BY-LAWS OF THE
WALLA WALLA BASIN WATERSHED FOUNDATION
A Non-Profit Corporation

ARTICLE I

General

Section 1. Name

The name of the corporation is Walla Walla Basin Watershed Foundation conducting daily business as the Walla Walla Basin Watershed Council. Any reference to the Foundation will also be relevant to the Council.

Section 2. Geographical Area of Concern

The Walla Walla Basin Watershed Foundation’s geographical area of concern under Oregon law is confined to those sections of the Walla Walla river basin watershed that are legally within the boundaries of the state of Oregon. In addition, the Foundation will address issues on both sides of the Oregon/Washington border that concern the basin as a whole.

Section 3. Purpose and Mission

The Walla Walla Basin Watershed Foundation was formed to address water and fish resource management issues on the Oregon portion of the Walla Walla River basin. The Foundation is governed by a broad and diverse representation of geographic and natural resource interests in the watershed and works collaboratively with people, businesses and communities to carry out its mission. The purpose of the organization is explained in the mission statement below.

A. The mission of the Walla Walla Basin Watershed Foundation is to protect the resources of the Walla Walla watershed, deal with issues in advance of resource degradation and enhance the overall health of the watershed, while also protecting as far as possible the welfare, customs and cultures of the citizens residing in the basin.

Section 4. Registered Office and Registered Agent

The address of the registered office of Walla Walla Basin Watershed Foundation is 144 S. Main St. (PO Box 68), Milton-Freewater, Oregon 97862. The name of the registered agent is John Zerba.

Section 5. Charitable Status
The purposes of the corporation are exclusively charitable and educational within the scope of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings shall inure to the benefit of or be distributable to the officers, directors or members of the corporation except that reasonable compensation may be paid for services rendered. Not withstanding any other provision of these articles, the corporation shall not carry on any activity not permitted to be conducted by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II
Fiscal Year

Section 1. Fiscal Year

The fiscal year of the Walla Walla Basin Watershed Foundation shall be the calendar year.

ARTICLE III
Conducting Business

Section 1. Conducting Business

In order to fully protect the rights and privileges of the minority and that majority rule shall prevail, the business of the council shall be governed by the latest edition of the Robert’s Rules of Order.

Section 2. Litigation

The Council does not rely on litigation to compel regulatory enforcement as a means to implement the Council’s mission.

ARTICLE IV
Meetings & Directors

Section 1. Number and Qualifications

The business and affairs of the corporation shall be managed by a board of at least three directors and not more than twenty-one directors. Each director shall be chosen for a three-year term, and shall serve without pay and administer the affairs of the corporation.

The Council intends its governing body to include a diverse range of geographic areas and community interests in the watershed in order to engage a balance of interested and affected persons within the watershed as required by ORS 541.910(2). The Board of Directors must include a broad and diverse representation of the range of geographic and natural resource interests in the Walla Walla Basin Watershed, as well as public and private landowner interests.
With the exception of the Confederated Tribes of the Umatilla Indian Reservation (CTUIR) representative, all Directors must reside or own property in the Walla Walla Basin.

Terms of Board of Directors shall be staggered so that approximately 1/3 of directors’ terms expire in any given year. The Board of Directors is approved by the Umatilla County Board of Commissioners. It is understood that the CTUIR will supply a tribal representative to the council independent of the Umatilla County Board of Commissioners.

Section 2. Vacancies on the Board of Directors

Vacancies on the Board of Directors will be advertised in the local media and at public venues such as the Milton-Freewater City Hall, Milton-Freewater Public Library, Umatilla County Courthouse, and electronic media. The nominating/personnel committee will recommend new board members at one of the Board of Director’s monthly, public meetings in the fall. Nominations from the floor will be accepted at this same meeting. Recommendation must be made in time for those new Board members to be approved by the County Commissioners and in time to begin service on the Board at the January Board of Directors’ meeting which shall be the beginning of the Board of Director’s year.

If a Board of Directors vacancy occurs prior to the end of a regular term, the Board of Directors may appoint a person to fill the remainder of a vacated term by majority vote. The name of the newly appointed Director shall be submitted to the County Commissioners for approval.

Section 3. Notice of Meeting

The Board of Directors will meet publicly once a month, time and place to be determined by the council. At least three days before each board meeting, the meeting and tentative agenda will be publicized by electronic media and also at public places such as Milton-Freewater City Hall and/or Milton-Freewater Public Library. The council operates as an open and inclusive organization, inviting the public to Council meetings, and the Council, upon request, provides the public with meeting agendas and records of decisions.

Section 4. Notice of Board of Directors’ Meeting – Waiver

Notice of all meetings, including special meetings, of the Board of Directors shall be given stating the time and the place, the tentative agenda for which such meetings are called, and shall be given by the Chairman of the Board or by the number of directors entitled to call a special meeting of the directors. Such notice, in any event being given not less than three days nor more than forty days prior to the date of the meetings, to each director of record using written or electronic notification on the books of the corporation. Any meeting of which all directors shall at any time waive or have waived notice in writing shall be a legal meeting for the transaction of business, notwithstanding that notice has not been given as herein before provided.

The Board of Directors may continue any board meeting from day to day.
Whenever any notice is required to be given by these By-Laws, or the Articles of Incorporation of the corporation, or any of the corporation laws of the State of Oregon, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or at the time stated therein, shall be deemed equivalent thereto.

Section 5. **Corporate Annual Meeting**

The Board of Directors shall meet each year during the month of January for the purpose of electing officers and consideration of any other business that may be properly brought before the meeting.

Section 6. **Special Meetings**

Special meetings may be called from time to time by the Chairman of the Board or any two directors. Special meetings shall be limited to a single purpose.

Section 7. **Quorum and Attendance**

A majority of the Board of Directors shall constitute a quorum. In order to assure a quorum at any special or regular meeting of the Board of Directors, all directors are expected to regularly attend meetings or to notify the office of the corporation in advance if they are unable to attend any meeting. Regular and consistent attendance at meetings by each member of the Board of Directors is expected. Failure to participate on a regular basis may be cause for removal by the Board of Directors.

Section 8. **Emergency Approved Action**

Any emergency action may be taken by five or more members of the Board including an officer and subsequently reported to the Board of Directors of the corporation.

Section 9. **Director Removal**

A Director may be removed from office for failure to fulfill his/her duties, after a reasonable notice, by a majority vote of the Board of Directors.

**ARTICLE V**

**Officers and Agents of the Corporation - General Provisions**

Section 1. **Officers**

The officers of the corporation shall consist of a Chairman of the Board, Vice-Chairman, and a Secretary/Treasurer and such other officers and assistant officers and agents as may be deemed necessary by the Board of Directors from time to time. Any two or more offices may be held by the same person, except the offices of Chairman of the Board and Secretary/Treasurer.
Section 2.  **Elections**

The said officers shall be elected by the Board of Directors from the Board of Directors membership at its annual meeting. Each officer shall hold office for the term of one year, or until the office holder’s successor shall be chosen or elected.

Section 3.  **Removal**

Any officer of the corporation may be removed from their office for just cause by the Board of Directors at any regular meeting or any special meeting called for the purpose.

Regular and consistent attendance of meetings by each member of the officers of the Board of Directors is expected. Failure to participate on a regular basis may be cause for removal by the Board of Directors.

Section 4.  **Officer Vacancies**

Vacancies in any office caused by any reason may be filled by the Board of Directors at any regular meeting or special meeting called for the purpose of selecting a suitable and qualified person to act for the unexpired term.

Section 5.  **Salaries and Expenses**

The salaries of all the paid employees of this corporation shall be fixed by the Board of Directors and may be changed from time to time by decision of the board. Except where unusually large amounts of time are spent in the service of the corporation, it is expected that officers will serve without any compensation. The Board of Directors is authorized to direct the payment of any expenses incurred by any officer or employee on behalf of Walla Walla Basin Watershed Foundation.

**ARTICLE VI**

Duties of Officers

Section 1.  **Chairman of the Board**

The Chairman of the Board, shall preside at all meetings of the Board of Directors; Chairman of the Board shall perform all duties required of the Chairman of the Board by the By-Laws of the Walla Walla Basin Watershed Foundation and such as may be assigned to the Chairman of the Board from time to time by the Board of Directors; together with the Secretary/Treasurer, the Chairman of the Board shall sign the deeds, mortgages, notes, surety-ships, agreements, assignments, transfers, and contracts not limited to construction contracts; and the Chairman of the Board shall make such reports to the Board of Directors as may be required. The Chairman of the Board shall have full authority to execute proxies on behalf of the corporation, to vote stock.
owned by it in any other corporation, and to execute, with the Secretary, powers of attorney appointing other corporations, partnerships, or individuals the agent of the Walla Walla Basin Watershed Foundation all subject to the provisions of the Oregon Revised Statutes, as amended, the Articles of Incorporation of the Walla Walla Basin Watershed Foundation and these By-Laws.

Section 2.  **Vice Chair**

The Vice Chair shall, in the absence of the Chairman of the Board, preside at Foundation meetings and in the event of the inability of the Chairman of the Board to act, the Vice Chairman of the Board shall assume all duties and obligations of the Chairman of the Board.

Section 3.  **Secretary/Treasurer**

The Secretary/Treasurer shall be responsible that accurate minutes and records are made at each council meeting and kept protected in a safe place. The Secretary/Treasurer shall also be responsible for public notices of meetings, keeping a register of the address of each member, and in general performing all duties common and incidental to the office of Secretary/Treasurer or other such duties as may be assigned by the Board. The Secretary/Treasurer may, with the Chairman of the Board, or other officer thereunto empowered, sign all deeds, mortgages and contracts in any way affecting real property or any right or interest therein. The Secretary/Treasurer shall, from time to time, make such reports to the officers, Board of Directors and others, as may be required, and shall perform such other duties as the Board of Directors shall, from time to time, delegate to the Secretary/Treasurer. The Secretary/Treasurer will have oversight of the fiscal activities and shall ensure WWBWC fiscal policies are adhered to.

**ARTICLE VII**

**Committees**

Section 1.  **Executive Committee**

This committee shall consist of the Chair, Vice Chair, Secretary/Treasurer and one other person, a Director-at-large, appointed by the Chairman of the Board subject to board approval.

Section 2.  **Standing Committees**

Standing committees shall be:

a. Nominating/Personnel
b. Fiscal/Education
c. Project Review

The Nominating/Personnel Committee will nominate new Board of Director members (Note Article IV, Section 2). They will also perform an annual performance appraisal of paid council staff and report such to the board.
The Fiscal/Education Committee will oversee fiscal record keeping and public education activities.

The Project Review Committee will be responsible for reviewing all projects brought to the Board of Directors for endorsement and/or approval and in passing on a recommendation to the Board of Directors in a timely fashion that allows for a complete review and analysis.

Chairs of each standing committee are to be elected by the Board of Directors.

Section 3. Special Committees

The Chairman of the Board, subject to board approval, may from time to time appoint special committees to undertake a specific task within a special time frame after completion of which the committee will discontinue after its final report to the board.

ARTICLE VIII
Special Corporate Acts

Section 1. Negotiable Instruments, Deeds, Contracts, Shares of Stock

All checks (excepting checks on impressed funds), drafts, notes, bonds, bills of exchange, and orders for the payment of money of the corporation, and all deeds, mortgages of other written contracts and agreements to which the corporation shall be a party and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the corporation shall, unless otherwise required by law, be signed by any two of the following officers who are different persons: Chairman of the Board, Vice Chairman of the Board, or Secretary/Treasurer. Checks on impressed fund accounts shall be signed by any person or persons as designated from time to time by the Board of Directors.

The Board of Directors may, however, authorize any one of such officers to sign any of such instruments, for and in behalf of the Walla Walla Basin Watershed Foundation without the necessity of counter signature, and may designate officers or employees of the corporation, other than those named above, who may, in the name of the corporation, sign such instruments. Any shares of stock issued by any other corporation and owned or controlled by the corporation may be voted at any shareholders’ meeting of such other corporation by the Chairman of the Board of the Walla Walla Basin Watershed Foundation if he be present; or, in the Chairman of the Board's absence, by either the Vice Chairman of the Board, Secretary/Treasurer of the corporation, or by such other person as the Chairman of the Board and Secretary/Treasurer of the Walla Walla Basin Watershed Foundation shall be duly executed proxy designated to represent the corporation at such shareholders' meeting.

Section 2. Surety, Guaranty, or Endorsement
Walla Walla Basin Watershed Foundation and its officers in their sole capacity as officers of the Walla Walla Basin Watershed Foundation shall not borrow, lend, go surety for, guarantee, or endorse for or on behalf of any such corporation, church, meeting, person or association unless prior thereto a written report shall have been submitted to the Board of Directors by such person or committee as shall have been delegated that duty by the board, and such written report shall be placed in the permanent files of the corporation as a factual basis for its action. The Board of Directors shall not delegate to any other committee or person its responsibility to pass on each such surety-ship, guaranty, endorsement or loan.

Section 3. **Dissolution**

Upon dissolution, the corporation shall pay all liabilities of the organization. Then the Board of Directors shall determine the disposal of all the assets of the organization exclusively for the purposes of the organization in such a manner, or to such organization(s) organized and operated exclusively for charitable or educational purposes as shall at the time qualify as exempt under Section 501(c)(3) or (4) of the Internal Revenue Code or corresponding provisions of any future United States Internal Revenue Law. Any such assets not so disposed of shall be disposed of by the Circuit Court of Umatilla County exclusively to such organization(s) under Section 501(c)(3) or (4) of the Internal Revenue Code, as (a) non-profit corporation(s) under the laws of the state of Oregon.

ARTICLE IX
Advisory Board

Section 1. **Advisory Board**

The board may designate one or more persons not members of the board to serve as members of the advisory board. Such members shall act as advisors and consultants to the executive director and the Board of Directors.

ARTICLE X
Restrictions

Section 1. **501(c)(3) Code Restrictions**

The corporation may not perform any act or action in contravention of the charitable and educational purposes of the corporation within the meaning of Internal Revenue Code section 501 (c) (3), or any successor section of the Code.

Section 2. **State & County Restrictions**
The Board of Directors shall not perform any act or action in contravention to the laws of the State of Oregon or of the ordinances and policies of Umatilla County.

ARTICLE XI
Seal

Section 1. **Seal**

Until such time as the Board of Directors, by resolution, provides otherwise, the corporation shall have no corporate seal. The absence of a seal shall have no effect on the validity, enforceability, or character of any written instrument executed by or on behalf of the corporation.

ARTICLE XII
Amendments

Section 1. **Amendments**

The power to alter, amend, suspend, or repeal the By-Laws or to adopt a new code of By-Laws, is vested in the Board of Directors. Changes in the By-Laws may be enacted at any regular, special, or corporate annual meeting with a 2/3 majority vote of all active board members. The By-Laws may contain any provisions for the regulation and management of the affairs of the Walla Walla Basin Watershed Foundation not inconsistent with the laws of the State of Oregon or the Articles of Incorporation.

___________________________________________ _______________________
John C. Zerba                          Date
Chair

___________________________________________ _______________________
Vern Rodighiero                         Date
Vice Chair
Edwin E. Chesnut
Secretary/Treasurer

Date