

**BYLAWS**  
**OF**  
**HOOD RIVER WATERSHED GROUP**

**Adoption Date:** June 27, 2022

## TABLE OF CONTENTS

### ARTICLE I. PURPOSE

#### Section 1. Purpose

### ARTICLE II. NO VOTING MEMBERS

#### Section 1. No Voting Members

### ARTICLE III. NONVOTING MEMBERS/GENERAL MEMBERS

#### Section 1. Nonvoting Members

### ARTICLE IV. BOARD OF DIRECTORS

#### Section 1. Duties of the Board

#### Section 2. Records of Directors

#### Section 3. Qualifications of Directors and Composition of the Board

#### Section 4. Number of Directors

#### Section 5. Terms of Directors

#### Section 6. Selection of Directors

#### Section 7. Removal of Directors

#### Section 8. Resignation of Directors

#### Section 9. Filling Vacancies

#### Section 10. Conduct of Directors

#### Section 11. Quorum

#### Section 12. Decision-Making and Voting

#### Section 13. No Proxy Voting

#### Section 14. Telecommunication and Electronic Meetings

#### Section 15. Decisions by Email

#### Section 16. Meetings

#### Section 17. Executive Session Meetings

#### Section 18. Notice of Meetings

#### Section 19. Authority of Directors

### ARTICLE V. OFFICERS AND STAFF

#### Section 1. Officers

#### Section 2. Election and Term of Office

#### Section 3. Removal

#### Section 4. Vacancies

#### Section 5. President

#### Section 6. Vice-President

#### Section 7. Secretary

#### Section 8. Treasurer

#### Section 9. Chair

#### Section 10. Executive Director and Staff

## ARTICLE VI. COMMITTEES

- Section 1. Establishment
- Section 2. Executive Committee
- Section 3. Board Level Committees
- Section 4. Non-Board Level Committees
- Section 5. Financial Oversight Committee
- Section 6. Committee Members
- Section 7. Committee Chairs
- Section 8. Limitation on Powers

## ARTICLE VII. MISCELLANEOUS PROVISIONS

- Section 1. Compensation of Officers and Directors
- Section 2. Conflict of Interest
- Section 3. Financial Controls
- Section 4. Tax Year
- Section 5. Written Documents
- Section 6. No Discrimination

## ARTICLE VIII. AMENDMENTS

- Section 1. Amendment of the Articles of Incorporation and Bylaws

## CERTIFICATE OF SECRETARY

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 the Center for Nonprofit Law.

**BYLAWS**  
**OF**  
**HOOD RIVER WATERSHED GROUP**

**ARTICLE I. PURPOSE**

Section 1. Purpose. The purposes of the Hood River Watershed Group (“HRWG”) are exclusively those allowed for organizations defined under §501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of HRWG are to 1.) sustain and improve the Hood River Watershed through education, cooperation, and stewardship, and 2.) work collaboratively with local governments, agencies, Tribal nations, community groups, and landowners, to develop and carry out voluntary watershed protection, restoration, enhancement, and community education and engagement activities, primarily within the Hood River Watershed.

**ARTICLE II. NO VOTING MEMBERS**

Section 1. No Voting Members. HRWG will not have voting members who have the authority to vote in the election of the Board of Directors or any of the rights afforded to voting members pursuant to ORS 65.144.

**ARTICLE III. NONVOTING MEMBERS/GENERAL MEMBERS**

Section 1. Nonvoting Members. The corporation may have nonvoting members that support the work of the HRWG who shall be considered supporting members. The HRWG shall endeavor to recruit and maintain membership representative of a broad range of interests.

The Board of Directors may establish different categories of nonvoting membership and determine or alter any obligations and privileges of members in those categories by ordinary resolution. The nonvoting members will not have the power to vote on the election of Directors, or to participate in a binding vote on corporate matters.

**ARTICLE IV. BOARD OF DIRECTORS**

Section 1. Duties of the Board. The Board of Directors shall exercise, delegate, or otherwise authorize the exercise of all corporate powers and shall direct the management of HRWG’s affairs. Such management includes, but is not limited to the following: (a) establish HRWG’s policies and review and change them as necessary, (b) oversee its programs, (c) appoint or employ and supervise its executive director or head of staff, (d) authorize its expenditures, (e) oversee its financial affairs, and (f) ensure the proper management and use of its assets and property. Whenever the Board of Directors delegates any of its authority or responsibility, the Board of Directors shall retain ultimate authority and responsibility for the matter delegated. The Board of Directors must also ensure that HRWG: (a) properly employs the necessary corporate formalities to make its decisions, (b) prepares and submits all required state and

federal reports, and (c) operates in compliance with relevant state and federal laws. Board Directors 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 role of the Board of Directors does not include direct management or conduct of the daily operations of HRWG.

Section 2. Records of Directors. The Secretary shall ensure that HRWG maintains a current formal record of the names, contact information, and status of Directors. The contact information of Directors must be in the form of a street address, mailing address, or electronic address at which the Director elects to receive notices and other messages from HRWG.

Section 3. Qualifications of Directors and Composition of the Board. Nominees for positions on the Board of Directors must be individuals who reside, perform work within, or have close ties to the Hood River Watershed service area and support the mission of the HRWG. Nominees for positions on the Board of Directors must also possess skills, knowledge, and experience in areas relevant to the needs of the organization. The HRWG intends the Board of Directors 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).

Section 4. Number of Directors. The Board of Directors must consist of no fewer than three (3) and no more than fifteen (15) Directors. The Board of Directors may pass a resolution increasing the size of the Board, and then may elect new Directors at that same meeting or at a later time to fill the newly created positions. Directors elected in this manner shall serve until the next regularly scheduled Annual Meeting at which time they may be re-elected for a full term of office.

Section 5. Terms of Directors. Directors will serve terms of office that will be staggered by having half of the initial Directors serve one (1) year terms and the remaining initial Directors serve two (2) year terms, then all Directors will serve two (2) year terms thereafter once their term is completed. The election of Directors will take place at the Annual Meeting which will be held during the fourth (4<sup>th</sup>) quarter of the calendar year at an exact time and place set by the Board of Directors. The Directors' term of office shall begin on January (1<sup>st</sup>) and end on December thirty-first (31<sup>st</sup>). However, unless they formally resign or are removed from office, Directors will remain in office until their successors are properly elected, designated, or appointed. Directors may serve no more than three (3) full consecutive terms in office, following which they must wait at least one year before they can be elected to the Board again, unless two-thirds (2/3) of the other Board members vote to waive that one year waiting period.

Section 6. Selection of Directors.

(A) Nominations. Directors with expiring terms may be re-elected and any new Directors will be elected by the Board of Directors annually. Nominations for new Board members may be made by the Board of Directors, by individual Board members, or by a board development committee appointed by the Board.

(B) Election Process. Each Director shall vote separately for each person nominated to be elected to serve on the Board of Directors. The vote must be by a secret ballot if any nominee so requests.

(C) Election Policy and Procedures. 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.

Section 7. Removal of Directors.

(A) Directors may be removed with or without cause by a two-thirds (2/3) majority vote of the entire Board of Directors, not including the Director to be removed, at a meeting held for that purpose. Cause could include: (i) missing three (3) or more meetings of the Board of Directors in a year; (ii) failing to fulfill the duties of a Director; or (iii) intentional acts or omissions that a prudent person could reasonably have foreseen would seriously damage the reputation or interests of, or for unreasonably hindering achievement of the purposes of HRWG. The vote shall be by secret ballot if any Director so requests.

(B) Whenever the removal of a Director will be considered at a meeting of the Board of Directors, proper notice must be given in advance stating that the removal of a Director will be considered.

Section 8. Resignation of Directors. A Director may resign at any time. The resignation of a Director must be in writing, signed, and delivered to the President or Secretary of HRWG to be included in the Board materials for the next Board meeting. Once approved by the Board, a notice of resignation is irrevocable. If a Director resigns, and then subsequently desires to re-establish their position on the Board of Directors, the individual must be re-elected anew.

Section 9. Filling Vacancies. The Board of Directors may, by a two-thirds (2/3) majority vote, elect new Directors to fill any vacancies on the Board of Directors. A Director elected to fill a vacancy will serve the remainder of the term normally associated with that position.

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 HRWG.

Section 11. Quorum. At all meetings of the Board of Directors the presence or participation of a quorum, which is at least two-thirds (2/3) 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 In-Person and Remotely. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each Director of the Board of Directors will have one (1) vote. Except as otherwise provided in these Bylaws, at the request of any Director the names of each Director who voted for, voted against, or abstained on a particular motion will be recorded in the minutes. The Directors shall diligently and conscientiously attempt to make decisions by consensus. They shall employ all standard consensus practices and techniques including the expression and careful consideration of minority views. When a consensus cannot be achieved, any Director may request and require that a vote be taken instead. The affirmative vote of at least two-thirds (2/3) of all of the Directors participating in any properly called meeting at which a quorum is present, is

necessary and sufficient to make a decision of the Board of Directors 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.

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

Section 14. Telecommunication and Electronic Meetings. Meetings may be held or individual Directors may participate in meetings by telephone, video conferencing, internet-based communication, or any other method, so 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 and voting.

Section 15. Decisions by Email. Voting by email is authorized by the Board of Directors. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any decision or action which may be made by the Board at any annual, regular, or special meeting of the Board of Directors may be made by email without a meeting if: (1) HRWG has a record of all Directors email addresses; and (2) HRWG maintains a copy of the announcement and a record of the Directors' votes with the corporate records. Electronic signatures, whether from the email address of the Director's address of record or through reliable third-party electronic signature platforms, shall have the same legal force and effect as hard copy ink signatures.

At the direction of the Board President or other Board Officer, the Board Secretary, Executive Director, or other designees, are authorized to send electronic announcements for a vote to the entire Board of Directors. The electronic announcement shall be sent to each Director at the email address stored in the corporate records and shall include: (1) A description of the action to be taken; (2) a deadline to respond with a vote which may not be less than forty-eight (48) hours; (3) a statement that a Director may change their vote any time prior to the deadline; and (4) an effective date if the action is intended to be effective at a date which is later than the deadline date. Voting by electronic mail does not require a second.

The affirmative vote of two-thirds (2/3) of all Directors in office is an act of the Board of Directors if the action is taken pursuant to this section, unless a greater number of affirmative votes for the proposed action is required by law, the Articles of Incorporation, or these Bylaws.

Section 16. Meetings. The Board of Directors must meet at least four (4) times per year and shall strive to do this by meeting at least once each quarter of the year. Robert's Rules of Order, or other rules of procedure, may be consulted for guidance but shall not be binding.

Section 17. Executive Session Meetings. The Board 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 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. 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 18. Notice of Meetings.

(A) Notice must be given to every Director of the Board for every meeting of the Board of Directors, stating the date, time, and location of the meeting, and the purpose of the meeting if required by law or these Bylaws. The notice must be given not less than forty-eight (48) hours in advance of the meeting if delivered by telephone conversation or in person, and not less than seven (7) days in advance if delivered by first class mail or e-mail to an address provided by the individual Director.

(B) 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 meetings and be delivered to all Directors. 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. Authority of Directors. The President and/or the Executive Director shall be an official spokesperson(s) for HRWG and may represent HRWG and its positions whenever appropriate. No Director other than the President may officially represent the positions of HRWG or speak or make agreements on behalf of HRWG without specific approval by the Board of Directors.

## ARTICLE V. OFFICERS AND STAFF

Section 1. Officers. The Officers of HRWG shall carry out the policies and decisions of the Board of Directors as directed by the Board. The Officers must include a President, Secretary, and Treasurer. The Board of Directors may also elect one or more Vice Presidents, Chairpersons, and other Officers as desired. The same person may not hold any two of the offices of President, Secretary, or Treasurer at the same time, but the same person may hold any other two (2) or more offices. Officers must serve simultaneously as Directors.

Section 2. Election and Term of Office. The Officers of HRWG will be elected by the Board of Directors. As soon as possible following the election of Directors, the Board of Directors will meet to elect new Officers of HRWG. Officers shall serve only until the next Annual Meeting, when Officers may be re-elected and any new Officers will be elected by the then-current Directors. Officers will serve one-year terms of office. 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 a two-thirds vote of all the Directors in office whenever, in its judgment, the interests of HRWG would be best served by such removal. Removal will be without prejudice to the contract rights, if any, of the Officer so removed. The Officer being considered for removal has no vote in the process of removal. The removal of an individual as an Officer shall have no effect on the individual's status as a Director, unless the



Board also removes the individual as a Director.

Section 4. Vacancies. If any office of HRWG becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, a majority of the remaining Directors still in office may elect any eligible individual to fill such a vacancy. The elected Officer will hold office for the remaining portion of the term of that office.

Section 5. President. The President is the principal Officer of HRWG and will, in general, supervise or oversee the supervision of all of the affairs of HRWG. The President generally will preside at all meetings of the Board of Directors unless the Board selects another person to preside. The President will 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. The Board of Directors may elect a Vice President. If HRWG has a Vice President, the Vice President will perform the duties of the President in the absence of the President or in the event of the President's inability to act. The Vice President, when acting as President, will have all the powers of and is subject to all the restrictions on the President. The Vice President may also perform other duties assigned by the Board of Directors. More than one Vice President position may be created, and duties clarified, in an ordinary resolution of the Board of Directors.

Section 7. Secretary. The Secretary will perform or oversee the performance of the following duties: (a) record and keep the minutes of the meetings of the Board of Directors and Board committees in one or more books provided for that purpose; (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) keep a register of the contact information of each Director on the Board of Directors as provided by each individual Director; (e) ensure that all required state and federal reports are prepared and filed in a timely fashion; and (f) 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 will perform or oversee the performance of the following duties: (a) ensure the proper management and control of all funds of HRWG; (b) prepare full and accurate financial records on a timely basis of all the income, expenses, and assets of HRWG; (c) ensure that written financial statements and reports on the financial affairs of HRWG are presented to the Board of Directors 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 HRWG. The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

Section 9. Chair. The Board of Directors may elect a Chair and determine their duties.

Section 10. 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 day-to-day operations, programs, and activities of HRWG. The Executive Director shall serve as an ex-officio nonvoting member of the Board of Directors. The Board of Directors shall evaluate the performance of the

Executive Director on an annual basis. Unless the Board of Directors 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 HRWG. 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 into Executive Session to meet without the Executive Director present.

## ARTICLE VI. 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 may 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 two-thirds (2/3) majority of all Directors then in office. The Executive Committees shall consist of the Officers so long as they are simultaneously serving as members of the Board of Directors. The Executive Committee may also have up to two (2) other Directors if their membership on the Executive Committee is approved by the affirmative vote of a two-thirds (2/3) majority of all Directors then in office. The Executive Committee shall not have any members who are not simultaneously Directors. The Board may place substantive restrictions or limits on the powers of the Executive Committee and may also require certain procedures for the Executive Committee to follow. The Executive Committee must make reasonable efforts to communicate with the full Board in advance regarding the issues and decisions that will be considered or voted on at Executive Committee meetings.

(B) The Executive Committee must comply with the provisions of these Bylaws concerning 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.

Section 3. Board Level Committees. In addition to the Executive Committee, the Board may establish other committees delegated with the power of the Board of Directors to accomplish specific tasks, including but not limited to: (a) making Board decisions, (b) authorizing expenditures, (c) adopting budgets, (d) setting policies, or (e) establishing programs. These types of committees are "Board Level Committees." Board Level Committees must consist of two (2) or more Directors and shall not have any members who are not simultaneously Directors. Such committees shall be established by resolution adopted by the Board at a properly called meeting and shall specifically state the authority of the Board being delegated to the committee.

Section 4. Non-Board Level Committees. The Board may establish any other working or advisory committee, that may be composed of Board or Non-Board members, that it deems appropriate. These are all “Non-Board Level Committees” which do not have the power to make Board level decisions, authorize expenditures, adopt budgets, set policy, or establish programs. Non-Board Level Committees shall be established by a resolution adopted by the Directors present at a properly called meeting. Any person may be a member of such a committee whether or not that person is a Director. Such committees may include a nominating committee, financial oversight committee, budget committee, personnel committee, and any number of working committees and advisory committees.

Section 5. Financial Oversight Committee.

(A) As soon as reasonably possible, the Board shall establish a Non-Board Level Committee responsible for financial oversight of HRWG’s income and expenses, which shall be named the Financial Oversight Committee. The committee shall be responsible for overseeing HRWG’s financial transactions and the development and implementation of HRWG’s financial policies.

(B) Annual Financial Assessment. The Financial Oversight Committee shall perform an annual audit, financial review, financial compilation, or financial assessment. This need not be a formal audit but must at least involve a sufficiently thorough review of HRWG’s financial records so that it would likely discover any misuse, embezzlement, or theft of HRWG’s funds or assets. The financial oversight committee described above shall ensure that the resulting report is presented to the entire Board of Directors.

Section 6. Committee Members. The Board shall appoint the members of committees, or for committees other than the Executive Committee the Board may delegate this task to the President or the Committee Chair. 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 7. Committee Chairs. One member of each committee will be selected or appointed Committee Chair by the Board, or if the Board wishes, it may delegate that power to the President or to the members of the committee.

Section 8. Limitation on Powers. No committee may (a) elect, appoint, or remove any Officer, Director 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 HRWG; (c) authorize the dissolution of HRWG or revoke proceedings therefore; (d) amend, alter, or repeal the Articles of Incorporation, these 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 HRWG to its Directors, Officers, or any other person or entity.

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 VII. MISCELLANEOUS PROVISIONS

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

Section 2. Conflict of Interest. The Board of Directors shall adopt a conflict of interest policy consistent with IRS regulations. A conflict of interest is always present whenever HRWG pays money or other compensation, or provides any tangible benefits, to an Officer or Director of the Board of Directors or to a Director's or Officer's family member. 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 HRWG 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 two-thirds (2/3) majority of all of the Directors who do not have a conflict of interest involved in that issue as long as no less than two (2) disinterested Directors vote to approve the transaction.

All Directors and Officers must sign a disclosure of all conflicts of interest and update it if that disclosure needs to be changed.

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

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Section 4. Tax Year. The tax year of HRWG is the calendar year.

Section 5. Written Documents. Wherever these Bylaws require a written document, such document may be created, stored, or transmitted by electronic means in lieu of a physical, hard, or paper copy of the document. Notwithstanding the foregoing, HRWG shall strive to store corporate documents as both electronic and physical documents whenever practicable.

Section 6. No Discrimination. In the delivery of its services to the public, HRWG 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.

Section 7. Litigation. The HRWG shall not rely on litigation to compel regulatory enforcement as a means to implement its mission.

#### ARTICLE VIII. AMENDMENTS

Section 1. Amendment of the Articles of Incorporation and Bylaws. The Board of Directors may amend or restate the Articles of Incorporation or these Bylaws, and the affirmative vote of at least two-thirds (2/3) of the entire Board of Directors is necessary and sufficient to so amend. Proper written notice must be given at least seven (7) days in advance and must include either a written copy or written summary of the proposed amendments.

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#### CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing Bylaws constitute the Bylaws of Hood River Watershed Group as duly adopted by the Board of Directors on the 27th day of June, 2022.

Signed this 28th day of June, 2022.

Secretary Signature 

Printed Name Samuel C. Doak