



ARTICLE I: NAME OF ORGANIZATION

The name of the corporation shall be the Tualatin River Watershed Council. The official abbreviation of its name is TRWC and may be referred to as the Council in the following articles.

ARTICLE II: PURPOSE

This corporation 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 Council shall not participate or intervene in any political campaign on behalf of any candidate for public office. No substantial part of the activities of the Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Council is authorized to elect to replace the 'substantial part of activities test' with a limit defined in terms of expenditures for influencing legislation, pursuant to the Internal Revenue Code (or its corresponding future provisions).

Notwithstanding any other provisions of these Bylaws, the Council shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)3 of the Internal Revenue Code (or its corresponding future provisions) or (b) by an organization's contributions which are deductible under section 170(c)(2) of the Internal Revenue Code (or its corresponding future provisions).

This corporation's primary purposes are to share information, reduce duplication of activities, help address watershed management issues in the Tualatin River Watershed, to provide a framework for coordination and cooperation among Sector groups in the watershed, to encourage community engagement with a focus on historically under-represented communities, and to coordinate and conduct on-the-ground projects agreed to by consensus, that improve the condition of the watershed, so long as such projects do not interfere with the property rights of the individual property owners and respect and acknowledge Indigenous practices, knowledges, and lands.

ARTICLE III: MEMBERSHIP

This corporation shall have no members as that term is defined by Oregon Revised Statutes Chapter 65, but shall have members for other purposes. These members shall

have none of the rights and duties described in Oregon Revised Statutes Chapter 65 (or its corresponding future provisions).

ARTICLE IV: COUNCIL

Section 4.1: Duties

The affairs of this corporation shall be managed in accordance with the Council's Operating Procedures by the Board of Directors hereafter known as the Council. Directors shall be known as Sector Representatives.

Section 4.2: Board Member Composition

The number of Sector Representatives may vary between a minimum of three (3) and a maximum of twenty-one (21). The Sector Groups will be listed in the Operating Procedures and will represent the balance described in ORS 541.910 (2). The Board members from Local Government and the Special Districts Sector should not make up more than 50% of the Board at any time.

Section 4.3: Recruitment and Confirmation of Sector Representatives

Sector Representatives will be voted on by the current Council membership. Potential representatives can be identified by individual Council members, Council staff or a selection committee. The Council may create a standardized procedure for Council member recruitment, and assignment of proxies for those representing entities. Those procedures will be described in the Operating Procedures. All Representatives must either reside in or work for a place that influences the Tualatin River Basin. There is no limit on the period of time a Representative can serve on the Council as long as they are meeting all other requirements.

Section 4.4: Removal of Sector Representatives

If the Council has concerns about a Representative's participation on the Council, the Council shall notify the Representative of its concerns and request appropriate action. If appropriate action is not taken in a reasonable time, and if response from the Representative is not received within 30 days, then the Council by majority can remove a Representative for cause including but not limited to inappropriate behavior and/or missing meetings without excuse.

Section 4.5: Resignation of Sector Representatives

Any Sector Representative may resign at any time by delivering written notice of resignation to the Chair or Executive Director. Such resignation shall be effective on receipt unless it is specified therein to be effective at a later time, and acceptance of the resignation shall not be necessary.

Section 4.6: Quorum and Action

A quorum at a Council meeting shall be a majority of the seated Sector Representatives or their proxy as allowed by the Operating Procedures. If a quorum is present, action is taken by the Council's decision-making process described in the Operating Procedures, except as otherwise provided by these Bylaws. A majority vote is allowed to conduct such business as the establishment of committees and to conduct committee business. All other decisions will be made by consensus unless the law requires a decision be made by majority vote.

Section 4.7: Regular Meetings

Regular public meetings of the Council shall be at least quarterly, or as defined in the Operating Procedures, at a time and place to be determined by the Council. No other notice of the date, time, place, or purpose of these meetings is required, unless otherwise specified in these Bylaws.

Section 4.8: Special Meetings

Special meetings of the Council shall be held at the time and place to be determined by the Chair, the Steering Committee, or a petition of three (3) Sector Representatives. Notice of such meetings, describing the date, time, place, and purpose of the meeting shall be delivered to each Sector Representative personally, by telephone, by electronic mail, or by regular mail not less than seven (7) days prior to the special meeting.

Section 4.9: Meetings by Telecommunication

Any regular or special meeting of the Council may be held by telephone or telecommunications such that all participating Sector Representatives may hear each other.

Section 4.10: Compensation

Sector Representatives shall not receive salaries for their Council service, but may be reimbursed for actual and reasonable expenses incurred in performing his or her duties upon the approval of the Steering Committee.

Section 4.11: Action by Consent

Any action required by law to be taken at a meeting of the Council, or any action which may be taken at a Council meeting, may be taken without a meeting if consensus exists in writing, setting forth the action to be taken or so shall be taken and is signed by all Sector Representatives. An email that clearly shows Representative name and vote will be considered as signed. A quorum of representatives must participate in writing for the action to be valid.

ARTICLE V: COMMITTEES

Section 5.1: Steering Committee

The Council will select by consensus a Steering Committee made up of current Council members. The Committee will meet at least quarterly or as defined in the operating procedures. The Steering Committee shall have the authority to make on-going decisions between Council meetings and shall have the authority to make financial and operational decisions within the approved budget. All decisions must be reported to the Council at the next regular meeting.

Section 5.2: Other Committees

The Council may establish such other committees, as it deems necessary and desirable. Such committees may exercise functions of the Council or may be advisory. Any committee, that exercises any function of the Council, shall be composed of two or more Council members. Committees can include non-Council members.

Section 5.3: Quorum and Actions

A quorum at a Committee meeting exercising Council functions shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of committee members present.

Section 5.4: Limitations of Powers

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Sector Representatives or officers; may approve dissolution, merger, sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove Sector Representatives or fill vacancies on the Council or on any of its committees; nor may adopt, amend, or repeal the Articles of Incorporation, Bylaws, or any resolution by the Council.

ARTICLE VI: OFFICERS

Section 6.1: Titles

The officers of this corporation shall be the Chair, Vice Chair, Treasurer, and Secretary.

Section 6.2: Elections

The Council shall elect, from its existing Sector Representatives, the Chair, Vice Chair, Treasurer, and Secretary in accordance with the Council's Operating Procedures. Officers are to serve one-year terms but may be reelected to serve consecutive terms with no limit, unless otherwise determined by the Council.

Section 6.3: Resignation

An officer may resign at any time by delivering written notice of resignation to the Chair or Executive Director. Such resignations shall be effective upon receipt unless it is specified to be effective at a later time and acceptance of the resignation shall not be necessary.

Section 6.4: Removal of Officers

The Council may remove any officer, with cause, by a consensus vote of the Council if a quorum is present, excluding the officer in question, at any meeting of the Council. The notice of such meeting shall state that the purpose or one of the purposes of the meeting is the removal of an officer.

Section 6.5: Vacancies

A vacancy of the office of Chair, Vice Chair, Treasurer, or Secretary shall be filled no later than six months following the vacancy. Procedures for filling vacancies may be further described in the Operating Procedures.

Section 6.6: Other Officers

The Council may elect or appoint other officers, agents, and employees, as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Council.

Section 6.7: Chair

The Chair shall be the chief officer of the corporation and shall act as the Chair of the Council. The Chair retains the same rights as other Council Sector Representatives to discuss and vote on questions before the Council. The Chair shall have any other powers and duties as may be prescribed by the Council as described in the Operating Procedures.

Section 6.8: Vice Chair

The Vice Chair will assist with Chair duties as requested by the Chair. In absence or disability of the Chair, the Chair's duties and powers shall be performed and exercised by the Vice Chair. The Vice Chair shall have any other powers and duties as may be prescribed by the Council as described in the Operating Procedures.

Section 6.9: Secretary

The Secretary is the record keeper of the Council. The Secretary shall perform or cause to be performed the following duties: (a) official recording of the minutes at Council meetings; (b) provision for notice of all meetings of the Council; (c) authentication of the records of the corporation; and (d) any duties as may be prescribed by the Council as described in the Operating Procedures.

Section 6.10: Treasurer

The Treasurer is the chief financial officer of the Council. The Treasurer shall perform or cause to be performed the following duties: (a) keeping of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name of and to the credit of the corporation in such depositories as may be designated by the Council; (c) disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Council; and (e) any other duties as may be prescribed by the Council as described in the Operating Procedures.

ARTICLE VII: CORPORATE INDEMNITY OF OFFICERS AND SECTOR REPRESENTATIVES

This corporation will indemnify its officers and Sector Representatives to the fullest extent allowed by Oregon law.

ARTICLE VIII: AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed and new Bylaws adopted by consensus vote of the Council. Prior to a change in the Bylaws each Sector Representative shall be given at least ten (10) days notice of the date, time, and place of the meeting at which the proposed change in the Bylaws 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 change in the Bylaws. The vote will be taken at the next regular Council meeting. Written proxies are acceptable for voting process and procedures for proxy voting may be further described in the Operation Procedures. If approved by the Council, the change in the Bylaws will become effective at the following regular Council meeting.

I certify that these Bylaws are a true copy of the Bylaws of this corporation.


Signature by Corporate Officer

Date: Oct.-1. 2014

Amended by resolution of the Tualatin River Watershed Council on October 1, 2014.

Article II: Added "to encourage community engagement"

Article IV, Section 4.1: Added that the affairs of the corporation will be managed "in accordance with the Council's Operating Procedures".

Article IV, Section 4.2: Updated the ORS reference number.

Article IV, Section 4.3: Added how Stakeholder Representatives will be selected, what their qualifications are, and how long they can serve.

Article IV, Section 4.8: Added that Council meetings are held monthly and are open to the public.

Article V, Section 5.1: Added that the Steering Committee meets monthly.

Article VI, Section 6.2: Added information on how officers are elected and how long they can serve.

Article VI, Section 6.7: Removed the word "Board" after Council.