

**BYLAWS  
of the  
Friends of the Tualatin River National Wildlife Refuge**

**ARTICLE I**

**NAME AND PURPOSES**

Section 1.01. Name. The name of the organization is Friends of the Tualatin River National Wildlife Refuge, an Oregon non-profit corporation.

Section 1.02. Purpose. The Corporation is organized for the charitable and educational purposes in support of the Tualatin River National Wildlife Refuge.

**ARTICLE II**

**MEMBERS**

Section 2.01. Classes. There shall be two classes of members: Corporate and Individual. Each class shall have the same powers and obligation provided under these bylaws and the Articles of Incorporation. Each member of each class shall have one vote as a member.

Section 2.02. Qualifications. Membership may be granted to any individual or corporation that supports the mission and purposes of the organization, and who pays the annual dues as set by the Board of Directors. Members shall have the right to vote for directors at the annual meeting, or any special meeting of the members. Members shall also have the right to vote for any amendments or modifications of these by-laws.

Section 2.03. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member, and may, by a majority vote or those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues. All terminations of membership shall comply with ORS 65.167.

A membership shall terminate automatically, and without Board action, in the event the member fails to timely pay the required annual dues, provided they are sent prior notice of the termination of their membership no less than 15 days before their termination. Members that receive a timely notice of pending termination of their membership shall have the right to request a hearing with the Board of Directors to appeal their termination

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on a showing of good cause. If the termination of membership is due to non-payment of annual dues, payment of the outstanding dues is sufficient to maintain current member status.

Section 2.04. Resignation. Any member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges that have already accrued and are unpaid.

Section 2.05. Dues. Dues for members shall be established by the Board of Directors.

Section 2.06. Meetings. The annual membership meeting shall be held in September of each year. Meetings, annual and special, may be called by the President or at the request of at least 10% of the members by notice mailed, telephone, emailed, or telegraphed to each member not less than thirty (30) days before such meeting.

Section 2.07. Voting. Every member in good standing shall have one vote at any given meeting, whether annual or a special meeting. A member must be physically present at the meeting to vote, unless they vote by proxy. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form either personally or by the member's attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes before a vote is taken at the respective meeting. An appointment is valid for 11 months unless a different period is expressly provided in the appointment form. A member proxy shall otherwise be subject to Oregon law governing non-profit corporations.

Section 2.08. Quorum. Those votes represented at a meeting of members shall constitute a quorum, provided at least 1% of the membership attends a meeting. A matter shall pass by a majority vote of the members present at the meeting, whether in person or by valid proxy/appointment.

**ARTICLE III**

**AUTHORITY AND DUTIES OF DIRECTORS**

Section 3.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

Section 3.02. Number, Selection, and Tenure. The Board shall consist of not less than seven (7) directors. Each director shall hold office for a term of three (3) years. A director can serve a maximum of three (3) consecutive terms and then is not eligible for

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election to the board for a period of a least one (1) year. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. The Board of Directors shall elect a new director to fill any vacancy, but is not obligated to do so if the Board has at least seven directors. In the event of a tie vote to fill a vacancy on the Board of Directors, the President shall cast the tie-breaking vote to determine the succeeding director. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

Section 3.03. Staggered Terms. Director's terms will be assigned to the initial directors such that no more than one third plus one of the directors' terms will end in any given year. In the event of a resignation, a director appointed or elected to fill the position will hold such position for the duration of the preceding director's term, and may seek reelection at the conclusion of the remainder of the term.

Section 3.04. Resignation. Resignations are effective upon receipt by the Secretary of the Corporation of written notification.

Section 3.05. Regular Meetings. The Board of Directors shall hold at least four (4) regular meetings per calendar year, with each meeting held every quarter. Meetings shall be at such dates, times and places as the Board shall determine, and shall be open to attendance by members, with the exception of executive sessions as deemed necessary by the Board. Directors may attend meetings by telephone, provided there is adequate technology to accommodate phone attendance.

Section 3.06. Attendance Requirements. Directors must make every effort to attend meetings, either in person or by electronic means. Any Director who misses three regular meetings without being excused by the President shall be removed.

Section 3.07. Special Meetings. Special meetings shall be at such dates, times and places as the Board shall determine.

Section 3.08. Notice. Board of Directors meetings may be called by the Chairperson or at the request of any two (2) directors by notice emailed, mailed, telephoned, or faxed to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 3.09. Quorum. A quorum shall consist of a majority of the Board. Board members can attend board meetings in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present.

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Section 3.10. Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing via email or otherwise to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.11. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 3.12. Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation.

Section 3.13. Nominating Committee. There shall be a Nominating Committee, composed of the President and at least two (2) other members of the Board of Directors. Each member of the committee shall have one (1) vote and decision shall be made by the majority

Section 3.14. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation therefore.

Section 3.15. Voting. All directors shall have one vote on any given matter requiring a vote at meetings. A vote shall pass where there is a quorum and the majority of voter's present are in favor or against the issue. In the event of a tie vote, the President shall serve as the tiebreaker on the issue. The act of a majority of directors at a meeting where there is a quorum present shall constitute an act of the Board of Directors.

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**ARTICLE IV**

**AUTHORITY AND DUTIES OF OFFICERS**

Section 4.01. Officers. The officers of the Corporation shall be President, President Elect, Past President, Secretary, and Treasurer. Officers must be members in good standing at all times during their tenure, and already be a director.

Section 4.02. Election of Officers. The officers of the Corporation shall be elected annually by the Board of Directors at the first regular meeting of the Board after the Annual Meeting. In the case of a vacancy, election shall be done as soon after the vacancy as practicable.

Section 4.03. Terms of Office. Terms of office for the President, President-Elect and Past President shall be one year. The President-Elect assumes the office of President after one year of service in the office of President-Elect. The President assumes the office of Past President after one year of service as the President. If serving in any of these offices, limitations on successive terms as a member of the Board of Directors do not apply. There will be no restrictions on the number of terms that the Secretary and Treasurer can serve. Terms of office for the Secretary and Treasurer shall be one year for each. If serving in these two offices, limitations on successive terms as a member of the Board of Directors will apply.

Section 4.04. Resignation. Resignations of any officer are effective upon receipt by the Secretary of the Board of a written notification.

Section 4.05. Removal. An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 3.08, whenever in the Board's judgment the best interests of the Corporation will be served thereby.

Section 4.06. President. The President is the principal executive officer of the Corporation and, subject to the control of the directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors, Executive Committee, and at the annual meeting as chairperson. The President may sign contracts, or other instruments which the Directors have authorized to be executed, except in cases where the execution thereof is delegated to some other officer or agent of the Corporation by the Directors, these bylaws, or law. The President shall perform such other duties as may be prescribed by the Directors from time to time. The President shall have authority to bind the corporation for transactions up to \$1000 without prior approval of the Board of Directors.

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The President shall provide to the Board in a timely manner the status of the Corporation, obtain documentation as required by the Board including financial expenditures, performance data, and accomplishments, arrange for written accountability of expenditures of corporate funds as necessary. The President shall be the Registered Agent of the Corporation unless another officer is so designated in writing by a vote of the board, and notwithstanding Section 4.02, the office of President will serve at the will of the Board, be a voting member of the Board of Directors and Executive Committee, and will be an ex officio and non-voting member of all committees not appointed to. The President is assumed to be in the line of succession to become the Past President of the Corporation at the time the President's term ends.

Section 4.07. President Elect. In the absence of the President or in event of his or her death, inability or refusal to act, the President Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President Elect shall perform such other duties as from time to time may be assigned by the president or the directors. The President Elect shall be a member of the executive committee. The President Elect is assumed to be in the line of succession to become President of the Corporation at the time the serving President's term ends.

Section 4.08. Past President. In the absence of the President and President Elect, the Past President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Duties of this office include liaison between the Board and Past Presidents. The Past President shall also perform such other duties as from time to time may be assigned by the President or the Directors. The Past President shall be a member of the executive committee. The Past President is assumed to be the final office in the line of succession of President Elect, President and Past President.

Section 4.09. Secretary. The Secretary shall be responsible to keep the minutes of all meetings of the Board of Directors. The Secretary shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the affairs of the Corporation.

The Secretary shall be responsible for insuring the production and preservation of the records, correspondence, and administration of the corporation and will be a member of the Executive Committee, ensure that the Board of Directors is notified of all meetings in accordance with these Bylaws and that a Recording Secretary is present at the meetings. He or she shall send a copy of the Minutes to all Board members and perform other duties delegated to the Secretary by the Board of Directors and the President.

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Section 4.10. Treasurer. The Treasurer shall have charge and custody, subject to the control of the Directors, of all the funds of the corporation and be a member of the Executive Committee, ensure that an up-to-date fiscal report is given at each regular Board meeting in a format approved by the Directors, ensure that reports (such as the 990 Form) are filed in a timely manner, and perform any other duties delegated to the Treasurer by the Board of Directors or the President.

The Treasurer shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation.

Section 4.11. Paid Staff. The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

Section 4.12 Executive Director. The Board may at its discretion hire an executive director. The duties of the Executive Director shall be determined and approved by the Board prior to hiring an executive director.

**ARTICLE V**

**INDEMNIFICATION**

The corporation shall indemnify all members of the Board of Directors, officers and employees of the Corporation against all reasonable expenses and liabilities, including legal counsel fees, actually and necessarily incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, law suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder.

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**ARTICLE VI**

**FINANCIAL ADMINISTRATION**

Section 6.01. Fiscal Year. The fiscal year of the Corporation shall be October 1 – September 30 but may be changed by resolution of the Board of Directors.

Section 6.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 6.03. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board.

For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 6.04. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 6.05 Loans Prohibited. No loans shall be made by the corporation to any Officer or to any Director.

Section 6.06 Books and Records. The corporation shall keep current and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors; and shall maintain a register of the names and addresses of its members entitled to vote.

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Section 6.07 Salaries. The salaries, if any, of all staff and agents of the corporation shall be fixed by the Board of Directors.

Section 6.08 Policies. From time to time the Board of Directors may write operational policies for clarification and guidance of its members and/or staff. The Board of Directors shall adopt a conflict of interest policy consistent with the requirements of the appropriate regulatory bodies governing the conduct of nonprofit organizations.

Section 6.09 Endowment Fund. The Board of Directors may establish an endowment fund for the long-term benefit of the Corporation. The management of the Endowment Funds shall be consistent with the Uniform Prudent Management of Institutional Funds Act, ORS 128.305 et seq., which restricts the ability of the Board to spend principal held in the Endowment Fund.

- a) The Endowment Fund shall include all awards, grants, and other donations expressly designated by the donor to this fund and such other funds as the board may designate.
- b) It is the intention of the Corporation that the Endowment Fund be permanent
- c) The Board shall periodically decide how to define and allocate income from the Endowment Fund.
- d) Removal of principal from the Endowment Fund shall require an affirmative vote of 80% of all Board members and Officers of the Corporation. This provision cannot be changed by less than an affirmative vote of 80% of all Board members and Officers.

**ARTICLE VII**

**BOOKS AND RECORDS**

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

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**ARTICLE VIII**

AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the members attending the annual meeting or special meeting, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken.

**ARTICLE IX**

DISSOLUTION

The dissolution and distribution of the assets of the corporation shall require a two-thirds vote of the members of the Board of Directors at a meeting called for such purpose. Upon dissolution, the assets of the corporation shall be distributed only in accordance with the Articles of Incorporation and the rules governing such distribution contained in the Internal Revenue Code.

**ARTICLE X**

ADOPTION OF BYLAWS

These Bylaws were approved by its members at a meeting on September 26, 2015.

Sharon Miller  
Secretary