

COOS WATERSHED ASSOCIATION BYLAWS

1) Purpose of the Coos Watershed Association

a. Mission of the Association

The mission of the Coos Watershed Association is to support environmental integrity and economic stability within the Coos watershed by increasing community capacity to develop, test, promote, and implement management practices in the interest of watershed health.

b. Shared Values of the Association

The Directors of the Coos Watershed Association have adopted the following statement as an expression of the shared values which inspired creation of the Association:

- (1) We believe it is possible to achieve both environmental integrity and economic stability within the Coos watershed;
- (2) We believe that the natural products and processes of the watershed are indicators of watershed health, and are important to the economy and vitality of the community;
- (3) We believe that human activities have a legitimate place in the watershed;
- (4) We recognize that our actions can affect the stability of the watershed and related economy;
- (5) We believe deliberate planning and action for watershed health are important and are effectively achieved by the people who live and work within the watershed;
- (6) We believe that a watershed-scale perspective improves our ability to sustain the health of the watershed and related economic activities; and
- (7) We believe the coordination of our individual efforts can achieve a synergistic, beneficial effect on the watershed.

c. Goals of the Association

The Association has adopted the following goals in order to fulfill its mission and to support its shared values:

- (1) Foster and encourage landowner action in the interests of watershed health;
- (2) Foster public awareness of watershed processes and activities and opportunities to contribute to watershed health;
- (3) Foster scientific understanding through a program of experimental watershed research and focused monitoring;
- (4) Serve as a clearinghouse of watershed information and activities;

- (5) Operate according to a plan which supports environmental integrity and economic stability with the Coos watershed; and
- (6) Provide an organizational framework to accomplish the Association's mission.

d. Geographic Scope of the Association

The primary focus of the Association will be the area containing all lands and waters that drain into the Pacific Ocean through the Coos estuary. Notwithstanding, the Association may conduct operations outside this area consistent with its mission and Strategic Framework 2005-2015.

e. Non-discrimination Policy

These policies and provisions contained here apply to every aspect of Association programs, practices, and activities.

The Coos Watershed Association prohibits discrimination based on any legally protected classification. Similarly, the Coos Watershed Association prohibits its employees or the Board of Directors from discriminating in provision of services against anyone based on any legally protected classification.

2) Structure of the Association.

This corporation shall have no members as that term is defined by Oregon Revised Statutes Chapter 65.

3) Board of Directors

a. Powers of the Board of Directors

The Board of Directors shall have the powers identified in the Oregon Non-Profit Corporations Act as amended, or any successor statutes (ORS Ch. 65, Non-profit Corporation), including the following:

- (1) To establish policy, adopt, amend, and repeal the Bylaws of the Association;
- (2) To set dues or fees;
- (3) To elect officers of the Association;
- (4) To form standing and ad hoc advisory groups with special expertise on any issue, e.g., representatives of the higher education community, the scientific research community, and state, local and federal agencies;
- (5) To delegate to officers or employees the power to incur obligations, withdraw funds, and make payments on behalf of the Association;
- (6) To designate a bank in which the Association's funds will be deposited, and to apply for, receive, and expend funds from any source;

- (7) To appoint an Executive Director to carry out the day-to-day operations of the Association, and to fix the salary and review the performance of the Executive Director;
- (8) To adopt and carry into effect, subject to the provisions of these Bylaws, such measures as they may deem proper and expedient to promote the objectives of the Association;
- (9) To do all other things and transact all other business that advances the purpose and mission of the Association or may be lawful under the statutes of the State of Oregon and under the Internal Revenue Code.

b. Composition of the Board of Directors.

The Board of Directors shall be composed of at least 12, but not more than 21, individuals who collectively shall represent the types of water-dependent livelihoods, types of land ownership, or other “at large” interest in the Coos Estuary watershed. The total number of representatives on the council and interest represented may be amended by consensus of the Board of Directors.

The initial Board of Directors shall be as identified in the original Articles of Incorporation, with additional Directors to be appointed by the Board. All Directors shall serve for two years, and may be reappointed for successive terms.

Upon resigning from the Board, an appointed Director shall nominate a replacement who must be approved by the Board, or may delegate the right of nomination to the Executive Committee.

c. Duties and Expectations of Directors.

To achieve the purpose of the Coos Watershed Association, there is established a Board of Directors which shall exercise the corporate powers and manage or direct the affairs of the Association. Directors are expected to review and agree to fulfill a job description, in a format provided by the Board of Directors, as a function of their appointment.

The basic duties of a Director are to:

- (1) Approve the Association’s mission and review its performance in achieving it.
- (2) Annually assess the ever-changing environment and approve the organization’s strategy to be responsive.
- (3) Annually review and approve the organization’s funding plans.
- (4) Review and approve the annual financial goals.
- (5) Annually review and approve the organization’s budget.
- (6) Annually review the Executive Director’s performance.
- (7) Approve major policies.

d. Meetings and Decision-making of the Board of Directors.

- (1) The Board of Directors may by consensus set dates and times for Association meetings as needed to attend to the business, but meetings, including an Annual Meeting, will be held no less than six times annually.
- (2) A special meeting of the Board of Directors may be called by the Executive Committee or by any five Directors of the Board.
- (3) The standard practice for special meetings will be to provide written notice of the time, place and purpose of any such special meeting to all Directors seven days prior to the meeting. In *very limited, special instances for time sensitive decisions*, a special meeting may be conducted provided all Directors receive a two day written notice with the time, place and purpose of the meeting as provided in revised state law (ORS 192.640-3). The right to notice may be waived as provided in the Act (ORS 65.214).
- (4) At any given time, a simple majority of the individuals then serving on the Board of Directors shall constitute a quorum.
- (5) Any proposed action by the Board of Directors must be approved by the consensus of the Directors' quorum. "Consensus" means that all Directors of the quorum are in agreement with, or are willing to accept, the same proposed resolution of an issue under consideration.

e. Committees of the Board of Directors

Substantial business of the Coos Watershed Association will be conducted through committees chartered by the Board of Directors. The standing committees identified in this section will operate with delegated power and authority of the Board of Directors, as outlined in each committee's charter (see committee handbook). The Coos Watershed Association Executive Committee and Board of Directors may create additional ad-hoc committees as needed to conduct the business of the Association.

- (1) Executive Committee
- (2) Audit/Finance Committee
- (3) Governance Committee
- (4) Restoration Projects Committee
- (5) Education and Outreach Committee

f. Conflict of Interest

The Coos Watershed Association encourages the active participation of Directors in its programs. However, as a result of this participation, there exists the possibility that a Director could be perceived as having a conflict between their personal or professional interests and the best interests of the Association. Because the Coos Watershed

Association is a nonprofit, tax-exempt organization under section 501c(3) of the Internal Revenue Code, the Board of Directors, officers, and employees have a fiduciary duty to insure that they shall not use their positions with Coos Watershed Association or knowledge gained therefrom for their personal benefit. The definition of “personal” for this policy is the obtaining of benefits that are not otherwise available to members of the general public.

Each Director shall annually sign a Conflict of Interest statement. The format of this statement shall be agreed to by the Board of Directors. All potential conflicts of interest on the part of Directors shall be disclosed to the president, who shall bring these matters, if material, to the Executive Committee. The Executive Committee shall determine whether a conflict exists and is material, and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to the Coos Watershed Association. The decision of the Executive Committee on these matters will rest in their sole discretion, and their concern must be the welfare of the Coos Watershed Association and the advancement of its purpose.

Transactions with related parties may be undertaken only if all the following are observed:

- (1) A material transaction is fully disclosed in the audited financial statements of the Coos Watershed Association;
- (2) The related party is excluded from the discussion and approval of such transaction;
- (3) A competitive bid or comparable valuation exists; and
- (4) The Coos Watershed Association Executive Committee has acted upon and demonstrated that the transaction is in the best interest of the organization.

g. Indemnification of Directors

Each Director of the Board elected or appointed according to these Bylaws, each officer of the Coos Watershed Association, and other employees determined by the Executive Committee to be so entitled shall be entitled as of right to indemnification by Coos Watershed Association against all expenses (including attorney’s fees), judgments, claims, and amounts paid in settlement arising from any claim or proceeding relating to his or her status as Director, officer, or employee of the Coos Watershed Association to the fullest extent now or hereafter permitted by the Articles of Incorporation of the Coos Watershed Association, the laws of the state, and these Bylaws.

h. Removal of a Director

A Director may be removed from the Board for failure to observe and conform to these By-laws, for unreasonably hindering achievement of the purpose of the Association, or failure to timely pay dues or any other assessment levied by the Board of Directors.

Expulsion of a Director must be for cause after giving the member fifteen days written notice and the reasons therefore, and an opportunity to be heard no less than five days

before the date of the removal. Removal of a Director must be agreed to by all other Directors of the Board.

4) Officers and Executive Director.

a. Identification of Officers.

The Officers of the Association shall consist of a President, Vice-president, Secretary, and Treasurer. Officers shall be selected by consensus of the Board of Directors to serve a two year term, or until their successors are duly appointed and take office. All officers shall serve for two year terms, and may be reappointed for successive terms.

The President and Vice-president must be Directors. The offices of Secretary and Treasurer need not be filled by a Director and may, at the discretion of the Board of Directors, be combined and held by one person.

b. Functions and Duties of Officers.

The functions and duties of the Officers of the Association shall be as follows:

President: The President shall be the chairperson of the Board of Directors at all meeting and shall have general supervision of the affairs of the Association.

Vice-president: The Vice-president shall exercise all functions of the office of the President when the President is absent.

Secretary: The Secretary shall cause to be issued notices of meetings of the Board of Directors, prepare minutes of the Board of Directors and membership meetings, shall have charge of the Association's books, shall exercise such powers as are delegated by the Board of Directors, , and shall make reports and perform such other duties as are incident to this office and properly required of the Secretary by the Board of Directors.

Treasurer: The Treasurer shall collect all dues and assessments levied by the Board of Directors, shall make out vouchers covering all legitimate expenses of the Corporation and attest the same, and such other duties as the Board of Directors may direct.

c. Functions Delegated to Executive Director

The Board of Directors, at its discretion, may appoint an Executive Director. He or she shall be an ex-officio, nonvoting participant on the Board of Directors. The Executive Director shall be responsible for the day-to-day administration of Coos Watershed Association affairs and shall manage and direct all activities of the organization as prescribed by the Board of Directors. The Executive Director shall perform such other duties as may be assigned to him or her from time to time by the chair or the board.

Specific authority delegated to the Executive Director includes:

(1) Power to Bind Corporation.

The Executive Director is empowered to incur obligations on behalf of the Association in connection with routine management and project implementation activities and may serve as the sole signatory on contracts and agreements previously approved by the Executive Committee.

(2) Power to hire and discharge employees and agents.

The Executive Director shall have the power to hire and discharge agents and employees of the Association and shall oversee and direct their activities in carrying out the work of the organization consistent with the Board-approved Coos Watershed Association Personnel Policy Manual.

d. Authority to Expend Funds for the Association

(1) Persons Authorized to Sign Checks

The Executive Committee will designate no more than three of its Directors, including the Treasurer, and Executive Director, with the authority to sign checks for payment of Association debts. These individuals shall be bonded or insured against fraud.

(2) Approval to Pay Invoices

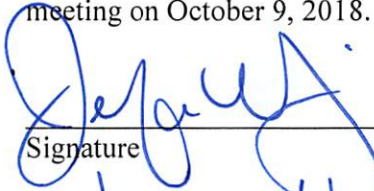
A list of current unpaid bills, along with their supporting invoices, shall be submitted to two authorized check signers for their approval. The authorized check signers shall indicate their approval of payment by their signature at the bottom of the list. This list will be provided to the Executive Committee for their review at their next scheduled meeting.

(3) Check Signing requirements.

Two authorized signatures shall be required on all checks.

EXECUTION:

I, the undersigned officer of the corporation, hereby certify under penalty of perjury that I have examined these Amended Bylaws and that they are the full and complete Amended Bylaws approved by a quorum of the Board of Directors of Coos Watershed Association at their special meeting on October 9, 2018.



 Signature

 Date

 JENNIFER WIRSING, SECRETARY
 Name and Title (print)