

BYLAWS
OF
MIDDLE FORK WILLAMETTE
WATERSHED COUNCIL

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TABLE OF CONTENTS

ARTICLE I. PURPOSE

ARTICLE II. NONVOTING MEMBERS

- Section 1. Nonvoting Members
- Section 2. Qualifications of Nonvoting Members
- Section 3. Rights and Obligations of Nonvoting Members
- Section 4. Records of Members
- Section 5. Dues

ARTICLE III. BOARD OF DIRECTORS

- Section 1. Duties of the Board
- Section 2. Qualifications of Directors and Composition of the Board
- Section 3. Board of Advisors
- Section 4. Number of Directors
- Section 5. Terms of Directors
- Section 6. Selection of Directors
- Section 7. Removal of Directors
- Section 8. Resignation of Directors
- Section 9. Conduct of Directors
- Section 10. Quorum
- Section 11. Decision-Making and Voting
- Section 12. No Proxy Voting
- Section 13. Telephonic Meetings
- Section 14. Decisions Without Meeting
- Section 15. Notice of Meetings
- Section 16. Waiver of Notice
- Section 17. Authority of Directors

ARTICLE IV. OFFICERS, CHAIRPERSON, AND STAFF

- Section 1. Officers
- Section 2. Election and Term of Office
- Section 3. Removal
- Section 4. Vacancies
- Section 5. President
- Section 6. Vice President(s)
- Section 7. Secretary
- Section 8. Treasurer
- Section 9. Executive Director and Staff

ARTICLE V. COMMITTEES

- Section 1. Establishment
- Section 2. Board Committees
- Section 3. Non-Board Committees
- Section 4. Committee Participants
- Section 5. Chair
- Section 6. Committee Procedures
- Section 7. Limitations on Powers

ARTICLE VI. MISCELLANEOUS PROVISIONS

- Section 1. Compensation of Officers and Directors
- Section 2. Conflict of Interest
- Section 3. Tax Year
- Section 4. No Discrimination
- Section 5. Financial Controls

ARTICLE VII. AMENDMENTS

NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits the powers and procedures available to nonprofit corporations. Where any questions arise about the meaning of these Bylaws, or where these Bylaws are silent on an issue, the Oregon Nonprofit Corporation Act should be consulted. For assistance in updating, amending or interpreting these Bylaws, contact David Atkin, attorney, at Nonprofit Support Services.

BYLAWS
OF
MIDDLE FORK WILLAMETTE WATERSHED COUNCIL

ARTICLE I. PURPOSE

Section 1. Purpose. The purposes of Middle Fork Willamette Watershed Council are exclusively those allowed for organizations defined under §501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of Middle Fork Willamette Watershed Council include the following:

To serve as a community-based partnership of diverse watershed stakeholders that focuses on promoting sustainability and making the Middle Fork Willamette watershed a better place to live, work and visit, for now and future generations.

To work together as a community to restore and sustain the ecological integrity and economic viability of the watershed, and to promote local control of our future by providing effective solutions to watershed issues, to include:

- Maintain and enhance overall water quality.
- Gather, verify, and share information on present and historical watershed conditions.
- Protect and advocate for healthy riparian habitat.
- Conserve and restore native fish, wildlife, and vegetation throughout the watershed.
- Promote awareness, communication, education, learning, and participation among all people and interests within the watershed.
- Serve as a technical, financial, and educational resource for individuals and groups who wish to get involved in restoration and enhancement of the watershed.
- Develop an integrated and comprehensive watershed management program.
- Advocate for the social and economic justice and stability of the communities within the Middle Fork Willamette watershed.
- Promote the mission, purpose, and goals of the Middle Fork Willamette

Watershed Council to regional, state, and national officials.

ARTICLE II. NONVOTING MEMBERS

Section 1. Nonvoting Members. MFWWC will not have voting members who have the authority to vote in the election of the Board of Directors or any of the rights afforded to voting members pursuant to ORS 65.144, but may have nonvoting members at the discretion of the Board of Directors.

Section 2. Qualifications of Nonvoting Members. Nonvoting members must: live in, work in, or be affected in any way by the watershed and its resources (local residents, private landowners, scientists, industries, recreational users, related community, business and government groups, etc.); and have attended any Council meeting or event, subscribe to the newsletter, and/or support the Council through financial or in-kind donations.

Section 3. Rights and Obligations of Nonvoting Members. The Board of Directors may by resolution establish categories of nonvoting membership and determine any obligations and privileges of members in those categories. The nonvoting members will not have the power to vote on the election of Directors or participate in a binding vote on any corporate matters.

Section 4. Records of Members. The Secretary shall ensure that the organization maintains a current, formal, alphabetical record of the names, addresses, and status of nonvoting members.

Section 5. Dues. Annual dues, if any, will be set by the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Duties of the Board. The Board of Directors will establish the corporation's policies and review and change them as necessary, oversee its programs and activities, appoint or employ and supervise its Staff director, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The Board must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Board Directors must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks. The Board must meet at least four times per year, and shall strive to do this by meeting at least once each quarter of the year. The role of the Board does not include direct management or conduct of the daily operations of the organization.

Section 2. Qualifications of Directors and Composition of the Board. Nominees for positions on the Board of Directors must have demonstrated a commitment to the

mission and purposes of Middle Fork Willamette Watershed Council and must have expertise in areas relevant to the needs of the organization. There shall be a minimum of five designated Board Directors: two to seven shall be MFWWC voting Directors at large, one shall be a private timberland representative and one shall represent the environmental community.

Section 3. Board of Advisors. In addition to its voting Board of Directors, the MFWWC shall strive for at least three non-voting members of its Board of Advisors: one representative from the US Forest Service, one representative from the Bureau of Land Management and one representative from the Army Corps of Engineers. The nonvoting Board of Advisors may also include representatives from the Oregon Department of Forestry, US Fish and Wildlife Service, Oregon Department of Fish and Wildlife, and Oregon Parks and Recreation Department. The MFWWC shall strive for representation from at least one federally recognized Tribal Government. Whether or not these representatives are members of MFWWC's Board of Directors or Board of Advisors will be determined by the representatives and respective Tribes.

Section 4. Number of Directors. The Board of Directors must consist of no fewer than three and no more than twelve Directors. The Board of Directors may create new positions by passing a resolution increasing the size of the Board, and then may appoint new Directors at that same meeting or at a later time to fill the newly created positions.

Section 5. Terms of Directors. Directors of the Board will serve two-year terms before going through a reelection process. Unless they formally resign or are removed from office, Directors may remain on the Board until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a Director may serve.

Section 6. Selection of Directors. The initial Directors of the Board were appointed by the MFWWC's Incorporator. Subsequent Directors shall be elected by the then-current voting Directors at an annual Board of Directors meeting with a quorum present. Nominations for new Board Directors may be made by the Board of Directors and by individual Directors. The Board of Directors may also vote to elect new Directors to fill any vacancies on the Board at any time.

A) Election Process. Each Board Director will have the right to vote only for as many persons as there are Director positions open on the Board of Directors at the time of the election. The vote must be by a secret ballot if any person so requests.

B) Election Policy and Procedures. The Board may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

Section 7. Removal of Directors.

(A) Directors may be removed without cause by a two-thirds (2/3) majority vote of the entire Board of Directors, not including the Director to be removed, at a meeting held for that purpose.

(B) Directors may also be removed by a majority vote of the entire Board of Directors, not including the Director to be removed, for the following causes: (i) failing to fulfill the duties of a Director; or (ii) intentional acts or omissions that a prudent person could reasonably have foreseen would seriously damage the reputation or interests of the organization. The vote shall be by secret ballot if any Director so requests.

(C) Whenever the removal of a Director will be considered at a meeting of the Board of Directors proper notice must be given in advance stating that the removal of a Director will be considered.

Section 8. Resignation of Directors. A Director may resign at any time. The resignation of a Director must be in writing and be delivered to the Board, its presiding Officer, the President, or the Secretary. Once delivered, a notice of resignation is irrevocable.

Section 9. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interest of the corporation.

Section 10. Quorum. At all meetings of the Board of Directors, the presence or participation by phone or other virtual platform of a quorum, which is at least a majority of the number of voting Directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 11. Decision-Making and Voting. All in-person decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Voting by electronic mail does not require a second. Each voting member of the Board of Directors will have one vote. At the request of any Director, the names will be recorded in the minutes of each Director who voted for, voted against, or abstained on a particular motion.

The Directors shall diligently and conscientiously attempt to make decisions by consensus. They shall employ all standard consensus practices and techniques including the expression and careful consideration of minority views. Where it is apparent that consensus cannot be achieved, any Director may request that a vote be taken instead. The affirmative vote of a "consensus minus one" of the Directors present at any meeting at which a quorum is present is necessary and sufficient to make a decision of the Board of Directors. "Consensus minus one" shall mean that no more than one person states that he or she chooses to "block" the passage of a motion. If a motion fails to pass by a consensus minus one vote, the Board shall attempt to identify the issue(s) of conflict and may form an ad-hoc team to address this issue. All attempts

will be made to ensure that this team is comprised of a balance of those who objected to and those who supported the issue that was up for a vote. This team will meet and attempt to re-frame the issue or questions, and then report back at the next Board meeting where a second vote on the issue will be held.

Section 12. No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 13. Remote Meetings. Meetings may be held by telephone, or other virtual method, so long as all participating Directors may simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purposes of a quorum.

Section 14. Decisions by Email. Voting by email is authorized by the Board of Directors. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any decision or action which may be made by the Board at any annual, regular, or special meeting of the Board of Directors may be made by email without a meeting if: (1) MFWWC has a record of all Directors email addresses; and (2) MFWWC maintains a copy of the announcement and a record of the Directors' votes with the corporate records. Electronic signatures, whether from the email address of the Director's address of record or through reliable third-party electronic signature platforms, shall have the same legal force and effect as hard copy ink signatures.

The Board President, Secretary, Executive Director, or their designees, are authorized to send electronic announcements for a vote to the entire Board of Directors. Electronic announcements shall be sent to each Director at the email address stored in the corporate records and shall include: (1) A description of the action to be taken; (2) A deadline to respond with a vote which may not be less than forty-eight (48) hours; (3) A statement that a Director may change their vote any time prior to the deadline; and (4) An effective date if the action is intended to be effective at a date which is later than the deadline date.

The affirmative vote of a majority of all Directors in office (with no more than one person voting to "block" the action) is an act of the Board of Directors if the action is taken pursuant to this section, unless a greater number of affirmative votes for the proposed action is required by law, the Articles of Incorporation, or these Bylaws.

Section 15. Notice of Meetings. Board of Directors must be given notice of every meeting of the Board, stating the date, time, and location of the meeting, and the purpose of the meeting if so required by law or these bylaws. The notice must be given not less than forty-eight (48) hours in advance of the meeting if delivered by telephone conversation or in person, and not less than seven (7) days in advance if delivered by first class mail, e-mail, or fax to an address provided by the individual Director.

Regular meetings: After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. The Board may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all

Directors.

Section 16. Waiver of Notice. Any Director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing or emailed, signed by the person entitled to notice, and must be given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place.

Section 17. Authority of Directors. No Director may speak or act on behalf of the Corporation without specific authorization by the Board of Directors to do so.

ARTICLE IV. OFFICERS AND STAFF

Section 1. Officers. The Officers of the Board of Directors must carry out the policies and decisions of the Board of Directors as directed by the Board. The Officers must include a President, Vice President, Secretary and Treasurer. The Board may also elect one or more Vice- Presidents, and other Officers as desired. The same person may not hold any two of the Offices of President, Secretary, or Treasurer at the same time, but the same person may hold any other two Offices.

Section 2. Election and Term of Office. The Officers of the Board will be elected by the Board of Directors on an annual basis. Each Officer will hold Office for one year or until their successor has been properly elected and has taken Office, unless they resign.

Section 3. Removal. Any Officer elected by the Board of Directors may be removed by a majority vote of the Board of Directors whenever, in its judgment, the interests of the corporation would be best served by such removal. Removal will be without prejudice to the contract rights, if any, of the Officer so removed. The Officer being considered for removal has no vote in the process of removal. The removal of an individual as an Officer shall have no effect on the individual's status as a Director, unless the Board also removes the individual as a Director.

Section 4. Vacancies. If any Office of the corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the Directors may elect a Director to fill such a vacancy. The elected Officer will hold the Office position for the remaining portion of the term.

Section 5. President. The President is the principal Officer of the corporation and will, in general, supervise or oversee the supervision of all of the affairs of the corporation. The President generally will preside at all meetings of the Board of Directors. The President will also perform other duties as may be assigned by the Board of Directors.

Section 6. Vice-President. In the absence of the President or in the event of the President's inability to act, the Vice-President will perform the duties of the President. The Vice-President, when acting as President, will have all the powers of and is subject to all the restrictions on the President. The Vice-President will also perform other duties assigned by the Board of Directors. More than one Vice-President position may be

created and duties clarified, in an ordinary resolution of the Board. If there is no Vice-President, the Board of Directors may temporarily assign the duties and responsibilities of the President to a Director.

Section 7. Secretary. The Secretary will perform or oversee the performance of the following duties: a) record and keep the minutes of the meetings of the Directors and of the Board of Directors and of any Board committees, in one or more books provided for that purpose; b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; c) be custodian of the corporate records; and d) perform or oversee all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary may delegate some or all of these tasks but remains responsible for their proper completion.

Section 8. Treasurer. The Treasurer will perform or oversee the performance of the following duties: a) be responsible for the proper management and control of all funds of the corporation; b) prepare full and accurate financial records on a timely basis of all the income, expenses and assets of the corporation; c) present at least quarterly reports at Board meetings on the financial affairs of the corporation; d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation. The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

Section 9. Executive Director and Staff. The Board may appoint or employ an Executive Director or other Staff, whether paid or unpaid, to perform and conduct the programs and activities of the organization. The Board of Directors shall evaluate the performance of the Executive Director on an annual basis. Unless the Board determines otherwise, the Executive Director will have the power, subject to the Board of Directors, to hire Staff, establish Staff duties and performance standards, evaluate the performance of Staff, and when necessary terminate the employment of Staff of the corporation.

ARTICLE V. COMMITTEES

Section 1. Establishment. The Board may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee, must state whether it is a "Board" committee or a "non-Board" committee, and must state what powers, authority and duties have been delegated to the committee, how the chair of the committee and how the participants of the committee will be appointed or elected, and may state what procedures, if any, the committee will use in carrying out its work.

The Board of Directors must always have the power to amend, alter, or repeal the decisions of its committees, subject to limitations on the unilateral amending of contracts, interference with third-party rights, and other legal limitations.

Section 2. Board Committees.

A. The Board may establish "Board" committees to which are delegated part of the power of the whole Board to authorize expenditures and craft budgets, policies, and programs to be approved by the full Board. Such committees must be established by the affirmative vote of a majority of all Directors then in office. Board committees must consist of two or more Directors, and must not have any participants who are not Board Directors.

B. Executive Committee: The Board may elect an Executive Committee. The Executive Committee will have the power to make decisions between Board meetings, including financial and budgetary decisions. Notice of all Executive Committee meetings must be given to all Board Directors, including a description of the purpose of the meeting and a solicitation of comments by the full Board of Directors. The Executive Committee must comply with the provisions of the Bylaws concerning the full Board as far as those are reasonably applicable to the Executive Committee. All Executive Committee decisions must be recorded in official minutes, which will be submitted to the full Board. Unless the Board of Directors decides otherwise, the Executive Committee will consist of the President, Vice President, Secretary, and Treasurer of the organization, so long as they are simultaneously Board Directors.

Section 3. Non-Board Committees. The Board may establish non-Board committees, including working committees or advisory committees, which do not have the power to authorize expenditures, adopt budgets, set policy, establish programs, or make decisions for the corporation. Such committees are established through a resolution adopted by the Directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

Section 4. Committee Participants. The Board will appoint the Director participants of every Board committee. The President of the Board or the Chair of Non-Board committees may appoint the members of Non-Board committees. The term of office of a member of a committee will continue until their successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 5. Chair. One Director of each committee must be selected or appointed Chair by the Board, or if the Board wishes, it may delegate that power to the current Chair or the participants of the committee, subject to later confirmation by the Board.

Section 6. Committee Procedures. Unless otherwise specified, Board Committee meetings will operate with the same quorum and voting requirements as the full Board, and as far as possible will operate according to the procedures of the Board as stated in these Bylaws. If any formal decisions or resolutions are voted on at a committee

meeting, then the votes and the resolutions so adopted must be recorded in the form of corporate minutes and filed with the Secretary.

Section 7. Limitations on Powers. No committee may a) elect, appoint or remove any Officer, member of the Board of Directors, or member of a Board committee; b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; c) authorize the dissolution of the corporation or revoke proceedings therefore; d) amend, alter, or repeal the Articles, the Bylaws, or any resolution of the Board of Directors; e) authorize the payment of a dividend or any part of the income or profit of the corporation to its Directors or Officers.

ARTICLE VI. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors. No Officer or Director of the Board of Directors will receive any compensation for fulfilling the responsibilities of a Director of the Board or of an Officer as defined in these Bylaws. However, the corporation may pay compensation to Officers and Directors of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Board Directors and their relatives who receive regular compensation from the corporation must always constitute less than a majority of the Board. Officers and Directors of the Board of Directors may receive reimbursement for actual expenses incurred in the course of fulfilling their responsibilities.

Section 2. Conflict of Interest. A conflict of interest is always present whenever the corporation pays money or other compensation, or provides any tangible benefits, to an Officer or member of the Board or to a member of a Director's or Officer's family. All transactions involving conflicts of interest must be approved using the following procedures: 1) Conflict of interest transactions must be approved by a vote of Board of Directors; they cannot be approved by Staff, the Executive Director, or by a committee; 2) Directors and Officers who have a conflict of interest in any matter must a) declare the existence of any direct or indirect conflict of interest, b) disclose its nature on the record, and c) abstain from voting on that matter. The minutes must record this to show that it was done; 3) the rest of the Board must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. The information relied upon by the Board, and its source, must be recorded in the minutes; 4) all conflict-of-interest transactions must be approved by the affirmative vote of a majority of all of the voting Directors of the Board of Directors who do not have a conflict of interest involved in that issue, as long as no less than two disinterested Directors vote to approve the transaction.

All Directors and Officers must sign a disclosure of all conflicts of interest annually, and update it if that disclosure needs to be changed.

Section 3. Tax Year. The tax year of the corporation is the calendar year.

Section 4. No Discrimination. In the delivery of its services to the public, MFWWC does not discriminate for or against any person on the basis of race/ethnicity, sex, gender identification, sexual orientation, national origin, native language, religion, age, disability, marital status, citizenship, genetic information, pregnancy, or any other characteristic protected by law.

Section 5. Financial Controls. The Board of Directors shall adopt formal Board policies that provide a system of financial controls that are adequate to prevent the misuse, embezzlement, or theft of MFWWC's funds and assets and that would discover if those problems or crimes occurred. Those financial policies shall require that there must be three (3) separate levels of financial operations, and that those operations shall be performed by different people: (A) those with the authority to spend MFWWC's money; (B) those who are the bookkeeper(s) who record and track the income and expenditures; and (C) those who oversee the bookkeeping system and the expenditure of funds. The Board of Directors may authorize regular financial reviews or full formal audits as necessary.

ARTICLE VII. AMENDMENTS

Section 1. Amendment of the Articles of Incorporation and Bylaws. The Board of Directors may amend or restate the Articles of Incorporation or these Bylaws, using the decision-making "consensus minus one" process set forth in Article III, Section 11 of these Bylaws. Proper written notice must be given at least seven (7) days in advance and must include either a written copy or a written summary of the proposed amendments.

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CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing Bylaws constitute the Bylaws of Middle Fork Willamette Watershed Council, as duly adopted by the Board of Directors on the day of , 2022.

Signed this ____ day of _____, 2022

Secretary of Middle Fork Willamette Watershed Council