



BYLAWS

Tualatin River Watershed Council

Date Adopted: 10-1-03

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 stakeholder groups in the watershed, 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.

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 by the Board of Directors hereafter known as the Council. Directors shall be known as Stakeholder Representatives.

Section 4.2: Number of Stakeholder Representatives

The number of Stakeholder Representatives may vary between a minimum of three (3) and a maximum of fifty (50). The Stakeholder Groups will be listed in the Operating Procedures and will represent the balance described in ORS 541.388.

Section 4.3: Acknowledgement and Confirmation of Stakeholder Representatives

The Council shall acknowledge and confirm one primary and one alternate Stakeholder Representative to represent each of the Stakeholder Groups identified. The alternate Stakeholder Representative shall vote in the absence of the primary Stakeholder Representative.

Section 4.4: Removal of Stakeholder Representatives

If the Council has concerns about a Stakeholder Representative's participation on the Council, the Council shall notify the Stakeholder Group of its concerns and request appropriate action be taken by the Stakeholder Group.

Section 4.5: Resignation of Stakeholder Representatives

Any Stakeholder Representative may resign at any time by delivering written notice of resignation to the Chair or Secretary. 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: Vacancies

Any vacancy occurring in the Council for any reason, including a vacancy resulting from an increase in the number of Stakeholder Representatives, shall be filled by that Stakeholder Group and shall serve the remainder of the replaced Stakeholder Representative's term.

Section 4.7: Quorum and Action

A quorum at a Council meeting shall be a majority of the active Stakeholder Representatives. 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 4.8: Regular Meetings

Regular meetings of the Council shall be held 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 4.9: 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) Stakeholder Representatives. Notice of such meetings, describing the date, time, place, and purpose of the meeting shall be delivered to each Stakeholder Representative personally, by telephone, by electronic mail, or by regular mail not less than seven (7) days prior to the special meeting.

Section 4.10: Meetings by Telecommunication

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

Section 4.11: Compensation

Stakeholder 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 4.12: 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 a consent in writing, setting forth the action to be taken or so taken, shall be signed by all Stakeholder Representatives.

ARTICLE V: COMMITTEES

Section 5.1: Steering Committee

The Council will select by consensus a Steering Committee. 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.

Section 5.3: Composition of Committees Exercising Council Functions

Any committee, that exercises any function of the Council, shall be composed of two or more Stakeholder Representatives, elected by the Council by a majority vote of the Stakeholder Representatives.

Section 5.4: 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 5.5: Limitations of Powers

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Stakeholder 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 Stakeholder 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 Stakeholder Representative, the Chair, Vice Chair, Treasurer, and Secretary to serve one-year terms. An officer 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 Secretary. 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 the third regular meeting of the Council following the vacancy.

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 Stakeholder Representatives to discuss and vote on questions before the Council Board. The Chair shall have any other powers and duties as prescribed by the Council.

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.

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.

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.

ARTICLE VII: CORPORATE INDEMNITY OF OFFICERS AND STAKEHOLDER REPRESENTATIVES

This corporation will indemnify its officers and Stakeholder 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 Stakeholder 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. 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: 10-1-03