OREGON OCEAN SCIENCE TRUST

Agenda
Wednesday, October 7, 2026 | NOON–3:00 PM

Meeting will be at the Barry Fisher Room, Guin Library, Hatfield Marine Science Center, and virtual using Zoom: https://us06web.zoom.us/j/81617244839?pwd=W8hlMDAHbyVSqXvz009jVaJblYaVxY.1
Meeting ID: 816 1724 4839 | Passcode: 605498

Time	Topic	Documents
NOON–12:10PM	**Welcome**, introductions, opening comments, approval of previous meeting summary (Chair Laura Anderson)	**Document 1**

12:10PM–1:10PM	**Trust Administrative Items**
	• Trust budget
	• Oregon Ocean Science Legacy Fund
	  ○ Draft bylaws
	  ○ Status of prospective board members
	  ○ Next steps in developing the 501c3
	• OOST board appointments/DSL
		Document 2

1:10PM–1:30PM	**West Coast Ocean Science Action Agenda** Discuss status and next steps with the Action Agenda	
1:30PM–1:45PM	**BREAK**	
1:45PM–2:15PM	**ODFW Funding – Status Update** (Shaun Clements) • Provide ODFW with an update on the West Coast Ocean Science Action Agenda - progress and key next steps (and how we have incorporated ODFW priorities into the Agenda) • Receive an update from ODFW on its new funding, how ocean and coastal species and issues are anticipated to be addressed, and how the OOST can help the state and support its ocean and coastal science priorities	
2:15PM–2:40PM	**Winter Portland Event** Discussion of winter (February 23, 24 or 25, 2027)	
2:40PM–2:55PM	**Board Member Open Mic** - An opportunity for Board members to discuss topics of interest	
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.

2027 OOST Board Meetings
6 January 2027, Noon–3PM
7 April 2027, Noon–3PM
14 July 2027, Noon–3PM
6 October 2027, Noon–3PM

Oregon Ocean Science Trust Budget Summary - October 2026

Contracts

Contractor Name	Purpose	Contract #	Start Date	End Date	Contract Budget	Remaining Balance
Sprout Partners	Communications Consultant	23-350	10/15/2023	12/31/2025	75,000	**$18,133**
Creative Resource Strategies LLC	Initiatives and Programs	25-1034	1/1/2026	12/31/2027	105,000	**$47,343**
						$65,476

Grants

Successful Grants

West Coast Ocean Alliance (2025)	West Coast Ocean Science Action Agenda - Joint grant application with California Ocean Science Trust	$61,000	Note: Funding received from WCOA by CA OST - will be direct charging to that account, not through DSL
Builder's Initiative (2025)		$35,000	
Builder's Initiative (2023)		$300,000	
		$396,000	

Grant Applications in Process

Renewable Natural Resources Foundation		$200,000	LOI submitted May 2026; Notified July 2026 that LOI was accepted - asked to, and submitted, full proposal in August 2026
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
		$613,000	

Grants OOST Is Exploring Applying for in 2026

Blue Convergence	Funding announcement for West Coast included only Puget Sound	
Heising-Simons Foundation		
Reser Foundation		
Meyer Memorial Trust		

Unsuccessful Grant Applications

Oregon Community Foundation (2025)	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	$150,000
		$200,000

OREGON OCEAN SCIENCE LEGACY FUND BYLAWS

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ARTICLE 1 – NAME AND PURPOSE

Section 1.1: Name. The name of this corporation is the Oregon Ocean Science Legacy Fund (hereafter the "Fund").

Section 1.2: Purpose. The Fund is a nonprofit public benefit corporation 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.

Section 1.3: Specific Mission. The specific mission of the Fund is to advance ocean and coastal science by supporting, enhancing, and securing funds to amplify the priorities of the Oregon Ocean Science Trust (hereafter the "Trust"), a statutory body established by the State of Oregon.

Section 1.4: Why a Separate Organization?
The Oregon Ocean Science Trust was established by the Oregon Legislature as a public trust with a specific mission to steward and invest state resources in support of ocean and coastal science. The Oregon Ocean Science Legacy Fund is being created as a complementary philanthropic organization designed to expand the pool of private, charitable, and grant funding available to support that mission. While the Fund will work closely with OOST and align its priorities with those established by the Trust, it will operate as a separate nonprofit corporation with its own Board of Directors, fiduciary responsibilities, and fundraising activities. This structure allows the Fund to engage donors, foundations, and funding opportunities that may not otherwise be available through the Trust while maintaining clear governance and accountability.

ARTICLE 2 – OFFICES

The principal office shall be located in Oregon. Additional offices may be established as needed.

ARTICLE 3 – BOARD OF DIRECTORS

Section 3.1 – Authority The Board of Directors (“Board”) shall have full authority over the governance, policy, and affairs of the Fund. The Board shall have the authority to employ an Executive Director (or equivalent chief executive) to manage the day-to-day operations of the Fund, including, but not limited to, serving and briefing the Board, public and donor relations, developing sources of income, establishing and maintaining the office of the Fund, managing business services, assuring annual audits of books and accounts by auditors approved by the Board, publishing an annual report, signing operational documents, assisting the Secretary and Treasurer, and carrying out other duties as assigned by the Board. The Board shall determine the Executive Director's compensation, evaluate their performance, and define their duties. The Board may delegate to the Executive Director the authority to hire, manage, evaluate, and terminate additional staff necessary to carry out the mission of the Fund.

Section 3.2 – Decision Making Decisions are made by simple majority of the Directors present when a quorum is present at each meeting.

3.2.1 Unanimous Written Consent Any action required or permitted to be taken at a meeting of the Board of Directors of the Oregon Ocean Science Fund may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the Directors entitled to vote on the matter.

3.2.2. Electronic Transmission and Email For the purposes of this section, "writing" and "signed" include electronic mail (email) and other forms of electronic transmission. An affirmative consent or approval sent by a Director from an email address on record with the Fund shall be deemed a valid and binding signature.

3.2.3. Effective Date Action taken under this section is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date.

3.2.4. Recordkeeping A consent signed under this section has the same force and effect as a unanimous vote of the Board of Directors and may be described as such in any document. All such electronic consents shall be printed or otherwise preserved and filed with the corporate records, alongside the minutes of the proceedings of the Board of Directors.

Section 3.3 – Number and Composition The Board shall consist of no fewer than five (5) and no more than twelve (12) Directors. No more than 49 percent of the Directors may be voting members of the Trust, and no fewer than two members of the Fund will be Trust board members.

Section 3.4 – Qualifications The Board shall collectively reflect expertise in ocean and coastal science, Tribal and community engagement, philanthropy and fundraising, public policy and governance, finance, law, and nonprofit management.

Section 3.5 – Terms Directors serve three (3)-year terms, which shall be staggered.

Section 3.6 – Election, Resignation, and Removal of Directors

3.6.1 Election of Directors Except for the initial Board of Directors appointed by the incorporator(s), Directors shall be elected by a majority vote of the Directors then in office at the annual meeting of the Board of Directors. Each Director shall hold office for the term for which they are elected and until their successor has been elected and qualified, or until their earlier death, resignation, or removal.

3.6.2 Resignation Any Director may resign at any time by delivering written notice to the President, the Secretary, or the full Board of Directors of the Fund. Such resignation shall take effect upon receipt of the notice, or at any later time specified within the notice. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

3.6.3 Removal Any Director may be removed from the Board, with or without cause, by an affirmative vote of two-thirds (2/3) of the Directors then in office. Such action may be taken at any regular or special meeting of the Board, provided that written notice of the intention to vote on the removal of the Director has been given to all Directors, including the Director whose removal is proposed, prior to the meeting in accordance with the notice requirements of these bylaws.

3.6.4 Vacancies Any vacancy occurring on the Board of Directors—whether resulting from death, resignation, removal, or an approved increase in the number of Directors—may be filled by an affirmative vote of a majority of the remaining Directors then in office, even if such remaining Directors constitute less than a quorum. A Director elected to fill a vacancy shall hold office for the unexpired term of their predecessor, or, if a new seat was created, until the next annual election of Directors.

3.6.5 Compensation Directors shall serve without compensation for their service as members of the Board of Directors. However, by resolution of the Board, Directors may be reimbursed for reasonable and necessary actual expenses incurred in the performance of their duties for the Fund. Furthermore, nothing in this section shall be construed to preclude any Director from serving the Fund in any other capacity—such as an independent contractor or professional consultant—and receiving fair and reasonable compensation for such services, provided that any such arrangement strictly complies with the Fund's Conflict of Interest Policy and state and federal laws regarding excess benefit transactions.

ARTICLE 4 – INDEMNIFICATION

Section 4.1 - General Indemnification To the fullest extent permitted by the Oregon Nonprofit Corporation Act, the Fund shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that they are or were a director, officer, employee, or agent of the Fund. This indemnification covers expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding, provided they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Fund, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful.

Section 4.2 - Mandatory Indemnification Unless limited by the Articles of Incorporation, the Fund shall indemnify a director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because of being a director or officer of the Fund, against reasonable expenses actually incurred by the director or officer in connection with the proceeding.

Section 4.3 - Advancement of Expenses Expenses (including reasonable attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative, or investigative action, suit, or proceeding may be paid by the Fund in advance of the final disposition of such action, suit, or proceeding upon receipt of a written undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that they are not entitled to be indemnified by the Fund as authorized in this Article.

Section 4.4 Exceptions and Limitations No indemnification shall be made under this Article in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence, intentional misconduct, or a knowing violation of law in the performance of their duty to the Fund, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. Furthermore, the Fund shall not indemnify any person if doing so would constitute an "excess benefit transaction" under Section 4958 of the Internal Revenue Code.

Section 4.5 - Insurance The Fund shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Fund against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Fund would have the power to indemnify them against such liability under the provisions of this Article or the Oregon Nonprofit Corporation Act.

Section 4.6 Non-Exclusivity of Rights The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise.

ARTICLE 5 – OFFICERS

Officers shall include President, Secretary, and Treasurer. The Board may establish additional officers as needed.

ARTICLE 6 – MEETINGS

At least three regular meetings will be held annually, a quorum consists of a majority of Directors attending, and actions may be taken electronically as permitted by Oregon state law. The annual meeting is held in the fourth quarter of each year.

Section 6.1 - Meeting Minutes The Secretary, or a designated Director, shall ensure that accurate minutes of all Board meetings are recorded, distributed to the Board, and permanently filed in the corporate records. Date, time, location (or virtual link), list of attendees (to prove quorum), exact wording of motions made, who made and seconded

them, the outcome of the vote, and any recusals due to a conflict of interest should be included in meeting minutes.

Section 6.2 - Meeting Location Any meeting of the Board of Directors may be held via telephone, in person, or video conferencing provided that all participating Directors can simultaneously hear and communicate with one another during the meeting. Participation in this manner constitutes in-person attendance.

Section 6.3 - Meeting Notice Notice of regular meetings shall be provided to each Director at least seven (7) days in advance. Notice of special meetings shall be provided at least two (2) days in advance and must state the purpose of the meeting.

ARTICLE 7 – COMMITTEES

The Board may establish standing or ad hoc committees, including, but not limited to Executive Committee, Finance and Audit Committee, Development Committee, and Science and Programs Committee. Committees may include non-board advisors.

ARTICLE 8 – CONFLICT OF INTEREST

The Board of Directors shall adopt and strictly adhere to a comprehensive Conflict of Interest Policy to protect the Fund's tax-exempt interest when contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director.

ARTICLE 9 – RELATIONSHIP WITH OREGON OCEAN SCIENCE TRUST

Section 9.1 – Alignment The Fund shall align its strategic priorities with those of the Trust, which was statutorily (ORS 196.566) created in 2013 to:

- Promote peer-reviewed, competitive research and monitoring that leads to increased knowledge and understanding of Oregon's ocean and coastal resources;
- Promote innovative, collaborative, community-oriented, multi-institutional approaches to research and monitoring related to Oregon's ocean and coastal resources;
- Enhance this state's capacity for peer-reviewed scientific ocean and coastal research; and
- Subject to available funding, establish and execute a competitive grant program to conduct research and monitoring related to Oregon's ocean and coastal resources.

Section 9.2 – Independence The Fund retains independent governance and fiduciary responsibility while supporting projects that adhere to the mission of the Trust.

Section 9.3 – Coordination and Cooperation The Fund and the Trust will enter into formal agreements to guide collaboration, which will include, at a minimum, requirements for an annual work plan, an annual financial report from the Fund, and an annual convening with the Trust.

ARTICLE 10 – FINANCIAL MANAGEMENT

Section 10.1 - Fiscal Year The fiscal year of the Fund shall begin on the first day of January and end on the last day of December in each year, unless otherwise determined by resolution of the Board of Directors.

Section 10.2 - Contracts and Instruments The Board of Directors may authorize any officer(s) or agent(s) of the Fund, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Fund. Such authority may be general or confined to specific instances.

Section 10.3 - Checks, Drafts, and Evidences of Indebtedness All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Fund shall be signed by such officer(s) or agent(s) of the Fund and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 10.4 - Deposits All funds of the Fund not otherwise employed shall be deposited from time to time to the credit of the Fund in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 10.5 - Acceptance of Gifts The Board of Directors, or any officer or agent authorized by the Board, may accept on behalf of the Fund any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Fund. The Board reserves the right to refuse any gift that is inconsistent with the Fund's mission, purposes, or best interests.

Section 10.6 - Books, Records, and Audits The Fund shall keep correct and complete books and records of account. The Board of Directors shall ensure that an annual review or audit of the Fund's financial statements is conducted by an independent Certified Public Accountant, or by an internal audit committee consisting of Directors who are not authorized signatories on the Fund's bank accounts, at such intervals and based on such revenue thresholds as determined by Board policy or state law.

ARTICLE 11 – NONDISCRIMINATION

The Fund shall not discriminate on any legally prohibited basis.

ARTICLE 12 – AMENDMENTS

Bylaws may be amended by two-thirds vote of the Board.

ARTICLE 13 – DISSOLUTION

Consistent with the Articles of Incorporation.

ADOPTED: _____