TRIBUTARY FOUNDATION | BYLAWS

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501(c)(3) Nonprofit Organization
EIN: 39-2178455
www.tributaryfoundation.org
BYLAWS OF TRIBUTARY FOUNDATION, INC.
Adopted: July 2025
Amended: March 2026

ARTICLE I
NAME AND PURPOSE

Section 1.1 Name
The name of this corporation is Tributary Foundation, Inc. (the “Corporation”), an Oregon nonprofit public benefit corporation.

Section 1.2 Tax-Exempt Purpose
The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the “Code”).
The Corporation shall not engage in any activity prohibited to organizations exempt under

Section 501(c)(3) of the Code or prohibited by the Oregon Nonprofit Corporation Act, ORS Chapter 65.

Section 1.3 Specific Mission
The Corporation’s mission is to increase equitable access to care-adjacent support and structured wellness pathways for veterans, trauma survivors, and individuals denied support due to financial, physical, geographic, or insurance barriers.
In furtherance of this mission, the Corporation may conduct programs, education, charitable support, hardship facilitation through arms-length disbursements to independent providers, care-adjacent and wellness-adjacent pathway development, community engagement, outcome evaluation activities, and related initiatives consistent with its exempt purposes.

ARTICLE II
OFFICES

Section 2.1 Principal Office
The principal office of the Corporation shall be at such place as the Board of Directors

(the “Board”) may designate.

Section 2.2 Registered Office and Agent
The Corporation shall continuously maintain a registered office and registered agent in the State of Oregon as required by law.

Section 2.3 Additional Offices
The Board may establish additional offices as necessary to conduct the affairs of the Corporation.

ARTICLE III
NO MEMBERS
The Corporation shall have no voting members. All corporate powers shall be exercised by or under the authority of the Board of Directors.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.1 General Authority
The Board shall govern the affairs of the Corporation in accordance with the Articles of Incorporation, these Bylaws, and applicable law. The Board holds ultimate fiduciary and legal responsibility for the Corporation.

Section 4.2 Number
The Board shall consist of no fewer than three (3) and no more than seven (7) voting Directors, with the exact number fixed by resolution of the Board.

Section 4.3 Qualifications
Directors must be at least eighteen (18) years of age and need not be residents of Oregon.

Section 4.4 Terms
Directors shall serve staggered three (3) year terms unless otherwise determined by Board policy. Directors may serve successive terms.

Section 4.5 Resignation
A Director may resign at any time by written notice. Such resignation shall be effective upon delivery unless otherwise stated in the notice.

Section 4.6 Removal

A Director may be removed, with or without cause, by a two-thirds (2/3) vote of Directors then in office, provided the Director receives notice and an opportunity to be heard.

Section 4.7 Vacancies
Vacancies may be filled by majority vote of the remaining Directors, even if less than a quorum. A successor shall serve the remainder of the unexpired term.

Section 4.8 Composition and Independence
The Board of Directors shall be composed to reflect a balance of operational leadership, subject matter expertise, and independent oversight. The Board shall include individuals with relevant experience aligned with the Corporation’s mission, including, where appropriate, individuals serving in advisory capacities.
A majority of the Board shall consist of individuals who are not employees or contractors of the Corporation.
Individuals who also serve as members or chairs of advisory committees may be appointed to the Board of Directors; however, when serving as Directors, they act in the best interests of the Corporation as a whole and not as representatives of any advisory body.

ARTICLE V
MEETINGS OF THE BOARD

Section 5.1 Annual Meeting
The Board shall hold an annual meeting each calendar year at a date and time determined by the Board for the purpose of organizational review and governance matters.

Section 5.2 Special Meetings
Special meetings may be called by the President or by at least twenty percent (20%) of Directors then in office.

Section 5.3 Notice
Notice of Board meetings shall be given at least forty-eight (48) hours in advance by electronic communication or other reasonable method, unless a longer period is required by law or Board policy.

Section 5.4 Quorum
A quorum consists of a majority of Directors in office immediately before the meeting begins.

Section 5.5 Voting
Each Director has one vote. Proxy voting is not permitted. Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, action is approved by majority vote of Directors present when a quorum exists.

Section 5.6 Remote Participation
Directors may participate by conference telephone, video conference, or other electronic communication through which all persons participating can hear each other simultaneously. Participation by such means constitutes presence in person.

Section 5.7 Unanimous Written Consent
The Board may act without a meeting if all Directors unanimously consent in writing or by electronic transmission permitted by law.

Section 5.8 Electronic Action
The Board may act by electronic means in accordance with applicable Oregon law and Board policy. The Corporation shall maintain records of all such actions in the official corporate records.

ARTICLE VI
OFFICERS AND EXECUTIVE LEADERSHIP

Section 6.1 Officers
The Corporation shall have a President, Secretary, and Treasurer. The same individual may not simultaneously serve as President, Secretary, and Treasurer. Officers shall be appointed by the Board of Directors and serve at the discretion of the Board.

Section 6.2 President
The President presides over meetings of the Board and ensures governance accountability.

Section 6.3 Secretary
The Secretary maintains corporate records, minutes, and governance documentation of the Corporation.

Section 6.4 Treasurer
The Treasurer shall oversee the financial affairs of the Corporation, including financial reporting, controls, and accountability to the Board.

Section 6.5 Chief Executive Officer
The Board may appoint a Chief Executive Officer (“CEO”) as the senior executive officer of the Corporation. The CEO reports directly to the Board and is responsible for strategic execution, institutional positioning, organizational growth, partnership development, and implementation of Board-approved strategy. The CEO need not be a Director and shall be non-voting unless separately elected as a Director.

Section 6.6 Executive Director
The Board or CEO may appoint an Executive Director (“ED”) for day-to-day operational leadership. Unless otherwise determined by the Board, the ED reports to the CEO or the Board if a CEO is not appointed. The ED is responsible for operational execution, internal workflow alignment, and implementation of approved initiatives. The Executive Director shall have primary responsibility for the management and execution of the Corporation’s operations.

Section 6.7 Additional Officers and Leadership Roles
The Board may create additional officer or executive leadership positions by resolution as necessary to further the mission of the Corporation. Any such role shall have the authority and duties specified by the Board and shall remain subject to the governance authority of the Board.

Section 6.8 Directors Serving in Executive or Affiliated Capacities
Any Director serving in an executive, compensated, affiliated, or programmatic role remains subject to fiduciary duties to the Corporation as a whole. Such Director shall recuse from deliberations and votes concerning compensation, performance oversight, supervisory review, or any matter presenting a direct material conflict.

Section 6.9 Compensation
Directors and officers serve without compensation unless approved by disinterested Directors consistent with the Corporation’s Conflict of Interest Policy and applicable law. Reimbursement for approved expenses may be permitted in accordance with Board-approved policy.

ARTICLE VII
COMMITTEES

Section 7.1 Board Committees
The Board may establish Board committees consistent with ORS Chapter 65. Board committees may not exercise authority reserved to the full Board by law, the Articles of Incorporation, or these Bylaws.

Section 7.2 Advisory Bodies
The Board may establish advisory bodies, including but not limited to:
A. Veteran Advisory Committee (VAC)
B. Clinical and Wellness Advisory Council (CWAC)
These advisory bodies provide guidance, subject matter expertise, and community-informed recommendations to the Board of Directors but do not possess governance authority and may not bind the Corporation. Advisory bodies shall not have authority to vote on, approve, or direct matters reserved to the Board of Directors.
The Board may designate a Chair and, where appropriate, a Liaison for each advisory body. These roles serve to facilitate communication and alignment with the Board but do not represent or vote on behalf of the advisory body in Board decisions.

Section 7.3 Veteran Advisory Committee
The Board may establish a Veteran Advisory Committee (“VAC”) as a non-fiduciary advisory body to provide lived-experience guidance regarding veteran-facing programming, messaging, pathway development, and growth strategy.
The VAC shall consist of eleven (11) members unless otherwise determined by the Board.
The VAC is advisory only and does not possess governance authority.

Section 7.4 Clinical and Wellness Advisory Council
The Board may establish a Clinical and Wellness Advisory Council (“CWAC”) as a non-fiduciary advisory body to provide clinical-informed, wellness-informed, and safety-focused guidance regarding care-adjacent pathways, hardship cases, and risk mitigation.
The CWAC is advisory only and does not practice medicine, does not provide care, does not establish a provider-patient relationship, does not provide diagnosis or treatment, and does not override the judgment of licensed providers.
Nothing in this Section restricts licensed providers from independently rendering care to individuals outside of the Corporation, provided such relationships are disclosed, conducted at arm’s length, and consistent with the Corporation’s Conflict of Interest Policy and nonclinical boundaries.

Section 7.5 Program Advisory Input

Programs serving veterans shall incorporate advisory input from veteran representatives through the VAC or similar advisory structure when appropriate. Health-adjacent or elevated-risk pathways may incorporate advisory input from the CWAC or similar advisory structure when appropriate. Final authority remains with the Board.

ARTICLE VIII
NONCLINICAL BOUNDARIES AND CLINICAL INTEGRITY

Section 8.1 Nonclinical Boundaries
The Corporation is a nonclinical nonprofit organization unless and until the Board expressly authorizes a distinct clinically regulated structure consistent with law.
The Corporation’s community programs, wellness pathways, educational activities, and charitable supports are intended to promote connection, stability, purpose, regulation, access, and care-adjacent support. Such activities do not constitute medical, clinical, therapeutic, behavioral health, or professional treatment.

Section 8.2 Clinical Integrity
The Corporation may utilize advisory clinical review bodies to support ethical boundaries, risk mitigation, pathway appropriateness, and care-adjacent integrity. Such advisory bodies provide recommendations only. Final authority rests with the Board.

Section 8.3 Provider Autonomy and Modality Neutrality
Nothing in these Bylaws authorizes the Corporation, the Board, the VAC, the CWAC, or any officer to substitute the Corporation’s judgment for the independent judgment of a licensed provider. The Corporation shall seek to maintain modality neutrality and avoid preferential endorsement of specific interventions except as may be expressly approved by the Board in a manner consistent with law and the Corporation’s charitable mission.

ARTICLE IX
CONFLICT OF INTEREST

Section 9.1 Policy Requirement
The Board shall adopt and enforce a written Conflict of Interest Policy.

Section 9.2 Disclosure and Recusal
Directors, officers, employees, and advisory committee members shall disclose actual, potential, or perceived conflicts of interest and recuse themselves from decisions where a material conflict exists, in accordance with the Conflict of Interest Policy and applicable law.

Section 9.3 Related-Party Transactions
Transactions involving Directors, officers, key leaders, advisory committee members, or affiliated entities shall be approved solely by disinterested Directors and conducted at arm’s length in a manner that furthers the Corporation’s charitable purposes.

ARTICLE X
PARTNERSHIPS AND ORGANIZATIONAL INDEPENDENCE

Section 10.1 Partnerships
The Corporation may enter into partnerships, memoranda of understanding, collaborative agreements, or other arrangements with nonprofit, governmental, community, institutional, or for-profit entities, provided such arrangements further the charitable purposes of the Corporation.

Section 10.2 Arm’s-Length Standard
All such arrangements involving insiders or affiliated entities shall be conducted at arm’s length and approved in accordance with the Conflict of Interest Policy and applicable law.

Section 10.3 Organizational Independence
The Corporation shall remain an independent nonprofit entity. Nothing in these Bylaws grants governance authority over any separate for-profit corporation, limited liability company, social enterprise, or affiliated entity.

ARTICLE XI
FINANCIAL PROVISIONS

Section 11.1 Fiscal Year
The fiscal year of the Corporation shall be the calendar year unless changed by resolution of the Board.

Section 11.2 Deposits
Funds shall be deposited in financial institutions designated by the Board.

Section 11.3 Execution of Instruments
Contracts, checks, payments, or other instruments may be executed by authorized officers or agents as determined by Board resolution or Board-approved policy.

Section 11.4 Restricted Funds and Donor Intent
The Corporation shall honor donor intent and maintain appropriate controls over restricted funds consistent with applicable law and Board-approved fiscal policy.

Section 11.5 Hardship Support and Charitable Disbursement Authority
The Corporation may support charitable hardship and access-related initiatives through Board-approved policies and controls, including arms-length disbursements to independent providers where appropriate and lawful. Such activities shall be conducted in a manner consistent with donor intent, applicable law, and the Corporation's nonclinical boundaries.

Section 11.6 Loans
The Corporation shall not make loans to Directors or officers except as permitted by law.

ARTICLE XII
RECORDS, GOVERNANCE DOCUMENTS, AND DATA STEWARDSHIP

Section 12.1 Corporate Records
The Corporation shall maintain complete and accurate corporate records, including Board minutes, resolutions, governance documents, financial records, and such other records as required by law.

Section 12.2 Governance Documents
The Corporation may maintain additional governance documents, including but not limited to Board charters, committee charters, fiscal manuals, conflict of interest policies, privacy policies, and organizational structure documents, as approved by the Board.

Section 12.3 Data Stewardship and Privacy
The Corporation shall maintain policies governing records retention, financial transparency, confidentiality, and data privacy consistent with applicable law and nonprofit governance best practices.

ARTICLE XIII
INDEMNIFICATION AND INSURANCE

Section 13.1 Indemnification
The Corporation shall indemnify Directors and officers to the fullest extent permitted by the Oregon Nonprofit Corporation Act.

Section 13.2 Insurance
The Corporation may purchase Directors and Officers liability insurance and other appropriate insurance coverage to protect the Corporation and its leadership.

ARTICLE XIV
AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of Directors then in office, provided proper notice of the proposed amendment is given.

ARTICLE XV
DISSOLUTION

Upon dissolution, assets shall be distributed exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code and consistent with Oregon law. No assets shall inure to any private individual except for lawful liabilities.

Public reading copy note

The signed source includes a certification page dated March 26, 2026. Signature images and electronic signing identifiers are omitted from this public reading copy. The signed original remains in the Foundation corporate record.