

BYLAWS  
OF  
RIVER RESTORATION NORTHWEST

ARTICLE I

GENERAL

Section 1.1 Purpose and Powers of Corporation. The purpose for which this corporation is organized shall be for the public's benefit. This corporation is, and shall remain, a philanthropic corporation organized exclusively for educational, charitable, and scientific purposes that fill human and environmental needs that are primarily, but not exclusively, related to the preservation and enhancement of natural resources, particularly the rivers of the Pacific Northwest. With such purposes in mind, the corporation may engage in any lawful activities for which corporations may be organized under the Oregon Nonprofit Corporation Act which are consistent with this corporation's status as an organization exempt from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to which contributions are deductible under the provisions of Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

Section 1.2 Limitations. The purposes, powers and authority of this corporation set forth in the corporation's Articles of Incorporation, filed in the office of the Oregon Secretary of State on the 2<sup>nd</sup> of May 2002, are subject to certain limitations which are set forth in Article III of said Articles of Incorporation.

Section 1.3 Membership. The corporation will have members. The members of this corporation at any time shall be those persons who indicate their support of the purposes of this corporation as set forth in Article II of the Articles of Incorporation and pay such annual membership fees as may be established by the Board of Directors of this corporation.

ARTICLE II

OFFICE

Section 2.1 Offices. The office of the corporation shall be at such location, within or without the State of Oregon, as the Board of Directors may, from time to time, determine. The corporation may have such additional offices, either temporary or permanent, as the Board of Directors may designate.

Section 2.2 Registered Office. The registered office of the corporation required by the Oregon Nonprofit Corporation Law to be maintained in the State of Oregon may be, but need not be, identical with the corporation's principal office in the State of Oregon, and the address of the

registered office may be changed from time to time by the Board of Directors.

Section 2.3 Registered Agent. The registered agent of the corporation required by the Oregon Nonprofit Corporation Law may be either an individual resident of the State of Oregon whose business office is identical with the registered office of the corporation, or a domestic corporation or a foreign corporation authorized to transact business in the State of Oregon having a business office identical with the registered office of the corporation. The registered agent of the corporation may be changed from time to time by the Board of Directors.

## ARTICLE III

### MEMBERSHIP

Section 3.1 Annual Meeting. The annual meeting of the members of this corporation for election of Directors and for transaction of such business as may be placed upon the agenda for such meeting by the Board of Directors shall be held in the same week as the annual Symposium at a place specified by the Board of Directors.

Section 3.2 Special Meetings. Special Meetings of the members of this corporation may be called by the president or the Board of Directors whenever it is deemed necessary or desirable to submit any matter or matters for consideration by the members or other interested persons.

Section 3.3 Notice. Notice of the annual meeting stating the place, date, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is being called, shall be mailed no less than ten (10) days prior to the date of the meeting or may be e-mailed to each member not less than thirty (30) nor more than sixty (60) days before the date of the meeting.

Section 3.4 Quorum. Those members present at the annual meeting of the corporation shall constitute a quorum at the meeting. Each member who is in good standing (current dues paid) shall be entitled to one vote.

Section 3.5 Voting. Each member present shall be entitled to one vote upon each matter coming before the annual meeting of the corporation. Voting by proxy is not permitted and shall not be allowed at any regular or special meeting of the members of this corporation.

## ARTICLE IV

### BOARD OF DIRECTORS

Section 4.1 Number. The Board of Directors of the corporation shall consist of at least three (3) and no more than fifteen (15). The number of Directors may be increased or decreased between 3 and 15 from time to time without formal amendment of these Bylaws.

Section 4.2 Election. All Directors shall be elected by the membership at the Annual Members Meeting.

Section 4.3 Term of Office.

4.3.1 The term of office of each Director shall be, but is not limited to, a period of four (4) years. It is desirable, but not required, for terms to be staggered so that approximately one-fourth of the positions will be filled at each Annual Meeting. The term of office shall commence in the year in which the Director is elected, and shall continue to and include the Annual Meeting in the year in which their term ends and until their successor has been elected and qualified.

4.3.2 Directors elected into any officer position shall fulfill the term of that officer position. In the event that the officer term extends beyond the four (4) year term the Director is filling at the time they are elected as an officer, the Director's term is extended by that election until the end of the officer position term. In the event that a Director is elected into an officer position with a term shorter than their four (4) year term, that Director will complete the balance of the original four (4) year Director term following conclusion of the officer position.

Section 4.4 Nominations and Election.

4.4.1 Nomination of Directors: The president shall appoint a nominating committee of no less than three (3) Board of Directors members who will nominate candidates to fill positions as needed at the next annual member meeting. There shall be at least as many nominees as there are total positions to be filled (including incumbent Directors who agree to serve another term).

4.4.2 Election of Directors: Each member may cast as many votes as there are Director positions to be filled. The candidates that receive the most votes shall be elected.

Section 4.5 Resignation. Any Director of the corporation may resign at any time, either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the secretary of the corporation. Such resignation shall take effect at the time specified therefore or if no time is specified, upon receipt thereof and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.6 Removal. A Director may be removed, with or without cause, at a meeting of the Board of Directors called expressly for that purpose. A vote of two-thirds of all currently serving Directors is required to remove a Director. If less than two-thirds of the Directors are present and voting, no removal action may be taken.

Section 4.7 Mid-term Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors shall be filled without undue delay by the affirmative vote of a majority of the Directors. During the existence of any vacancy, the remaining Directors shall possess and exercise all of the powers of the full Board of Directors. A Director appointed to fill a vacancy occurring in the Board of Directors shall serve for the unexpired term of their predecessor in office.

Section 4.8 Annual Board of Directors Meeting. A meeting of the Board of Directors shall be

held in the same week as the annual Symposium of each year to elect officers for the coming year and to conduct any business that may come to the attention of the Board of Directors.

4.8.1 Regular Meetings. The Board of Directors by resolution may provide a schedule of regular meetings of the Board of Directors; and if no such resolution is adopted, all meetings other than the annual meeting shall be special meetings.

4.8.2 Call, Place and Notice of Directors' Meetings. The annual meeting and all special meetings of the Board of Directors shall be called by the president or at the request of any two Directors. The time and place of such meeting, and the purpose of any special meeting, shall be set forth in the notice given for such meeting. In case of a special meeting, the purpose or purposes for which the meeting is being called shall be mailed or e-mailed to each Director not less than ten (10) nor more than fifty (50) days before the date of the meeting. Special meetings may be held by telephone or telecommunication so long as all participants can hear each other.

4.8.3 Quorum. A minimum of one-third of active Directors is required to constitute a quorum. If less than one-third of the number of active Directors is present, no business may be conducted at that meeting. Each Director at any meeting shall be entitled to one vote on each issue put before the Board of Directors. A simple majority vote of the directors present is required for any vote taken.

Section 4.9 General Powers. The business and affairs of the corporation shall be managed and controlled by its Board of Directors. Subject to the provisions of the Oregon Nonprofit Corporation Law and the Articles of Incorporation and Bylaws of this corporation, the Board of Directors shall do and perform every act and thing whatsoever that it shall deem necessary, expedient or advisable to carry out the purpose of this corporation.

Section 4.10 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by the provisions of the Oregon Nonprofit Corporation Law or is otherwise provided in these Bylaws. Each Director, including the Director presiding at the meeting of the Board of Directors, shall be entitled to one vote.

Section 4.11 Action by Unanimous Written Consent. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Directors of the corporation.

Section 4.12 Presumption of Assent. A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting or unless they shall file their written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 4.13 Compensation and Expenses. Directors shall serve without compensation. Expenses incurred in connection with performance of their official duties shall be reimbursed to

Directors upon approval of the Board of Directors.

Section 4.14 Bonds. The officers of this corporation shall be bonded in such amount and in such form as the Board of Directors shall require. The cost of such bond shall be borne by the corporation.

## ARTICLE V

### COMMITTEES

Section 5.1 Governance Committee. The governance committee is the executive body of the Board of Directors and shall be chaired by the President of the Board of Directors. Scope of the governance committee includes the major headings of Executive, Governance, and Communications and has oversight and coordination of activities between committees and acting on behalf of the whole Board of Directors when needed. It also includes mission, vision, operations, capacity, recruitment, nominations, elections, outreach, marketing, web/internet, and branding. These elements may be delegated to sub-committees.

5.1.1 Executive Sub-Committee. The Officers (Article VI of these bylaws) shall constitute the executive sub-committee. The executive sub-committee shall have the power to make on-going decisions between Board of Directors meetings and shall have the power to make financial and budgetary decisions.

5.1.2 Programs Sub-Committee. The Board of Directors may elect a programs sub-committee whose chair shall be a Director and shall be referred to as the Programs Coordinator. The Programs sub-committee shall organize and promote the annual Symposium.

Section 5.2 Other Committees. The Board of Directors may establish other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

Section 5.3 Composition of Committees Exercising Board of Directors Functions. Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the Directors in office at that time.

Section 5.4 Quorum and Action. A quorum at a committee exercising Board of Directors functions shall be a majority, but no less than two, of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

Section 5.5 Limitations on the Powers of Committees. No committee shall have the authority to amend, alter or repeal these Bylaws or the Articles of Incorporation; elect, appoint or remove any Director or officer of the corporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the sale, lease, exchange or mortgage the property and assets of the corporation; authorize the voluntary dissolution of the corporation or revoke proceedings

therefore; adopt a plan for the distribution of the assets of the corporation; or amend, alter or repeal any resolution of the Board of Directors. The designation and appointment of any committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or them by law.

Section 5.6 Removal of Members. The body or person who appointed the committee may remove at any time, with or without cause, a member or members of that committee.

Section 5.7 Meetings. Members of committees shall meet at the call of the chairperson at such place as they shall designate after reasonable notice has been given to each committee member. Each committee shall keep minutes of its proceedings and make a written report to the Board of Directors of its action within a reasonable time subsequent to the meeting.

## ARTICLE VI

### OFFICERS

Section 6.1 Officers. The officers of the corporation shall at a minimum be the president, secretary, and treasurer. The Board of Directors may at any time determine structure, terms, and responsibilities of officer positions, each of whom shall be elected by the Board of Directors. Any two or more offices may be held by the same person; provided, however, that no person serving as President of the Board of Directors shall hold another office on the Board of Directors. All officers shall be members of the Board of Directors.

Section 6.2 Elections and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office until their successor shall have been duly elected and qualified, or until their death, resignation, or removal.

Section 6.2.1 President. The president shall preside at all meetings of the Board of Directors and, subject to the control of the Board of Directors, they shall be charged with the general supervision, management, and control of all the business and affairs of the corporation. The president shall sign, with the secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any contract or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be especially delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed. The president shall perform such other duties as from time to time may be prescribed by the Board of Directors.

Section 6.2.2 Secretary. The secretary shall keep the minutes of the meetings of the members and the Board of Directors in one or more books or digital documents provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporation's records and of the seal of the corporation, and see that the seal of the corporation is affixed to all documents the execution of which, on behalf of the corporation under its seal, is duly authorized, and in general perform all duties incident to the office of secretary and such other duties as

from time to time may be prescribed by the president or the Board of Directors.

Section 6.2.3 Treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of their duties in such form and with such surety or sureties as the Board of Directors may determine. The treasurer shall have charge and custody of all corporation funds and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements, and the treasurer shall deposit all money and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the Board of Directors. The treasurer shall disburse the funds of the corporation, taking proper vouchers for such disbursements, and shall render to the president and Directors at the meetings of the Board of Directors or whenever requested by the president or the Board of Directors, an account of all transactions of the treasurer and of the financial condition of the corporation.

Section 6.2.4 Additional Officers. Officers and assistant officers, in addition to those hereinabove described, who are elected or appointed by the Board of Directors shall perform such duties as shall be assigned to them by the Board of Directors. Their term of office will be determined by the Board of Directors.

Section 6.3 Election and Term of Office. The officers of the corporation shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office for the term described and assigned to the position by the Board of Directors until their successor has been duly elected and accepted office, or until their death, resignation, or removal.

Section 6.4 Removal. Any officer elected by the Board of Directors may be removed by the majority vote of all the Board of Directors whenever in the judgment of such majority the best interests of the corporation would be served thereby.

Section 6.5 Vacancy. A vacancy in any office due to death, resignation, removal, disqualification, or other cause may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.6 Compensation and Expenses. Officers shall serve without compensation. Expenses incurred in connection with performance of their official duties may be reimbursed to the officers upon approval by the Board of Directors.

Section 6.7 Meetings. Officers shall meet from time to time upon mutual agreement. The secretary or another officer shall keep minutes of its proceedings and make a written report to the Board of Directors of its action within a reasonable time subsequent to the meeting.

## ARTICLE VII

### INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 7.1 Indemnification of Directors and Officers. To the fullest extent authorized by the Indemnification Provisions of the Oregon Nonprofit Corporation Law (ORS 65.387, *et seq.*), and subject to the limitations thereof not inconsistent with the provisions of this Article VII, each

Director and officer of the corporation now and hereafter in office and their heirs, executors, and administrators shall be indemnified by this corporation against all liabilities, costs, expenses, and amounts, including counsel fees, reasonably incurred by or imposed upon them in connection with or resulting from any action, suit, proceeding, or claim to which they may be made a party, or in which they may be or become involved by reason of their acts of omission or commission, or alleged acts as such Director or officer, or, subject to the provisions hereof, any settlement thereof, whether or not they continue to be such Director or officer at the time of incurring such liabilities, cost, expenses, or amounts; provided that such indemnification shall not apply to liabilities incurred with respect to any matter in which such Director or officer shall be finally adjudged in such action, suit, or proceeding to have been individually guilty of willful misfeasance or malfeasance in the performance of their duties as such Director or officer and, provided further, that the indemnification herein provided shall, with respect to any settlement of such suit, action, proceeding, or claim when, in the judgment of the Board of Directors of the corporation, such settlement and reimbursement appear to be for the best interests of the corporation. Indemnification pursuant to this Article VII shall be reduced by the amount of any other indemnification or reimbursement of such officer or Director of the liability and expense to which indemnification is claimed. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights as to which any such Director or officer may be entitled to under any statute, agreement, or otherwise. Expenses incurred with respect to any claim, action, suit, or other proceeding of the character described in this Article VII may be advanced by the corporation prior to the final disposition thereof upon receipt of any undertaking by or on behalf of the recipient to repay such amount, unless it shall ultimately be determined that they are entitled to indemnification under this Article VII.

## ARTICLE VIII

### CONTRACTS AND BANKING

Section 8.1      Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 8.2      Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.3      Checks. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer(s) or agent(s) of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 8.4      Loans. No loan shall be made by or to this corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances; provided, however, that no loans shall be made by the corporation to its Directors or officers.



## ARTICLE IX

### GIFTS

Section 9.1 Acceptance. The Board of Directors, on behalf of the corporation, may accept any contribution, gift, bequest, devise, or grant for the general purposes or for any special purpose of the corporation.

Section 9.2 Method. Donors may make gifts to the corporation by naming or otherwise identifying the corporation, whether or not an agent is designated to have custody of the property contributed. Gifts shall vest in the corporation upon receipt and acceptance by it (whether signified by an officer, employee, or agent of the corporation). The corporation may enter into agreements with agents having custody of the funds of the corporation, specifying additional terms of such custody. A donor may designate one or more agents of the corporation to have custody of and administer the investment of a gift and, if more than one, the portions of the gift to be so held and administered by each. In case of failure of a donor to designate an agent of such portions, or failure of a designated agent to accept custody of a gift, the Board of Directors may, in each case, so far as necessary, designate one or more of the agents to have custody of and administer the investment of the gift and, if more than one, the portions to be so held and administered by each.

Section 9.3 Terms. Each donor making a gift to the corporation accepts and agrees to all the terms of the Articles of Incorporation of this corporation and these Bylaws and agrees that the fund so created shall be subject to the provisions of these Bylaws with respect to the presumed intent of donors, variance from a donor's restrictions and amendments and termination, and to all other terms of the Articles of Incorporation and these Bylaws and any agency agreement between the corporation and agents having custody of the funds of the corporation, each as from time to time amended.

Section 9.4 Gifts in Trust. If a gift is made to a trustee or in trust to make payments from income or principal for a period of a life or lives, or other period, to any individuals or for non-charitable purposes, followed by payments to the corporation, or in trust to make income or other payments to the corporation, followed by payments to any individuals or for non-charitable purposes, only the payments to the corporation shall be regarded as subject to the corporation's Articles of Incorporation and these Bylaws, and then only when the corporation becomes entitled to their use. The Board of Directors may take such action as, from time to time, it deems necessary to protect the corporation's right to receive such payments.

Section 9.5 Donor Restrictions.

- (a) Any donor may, with respect to a gift made by such donor to the corporation, provide at the time of the gift restrictions which are not inconsistent with the charitable purposes of the corporation as to: (1) the field of charitable purposes or particular charitable organizations or purposes to be supported; (2) the manner of distribution, including amounts, times and conditions of payment, and whether from principal and/or income; (3) the name, as a memorial or otherwise, for a fund given, or addition to a fund previously held, or anonymity for the gift; and (4) reasonable limits on or additions to investment powers of an agent having custody of the gift for the corporation.

(b) All such restrictions by donors shall be followed, except as provided in Section 9.6 and Section 9.7 of this Article IX or in other provisions of these Bylaws or in the Articles of Incorporation, or by law.

Section 9.6 Investments. No gift shall be required to be separately invested or held unless so provided by a restriction of the donor or it is necessary in order to follow any other restriction of the donor as to purpose or investment or in order to prevent tax disqualification or it is required by law. Restrictions involving the naming of a fund as a memorial otherwise may be satisfied by keeping under such name accounts reflecting appropriately the interest of such fund in each common investment.

Section 9.7 Presumption as to Donor's Intent. Each gift to a fund of the corporation shall be presumed to be intended: (1) to be used only for charitable purposes; (2) to be productive of a reasonable return of net income or appreciation which (except during the period referred to in Section 9.3 of this Article IX) is to be distributed at least annually, or if accumulated is to be accumulated only in a reasonable amount and for a reasonable period for a charitable purpose or purposes; and (3) to be used only for such of those purposes and in such manner as not to disqualify the gift or fund from deduction as a charitable contribution, gift, or bequest in computing any federal income, gift, or estate tax of the donor or their estate and not to disqualify the corporation from exemption from federal income tax as a qualified charitable organization, and each gift and fund shall not be otherwise applied. If a restriction by the donor, however expressed, would if followed result in use contrary to the intent so presumed, or if the Board of Directors is advised by counsel that there is a substantial risk of such result, the restriction shall not be followed but shall be varied by the Board of Directors so far as necessary to avoid such result, except that, if the donor has clearly stated that compliance with the restriction is a condition of the gift, then the gift shall not be accepted in case of such advice, unless an appropriate judicial or administrative body first determines that the condition and restriction need not be followed. Reasonable charges and expenses of counsel for such advice and proceedings shall be proper expenses of this corporation.

Section 9.8 Variance. Whenever the Board of Directors determines that conditions or circumstances have changed in such way as to render the execution of any request, condition, or directive of the donor obsolete, inappropriate, or impractical it may, by the affirmative vote of a majority of the members of the Board of Directors, vary or depart from such request, condition, or directive, and the application of the whole or any part of the principal or income of the fund in accordance therewith to whatever extent in its judgment has been rendered necessary by such changed conditions or circumstance to avoid inappropriate or impractical application of the principal or income of the fund and more effectively utilize the same for the charitable purposes of the corporation.

## ARTICLE X

### ACCOUNTING YEAR AND AUDIT

Section 10.1 Accounting Year. The accounting year of the corporation shall begin on the first day of July of each year and shall end on the last day of June of the following year.

Section 10.2 Audit. An independent auditor or tax accountant appointed by the Board of Directors shall at such times as the Board of Directors may determine, but at least annually, prepare for the corporation a financial statement, including a statement of combined capital assets and liabilities and a statement of income, expenses and distributions and a list of projects, person, organizations, and agencies to or for which funds were used or distributed for charitable purposes and such other additional reports or information as may be ordered from time to time by the Board of Directors. The auditor or tax accountant shall also prepare such financial data as may be necessary for returns or reports required by federal, state, or local governments to be filed by the corporation. The auditor's or tax accountant's charges and expenses shall be proper expenses of the corporation.

Section 10.3 Distribution of Financial Reports. The Board of Directors shall distribute copies of all financial statements and additional financial reports or information to such persons, organizations, or agencies as it deems will best serve the purposes and objects of the corporation and encourage contributions to the corporation.

## ARTICLE XI

### AMENDMENTS

The Bylaws of the corporation may be altered, amended, or repealed and new bylaws adopted by the affirmative vote of a majority of the Directors of the corporation at any regular or special meeting of the Board of Directors of said corporation.

Dated this 23 day of May, 2002.

Amended this 17 day of November, 2003.

Amended this 25 day of June, 2004.

Amended this 29 day of January, 2006.

Amended this 19 day of November, 2009.

Amended this 22 day of April, 2016.

Amended this 4 day of November, 2016.

Amended this 7 day of February, 2022.

Handwritten signature of Kris Fischer in black ink on a light gray background.

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Secretary (Kris Fischer)

Handwritten signature of Glen Leverich in black ink.

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President (Glen Leverich)