

BYLAWS
OF
NORTH SANTIAM WATERSHED COUNCIL



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NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits the powers and procedures available to nonprofit corporations. Where any questions arise about the meaning of these bylaws, or where these bylaws are silent on an issue, the Oregon Nonprofit Corporation Act should be consulted. If you would like assistance in updating, amending, or interpreting these bylaws, contact Atkin & Associates Center for Nonprofit Law.

BYLAWS
OF
NORTH SANTIAM WATERSHED COUNCIL

ARTICLE I. PURPOSE

Section 1. Purpose. The purposes of North Santiam Watershed Council are exclusively those allowed for organizations defined under §501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of North Santiam Watershed Council include the following:

To promote citizen awareness around the importance of clean and plentiful water in their communities.

To provide information, education and learning opportunities about watershed concerns.

To conserve and improve the water quality and quantity in the river and stream networks of the North Santiam Watershed.

To maintain healthy, well-functioning natural and human communities within the watershed.

To enhance biodiversity by protecting and/or restoring natural areas including the preservation of fish and wildlife habitat.

Section 2. Geographical Area of Focus. The North Santiam Watershed Council's geographical area of focus under Oregon law is the North Santiam Watershed (NSW), which is a fourth field watershed within the Willamette Basin. It covers approximately 766 square miles (approximately 500,000 acres) on western slopes of the Cascade Mountains to the Willamette Valley floor. This includes the small subbasin draining a 12-mile reach of the mainstem Santiam River downstream of the confluence with South Santiam River. The North Santiam and mainstem Santiam Rivers together are approximately 100 miles long and enter the Willamette River at River Mile 108. The North Santiam Watershed Council's extended service area includes the Mill Creek Watershed to the North and Northwest and the Marion County side of the mainstem Willmatte from the confluence of the Santiam with the Willamette River all the way north to the confluence of Mill Creek with the Willamette River at Salem.

ARTICLE II. NONVOTING MEMBERS

Section 1. General Members. North Santiam Watershed Council will not have voting members who have the authority to vote in the election of the Board of Directors, but may have nonvoting members, known as General Members.

Section 2. Rights and Obligations of General Members. The Board of Directors may by resolution establish categories of nonvoting membership and determine the dues, obligations, and privileges of members in those categories. The General Members will have no power to vote on the election of Directors or members, or to participate in a binding vote on any corporate matters.

Section 3. General Members. General membership in the North Santiam Watershed Council is open to any individual or community, business or government group having an interest in the watershed and that supports the mission of the Council. To be a General Member of the Council an individual or group must fill out a form stating the individual's or group's primary interest(s) in the watershed; indicate willingness to receive Council updates and interest in actively participating in Council activities, programs and/or projects.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Duties of the Board. The Board of Directors must establish the corporation's policies and review and change them as necessary, oversee its programs, appoint or employ and supervise its staff director, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The Board of Directors must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Board members must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks. The Board of Directors shall strive to do meet monthly January through November or as otherwise determined by the Board. The role of the Board of Directors does not include direct management or conduct of the daily operations of the organization, or the supervision of staff members other than the staff's Executive Director.

Section 2. Qualifications of Directors. Nominees for positions on the Board of Directors must have exhibited an interest in and commitment to the purposes of North Santiam Watershed Council. Nominees must have expertise in areas relevant to the needs of the organization. Nominees for the Board must have previously attended at least three consecutive monthly Board meetings.

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).

All Directors must live in or derive economic benefit from the watershed and demonstrate commitment to the geographic and natural resource interests of the sub-basin they represent.

The Board of Directors shall strive to ensure that the following interests and stakeholders are represented on the Board and represent the primary interests and sub-basins of the watershed as follows:

- a. Economic interest representatives from timber, agriculture, aggregate, recreation and tourism or other business
- b. Natural Resource representative
- c. City of Salem representative
- d. Small cities in the watershed representative
- e. Irrigation District representative
- f. Linn County representative (citizen at large, appointed by County Commissioners)
- g. Marion County representative (citizen at large, appointed by County Commissioners)
- h. Sub-basin representative(s)
- i. Education representative

Each of these Board member primary positions may have an alternate who will participate and represent that position but without voting rights, when the primary member is unable to attend. The specific interest groups and sub-basins represented on the Board of Directors may recommend a primary and alternate representative to the Board for approval by the Board of Directors.

Section 3. Number of Directors. The Board of Directors will consist of not less than 5 and no more than 15 members. The Board may invite and designate

technical advisors with the rights to attend and participate in Board meetings and advise the Board with no voting rights.

Section 4. Terms of Directors. Directors will serve three -year terms. However, unless they formally resign or are removed from office, Directors will remain in office until their term of office expires and their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a Director may serve. Terms of Board of Directors shall be staggered so that approximately no more than 1/3 of directors terms expire in any given year.

Section 5. Selection of Directors.

A) Directors shall serve only until the next annual election of Directors, when Directors may be re-elected and any new Directors will be elected by the Board of Directors at an annual meeting held for that purpose. Nominations for new Board members will be held in October and may be made by the Board of Directors, by individual Board members, or by a Nominating Committee. Term of office will begin the following Jan 1.

B) The Board of Directors may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

C) The annual election meeting for the election of Directors will take place in November, unless the meeting is set for a different period of the year by resolution of the Board of Directors. The exact time and location of the election meeting will be set by resolution of the Board of Directors. The term of office of Directors shall begin on January 1 and expire on December 31.

Section 6. Filling Vacancies. When a Director resigns or is unable to continue serving, the Board of Directors will recommend a replacement. The Board of Directors, by a majority vote of all of the Directors in office, may elect new Directors to fill any vacancies on the Board, including vacancies created by the passage of a resolution increasing the total number of Board member positions. A Director elected to fill a vacancy will serve the remainder of the term normally associated with that position.

Section 7. Removal of Directors. A Director may be removed for the causes stated in these bylaws by a majority of the Directors in office not counting the

Director to be removed. A Director may be removed without cause by a two-thirds vote of the Directors in office, excluding the Director to be removed. The person being considered for removal has no vote in the process of removal. Notice of the meeting must be given that states that the removal of a Director is to be considered at that meeting. A Director may be removed for the following causes: failing to fulfill the duties required of Directors, or intentional acts or omissions that a prudent person could reasonably have foreseen would seriously damage the reputation or interests of the corporation.

Section 8. Resignation of Directors. A Director may resign at any time. The resignation of a Director must be in writing and be delivered to the Board of Directors, its presiding officer, the President, or the Secretary. Once delivered, a notice of resignation is irrevocable.

Section 9. Election of Officers. As soon as possible or no later than 60 days following each annual election of Directors, the Board of Directors must elect Officers of the corporation.

Section 10. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner, the Director reasonably believes to be in the best interest of the corporation.

Section 11. Quorum. At all meetings of the Board of Directors, the presence or participation of a quorum, which is a simple majority of the number of Directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 12. Decision-Making and Voting. The Directors must diligently and conscientiously attempt to make decisions by consensus and give careful consideration to minority views. When a consensus apparently cannot be achieved, any Director may request and require that a vote be taken instead. The affirmative vote of two-thirds of the Directors in office is necessary and sufficient to make a decision of the Board of Directors of North Santiam Watershed Council unless a greater proportion is required by law or by these bylaws. An abstention counts as part of the total number of votes cast, and does not reduce the number of affirmative votes required to pass a motion.

All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will

have one vote. At the request of any Director, the names will be recorded in the minutes of each Director who voted for, voted against, or abstained on a particular motion.

Section 13. No Proxy Voting. No voting by proxy is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 14. Meetings. There will be a regularly scheduled Board meeting each month. Special meetings of the Board of Directors may be called by the Chair of the Board, or fifty percent (50%) of the Directors in office. Robert's Rules of Order may be consulted for guidance but shall not be binding.

- a. Attendance. The Board of Directors will make every effort to attend all meetings. The Board Chair shall be notified 24 hours in advance by email or telephone if a Director is unable to attend the meeting. Directors who miss three consecutive meetings are subject to being removed from the Board of Directors.

Section 15. Executive Session Meetings. The Board, by resolution, or the President, may at any time decide to go into an Executive Session meeting. Executive Session shall be used when the Board of Directors deems it is necessary to protect the confidentiality of the matters that will be considered there. Executive Session meetings may be attended only by members of the Board of Directors, and any guests the Board invites to join the meeting, which may include the Executive Director, other staff, or any other person the Board wishes to invite. A Director may only be excluded from any portion of Executive Session meetings in which matters will be considered that present a conflict of interest for that Director. Minutes shall be properly recorded, but shall only be read or approved at a subsequent Executive Session if there is a need to continue to insure the confidentiality of the matters contained in the minutes. The Secretary shall take care to record in the minutes only the motions passed and information essential to comply with the law, in order to protect the confidential nature of Executive Sessions.

Section 16. Telephonic Meetings. Meetings may be held by telephone, video conferencing, internet-based communication or other method, as long as all participating Directors can simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purposes of a quorum.

Section 17. Decisions by Mail or Email. Any decision that the Board of Directors

may make at a meeting may be made without a meeting if the decision is approved by the affirmative vote of all of the members of the Board. A clearly stated motion must be sent to all of the Directors on the Board of Directors by mail, fax or email, with clear instructions that this process requires one hundred percent (100%) of the Directors to vote "yes" for the motion to pass. If the motion is sent by email then each Director must send their vote by email in reply, in which case no signature is necessary. Motions are adopted and effective on the date that all Directors in office have responded with an affirmative "yes" vote. If any Director votes "no," abstains, or fails to vote, then the motion fails to pass. A printed record of each Director's vote must be kept in the corporate records.

Section 18. Notice of Meetings. Notice must be given to every member of the Board of every meeting of the Board of Directors, stating the date, time, and location of the meeting, and the purpose of the meeting if so required by law or these bylaws. The notice must be given not less than forty-eight hours in advance of the meeting if delivered by telephone conversation or in person, and not less than seven days in advance if delivered by first class mail, email, or fax to an address provided by the individual Director.

Regular meetings: After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meeting. The Board of Directors may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all Directors.

Section 19. Waiver of Notice. Any Director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a Director at any meeting without specific objection to the notice constitutes a waiver of the right to receive full notice of that meeting.

Section 20. Authority of Directors. The President shall be an official spokesperson for the organization, and may represent the organization and its positions whenever appropriate. No member of the Board of Directors other than the President may officially represent the positions of the organization or speak or act on behalf of the organization without specific approval by the Board to do so.

ARTICLE IV. OFFICERS AND STAFF

Section 1. Officers. The Officers of North Santiam Watershed Council must carry out the policies and decisions of the Board of Directors as directed by the Board. Officers must include a President, Vice president, Secretary, and Treasurer, and may also include a chairperson and any other Officers the Board of Directors may desire. The same person may not hold the offices of President and Secretary at the same time, but the same person may hold any other two offices. Officers must serve simultaneously as members of the Board of Directors.

Section 2. Election and Term of Office. The Officers of North Santiam Watershed Council will be elected for a one-year term by the Board of Directors. Election of Officers must be done as soon as possible or no more than 60 days following the election of Directors. However, unless they formally resign or are removed from office, Officers will remain in office until their successors are properly elected, designated or appointed. There is no limit to the number of terms, successive or otherwise, an Officer may serve.

Section 3. Removal. Any Officer elected by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the interests of the corporation would be best served by such removal. The person being considered for removal has no vote in the process of removal.

Section 4. Vacancies. If any office of the corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the Board of Directors may elect or appoint an Officer to fill such a vacancy. The elected Officer will hold office for the unexpired portion of the term of that office.

Section 5. President. The President is the principal officer of the corporation and will, in general, supervise or oversee the supervision of all of the affairs of the corporation. The President generally will preside at all meetings of the Board of Directors unless the Board selects another person to preside. The President must also perform other duties as may be assigned by the Board of Directors. The President may serve as an ex-officio member of any committee.

Section 6. Vice President/President Elect. In the absence of the President or in the event of the President's inability to act, the Vice President performs the duties of the President. The Vice President, when acting as President, has all the powers of and is subject to all the restrictions of the President. The Vice

President must also perform other duties assigned by the Board of Directors. More than one position of Vice President may be created and their duties clarified in an ordinary resolution of the Board of Directors.

Section 7. Secretary. The Secretary must perform or oversee the performance of the following duties: a) record and keep the minutes of the meetings of the members and of the Board of Directors or any Board committees, b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; c) be custodian of the corporate records; d) ensure that all required state and federal reports are prepared and filed in a timely fashion; and e) perform or oversee all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary may delegate some or all of these tasks but remains responsible for their proper completion.

Section 8. Treasurer. The Treasurer must perform or oversee the performance of the following duties: a) be responsible for the proper management and control of all funds of the corporation; b) prepare full and accurate financial records on a timely basis of all of the income, expenses, and assets of the corporation; c) present reports on the financial affairs of the corporation at least once each quarter at a meeting of the Board of Directors; and d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation. The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

Section 9. Executive Director and Staff. The Board of Directors may appoint or employ an Executive Director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the organization. The Board of Directors shall evaluate the performance of the Executive Director on a quarterly basis. Unless the Board determines otherwise, the Executive Director will have the power, subject to the approval of the Board of Directors, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the corporation. The Executive Director shall receive notice of all meetings of the Board of Directors and Executive Committee meetings, and shall ordinarily attend all Board meetings, except when the Board goes in to Executive Session to meet without the Executive Director present.

ARTICLE V. COMMITTEES

Section 1. Establishment. The Board of Directors may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee. The establishment of an Executive Committee must be done in accordance with the procedures stated below.

Section 2. Executive Committee.

A. The Board of Directors shall establish an Executive Committee of the Board to make decisions as deemed necessary between meetings of the full Board, and may delegate to the Executive Committee the power of the Board to authorize expenditures and amendments to budgets, set policies, and authorize programs or activities. The Executive Committee shall be established only by the affirmative vote of at least a majority of all Directors then in office. The Executive Committee shall consist of the Officers and immediate past President. The Board of Directors shall place substantive restrictions or limits on the powers of the Executive Committee, and shall require certain procedures for the Executive Committee to follow.

B. The Executive Committee must comply with the provisions of the bylaws concerning the meetings and decisions of the full Board of Directors, including the requirements for notice, quorum, voting and decision-making, the preparation and subsequent adoption of minutes of Executive Committee meetings, and the permanent storage of those minutes. All Executive Committee decisions must be recorded in official minutes, which must be provided to the full Board of Directors. Unless the Board of Directors decides otherwise by the majority vote of all Directors in office, the Executive Committee will consist of the President, Vice President, Secretary, and Treasurer, as well as the immediate past President.

Section 3. Other Committees.

A. The Board of Directors may establish any other committees it deems appropriate, including a nominating committee, financial oversight committee, budget committee, personnel committee, and any number of working committees and advisory committees. These are all “Non-Board Committees” which do not have the power to make Board of Directors level decisions, authorize expenditures, adopt budgets, set policy, or establish programs. Such committees shall be established by a resolution adopted by the Directors present at a properly called meeting. Any General Member may be a member of such a committee, whether or not that person is a member of the Board of Directors.

B. Financial Oversight Committee. As soon as reasonably possible, the Board of Directors shall establish a committee responsible for financial oversight of the organization's income and expenses, which shall be named the Finance and Audit Committee or the Financial Oversight Committee. The committee shall include the Treasurer. The committee must consist of two or more persons, including at least one person with some financial experience or experience with bookkeeping, who is not the organization's check signer or bookkeeper. The committee shall be responsible for overseeing the organization's financial transactions and the implementation of the organization's financial policies. As part of its mission, the committee shall review on a monthly basis, or oversee a monthly review of, the organization's expenditures, financial transactions, bank statements, returned checks, and credit card statements. The committee shall report any questions or concerns about the organization's finances to the Board of Directors. The committee shall also make the necessary arrangements for and oversee the organization's annual audit or annual financial review, which is described in these bylaws.

Section 4. Committee Members. The Board of Directors shall appoint the Committee Chair who will then select the committee members. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 5. Committee Chairs. One member of each committee will be selected or appointed Committee Chair by the Board of Directors

Section 6. Limitation on Powers. No committee may a) elect, appoint, or remove any Officer, any member of the Board of Directors, or member of the Executive Committee;

b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; c) authorize the dissolution of the corporation or revoke proceedings therefore; d) amend, alter, or repeal the Articles, the bylaws, or any resolution of the Board of Directors; or e) authorize the payment of a dividend or any part of the income or profit of the corporation to its Directors or Officers.

The Board of Directors shall always have the power to amend, alter or repeal the decisions of committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

ARTICLE VI. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors. No Officer or member of the Board of Directors will receive any compensation for fulfilling the responsibilities of a member of the Board or of an Officer as defined in these bylaws. However, the corporation may pay compensation to Officers and members of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Board members and their relatives who receive regular compensation from the corporation must always constitute less than a majority of the Board. Officers and members of the Board of Directors may be given reimbursement for actual expenses they incur in the course of fulfilling their responsibilities, subject to Board approval.

Section 2. Conflicts of Interest. A conflict of interest is always present whenever the corporation pays money or other compensation, or provides any tangible benefits, to an Officer or member of the Board of Directors or to a member of a Director's or Officer's family. All transactions involving conflicts of interest must be approved using the following procedures: 1) conflict-of-interest transactions must be approved by the full Board of Directors; they cannot be approved by the President, Executive Committee, Executive Director or other staff. 2) Directors and Officers who have a conflict of interest in any matter must a) declare the existence of any direct or indirect conflict of interest, b) disclose the details of the proposed transaction on the record, c) abstain from voting on that matter and d) leave the room where the vote is to take place, until the votes have been counted. The minutes must record this to show that it was done. 3) The rest of the Board of Directors must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. The information relied upon by the Board of Directors, and its source, must be recorded in the minutes. 4) All conflict-of-interest transactions must be approved by the affirmative vote of a majority of all of the members of the Board of Directors who do not have a conflict of interest.

Section 3. Tax Year. The tax year of the corporation is July 1 to June 30.

Section 4. Financial Controls. The Board of Directors shall adopt formal Board policies that provide a system of financial controls that are adequate to prevent the misuse, embezzlement or theft of the organization's funds and assets, and

that would discover it if those problems or crimes were to occur. Those financial policies shall require that there must be three separate levels of financial operations, and that those operations shall be performed by different people: 1) those with the authority to spend the organization's money; 2) those who are the bookkeeper(s) who record and track the income and expenditures; and 3) those who oversee the bookkeeping system and the expenditure of funds. This means that the persons who have authority to sign the corporation's checks or use its credit cards shall not be allowed to also serve as the organization's bookkeeper(s); and that the organization's bookkeeper(s) shall not be given permission or authority to spend the organization's money, sign its checks or use its credit cards.

Section 5. Annual Financial Assessment. The Board of Directors must require the performance of an annual audit, financial review, financial compilation or financial assessment, which must involve the services of a trusted person with bookkeeping skills and knowledge, who does not do the bookkeeping for the organization or sign checks for the organization. This need not be a formal audit, but must at least involve a sufficiently thorough review of the organization's financial records so that it would likely discover any misuse, embezzlement or theft of the organization's funds or assets.

The financial oversight committee described above shall select the person performing the annual financial assessment and shall ensure that the resulting report is presented to the entire Board of Directors.

Section 6. No Discrimination. In the delivery of its services to the public, North Santiam Watershed Council does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

ARTICLE VII. AMENDMENTS

Section 1. Articles of Incorporation and Bylaws. The affirmative vote of at least two-thirds of all the Directors in office is necessary and sufficient, to make, alter, amend, or repeal the bylaws or the Articles of Incorporation of North Santiam Watershed Council, except as otherwise provided by law. Written notice must be given 30 days in advance, including either a written copy of the proposed amendments or a written summary of those amendments.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that the foregoing bylaws constitute the bylaws of North Santiam Watershed Council, as duly adopted by the Board of Directors on the 11th day of January, 2018.

Signed this 11th day of January, 2018.

Janet Rene Miller
Secretary of North Santiam Watershed Council

LAST REVIEWED/ .LAST AMENDED

Suzette Borden
Secretary

2/13/2020 (January 9, 2020)
Date Minutes

Secretary

Date

Secretary

Date

Secretary

Date

Secretary

Date