
GREATER YAMHILL WATERSHED COUNCIL

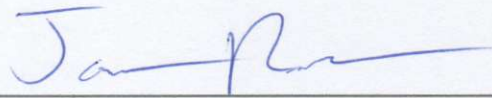
Bylaws

Approved:

James Riedman, Chair

11/18/2015

Signed: _____



(Authorized Signer)

GREATER YAMHILL WATERSHED COUNCIL BYLAWS

NAME OF CORPORATION: GREATER YAMHILL WATERSHED COUNCIL

ARTICLE I: PURPOSE

The corporation is 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 work collaboratively with communities and landowners to develop and carry out voluntary watershed protection, restoration, enhancement, monitoring, and community engagement activities.

ARTICLE II: NONMEMBERSHIP

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 or duties described in ORS Chapter 65 (or its corresponding future provisions).

ARTICLE III: MISSION STATEMENT

The Greater Yamhill Watershed Council works to protect, restore, and monitor the quality of local natural resources through collaborative, community-based, and voluntary solutions.

ARTICLE IV: SERVICE AREA

The Greater Yamhill Watershed Council's primary service area encompasses the lands drained by the Yamhill River and Chehalem Creek Watersheds, the Lambert Slough, and Grand Island that drain directly into the Willamette River. These lands may be collectively referred to as the Greater Yamhill Watershed.

ARTICLE V: MEMBERSHIP

The Greater Yamhill Watershed Council shall endeavor to recruit and maintain membership representative of a broad range of interests in reasonable proportion and in accordance with the stated purposes and in accordance with ORS 541.910 and ORS 541.890(15).

Membership Eligibility

Membership in the GYWC is open to any individual, community, business or government group that either lives or performs work within the Greater Yamhill Watershed.

Members shall complete a registration form that indicates a desire to take an active part and/or to be kept informed of Council activities.

Only registered members are eligible for nomination to the Board of Directors and making recommendations to the Board of Directors.

Removal

Membership may be terminated with or without cause by a two-thirds vote of the Board of Directors in office.

Membership Fees

The Board of Directors may establish a membership fee schedule for use in carrying out its business.

ARTICLE VI: BOARD OF DIRECTORS

Duties

The affairs of the corporation shall be managed by the Board of Directors.

Number

The Board of Directors may vary between a minimum of three and a maximum of eleven members, each referred to as a Director.

Qualifications

A Director on the Board must be an active, registered member of the Council. In accordance with ORS 541.910(2) the Board of Directors shall represent a balance of interested and affected persons in the watershed, including, but not limited to, the following:

- Watershed Residents (from each of the sub-basins of the watershed)
- Yamhill and Polk Counties
- Cities of McMinnville and Newberg
- Small Cities
- Yamhill and Polk Soil and Water Conservation Districts
- Confederated Tribes of Grand Ronde
- McMinnville Water and Light

- Other Utilities
- Business or Community Development Associations
- Agriculture
- Viticulture
- Industrial Forestry
- Small Woodlands Association
- Environmental Groups
- Student Representatives (high school and college)

Election

Directors of the Board shall be elected by a majority vote of the Board of Directors present at the annual meeting.

Terms of Office

The term of office for a Director shall be two years. Directors may serve up to two consecutive two-year terms in a seat. The Board of Directors may elect to waive a term limit for a Director if an appeal is submitted justifying the need for an additional, consecutive term. The Board shall make provisions to stagger the terms of Directors so that each cycle less than one-half of the terms shall expire.

Removal

A Director may resign by giving notice to the Board. A Director may be removed for failure to attend three consecutive meetings or with or without cause by a vote of two-thirds of Directors in office.

Vacancies

Vacancies on the Board of Directors shall be filled by majority vote of Directors in office.

Quorum and Action

A quorum at a Board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, the majority of the number in office immediately before the meeting begins.

If a quorum is present, action is taken by a majority vote of the Directors present, except as otherwise provided by these bylaws. Where the law requires a majority vote of the Directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

Regular Meetings

Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors, but no less frequently than once per quarter. No other notice of the date, time, place or purpose of these meetings is required.

Annual Meetings

The annual meeting shall be held each year on a date in January as determined by the Board of Directors. If the annual meeting date is other than a regular meeting, notice shall be given to each Director as provided under Special Meetings. At the annual meeting, Directors and Officers shall be elected.

Special Meetings

Special Meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally, or by telephone, or by mail, or by email not less than five days in advance of such meeting.

Action by Consent

Any action required or permitted by law to be taken at a meeting of the Board of Directors 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 Directors in office. 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. A written consent is included in records of the corporation as action by the Board of Directors.

Compensation

Directors shall not receive compensation for Board service, but may be reimbursed for actual and reasonable expenses incurred in performing their duties upon the approval of the Board of Directors.

ARTICLE VII: BOARD OFFICERS

Titles and Qualifications

The corporation shall have a Chair and Secretary as required by law and may have a Vice-Chair and Treasurer, as elected by the Board of Directors. All officers of this corporation must be members of the Board of Directors. The same person may hold more than one office, other than Chair and Secretary or Chair and Treasurer, if the Board so elects.

Term and Election

The term of office for officers shall be one year. Officers may serve up to two consecutive one-year terms. Officers shall be elected by a majority vote of the Board of Directors present at the annual meeting.

Vacancy

An officer may resign at any time by delivering notice to the Board. An officer may be removed with or without cause by a two-thirds vote of the Directors in office.

Any vacancy in an officer position shall be filled by an election of the Board. Such person shall hold such office until the next annual meeting at which time regular elections of officers shall occur.

Chair

The Chair is the chief officer of the corporation and shall act as the Chair of the Board. The Chair shall ensure that all orders and resolutions of the Board are carried into effect, call and manage meetings of the Board, and sign as necessary as the specific representative of the Council. The Chair shall have any other powers and duties as may be prescribed by the Board of Directors.

Vice-Chair

The Vice-Chair shall exercise all functions of the office of Chair in the event the Chair is absent or unable to act, and perform other duties as prescribed by the Board of Directors.

Secretary

The Secretary shall have overall responsibility for all record keeping. The Secretary shall perform, or cause to be performed, the following duties: a) official recording of the minutes of all proceedings of Board of Directors meetings and actions; b) provision for notice of all meetings of the Board of Directors; c) authentication of the records of the corporation; and d) any other duties as may be prescribed by the Board.

Treasurer

The Treasurer shall have the overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: a) maintenance of full and accurate accounts of all financial records of the corporation; b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; c) disbursement of all funds when proper to do so; d) presentation of financial reports as to the financial condition of the corporation to the Board of Directors; and e) any other duties as prescribed by the Board of Directors.

ARTICLE VIII: COMMITTEES

Board Committees

The Board of Directors may establish Board committees as it deems necessary and desirable. A Board committee is any committee that exercises any function of the Board of Directors and shall be composed of two or more directors elected by a majority vote of all Directors in office. A quorum at a Board Committee meeting shall be a majority of all Committee members in office. If a quorum is present, action is taken by a majority vote of Directors present.

Advisory Committees

The Board of Directors may establish Advisory Committees as it deems necessary and desirable. An Advisory Committee is any committee that does not exercise Board functions. Committee chairs shall be appointed by the Board. These committees shall have at least one Director or staff member, but otherwise have no membership requirements.

Limitations on the Authority of Committees

No committee may authorize payment of a dividend or any part of the income or profit of the 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 exercising Board functions; nor may adopt, amend, or repeal the Articles of Incorporation, Bylaws, or any resolution by the Board of Directors.

ARTICLE IX: CORPORATE RECORDS

The Council shall keep at its principal office, or such other location as designated by the Board, the following corporate records:

- Articles of Incorporation and Bylaws as amended to date;
- Minutes of all meetings of the Board and committees exercising Board functions;
- Books and records of all financial accounts;
- A list of the names and business or home addresses of its current Board;
- Copies of the annual financial statements and annual audits for the seven most recent years;
- Copies of the federal, state, and local income tax annual returns and annual reports for the seven most recent years;
- Copies of the most recent annual report delivered to the Secretary of State of Oregon;

- Copies of federal and state tax exemption materials; and
- Any other document or information necessary to the maintenance and operation of the corporation.

ARTICLE X: INDEMNITY OF DIRECTORS AND OFFICERS

The Corporation will indemnify an individual, who is made party to a proceeding because s/he is or was a director or officer, against liability incurred in the proceeding to the fullest extent permitted by law.

ARTICLE XI: AMENDMENTS TO ARTICLES AND BYLAWS

The Articles of Incorporation may be amended and/or restated by a two-thirds vote of all Directors in office at any meeting where such action has been announced and a summary has been presented in the meeting's notice.

These bylaws may be amended or altered by a majority vote of all Directors in office at any meeting where such action has been announced and a summary has been presented in the meeting's notice.

These bylaws may be repealed and new bylaws adopted by a majority vote of Directors in office at any meeting where such action has been presented in the meeting's notice.

Bylaws History

2/10/2011: Adopted and Approved

9/18/2014: Amended and Approved

11/14/2014: Amended and Approved

11/18/2015: Amended and Approved