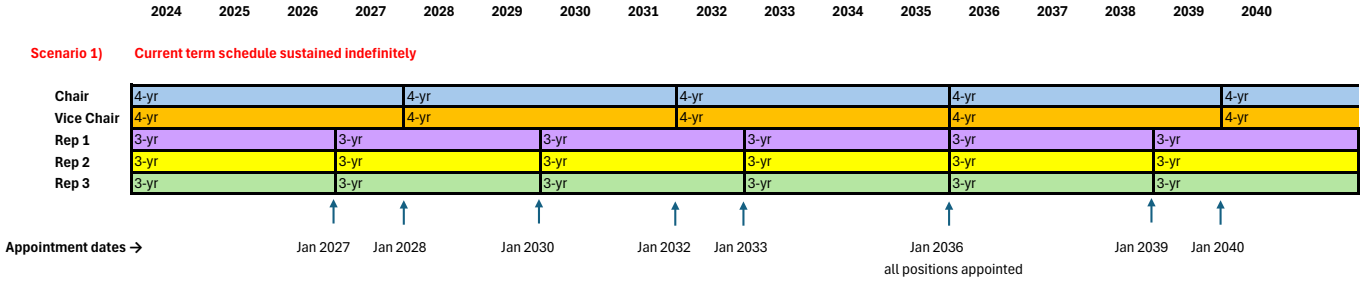
Printed Name: [Your Name], Sole Incorporator

Note: This document is placed in the Minute Book (permanent corporate records); it is not mailed to the State or the IRS.

Document 3

Scenarios for achieving staggered term lengths of 4-years for all OOST Board positions

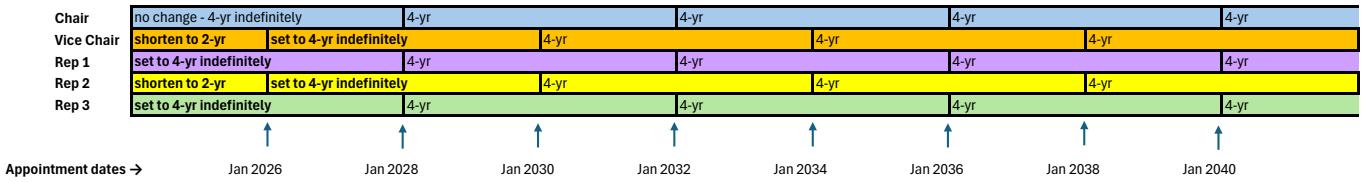
Constraints: all positions to eventually have 4-year terms; ; no interim term should be shorter than 2-yr; reduce the frequecy of making appointments to once every two years



Scenario 1) **Current term schedule sustained indefinitely**

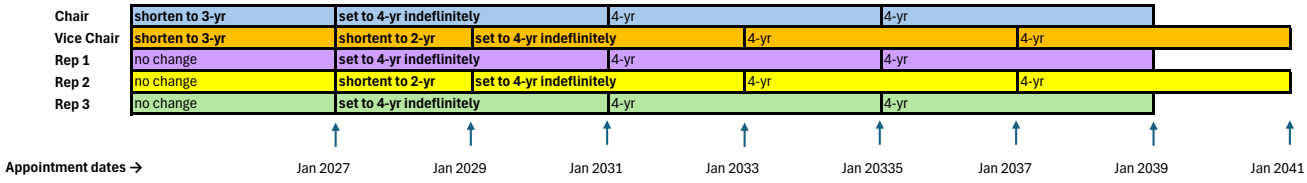
Actions needed
1) No change to current terms for all positions, indefinitely
2) Appoint two to five positions at irregular frequency (i.e., every 1-3 years)

Scenario 2) **Six-step Plan A - Achieve staggered 4-yr appointments by January 2028, but requires immediate adjustments of appointment terms for 4 positions**



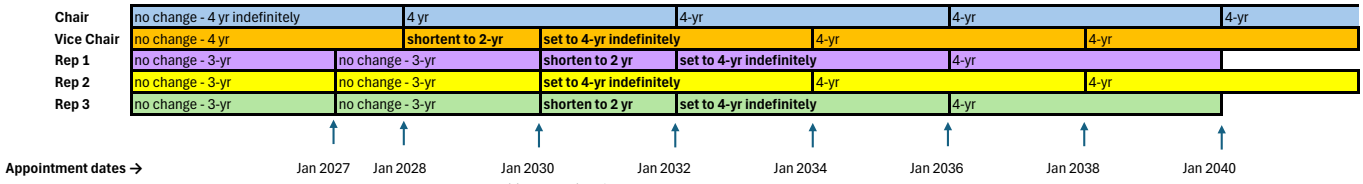
Actions needed
1) Immediately - Shorten terms of current Vice Chair and Rep 2 to 2-yr, **to end Dec 2025**
2) Jan 2026 - Set terms of Vice Chair and Rep 2 to 4-yr, indefinitely. Appoint Vice Chair and Rep 2 to 4-yr terms
3) Present to indefinite - Set terms of Chair, Rep 1, & Rep 3 to 4-yr. Current holders of those positions remain in office until Dec 2027
4) Jan 2028 - Appoint Chair, Rep 1, & Rep 3 positions to 4-yr terms
5) Jan 2030 - Appoint Vice Chair & Rep 2 positions to 4-yr terms
6) Lather, rinse repeat steps 4 & 5, staggered every 2 years, indeflinitely

Scenario 3) **Six-step Plan B. Achieve staggered 4-yr terms by January 2029, requiring shortening all positions once at various times**



Actions needed
1) Jan 2026 - Shorten current terms of Chair & Vice Chair to 3-yr, to end Dec 31, 2026. No change to terms of current holders of Rep 1, Rep 2, & Rep 3
2) Jan 2027 - Set terms of Chair, Rep 1, & Rep 3 to 4-yr, indeflinitely. Shorten terms of Vice Chair and Rep 2 to 2-yr thru Dec 2028. Appoint all positions to new terms.
3) Jan 2029 - Set terms of Vice Chair and Rep 2 to 4-yr, indeflinitely. Appoint Vice Chair and Rep 2 positions to 4-yr terms
4) Jan 2031 - Appoint Chair, Rep 1, & Rep 3 positions to 4-yr terms
5) Jan 2033 - Appoint Vice Chair and Rep 2 positions to 4-yr terms
6) Lather, rinse repeat steps 4 & 5, staggered every 2 years, indeflinitely

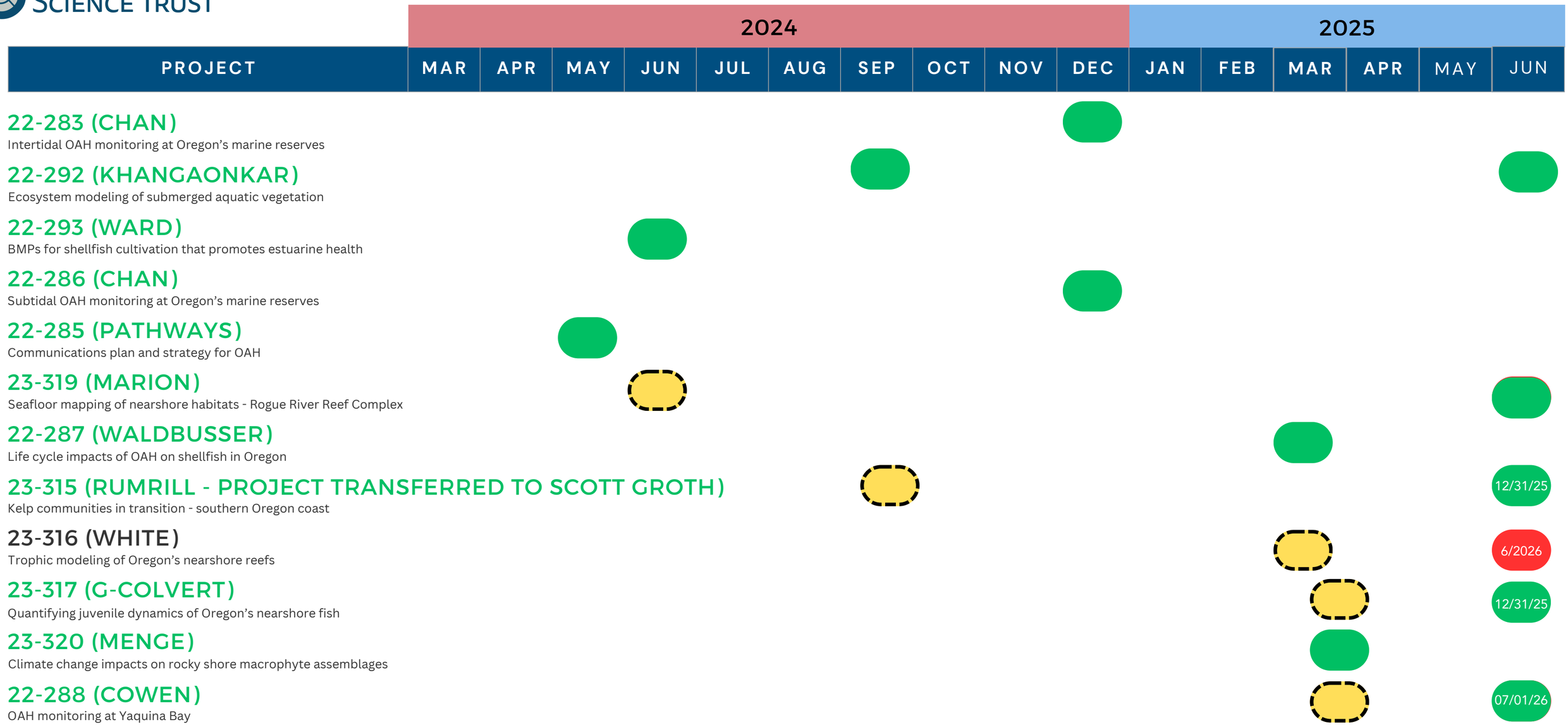
Scenario 4) **Ten-step Plan. Achieve staggered 4-yr terms by 2032, with no changes to current appointments**



Actions needed
1) Present to indefinite - No change to 4-yr term of Chair, indefinitely
2) Present - Dec 2026 - No change to terms of all current position holders
3) Jan 2027 - Appoint Rep 1, 2 & 3 to 3-yr terms, thru Dec 2029
4) Jan 2028 - Appoint Chair to 4-yr term
5) Jan 2028 - Shorten term of Vice Chair for 2-yr, thru Dec. 29; Appoint Vice Chair to 2-yr term
6) Jan 2030 - Set terms of Vice Chair and Rep 2 to 4-yr indefinitely; Shorten terms of Rep 1 & Rep 3 to 2-yr, thru Dec 2031; Appoint Vice Chair and Reps 1, 2, & 3
7) Jan 2032 - Set terms of Rep 1 & Rep 3 to 4-yr, indefinitely; Appoint Chair, Rep 1, & Rep 3 to 4-yr terms
8) Jan 2034 - Appoint Vice Chair and Rep 2 to 4-yr terms
9) Jan 2036 - Appoint Chair, Rep 1, & Rep 3 to 4-yr term
10) Lather, rinse repeat steps 8 & 9, staggered every 2 years, indeflinitely

Oregon Ocean Science Trust

OREGON OCEAN SCIENCE TRUST GRANT PROJECTS



COMPLETED GRANT PROJECTS IN GREEN

Oregon Ocean Science Trust Budget Summary - April 2026

Contracts

Contractor Name	Purpose	Contract #	Start Date	End Date	Contract Budget	Remaining Balance	
Oregon State University	Trophic Modeling Nearshore Reefs	23-316	3/1/2023	1/31/2026	150,000	**$37,500**	To be completed June 30, 2026
Sprout Partners	Communications Consultant	23-350	10/15/2023	12/31/2026	100,000	**$32,103**	
Creative Resource Strategies LLC	OOST Director of Strategies Initiatives and Programs	25-1034	1/1/2026	12/31/2027	105,000	**$91,128**	
						$160,731	

Cash Balance **$373,217** As of 3/19/26

Grants

Successful Grants

West Coast Ocean Alliance (2025)	West Coast Ocean Science Action Agenda - Joint grant application with California Ocean Science Trust	$65,600	Contract in progress t
Builder's Initiative (2025)		$35,000	
Builder's Initiative (2023)		$300,000	
		$400,600	

Grant Applications in Process

Northwest Area Foundation	WCOSAA engagement with Tribes	$150,000	LOI sent 17 December 2025
Paul M Angell Family Foundation	Capacity building	$100,000	LOI sent 17 December 2025
UNESCO	Blue Carbon workshop	$13,000	Requested on 8 December 2025
UNESCO	WCOSAA engagement with Tribes	$150,000	Requested on 19 November 2025
		$413,000	

Grants OOST Is Exploring Applying for in 2026

- Renewable Natural Resources Foundation
- Heising-Simons Foundation
- Reser Foundation
- Meyer Memorial Trust
- Walton Family Foundation

Unsuccessful Grant Applications

Oregon Community Foundation (2	Requested by OOST for West Coast Ocean Science Action Agenda	$25,000
Autzen Foundation (2025)	Requested by California Ocean Science Trust for West Coast Ocean Science Action Agenda	$25,000
Blue Convergence (2025)	Using Two-eyed Seeing (Etuaptmumk) to Co-Create Forward-Thinking Climate-Resilient Fisheries Strategies	$150,000
		$200,000