

## **BYLAWS**

### **North Coast Watershed Association**

#### **ARTICLE 1**

##### **Purpose**

North Coast Watershed Association (NCWA) shall be organized and operated exclusively for charitable, scientific and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this Corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

The Corporation's primary purpose shall be to implement environmental restoration activities; coordinate environmental partnerships among government, private business, academic and community groups; sponsor public forums which encourage dialogue among diverse groups of people for the purpose of exchanging ideas, suggesting solutions and implementing strategies to solve environmental problems; deliver unbiased environmental education to students, teachers and community members in informal (non-academic) settings

#### **ARTICLE 2**

##### **Non-Membership**

This Corporation shall have no members.

#### **ARTICLE 3**

##### **Councils**

In June, 2019, the board of directors voted to simplify communications and boost attendance by consolidating the councils from four to two. The result is the **NCWA Coastal Council** that includes Ecola Creek and other coastal watersheds of Clatsop County and **NCWA River Council** that includes the Skipanon, Youngs Bay, Big Creek and other Columbia River tributaries and watersheds in Clatsop County.

The role of the Coastal and River Councils is to provide the grassroots level forum where watershed concerns, ideas, and opportunities are discussed and priorities forwarded to the North Coast Watershed Association's Board of Directors. This input from the community is critical to determining the projects that the organization will focus on and for which they will pursue funding and further community support.

### **Role of Councils**

- Each Council has a chair, vice chair and secretary.
- NCWA Coastal Council may elect one representative to the board and the NCWA River Council may elect up to two representatives to the board; Board reps may send an alternate in their absence.
- Council Chair and NCWA Executive Director set council meeting agendas together, NCWA staff sends out the agenda and posts online before the meeting; chair leads council meeting with staff support.
- At council meetings, the Council Secretary takes minutes and then sends them to NCWA staff. NCWA staff posts draft minutes with "draft" watermark online and posts approved minutes online.
- Councils meet every other month, alternating opposite of board locations.

### **Role of NCWA Board of Directors**

- NCWA board has the legal/ethical/fiduciary burden and the decision-making authority.
- Governance structure will have informed local priorities coming from councils as recommendations through council representatives to the board.
- Board will meet monthly in alternate NCWA River Council and NCWA Coastal Council locations.
- Councils members can propose agenda items for board consideration through reps and attend board meetings.
- Councils members can directly communicate with NCWA staff and board reps at council meetings.
- NCWA board members review recommendations presented by staff and council reps in order to decide what projects can be pursued and implemented with greatest success.

## **ARTICLE 4**

### **Board of Directors**

**Section 1. Powers and Responsibilities.** The business and affairs of this Corporation shall be controlled by the Board of Directors. The Board of Directors is

hereby vested with all of the powers possessed by the Corporation itself so far as this delegation of authority is not inconsistent with the Oregon Nonprofit Corporation Act, this Corporation's Articles of Incorporation, or these Bylaws.

**Section 2. Number.** The Board of Directors shall consist of not less than five, nor more than eleven Directors.

**Section 3. Elections.** The Board shall elect its own members by majority vote, except that a nominated Director shall not vote on that Director's own position.

The Board of Directors will consist of diverse representation from these groups: one representative from the Coastal Council and two from the River Council. One commercial forest landowner(s), two public at-large positions, and other regional stakeholders that make up a balance of interests, up to the total allowable number of Directors. Directors representing a local stakeholder organization may send a surrogate in their place to represent their seat if they are to be absent.

**Section 4. Term of office.** Each Director shall hold office for a period of two years and may serve for an indefinite number of consecutive terms and until their successor qualifies and is elected.

**Section 5. Resignation and Removal of Officers and Directors.**

**a. Resignation.** Any Director or Officer of the Corporation may resign at any time by giving written notice to the Chair of the Board of Directors ("Chair") or the Secretary or Treasurer.

**b. Removal.** Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office at a meeting legally called, with a quorum present and with proper notice of removal action vote listed on the agenda.

**Section 6. Compensation.** The Directors of the Corporation shall not be compensated by any wage, salary, or fee, but may be reimbursed for reasonable expenses incurred. In the event a question arises as to the reasonableness of such expenses, the determination of the Board of Directors shall be final.

## ARTICLE 5

### Directors' Meetings

**Section 1. Regular Meetings.** Regular meetings of the Board of Directors shall be held at the office of the Corporation or at such other locations determined by the

Chair. Written notice of a regular meeting shall not be required so long as the meeting occurs according to a preset schedule and at a preset location. Meetings of the Board shall be open to the public with opportunities for closed executive sessions.

**Section 2. Special Board Meetings.** Special meetings of the Board of Directors may be held at any time or place within or outside the State of Oregon whenever called by the Chair or by any five members of the Board of Directors, notice thereof being given to each Director. Notice of a special meeting shall be given by mailing firstclass the same to each Director at the address shown in the corporate records at least five days before the meeting, by delivering the same to their residence at least 48 hours before the meeting, or by oral notice at least 48 hours before the meeting. Notice of a special meeting must include the purpose, date, time, and place of the meeting. Special meetings are closed to the public unless advertised otherwise.

**Section 4. Telecommunications or Electronic Meetings.** Any regular or special meeting of the Board of Directors or Committees exercising Board functions may be held by telephone, telecommunications or electronic means, as long as all Directors can hear or read each other's communications during the meeting or all communications during the meetings are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. Advance notice of a meeting held under this section is not required but, at the beginning of the meeting, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

**Section 5. Quorum and Action.** For meetings of the Board of Directors, a majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business. If a quorum is present, action may be taken by a majority vote of Directors present except where applicable law requires a majority vote of Directors in office. At no time may the Board of Directors or a Committee exercising Board functions take any action, other than adjournment, in the absence of a quorum. A lesser number may adjourn any meeting, or adjourn any meeting to another date, time, and place without the giving of the notice otherwise required by this Article if the new date, time, and place is announced at the meeting before adjournment.

**Section 6. Action by Consent.** Any action required or permitted by law to be taken at a meeting of the Board of Directors or a Committee exercising Board functions may be taken without a meeting if consent, in writing, setting forth the action to be taken or so taken, is signed by all the Directors. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a Director with the intent to sign.

**Section 7. Conduct of Meetings** Meetings of the Board of Directors shall be presided over by the Chairperson of the corporation or, in their absence, by the Vice-Chairperson of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in their absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

## ARTICLE 6

### Committees

**Section 1. Committees of the Board.** The Board may designate standing, temporary (ad hoc), advisory, and support committees and may invest such committees with such powers and responsibilities as it sees fit.

**Section 2. Committee Chairs.** The Chair, in consultation with the Executive Director, shall appoint the chair of each committee other than the Finance Committee.

**Section 3. Committee Members.** Persons who are not members of the Board may serve on any committee other than the Executive Committee.

**Section 4. Terms.** The terms of all committee chairs and committee members shall be one year. Chairs and members may be appointed to successive terms.

**Section 5. Quorum and Action.** A quorum at a committee meeting shall be 50% of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of members present.

**Section 6. Committee Reports.** All committees shall report periodically to the Board of Directors.

**Section 7. Limitations on the Powers of Committees.** No committee may authorize payment of a dividend or any part of the income or profit of this Corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the Corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles of Incorporation, Bylaws, or any resolution by the Board of Directors.

## ARTICLE 7

### Officers of the Board of Directors

**Section 1. Nomination, Qualification, and Election of Officers.**

The Officers of the Board of this Corporation shall be a Chair, a Vice Chair, a Secretary and Treasurer to be chosen from among the Board of Directors. The Board, in its discretion, may appoint and prescribe powers to such other Officers and agents as it may deem necessary, including a Chair Elect. Officers of the Corporation shall be nominated by the Board of Directors and shall be elected for two-year terms by the Board of Directors and may serve for an indefinite number of consecutive terms.

**Section 2. Vacancy.** A vacancy in the office of Chair, Secretary or Treasurer shall be filled not later than the first regular meeting of the Board following the vacancy. In the event of a vacancy in any office other than that of Chairperson, such vacancy may be filled temporarily by appointment by the Chairperson until such time as the Board shall fill the vacancy.

**Section 3. Chair.** The Chair shall oversee the governance of the Corporation; when present, shall preside at all meetings of the Board of Directors; shall appoint the chair of any standing committees; shall coordinate the Board's employment, supervision, evaluation and termination of the Executive Director; shall counsel and advise the Executive Director; shall see that all orders and resolutions of the Board of Directors are carried into effect; and shall perform such other duties as the Board of Directors shall designate.

**Section 4. Vice Chair.** The Vice Chair shall assume those duties delegated to them by the Board of Directors or the Chair. In the absence of the Chair, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of the Chair.

**Section 5. Secretary.** The Secretary shall have oversight responsibility for all corporate record keeping and all corporate funds, shall ensure that policies and practices are in place to support the Board's legal and fiduciary responsibilities, and shall perform such other duties as the Board of Directors shall designate.

**Section 6. Treasurer.** The Treasurer shall meet with the bookkeeper and Executive Director a minimum of two times a year to review the Operating Budget and Project Budgets to insure the fiscal health of the organization and that best practices under GAAP guidelines are being followed. The Treasurer shall present the financial report to the board every other month at the regular board meeting.

**ARTICLE 8**

**Executive Director**

The Executive Director shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall be responsible for the general operation and management of the Corporation directing day-to-day operations. No officer or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at Board meetings as shall be required by the Chair of the Board.

The Executive Director may not be related by blood or marriage/domestic partnership to any member of the Board of Directors. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters of the members present at any meeting of the Board. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in the Section.

## ARTICLE 9

### **Indemnification**

**Section 1. Indemnification.** This Corporation will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a Director, officer, employee, volunteer, or agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the Corporation. No amendment to this Article that limits the Corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The Corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification — substantively, procedurally, and otherwise.

**Section 2. Insurance.** The Board of Directors shall have the power to purchase insurance on behalf of any person who is or was a Director, Officer, employee, volunteer, or agent of the Corporation against liability asserted against or incurred by the person arising out of their status as a Director, Officer, employee, volunteer, or agent of the Corporation whether or not the Corporation would have the power to indemnify the person against liability under the provisions of this Article.

## ARTICLE 10

## **Corporate Records, Reports and Seal**

The corporation shall keep minutes of all meetings of the Directors, including time, place, names of those present, whether regular or special and proceedings thereof.

Adequate and correct books and records of account, including accounts of properties, business transactions, assets, liabilities, receipts, disbursements, gains and losses.

At the discretion of the Board of Directors, the Corporation may acquire or maintain a corporate seal, but the effectiveness of any act by the Corporation shall not require the use of the seal, unless the Board of Directors direct to the contrary.

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect books, records and properties of the corporation as may be required under the Articles of Incorporation, other provisions of these bylaws and provisions of law.

## **ARTICLE 11**

### **IRS 501 (c) (3) Tax Exemption Provisions**

#### **Section 1. LIMITATION ON ACTIVITIES**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

#### **Section 2. PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for



services rendered and to make payments and distributions in furtherance of the purposes of this corporations.

**Section 3. DISTRIBUTION OF ASSETS**

Upon the dissolution of this corporations, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one of more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

**ARTICLE 12**

**Amendments to Bylaws**

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a majority vote of Directors present, if a quorum is present. Prior to the adoption of any amendment, each Director shall be given at least three days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

Original Bylaws Adopted by the Board of Directors: November 12, 2014

**ADOPTION OF BYLAWS**

We, the undersigned, are all members of the Board of Directors of the North Coast Watershed Association and we consent to, and hereby do adopt the foregoing Bylaws, consisting of nine preceding pages, as the Bylaws of this corporation.

Dated: \_\_\_\_\_

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

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