

**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 charitable and educational purposes in support of the Tualatin River National Wildlife Refuge Complex.

ARTICLE II

MEMBERS

Section 2.01. Types. There shall be three types of members: Individual/Family, Affiliate and Lifetime. Each type shall have the powers and obligations provided under these bylaws and the Articles of Incorporation unless otherwise noted.

Section 2.01.A. Individual or Family Membership. Any individual or family interested in supporting the purpose and affairs of this Corporation is eligible for membership, subject to the standards set by the Corporation.

Section 2.01.B. Affiliate Membership. Any individual business or corporate organization interested in supporting the purpose and affairs of this Corporation is eligible for an Affiliate Membership, subject to the standards set by the Corporation.

Section 2.01.C. Lifetime Membership. Any individual interested in supporting the purpose and affairs of this Corporation is eligible for a Lifetime membership by paying a one-time minimum amount, set by the Corporation.

Section 2.02. Qualifications. Membership may be granted to any individual or corporation that supports the mission and purposes of the organization, and that pays the annual dues as set by the Board of Directors. A lifetime member is exempt from the annual dues requirement.

Section 2.03. Dues. Annual Dues for each member class shall be established by the Board of Directors. All members are considered in good standing with the Corporation when their membership dues are current.

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Section 2.04. Meetings. The Annual Membership Meeting shall be held in September of each year. Any meeting either the Annual or a special meeting may be called by the President or at the request of at least 10 % of the members. Notice of the meeting will be provided to each Individual/Family or Affiliate Member by mail, telephone or email at least 30 calendar days before the meeting.

Section 2.04A. Meeting Remotely. Members that are not physically present for a membership meeting may participate in, be deemed present in person at and vote at the membership meeting, if the Board of Directors authorizes participation by remote communication. Participation by remote communication is subject to guidelines and procedures that the board adopts per ORS 65.205.

Section 2.05. Voting.

2.05.A. Individual, Lifetime or Family Membership. Each membership in good standing with the Corporation is entitled to participate and vote at any of the scheduled membership meetings about matters relevant to the Corporation. Members are entitled to vote for individual Board of Director candidates at the Annual meeting and any other business at the special meetings requiring a vote of the membership.

A member must be present at the meeting to vote, unless voting by proxy. A member may appoint a proxy to vote or otherwise represent 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 officer or agent authorized to tabulate votes before casting the first vote. A proxy appointment is valid for no more than 11 months unless otherwise described on the appointment form. A member's proxy shall otherwise be subject to Oregon law governing non-profit corporations (ORS § 65.231).

Section 2.05. B. Affiliate Membership. An Affiliate Member shall not have voting rights on matters relevant to the Corporation or the ability to vote for individual Board of Director candidates at the Annual meeting or regarding any other business before the Corporation.

Section 2.06. 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

Section 2.07. Resignation. Any member may resign by filing a written resignation with the Secretary.

Section 2.08. Termination of Membership.

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Section 2.08.A. Nonpayment of Dues. Membership in the Corporation is based on payment of annual dues, with the exception of a Lifetime membership. Membership shall terminate for nonpayment of dues automatically after 90 days from the member's anniversary date, provided they are sent timely notice of the pending termination at least 15 days before their membership is terminated.

Section 2.08.B. For Cause. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board of Directors, 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. Any member who has been terminated by the Board may appeal their termination by requesting a hearing before the Board of Directors. All terminations of membership shall comply with ORS 65.167.

ARTICLE III

AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01. Authority of Directors. The Board of Directors (Board) 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 Directors. Each Director shall hold office for a term of three years. A Director can serve a maximum of three consecutive terms and then is not eligible for election to the Board for a least one year.

Section 3.03. Vacancies of Directors. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of a Director's term may be filled with a Director by a majority vote of the remaining Directors. The Board of Directors may select a new Director regardless of a vacancy on the Board, but is not obligated to do so as long as the Board has at least seven remaining Directors. In the event of a tie vote to fill a vacancy on the Board, the President shall cast the tie-breaking vote.

Section 3.04. Voting by Appointed Directors. A Director selected by the Board prior to a vote of approval of the Members of the Corporation at the Annual Meeting has temporary voting rights on the Board until such time as elected to serve on the Board by the Members of the Corporation, not later than the Annual Meeting.

Section 3.05. Staggered Term. A 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.

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Section 3.06. Resignation. Resignations are effective upon receipt by the Secretary of the Corporation of written notification.

Section 3.07. Regular Meetings. The Board shall hold at least four regular meetings per calendar year, with each meeting held at least 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, or other electronic means provided there is adequate technology to accommodate active participation by the Director unable to attend in person.

Section 3.08. 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 may be removed at the President's discretion, after notification by the President.

Section 3.09. Special Meetings. Special meetings shall be at such dates, times and places as the Board shall determine.

Section 3.10. Notice. Board of Directors meetings may be called by the President or at the request of any two directors by notice emailed, mailed, telephoned, or faxed to each member of the Board at least 48 hours before such meeting.

Section 3.11. 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 there is a quorum.

Section 3.12. Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board 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 majority vote of the Board or of the committee as the case may be.

Section 3.13. Committees. The Board may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two Members 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.

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Section 3.14. Nominating Committee. There may be a Nominating Committee, composed of the President and at least two (2) other members of the Board. Each member of the committee shall have one (1) vote and decision shall be made by the majority. The Board will convene the Nominating Committee from time to time subject to the needs of the Corporation.

Section 3.15. 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 3.16. 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 voters 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.

ARTICLE IV

AUTHORITY AND DUTIES OF OFFICERS

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

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 event of a vacancy, an election shall be held as soon as practicable.

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

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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. Duties of the President. The President is the principal executive officer of the Corporation and, subject to the control of the Board of 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 Chair. 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 \$1,000 without prior approval of the Board of Directors.

The President shall, in a timely manner provide to the Board the status of the Corporation, and obtain documentation as required by the Board which may include financial expenditures, performance data, and accomplishments, and 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 and of the 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 4.06. Duties of President Elect. In the absence of the President or in the 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 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 when the President's term ends.

Section 4.07. Duties of Immediate 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.

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Section 4.08. Duties of Secretary. The Secretary shall be responsible to keep the minutes of all meetings of the Board and shall keep minutes of the proceedings of its members, Board and committees having any of the authority of the Board; and shall maintain a register of the names and addresses of its members entitled to vote. 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 is notified of all meetings in accordance with these Bylaws and that a Recording Secretary is present at the meetings. The Secretary shall send a copy of the Minutes to all Directors and perform other duties delegated to the Secretary by the Board and the President.

Section 4.09. Duties of the 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 and CT-12 Forms or other federal or state law financial documents) are filed in a timely manner, and perform any other duties delegated to the Treasurer by the Board or the President such as managing the budget process and providing input for the annual report.

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

Section 4.10. Removal. Any officer may be removed by the Board 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 4.11. Paid Staff. The Board may hire such paid staff as they deem proper and necessary for the operations of the Corporation and as required by any cooperative agreements with the United States Fish and Wildlife Service. 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.

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ARTICLE V

INDEMNIFICATION

The Corporation shall indemnify all members of the Board, 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.

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.

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 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 or any committee to which such authority has been delegated by the Board may select, or as may be selected by the

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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 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 accounts.

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

Section 6.08 Policies. From time to time the Board may write operational policies for clarification and guidance of its members and/or staff. The Board 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 may establish an endowment fund for the long-term benefit of the Corporation. The management of the Endowment Fund 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.

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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.

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, 2020.

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Irene Vlach

Secretary