

**RESTATED BYLAWS
OF
PARTNERSHIP FOR THE UMPQUA RIVERS, INC.**
(Containing all amendments to the bylaws through May 2010)

ARTICLE 1. DEFINITIONS, INTERPRETATION, AND CONSTRUCTION

1.1 DEFINITIONS: As used in these Bylaws:

1.1.1 "Applicable Laws" means statutes, regulations, rules, ordinances, and other legal requirements of Governmental Agencies that affect the Corporation, the Articles of Incorporation or these Bylaws.

1.1.2 "Alternate" means an individual appointed to perform the duties of a Director when that Director is unable to do so.

1.1.3 "Board" means the Board of Directors of this Corporation.

1.1.4 "Corporation" means Partnership for the Umpqua Rivers, Inc.

1.1.5 "County Commissioners" means the Board of County Commissioners of Douglas County, Oregon.

1.1.6 "Director" means an individual appointed by the Board or elected by the Members of the Corporation as a Member of the Board.

1.1.7 "Entity" includes any corporation, unincorporated association, estate, partnership, trust, limited liability company, joint venture, Governmental Agency, and other juristic person.

1.1.8 "Governmental Agency" includes the State of Oregon and any commission, department, agency, official, or instrumentality of the State of Oregon; the United States and any authority, bureau, commission, department, or other agency or instrumentality of the United States; a county, city, district, authority, or other municipality or unit of local government.

1.1.9 "Individual" means a natural person.

1.1.10 "Member," unless modified by the phrase "of the Board" means a member of this Corporation.

1.1.11 "Member of the Board" means a Director or an Alternate who is serving on the Board in the absence of the Director represented by that Alternate.

1.1.12 "Person" includes any Individual or Entity.

1.1.13 "Third-Party Claims" includes any demands, claims, legal actions, arbitrations, administrative proceedings, criminal proceedings, and other adversarial proceedings that are asserted, filed, prosecuted, or appealed and

any resulting expenses and liabilities, including damages, judgments, attorney fees, arbitration costs, litigation costs, and penalties.

1.1.14 "Tribe" means a federally recognized Indian tribe that has tribal interests in the Watershed.

1.1.15 "Umpqua Basin Watershed" and "Watershed" mean the entire land area drained by the Umpqua River and its tributaries.

1.2 STATUTORY DEFINITIONS: Words and phrases that are not defined in these Bylaws will have the definition stated in ORS 65.001, ORS 541.351, or other Applicable Laws. For purposes of interpretation of these Bylaws, the definitions stated in Section 1.1 of these Bylaws supersede definitions contained in Applicable Laws.

1.3 INTERPRETATION: Generally, unless particular provisions of these Bylaws state otherwise or unless the context indicates otherwise, the following provisions apply to interpretation of these Bylaws:

1.3.1 Verbs in the present tense include the future and vice versa.

1.3.2 Nouns include the singular and plural forms.

1.3.3 "Shall," "will," and "must" denote acts or obligations that are mandatory.

1.3.4 "May" signifies a discretionary or permissive act.

1.3.5 "Means" denotes an exhaustive definition.

1.3.6 "Includes" denotes a partial definition. The phrase "without limitation" will be deemed to follow the words "include," "includes," and "including" when referring to a list, class, or group of Persons, things, conditions, events, obligations, rights, powers, or liabilities.

1.3.7 Words and phrases that are defined in these Bylaws or Applicable Laws are capitalized.

1.3.8 References to sections and subsections of these Bylaws are capitalized.

1.4 ARTICLES OF INCORPORATION:

1.4.1 All references in these Bylaws to the Articles of Incorporation mean the Articles of Incorporation of this Corporation, as amended from time to time, that are filed with an Office of the Secretary of State for the State of Oregon.

1.4.2 These Bylaws will be interpreted so that they are consistent with the Articles of Incorporation. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation will govern, and the Bylaws will be interpreted as if the conflicting provision were amended appropriately.

- 1.5 APPLICABLE LAWS: Except for differences in definitions that are subject to Section 1.2, these Bylaws will be interpreted and construed so that they are consistent with Applicable Laws, if practicable.
- 1.6 SEVERANCE: If a provision of these Bylaws is determined by the Board or held by a court to be invalid, it will not affect the validity of other provisions, and these Bylaws will be interpreted or construed as if the invalid provision did not exist.
- 1.7 REFERENCES TO IRC: All references in these Bylaws to a section or sections of the Internal Revenue Code mean the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE 2. PURPOSES, GOALS, AND PRINCIPLES

2.1 IRC 501(C)(3) PURPOSES:

2.1.1 This Corporation is organized and will be operated exclusively for charitable, scientific, and educational purposes.

2.1.2 Subject to limitations stated in the Articles of Incorporation, the purposes of this Corporation will be to engage in any lawful activities, none of which are for profit, for which nonprofit corporations may be organized under the laws of the State of Oregon and 501(c)(3) of the Internal Revenue Code.

2.2 PRIMARY PURPOSES: The primary purposes for which this Corporation is organized are:

2.2.1 To prepare and implement a Watershed action program for the Umpqua Basin Watershed pursuant to ORS 541.388;

2.2.2 To improve environmental integrity and economic stability in the Umpqua Basin Watershed;

2.2.3 To foster community understanding and appreciation of Watershed processes; and

2.2.4 To develop, implement, and monitor practices beneficial to Watershed health.

- 2.3 GOALS: This Corporation will endeavor to fulfill the primary purposes stated in Section 2.2 by pursuing the following goals:
- 2.3.1 Provide public participation in the implementation of ORS 541.351 to 541.426;
 - 2.3.2 Encourage landowners to recognize and accept responsibility for that portion of the Watershed under their stewardship and to take voluntary action in the interests of Watershed health;
 - 2.3.3 Foster public awareness of Watershed processes, activities, and opportunities to take responsibility for and contribute to Watershed health;
 - 2.3.4 Foster scientific understanding through a program of Watershed research and focused monitoring;
 - 2.3.5 Serve as a clearinghouse for Watershed information and activities;
 - 2.3.6 Operate according to a plan which supports environmental integrity and economic stability within the Umpqua Basin Watershed;
 - 2.3.7 Support and build upon the goals of "the Oregon Plan" as described in ORS 541.405 to 541.413; and
 - 2.3.8 Encourage cities and their residents to recognize and accept responsibility for their individual and collective impacts on the Watershed.
- 2.4 PRINCIPLES: This Corporation, the Directors, and the Members ascribe to the following statements of principle:
- 2.4.1 It is possible to achieve both environmental integrity and economic stability within the Umpqua Basin Watershed and Douglas County.
 - 2.4.2 The natural products and process of the Watershed are indicators of Watershed health and are important to the economy and vitality of communities.
 - 2.4.3 The actions of Persons residing or working within Douglas County can affect the stability of the Watershed and related economy.
 - 2.4.4 Land management and other human activities have a legitimate place in the Watershed.
 - 2.4.5 Coordinated planning and action for Watershed health are important, and are most effectively achieved by the Persons who reside and work within the Watershed.

2.4.6 Watershed-scale perspective improves the ability of Persons to sustain the health of the Watershed and related economic activities.

2.4.7 Native fishes are important to the economic, recreational, ecological, and cultural values of Persons and communities within the Watershed.

2.4.8 This Corporation shall respect private property rights during the implementation of projects designed to improve Watershed productivity and health. This Corporation will participate in a project only with the voluntary cooperation of the owner of the land on which the project is located.

2.4.9 This Corporation will have no regulatory authority over any private property or publicly owned or managed lands.

ARTICLE 3. DIRECTORS

3.1 NUMBER: This Corporation will have at least seventeen and up to eighteen regular Directors.

3.2 APPOINTMENT AND ELECTION:

3.2.1 At least sixteen and up to seventeen Directors will be appointed by the Board.

3.2.2 One Director will be elected by the Members from candidates nominated by the other Directors. The first election of the Director will occur at the meeting of the Members immediately following adoption of these Bylaws, and each year thereafter the election of the Director will occur during the annual meeting of the Members.

3.3 QUALIFICATIONS: Directors must be of the age of majority in Oregon and must represent a balance of interested and affected Persons consistent with ORS 541.388.

3.4 COMPOSITION:

3.4.1 One Director must be a County Commissioner or a representative designated by the County Commissioners.

3.4.2 Three Directors will represent agriculture and livestock interests.

3.4.3 Four Directors will represent timber, aggregate, construction, and mining interests.

3.4.4 Four Directors will represent fishing, recreation, and conservationist interests.

3.4.5 At least three and up to four Directors will represent other interests consisting of cities, special districts, public utilities, business and public education entities.

3.4.6 One Director will represent a Tribe.

3.4.7 The elected Director will represent the interests of the general public and will not represent any of the interests described in Subsection 3.4.2 through 3.4.5.

3.4.8 If after reasonable efforts, the Board is unable to find a person who is willing to serve as a Director for any of the interests listed in Subsections 3.4.2 through 3.4.6, the Board may appoint a Director who represents the general public and who does not represent any of the interests described in Subsections 3.4.2 through 3.4.6. Directors appointed pursuant to this subsection will serve for terms described in Subsection 3.5.

3.5 TERMS:

3.5.1 Except as provided in subsections 3.5.2, 3.5.3, and 3.6.2, Directors appointed by the Board shall serve terms of three years that will begin on July 1 of the year of appointment.

At the expiration of an appointed Director's term, the Board shall either appoint a new Director or reappoint the Director whose term expired. A Director cannot be appointed for more than two consecutive terms.

3.5.2 Appointments made by order of the County Commissioners prior to the date of the adoption of Amendment 2010-1 of the Bylaws are valid and will continue for the terms of their appointments.

3.5.3 The term of the Director elected by the Members of the Corporation will begin on the date of election and will continue until the annual meeting of the Members the following year. The Director elected by the Members may be re-elected, but shall not serve for more than four consecutive terms.

3.6 VACANCIES:

3.6.1 A vacancy on the Board will exist upon the death, resignation, or removal of a Director. A vacancy will also exist if the Board is unable to find a person who is willing to serve as Director for an open position prior to the time that regular appointments are made pursuant to Subsection 3.5.1 or if no person is elected as Director at the annual meeting pursuant to Subsection 3.5.3.

3.6.2 If any position on the Board is vacant, the Board will, as soon as practicable, appoint a Director who shall serve for the remainder of the term of the vacant position.

3.7 REMOVAL AND RESIGNATION:

3.7.1 Any Director who is appointed by the Board may be removed by written order of the Board, with or without cause, in accordance with ORS 65.331. A copy of any order for removal will be kept in the records of the Corporation.

3.7.2 Any Director elected by the Members may be removed in accordance with ORS 65.324.

3.7.3 Any Director may resign by giving written notice in accordance with ORS 65.321.

3.8 ALTERNATES:

3.8.1 Each Director of the Board may appoint one first Alternate and one second Alternate who will attend and participate in meetings of the Board when the Director is unable to attend. The second Alternate will attend and participate in meetings of the Board when both the Director and the first Alternate are unable to attend. All appointments of Alternates will be subject to the written approval of the Board which will not be unreasonably withheld. Each Alternate shall represent the same group, organization, or interest described in Subsection 3.4 that is represented by the Director who appoints the Alternate, except that a County Commissioner may appoint an Alternate who is not a County Commissioner.

3.8.2 Notwithstanding Subsection 3.5.1, a Director who has served two consecutive terms may be appointed as an Alternate following the expiration of the second consecutive term.

3.8.3 When a Director dies, resigns, or is removed from office, or when a Director's term expires, his or her Alternate's appointment will be terminated.

3.8.4 While attending and participating in meetings of the Board on behalf of a Director, an Alternate will have all the powers and duties of a Director.

3.8.5 Subject to the limitation stated in Subsection 3.5.1, any individual who serves as an Alternate may be appointed by the Board as a Director to fill a vacancy on the Board.

3.8.6 An Alternate for an appointed Director may be removed by the Board in the same manner as an appointed Director. An Alternate for an elected Director may be removed in the same manner as an elected Director.

3.8.7 If an Alternate's position is vacant a replacement will be appointed in accordance with Subsection 3.8.1.

3.8.8 A person may serve as an Alternate for more than one Director, but an Alternate can only participate as a Director for one position at any time.

3.9 POWERS: Subject to Applicable Laws and any limitations in the Articles of Incorporation and these Bylaws relating to actions required or permitted to be taken or approved by the Members of this Corporation, the activities and affairs of this Corporation will be conducted and all corporate powers will be exercised by or under the direction of the Board.

3.10 DUTIES OF BOARD:

3.10.1 The Members of the Board shall perform any and all duties imposed on them individually or collectively by Applicable Law, the Articles of Incorporation, or these Bylaws.

3.10.2 In addition to other duties imposed by Applicable Laws, the Articles of Incorporation, and these Bylaws, the Board shall:

1. Appoint and remove, employ, and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation;

2. Supervise all officers, agents and, employees of the Corporation to assure that their duties are performed properly; and

3. Develop such policies, procedures, and rules that the Board deems necessary for exercising the Powers granted by these Bylaws, including rules regarding meetings of the Board, the Members, and committees; policies about entry upon private land; policies about confidentiality of information provided this Corporation by Persons; procedures for financial transactions; and rules governing committees.

3.11 COMPENSATION: Directors and Alternates will serve without compensation for their services, but they will be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

3.12 TIME AND PLACE OF MEETINGS:

3.12.1 Meetings of the Board will be held at the principal office of the Corporation in Roseburg, Oregon unless otherwise provided by the Board.

3.12.2 Regular meetings will be held on the third Tuesday of each month at 9 AM, unless such day falls on a legal holiday, in which event the regular meeting will be held at the same hour and place on the next business day or as otherwise directed by the Board.

3.12.3 Special meetings may be called for any reasonable date and time by the President, the President Elect, the Secretary, or any five Directors.

3.13 NOTICE OF MEETINGS:

3.13.1 No notice is required for any regular meeting of the Board.

3.13.2 Except as provided in Subsection 3.13.3, the Secretary of the Corporation shall give each Director notice of a special meeting of the Board at least seven days before the meeting is held. Such notice may be oral or written. Oral notice may be given personally or by telephone, and a written record of the notice must be made. Written notice may be given by personal delivery, deposit in the U. S. mail, facsimile transmission, telegraph, or email.

3.13.3 If emergency circumstances require immediate action by the Board, notice may be given personally, or by telephone, facsimile transmission, or email not less than twenty-four hours before the time of the meeting.

3.13.4 The notice for a special meeting must state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. If an emergency meeting is called, the notice must describe the nature of the emergency.

3.13.5 If the Secretary learns that a Director will not be able to attend a special meeting, or if the Secretary cannot after diligent effort locate a Director to give notice, the Secretary shall give notice to the Alternate for that Director. If a Director learns that he or she cannot attend a regular or special meeting, the Director will notify both the Secretary and the Director's Alternate personally, by telephone, by facsimile transmission, or by email.

3.13.6 Whenever notice of a meeting is required to be given to a Director, a written waiver of notice signed by the Director, before or after the time of the meeting, will be equivalent to giving such notice.

3.14 QUORUM FOR MEETINGS:

3.14.1 Eleven Members of the Board constitute a quorum of the Board. An Alternate will be counted for purposes of a quorum only if the Director represented by that Alternate is not present at the meeting.

3.14.2 No final action will be taken by the Board at any meeting at which the required quorum is not present.

3.15 DECISIONS OF BOARD:

3.15.1 The Board will endeavor in good faith to make decisions by consensus. When any action is initially considered by the Board, it cannot be approved

without consensus of the Board. One member may block consensus on an initial action, by stating a reason that is consistent with the purposes, goals, and principles set forth in Article 2. If a person who blocks consensus refuses to withdraw his or her block at the meeting when the action is initially considered, the action will be tabled until another meeting which will be held not less than 7 days or more than the next 60 days after it is initially considered. During that period the Directors will exchange and consider information concerning the issue and attempt to reach agreement.

3.15.2 When the Board reconsiders an action that is tabled pursuant to Subsection 3.15.1, the Board will endeavor to reach consensus. If the action is not approved by consensus, it may be approved by vote of the Board, unless more than one Director votes against it.

3.15.3 If an action is approved by vote of the Board under Subsection 3.15.2, the Director who votes against it will be allowed to submit a written statement regarding his or her dissent that is consistent with the purposes, goals, and principles set forth in Article 2. Such statement will be with the records of the Corporation regarding the action in question.

3.16 CONDUCT OF MEETINGS:

3.16.1 The President of the Corporation will preside over meetings. If the President is absent, the President Elect will preside over a meeting. If the President and the President Elect are absent, the Board may designate a temporary chairperson to preside over a meeting.

3.16.2 Minutes of meetings will be kept by or under the direction of the Secretary of the Corporation.

3.16.3 Meetings will be governed by rules of order determined by the Board that are consistent with the Articles of Incorporation, these Bylaws, and Applicable Laws.

ARTICLE 4. MEMBERS

4.1 **DETERMINATION AND RIGHTS OF MEMBERS:** The Corporation will have only one class of Members. No Member can hold more than one membership in the Corporation. All Members will have the same rights, privileges, restrictions and conditions.

4.2 **DUES:** The Board may establish dues for membership by resolution to cover the cost of services provided to Members, and the Board may waive dues for any Persons who perform services for the Corporation.

4.3 QUALIFICATIONS OF MEMBERS:

4.3.1 Subject to Subsection 4.3.2, membership in the Corporation is open to any Person who:

1. Has an interest in the activities of the Corporation;
2. Resides in, has a business in, or owns property in Douglas County, or is engaged in activities that will be affected by the Watershed action program implemented under ORS 541.388 for the Umpqua Basin Watershed;
3. Submits a written application for membership that is accepted by the Board;
4. Abides by the provisions of the Articles of Incorporation, these Bylaws, and policies, procedures, and rules established by the Board; and
5. Pays any dues established by the Board.

4.3.2 An Individual must be at least the age of majority in Oregon to qualify for membership.

4.3.3 Notwithstanding Subsection 4.3.1, during the year that this corporation is formed, any Person who, on the date that these bylaws are adopted, is a member of the advisory body created by the County Commissioners that preceded this corporation as watershed council for Douglas County will be a member of the Corporation if that person consents to membership.

4.4 NUMBER OF MEMBERS: There is no limit on the number of Members that the Corporation may admit.

4.5 MEMBERSHIP BOOK: The Corporation shall keep a membership book at the Corporation's principal office containing the name and address of each Member.

4.6 TERMINATION OF MEMBERSHIP:

4.6.1 A Member may terminate membership by giving notice to the President or Secretary of the Corporation personally or by mail. Termination under this section will be effective upon the date of delivery of the notice or date of deposit in the mail.

4.6.2 All rights of membership terminate upon the Member's death.

4.6.3 The Board may terminate the membership of any Member, if the Member fails to pay dues for membership established by the Board within thirty days after the Secretary of the Corporation gives notice of delinquency.

4.6.4 The Board may terminate the membership of any Member if the Board determines that the Member has failed to comply with the provisions of the Articles of Incorporation, these Bylaws, or policies, procedures, or rules established by the Board or that the Member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation. Before terminating membership under this subsection, the Secretary will give the Member notice of the proposed action and the Board will allow the Member a reasonable opportunity to be heard either orally or in writing.

4.6.5 All rights of a Member in the Corporation will cease on termination of membership.

4.6.6 Termination of any membership and the date of such termination will be recorded in the membership book.

4.7 NONTRANSFERABILITY OF MEMBERSHIPS: No Member may transfer a membership or any right or interest arising from membership.

4.8 REPRESENTATIVES OF ENTITIES: If the Member is an Entity, an Individual must be duly authorized in writing by the Member to represent the Member at meetings.

4.9 TIME AND PLACE OF MEETINGS:

4.9.1 Meetings of Members will be held at the principal office of the Corporation or at such other place or places as may be designated from time to time by resolution of the Board.

4.9.2 A regular annual meeting of Members will be held during the month of July on a date and at a time determined by the Board.

4.9.3 If the day fixed for a regular meeting falls on a legal holiday, such meeting will be held at the same hour and place on the next business day.

4.9.4 Special meetings of the Members may be called by the Board or the President of the Corporation.

4.10 QUORUM AND DECISIONS:

4.10.1 A quorum for a meeting of the Members will consist of those Members who are present.

4.10.2 An decision or action of the Members must be approved by fifty percent of the Members present at the meeting plus one.

4.11 NOTICE OF MEETINGS:

4.11.1 Written notice of all meetings of the Members will be given to each Member at the last address of record by first class mail at least 7 days before the meeting or by other fair and reasonable means allowed by Applicable Laws. The notice must state the date, time, place, and purpose of the meeting.

4.11.2 A written waiver of notice signed by the Member, whether before or after the time of the meeting, will be equivalent to giving such notice.

4.12 CONDUCT OF MEETINGS:

4.12.1 Every act or decision done or made by a majority of voting Members present in person at a duly held meeting at which a quorum is present is the act of the Members, unless particular provisions of the Articles of Incorporation, these Bylaws, or Applicable Law require a greater number.

4.12.2 Meetings of the Members will be conducted in the same manner as meetings of the Board as stated in Section 3.16 of these Bylaws.

4.13 VOTING RIGHTS: Each Member is entitled to one vote on each matter submitted to a vote by the Members. Voting at duly held meetings will be by voice vote.

4.14 ACTION BY WRITTEN BALLOT:

4.14.1 Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at a meeting of Members also may be taken without a meeting if the Corporation distributes a written ballot to each Member entitled to vote on the matter.

4.14.2 The ballot must:

1. State the proposed action;
2. Provide an opportunity to specify approval or disapproval of each proposal;
3. Indicate the number of responses needed to meet the quorum requirement and state the percentage of approvals necessary to pass the measure submitted; and
4. Specify the date by which the ballot must be received by the Corporation in order to be counted. The date set must afford Members a reasonable time within which to return the ballots to the Corporation.

4.14.3 Ballots must be sent to the last address of record of each Member by first class mail at least 14 days before the ballot must be returned.

- 4.14.4 An action may be approved by affirmative ballots equal to fifty percent of the written ballots returned within the time period specified plus one.
- 4.15 MAILINGS: Members of the Corporation will be entitled to receive all mailings of the Board, including written notice of any meetings of the Board.

ARTICLE 5. OFFICERS

- 5.1 DESIGNATION OF OFFICERS: The officers of the Corporation will include a President, a President-Elect, a Secretary, and a Treasurer.
- 5.2 QUALIFICATIONS: Any individual who is qualified to be a Member of the Corporation may serve as officer of this Corporation.
- 5.3 ELECTION AND TERM OF OFFICE: Prior to July 1, 2007, officers will be elected by the Board annually between July 1 and July 31. All of the officers will be elected during the first year of incorporation. Each year thereafter officers other than the President and President-Elect, will be elected by the Board. The President serving in that office as of June 30, 2006, shall continue to serve until July 1, 2007. The President-Elect serving in that office as of June 30, 2006, shall succeed to the office of the President on July 1, 2007, for a term of two years. Thereafter the President-Elect will be elected by the Board between July 1 and July 31 of every odd year and will become the President in the next odd year following the election. Each officer will hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor is elected and qualified, whichever occurs first.
- 5.4 RESIGNATION: Any officer may resign at any time by giving written notice to the Board or to the President or Secretary of the Corporation. Any resignation will take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.
- 5.5 REMOVAL: Any officer may be removed, with or without cause, by the Board, at any time.
- 5.6 VACANCIES: A vacancy caused by the death, resignation, or removal of any officer will be filled by the Board. A vacancy in any office other than that of President may be filled temporarily by appointment by the President until the Board fills the vacancy. Vacancies occurring in offices of officers created at the discretion of the Board may or may not be filled as the Board determines.

5.7 DUTIES OF PRESIDENT:

5.7.1 The President will be the chief executive officer of the Corporation and shall, subject to the control of the Board, supervise and control the affairs of the Corporation and the activities of the officers.

5.7.2 The President shall preside at all meetings of the Board and at all meetings of the Members.

5.7.3 Except as otherwise provided by Applicable Laws, the Articles of Incorporation, or these Bylaws, the President shall, in the name of the Corporation, execute deeds, mortgages, bonds, contracts, checks, or other instruments when authorized by the Board.

5.8 DUTIES OF PRESIDENT ELECT: The President Elect will perform all duties of the President when the President is absent or is unable or unwilling to perform those duties. When acting as the President, the President Elect will have the powers and responsibilities of the President.

5.9 DUTIES OF SECRETARY:

5.9.1 The Secretary shall:

1. Certify and keep the original, or a copy, of these Bylaws as amended;
2. Keep Minutes of all meetings of the Board, committees, and the Members;
3. Assure that all notices are duly given in accordance with these Bylaws or as required by Applicable Law; and
4. Be custodian of the records of the Corporation.

5.9.2 Clerical tasks assigned to the Secretary may be performed by others under the direction of the Secretary.

5.10 DUTIES OF TREASURER:

5.10.1 The Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all funds in the name of the Corporation in banks or other depositories selected by the Board;
2. Receive, and give receipt for, monies due and payable to the Corporation;

3. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements;

4. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;

5. Render to the President and Board, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation; and

6. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

5.10.2 Clerical and bookkeeping tasks assigned to the Treasurer may be performed by others under the direction of the Treasurer.

5.11 **ADDITIONAL DUTIES:** In addition to the duties listed in this Article, each officer shall perform such other duties as may be required by Applicable Law, by the Articles of Incorporation, or by other provisions of these Bylaws, or which may be assigned from time to time by the Board.

5.12 **COMPENSATION:** The salaries of the officers, if any, will be fixed from time to time by resolution of the Board. In all cases, any salaries received by officers of this Corporation must be reasonable and given in return for services actually rendered to or for the Corporation.

ARTICLE 6. COMMITTEES

6.1 **FORMATION OF COMMITTEES:**

6.1.1 The Board or the President may, by written resolution or directive, establish standing committees and ad hoc committees to assist and advise the Board. The authority of each committee will be determined by the Board or the President in writing and may be modified or revoked by the Board or the President at any time.

6.1.2 Directors and Members of the Corporation may be appointed to committees.

6.2 **MEETINGS AND ACTIONS OF COMMITTEES:**

6.2.1 Committees will be subject to the control of the Board and may only perform functions and take actions that are authorized by the Board.

6.2.2 The time and place of committee meetings will be determined by the committees, unless directed otherwise by the Board. Notice of Committee meetings will be given to committee members in the same manner as notice of Board meetings is given to Members of the Board.

6.2.3 The Board may designate the chairperson of a committee who will preside over meetings of the committee, but if the Board does not do so, the committee may designate the chairperson.

6.2.4 Meetings and decisions of committees will be governed by rules determined by the Board that are consistent with the Articles of Incorporation, these Bylaws, and Applicable Laws.

6.2.5 Each committee shall keep regular minutes of its proceedings under the direction of the Secretary of the Corporation and cause them to be filed with the corporate records. Each committee shall report on its actions to the Board from time to time as the Board may require.

ARTICLE 7. LIABILITIES AND THIRD PARTY CLAIMS

- 7.1 **LIABILITY FOR CORPORATE OBLIGATIONS:** The Directors, Alternates, officers, and Members of this Corporation will not be personally liable for the debts, liabilities, or other obligations of the Corporation.
- 7.2 **INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS:** The Directors, Alternates, officers, Members, and other agents of the Corporation who are acting on behalf of the Corporation in accordance with these Bylaws will be indemnified from Third-party Claims by the Corporation to the fullest extent permissible under Applicable Laws.
- 7.3 **INSURANCE FOR CORPORATE AGENTS:** The Board may, by resolution, authorize the Corporation to purchase and maintain liability insurance for any agent of the Corporation (including a Director, Alternate, officer, employee, Member, or other agent of the Corporation) against Third Party Claims arising out of the agent's acts and omissions that occur while the agent is acting on behalf of the Corporation in accordance with these Bylaws.
- 7.4 **MEMBERS:** Members will not be deemed agents of this Corporation under this Article solely because of their membership. Members will be deemed agents of this Corporation when they are performing services for the Corporation that are authorized by the Board, including service on committees.

ARTICLE 8. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

- 8.1 **EXECUTION OF INSTRUMENTS:** The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of

and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee will have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

- 8.2 CHECKS AND NOTES: Except as otherwise specifically determined by resolution of the Board, or as otherwise required by Applicable Law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation must be signed by two officers of the Corporation.
- 8.3 DEPOSITS: All funds of the Corporation must be deposited from time to time to the credit of the Corporation in banks or other depositories selected by the Board.
- 8.4 GIFTS: The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

ARTICLE 9. CORPORATE RECORDS

- 9.1 MAINTENANCE OF CORPORATE RECORDS: The Corporation shall keep all corporate records at its principal office, including:

9.1.1 A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date;

9.1.2 Minutes of each meeting of the Board, any committee appointed by the Board, or the Members, which indicate:

1. The time and place of the meeting;
2. Whether the meeting was regular or special;
3. How the meeting was called;
4. The notice given for the Meeting;
5. The names of those present; and
6. The business transacted at the meetings;

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

9.1.4 Any records required by applicable laws.

9.2 INSPECTION OF RECORDS:

9.2.1 Every Director will 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 will have such other rights to inspect the books, records, and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and Applicable Laws.

9.2.2 In addition to any rights provided by Applicable Laws, every Member of the Corporation will have the right to inspect, at reasonable times, records containing the Members' names and addresses and books, records, and minutes of proceedings of the Members or of the Board or committees, so long as the purpose of inspection is reasonably related to the interests of the Member concerning the Corporation. Inspection will be allowed upon written demand to the Secretary of the Corporation which states a valid purpose for inspection.

9.2.3 Any inspection under the provisions of this Article may be made in person or by agent or attorney, and the right to inspection will include the right to copy and make extracts.

9.3 PERIODIC REPORT: The Board shall cause any annual or periodic reports required by Applicable Laws to be submitted to the Secretary of State.

ARTICLE 10. IRC 501(C)(3) TAX EXEMPTION PROVISIONS

10.1 LIMITATIONS ON ACTIVITIES:

10.1.1 No substantial part of the activities of this Corporation will 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 will 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.

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

10.2 PROHIBITION AGAINST PRIVATE INUREMENT: No part of the net earnings of this Corporation will inure to the benefit of, or be distributable to, its Members, Directors or trustees, officers, or other private Persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

10.3 DISTRIBUTION OF ASSETS: Upon dissolution of this Corporation, its assets remaining after payment of all debts and liabilities of this Corporation will be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or will be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution will be made in accordance with all Applicable Laws.

ARTICLE 11. AMENDMENT OF BYLAWS

11.1 AMENDMENTS IN GENERAL: Subject to the powers of the Members under Section 11.2, and except as otherwise provided by the Articles of Incorporation and Applicable Laws these Bylaws may be amended by approval of the Board.

11.2 AMENDMENTS TO ARTICLE 2: Amendments to Articles 2 of these Bylaws concerning purposes, goals and principles of this Corporation must be approved by 60% of the Members of the Corporation, as determined by the membership book 30 days prior to the vote on the proposed change. Amendments to Article 2 must be initiated by the Board.