

**BYLAWS OF THE
MOLALLA RIVER ALLIANCE
A NONPROFIT CORPORATION**

ARTICLE 1 - NAME AND OFFICES.

1.1 NAME, OFFICE, MAILING ADDRESS. The name of the corporation shall be The Molalla River Alliance, herein identified as the MRA. The principal office of the corporation is located 103 S. Molalla Avenue, Molalla, in Clackamas County, State of Oregon. Its registered mailing address shall be: P.O. Box 727, Molalla, OR 97038.

1.2 OTHER OFFICES OR MEETING PLACES. The corporation may also have its principal office and meetings at other places, within its state of incorporation, as its activities may require, and as the board of directors may, from time to time, designate.

1.3 REGISTERED AGENT. The registered agent of the Corporation, required by the Oregon Nonprofit Corporation Act, shall be an individual resident of the State of Oregon. The registered agent of the Corporation may be changed from time to time by the Board of Directors.

ARTICLE 2 - GOALS AND PURPOSES.

The goals and purposes of the MRA shall be:

2.1 Promote a climate that encourages tourism and healthy family recreation in the Molalla River Recreation Corridor.

2.2 Preserve the water quality of the Molalla River and sustain the wildlife, fish, and plants that inhabit the Molalla River watershed.

2.3 The MRA may engage in any lawful activity, none of which is for profit, for which corporations may be organized under Oregon Revised Statute Chapter 65 and Section 501[c]3 of the Internal Revenue Code of 1986, as amended.

ARTICLE 3 – MEMBERSHIP.

3.1 MEMBERSHIP. There shall be one class of membership.

3.2 ELIGIBILITY AND ADMISSION. Any individual who supports the goals and purposes of the MRA may apply and be accepted for membership by action of the Board of Directors provided such individual agrees to abide by the terms and conditions of these Bylaws, the Articles of Incorporation and any amendments thereto, and act in accordance with the decisions made by the Board of Directors. There is no membership fee.

3.3 DIVIDENDS AND EARNINGS. No dividends or earnings of the MRA shall be payable to members, nor shall members have any interest in the assets of the MRA by virtue of being members. The MRA may pay reasonable compensation for services rendered and authorize reimbursement for expenses incurred on behalf of the MRA. Upon dissolution or liquidation of the MRA, all assets remaining after payment of the debts and liabilities shall be distributed to another nonprofit organization, to be determined by majority vote of the membership.

3.4 TERMINATION OF MEMBERSHIP.

A. Membership of each member shall continue from year to year and shall be automatically renewed as long as the member continues to meet the conditions for membership as provided in paragraph 2 of this Article and provided that membership is not sooner terminated.

B. Voluntary termination: A member may resign from the MRA at any time by delivering a written notice of withdrawal to the Secretary.

C. Involuntary expulsion, termination or suspension: A member may be expelled, terminated or suspended from membership for failure to comply with these bylaws. The member shall be given not less than fifteen (15) days advance written notice from the MRA specifying the reasons for the proposed action. The notice shall specify a time and place at which the member will be provided an opportunity to be heard, orally or in writing as the member may choose, which time shall be not less than five (5) days before the effective date of the expulsion, suspension or termination. The notice shall be given by first class and certified mail sent to the last address of the member shown on the MRA records. The hearing may be held by the Board or its designee, which shall make findings and then decide the issue of termination or suspension of membership.

3.5 RIGHTS OF MEMBERSHIP.

A. Voting: All members who have been members for at least 30 days prior to the date of a membership meeting shall be entitled to cast one (1) vote on any issue brought before the membership. Members shall vote to elect the Board of Directors, recall a director, amend the Articles of Incorporation, and on all other matters for which a membership vote is required by the Oregon Revised Statutes and by these By-Laws.

B. Information: Members shall be entitled to receive, upon request, an annual financial statement and shall have the right to inspect the minutes and records upon reasonable notice.

C. It is the responsibility of each member to promptly notify the Secretary of any changes of address. The member's right to receive notices pursuant to these By-Laws or the Articles of Incorporation shall be deemed to be waived if the address on record with the Secretary is not the member's current address.

3.6 MAJORITY ACTION AS BOARD ACTION.

Every act or decision done or made by the majority of the members present at the meeting duly held at which a quorum is present is the act of the MRA, unless the Articles of Incorporation, these By-Laws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

ARTICLE 4 - OFFICERS AND THE BOARD OF DIRECTORS.

4.1 QUALIFICATIONS and NUMBER. The corporation shall have four officers and a minimum of three (3) and a maximum of seven (7) members at-large, and collectively they shall be known as the Board of Directors. The Board of Directors may, at its discretion, change the number of board members. Such a change shall be made by amending these By-Laws. Officers/Directors shall be of the age of majority in this state.

4.2 POWERS AND DUTIES. It shall be the duty of the directors to perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws. In addition to regular business meetings set herein, it is anticipated that meetings of the directors may be required. Without limiting the general powers, the Board of Directors shall have the following powers, to be exercised or delegated by majority vote:

A. PRESIDENT. The President shall be the chief executive officer of the corporation and shall supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be prescribed from time to time by the Board of Directors. Such duties shall include, but not be limited to, the following:

- (a) approving the agenda and presiding at all meetings;
- (b) appointing members of committees;
- (c) affixing his/her signature to all documents requiring the signature of the president of the board;
- (d) delegating authority and responsibility as so needed;

2(A)1 The term of office for the president of the board shall be one (1) year and an incumbent may be re-elected.

B. VICE PRESIDENT. The duties of the Vice President shall encompass those duties generally associated with the office of vice-president and include, but not be limited to the following:

- (a) presiding over all meetings in the absence of the President. ;
- (b) at the direction of the president, affixing his/her signature to all documents requiring the signature of the president when the president is unable to do so because of illness or any other emergency which, in the opinion of the Board, prevents the president from performing such functions of his/her office.

2(B)1 The term of office for the vice president of the board shall be one (1) year and an incumbent

may be re-elected.

C. SECRETARY. The duties of the Secretary shall include, but not be limited to the following:

- 1) Maintain a list and address of all active members.
- 2) Certify and keep at the principal office of the corporation or at such other place as the board may determine, the original, or a copy, of these By-Laws as amended or otherwise altered to date.
- 3) Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all members' meetings and meetings of the Board of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- 4) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.
- 5) Be custodian of the records and of the seal of the corporation, if one exists.
- 6) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the By-Laws and the minutes of the proceedings of the directors of the corporation.
- 7) In general, perform all the duties incident to the office of Secretary and such duties as may be required by law, by the Articles of Incorporation, or by these By-Laws.

2(3)1 The term of office for the secretary of the board shall be one (1) year and an incumbent may be re-elected.

D. TREASURER. The duties of the Treasurer shall include, but not be limited to the following:

- 1) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- 2) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

3) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, 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 and disbursements and review all financial records.

5) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

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

7) Chair the Finance Committee if one is created.

2(D)1 The term of office for the treasurer of the board shall be one (1) year and an incumbent may be re-elected.

E. MEMBERS AT-LARGE: The members at-large shall attend all Board meetings and vote on any and all items as shall be on the agenda for that meeting.

4.3 POWERS. Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these By-Laws, the activities and affairs of this corporation shall be directed, and its powers exercised by and vested in, the Board of Directors. The Board is authorized to perform whatever acts appear reasonably necessary or convenient to further the interest of the MRA.

4.4 QUORUM. A majority of the members of the Board of Directors then holding office shall constitute a quorum for the transaction of business at any meeting of the board. Each director shall be entitled to one (1) vote.

4.5 TERM OF OFFICE. ~~The term of office of a director shall normally be for a period of one (1) year and directors may be elected to subsequent terms. Each director shall hold office until expiration of his/her term, his/her death, resignation, or removal.~~ Except as provided by Article 4.55, the term of office of a member of the Board of Directors shall be three years, and directors may be elected to subsequent terms. Each director shall hold office until expiration of his/her term, his/her death, resignation or removal. [May 2, 2014]

4.55 STAGGERED TERMS. Following the election of three board members at the May 2, 2014 General Membership meeting to three-year terms, the remaining six board members shall draw lots to determine the expiration of their terms of office so that three members' terms expire in one year and the three remaining directors' terms expire in two years. The Secretary shall maintain a list of the Board members and the expiration of their terms. The intent of this article is to establish staggered

board terms so that the terms of one-third of the board expire each year. Expiration of terms shall occur on the same date general membership meetings are held. [May 2, 2014]

4.6 COMPENSATION. Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

4.7 NON-LIABILITY OF DIRECTORS. The directors shall not be personally liable for the debts, liabilities, or other Obligations of the MRA.

4.8 REMOVAL OF DIRECTORS. Any officer elected may be removed from office with or without cause, whenever, in the judgment of the directors, the best interest of the corporation will be served. Such removal shall require a two-thirds (2/3) vote of the membership at the annual meeting or at a meeting called expressly and properly noticed to include that purpose and at which a quorum is present.

4.9 VACANCIES. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by a majority vote of the remaining Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Directors shall fill the vacancy.

ARTICLE 5 – MEETINGS.

5.1 ANNUAL MEETINGS. The Board of Directors shall call an annual meeting of the members at a date to be fixed by the Board, but in no case later than March 30. The purpose of the annual meeting shall be to elect the Board of Directors, to present the members with a financial statement for the fiscal year then ending, and to consider any other business that the Directors may determine to be appropriate. Voting for the election of directors shall be by written ballot. Each member shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board.

5.2 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President, the Secretary, Treasurer, by not less than three (3) directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

5.3 BOARD MEETINGS: Meetings of the board shall be held at such time, date, and place fixed by the president and concurred by the Board.

5.4 NOTICE. Written notice of members' meetings shall be delivered by hand, telephone or e-mail to all members currently registered in the records at least five (5) days prior to any meeting. It shall be the responsibility of each member to provide the Secretary with a correct address or telephone number and any change thereof and failure to do so shall terminate the member's right to receive notice. A notice of special meetings shall specify the place, date, and hour of the meeting and the specific nature of the business to be transacted and thereto limited, and will be sent by any of the means noted above at least ten (10) days prior thereto.

5.5 QUORUM FOR MEETINGS. Ten (10) members present in person at any duly called meeting shall constitute a quorum. Except as otherwise provided under the Articles of Incorporation, these By-Laws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

5.6 VOTING. All members are voting members. Except as otherwise provided in these By-Laws, all members present at meetings shall be entitled to one (1) vote. The simple majority of votes cast shall be required for the adoption of any matter coming before the membership.

For board meetings, each voting officer and director shall have one vote. All elections shall be held and all questions decided by a simple vote of those present, except as otherwise provided.

5.7 CONDUCT OF MEETINGS. Meetings shall be governed by such procedures as may be approved from time to time by the Board of Directors, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these By-Laws, or with provisions of law. Proceeding shall be in accordance with Roberts Rules of Order, newly revised.

5.8 ORDER OF BUSINESS. The order of business for meetings shall be determined by the President, or in the instance of a committee, by its chairperson. No matters shall be voted upon without prior written notice and if a vote is necessary on a matter not previously noticed, such decision shall require an affirmative vote by two-thirds (2/3) of the Board of Directors present at the meeting.

5.9 WAIVER OF NOTICE: Attendance by a member at any meeting shall constitute a waiver of notice of such meeting except where an officer attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not called in accordance with these By-Laws.

5.10 CONFLICT OF INTEREST: A conflict of interest transaction is a transaction of the corporation in which any voting director has a direct or indirect interest. Such a transaction is not voidable and provides no basis for imposing liability on the interested director if the transaction is fair, is approved by majority of the disinterested voting directors to whom the material facts and the interests of any director have been fully disclosed, and does not constitute an excess benefit transaction within the meaning of Section 4958 of the Internal Revenue Code of 1986 as amended, or any successor provision. Any director with any direct or indirect interest in a transaction of the corporation shall fully disclose such interest to the Board of Directors.

ARTICLE 6 - COMMITTEES

7.1 ORGANIZATION. The Board of Directors may from time to time appoint committees for the purpose as set forth by the Board of Directors. The Board of Directors can delegate such powers as are necessary, consistent with ORS 65.354. The following committees have been established:

- Education and Outreach Committee
- Science Committee
- Communication and Law Enforcement Committee
- Science Committee
- Recreation Committee

7.2 MEMBERS Committee membership is voluntary by the members and shall consist of a minimum of one (1) director. Any member of any committee may be

removed from a committee at any time by a majority vote of the Board of Directors. The committee chairperson shall be responsible to conduct activities and fulfill the purposes for which his/her committee was established.

7.3 QUORUM AND MANNER OF ACTING. Except as otherwise provided, the presence at a meeting of a majority of the voting membership of a committee [but in no event less than two (2)] shall be sufficient to constitute a quorum for the transaction of business.

7.4 NEW APPOINTMENTS. If a vacancy occurs in any committee by reason of death, resignation, removal or otherwise, the remaining committee members shall continue to act, provided that at least one (1) director remains on the committee. Any vacancy may be filled by a member appointed by the committee chairperson.

7.5 RECORD OF PROCEEDINGS. The Board may request a written record of the committee proceedings be forwarded to the secretary of the Board or presented orally at a regular meeting of the members or special Board meeting as appropriate.

ARTICLE 7 - IRC 501(c)(3) TAX PROVISIONS

7.1 LIMITATIONS ON ACTIVITIES. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by 501(h) of the Internal Revenue Code), and this corporation shall 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. Notwithstanding any provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code.

7.2 PROHIBITION AGAINST PRIVATE INUREMENT. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors or trustees, officers, or other private persons, except that the compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

ARTICLE 8 – FISCAL

8.1 The fiscal year will January 1 to December 31, beginning January 2008.

ARTICLE 9 - NON-DISCRIMINATION

It shall be the policy of this corporation to comply with all state and federal laws, rules, and regulations prohibiting discrimination against any person with regard to employment, service on the Board of Directors, delivery of services, or any other phase or aspect of operations because of race, color, religion, sex, physical handicap, national origin, age, marital status, change in marital status, sexual

orientation, political affiliation, or pregnancy. This non-discrimination provision relates to all conditions of employment and operations.

ARTICLE 10 - ADOPTION AND AMENDMENT OF BY-LAWS

10.1 BY- LAWS ADOPTION. These By-Laws initially became effective upon approval by a two-thirds (2/3) vote of the members.

10.2 BY-LAWS AMENDMENTS. These by-Laws may be amended, altered, added to, or replaced by a majority vote of the members present at a meeting noticed to include that purpose at which there is a quorum present. The amendments shall take effect upon approval.

ARTICLE 11 - INDEMNIFICATION

11.1 RIGHT TO INDEMNIFICATION. Pursuant to ORS 65.387 through 65.414 as currently in effect and as hereinafter amended, the corporation shall indemnify, to the fullest extent provided by the Nonprofit Corporation Act (the "Act"), any director, officer, employee or agent who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation) by reason of or arising from the fact that such person is or was a director or officer of the corporation. The determination and authorization of indemnification shall be made as provided in the Act.

11.2 ADVANCE FOR EXPENSES. The corporation may pay for or reimburse the reasonable expenses incurred by a director, officer, employee or agent who is a party to a proceeding in advance of final disposition of the proceeding as provided in the Act, provided that the director or officer meets the requirements set forth in ORS 65.397.

11.3 INSURANCE. At the discretion of the board of directors, and pursuant to ORS 65.411, the corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of the Article.

11.4 NONEXCLUSIVITY OF RIGHTS. The indemnification and payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, provision of the Articles of Incorporation, agreement, vote of disinterested directors or otherwise.

11.5 DEFINITION OF TERMS. The terms used in this Article shall have the same meaning given them in ORS 65.387 through 65.414.

11.6 AMMENDMENTS. Any repeal of the By-Laws shall only be prospective and no repeal or modification hereof shall adversely affect the rights under the By-Laws in effect at the time of the alleged conduct that is the cause of any proceeding, unless such retroactive repeal is required by Law.

ARTICLE 12 - DIRECTOR LIABILITY LIMITS

12.1 No director of the Molalla River Alliance shall be personally liable to the Molalla River Alliance for monetary damages for conduct as a director, provided that these By-Laws shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the law. No amendment to the law that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of such amendment.

ARTICLE 13 - CONSTRUCTION AND TERMS

13.1 CONFLICT. If there is any conflict between the provisions of these By-Laws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

13.2 SEVERABILITY. Should any of the provisions or portions of these By-Laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By-Laws shall be unaffected by such holding.

13.3 REFERENCES. All references in these By-Laws to the Articles of Incorporation shall be to the Articles of Incorporation filed with an office of this state and used to establish the legal existence of this corporation.

ADOPTION OF BYLAWS

We, the undersigned, are all the officers of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, as the Bylaws of this corporation.

Signed: ----- Dated-----
President

Signed: ----- Dated-----
Vice President

Signed: ----- Dated-----
Secretary

Signed: ----- Dated-----
Treasurer

Adopted 10-22-08
Amended 05-02-14