

PROPOSED REVISED BYLAWS FOR
COLUMBIA GORGE WIND AND WATER ASSOCIATION

ARTICLE I. Name

Section 1. The name of this Corporation is *Columbia Gorge Wind and Water Association, also known as "CGW2"*.

ARTICLE II. Purpose

The purpose of the corporation is to represent the interests of the Columbia Gorge wind and water community and to promote safety, and maintain and enhance access to the Columbia River for recreational and competitive wind and watersports and promote youth involvement.

ARTICLE III. Principal Office

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The corporation may have such other offices, either within or without the State of Oregon, as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE IV. Membership

The Corporation shall have no members.

ARTICLE V. Board of Directors

Section 1. General Powers

The business and affairs of this Corporation shall be governed by its Board of Directors.

Section 2. Number

The corporation shall have a minimum of seven (7) and no more than twenty-one (21) directors.

Section 3. Qualifications

Membership on the Board of Directors shall be open to all persons with a demonstrated commitment to advancing the interests of Columbia Gorge Wind and Water Association, and will not be restricted on the basis of race, color, religion, age, national origin, gender, disability, sexual orientation or other legally protected class.

Section 4. Duties

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Register their addresses with the Secretary of the corporation, and notices of meetings mailed, e-mailed or phoned to them at such addresses shall be valid notices thereof.

Section 5. Terms

The term of office of each director of the corporation elected at the time of election shall be two years. Directors may be elected to successive terms of office. The newly elected member begins service to the Board immediately upon election.

Section 6. Vacancies

Vacancies on the Board of Directors shall be filled by an affirmative vote of a majority of the directors then in office at a regular or special meeting called for that purpose, even if the directors then in office constitute fewer than a quorum.

Section 7. Removal

Any director may be removed by a majority of the Board of Directors, with or without cause whenever in its judgment the best interests of the corporation would be served.

Section 8. Resignation

Any Director may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Compensation

The Directors shall receive no compensation for their services as Directors but may receive reimbursement for expenditures incurred on behalf of the Corporation.

ARTICLE VI. Meetings

Section 1. Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

Section 2. Annual Meeting

An annual meeting of the Board of Directors shall be held where the officers of the corporation shall be elected, and the directors shall consider and act upon such other matters as may come before the meeting. The time and place of the annual meeting will be fixed by the Board or the President.

Section 3. Special Meetings

Special meetings of the Board of Directors may be called by the President or any two directors, or, if different, by the persons specially authorized under the laws of this state to call special meetings of the board. The time and place of a special meeting shall be fixed by the person or persons calling the meeting.

Section 4. Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Oregon designated by the Board, including online locations such as zoom or other virtual platforms by any persons entitled to call a meeting or by waiver of notice signed by all Directors.

Section 5. Notice of Meetings

Notice for meetings may be oral or written, may be given personally, by first class mail, by telephone, e-mail or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- (a) Regular Meetings. The Board of Directors may set a time and place for the holding of regular meetings of the BOD without other notice than the meeting minutes.
- (b) Special Meetings. Notice of the date, place, time of an annual or special meeting and of the business to be transacted at the meeting shall be given not less than seven days nor more than fifty days previous thereto.
- (c) Annual Meeting: The time and place of the annual meeting will be fixed by the Board or the President.

Section 6. Alternative Meeting Venue

Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications or electronic means, as long as all Board members can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. All participating directors shall be informed that a meeting is taking place at which official business may be transacted.

Section 7. Waiver of Notice of Meetings

A director may at any time waive any notice required for meeting. Except as provided in this paragraph, the waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Section 8. Quorum and Majority Action

A quorum shall consist of one third (1/3), or at least two persons (whichever number is greater), of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn. The act of the 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 Articles of Incorporation, these Bylaws, or provision of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 9. Action by Consent

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all the directors.

Section 10. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the Board, or, if no such person has been so designated or, in his or her absence, the Vice President of the corporation or, in their absence by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that; in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

ARTICLE VII. Officers

Section 1. Designation of Officers

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. To be eligible to be an officer, an individual must be a member of the Board. The Board of Directors may also by resolution designate other officers and specify the responsibilities of each.

Section 2. Election and Term of Office

Officers shall be elected by the Board of Directors at any time. Each officer shall hold office until the officer's successor shall be duly elected, or until the officer's death, resignation or removal.

Section 3. Removal and Resignation

(a) Removal

Any officer may be removed from his or her office by a majority of the Board of Directors, whenever in its judgment the best interests of the corporation would be served thereby.

(b) Resignation

Any officer may resign from his or her office at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors for the remaining unexpired portion of the term. The Board must delegate the duties of a vacant office to one or more directors until the position is filled.

Section 5. Duties of President

The President shall be the principal executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. The President shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

Section 6. Duties of Vice President

In the absence of the President or in the event of the President's death, inability, or refusal to act, and until the vacancy in the President's office is filled, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to the restrictions upon the President. The Vice President shall perform such duties as from time to time may be assigned to him or her by the President or the Board of Directors.

Section 7. Duties of Secretary

The Secretary shall:

(a) keep the minutes of meetings of the Board, and minutes which may be maintained by committees of the Board;

- (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 of the corporation;
- (d) keep records of the mailing address of each Director and each officer;
- (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and
- (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the secretary by the President or the Board.

Section 8. Duties of Treasurer

The Treasurer shall:

- (a) have charge and custody of and be responsible for all funds and securities of the corporation;
- (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation and such bank, trust company or other depositories as shall be selected by the Board of Directors; and
- (c) shall in general perform such duties as from time to time may be assigned to the treasurer by the President or the board of directors.

ARTICLE VIII. Committees

Section 1. Executive Committee

The Board of Directors may, by a majority vote ~~of its members~~, designate an Executive Committee consisting of at least two (2) board members and may delegate to such committee the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law. By a majority vote ~~of its members~~, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies of the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require. The Executive Committee must be appointed by a majority of the Directors in office when the action is taken.

However, the Executive Committee may not:

- (a) authorize distributions more than \$700 outside the pre-approved budget;

- (b) approve or recommend to members the dissolution, merger or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
- (c) elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees; or
- (d) adopt, amend or repeal the Articles of incorporation or Bylaws.

Section 2. Standing and Special Committees

The Board of Directors may establish special committees as the Board may from time to time consider appropriate to promote, achieve or facilitate the purposes, objectives and administration of the corporation. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 3. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of these committees to the extent that such rules and regulations are consistent with the provisions of these Bylaws.

ARTICLE IX. Contracts, Loans, Checks and Deposits

Section 1. Contracts

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

Section 2. Loans

No loans shall be contracted on behalf of the corporation and no evidence 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. In no event shall the corporation make a loan to any officer or director of the corporation.

Section 3. Checks, Drafts or Other instruments

All checks, drafts and other orders for the payment of money, and promissory notes and other instruments of indebtedness issued in the name of the corporation shall be signed by such officer or officers or employees of the corporation as shall be determined from time to time by the Board of Directors.

Section 4. Deposits

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

Section 5. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for any purpose of the corporation.

Section 6. Fiscal Year

The fiscal year of the corporation shall be the calendar year.

Article IX. Nondiscrimination Policy

It shall be the operational policy of this Corporation not to discriminate against any person on the basis of race, color, sex, sexual orientation, religion, creed, marital status, national origin, disability, or political belief. This policy includes, but is not exclusive of, hiring, firing, layoffs, promotions, wages, training, disciplinary action or any other terms, privileges, conditions, or benefits or employment, as well as non-discrimination in the providing of any services offered by this Corporation.

Article X. Corporate Indemnity & Non Liability

Section 1. Indemnity

This Corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of this Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of this Corporation. No amendment to this Article that limits this Corporation's obligations to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective

date of the amendment or the date notice of the amendment is given to the person. This Corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise.

Section 2. Nonliability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Article XI: Conflict of Interest

To protect the integrity of the corporation’s decision-making processes, Directors will disclose to the board any interest they have in a transaction or decision of the board that may result in a financial benefit or gain to them and/or their business, family members and/or significant other, employer, and/or close associates, and other nonprofit organizations with which they are affiliated. The director will not be present for or participate in any board discussion of or vote on the transaction or decision.

ARTICLE XII. Corporate Records

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors and committees of the board indicating the time and place of holding of such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A copy of the corporation’s Articles of Incorporation and Bylaws as amended to date, viewable at all reasonable times.

Section 2. Director’s Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provision of law.

ARTICLE XIII. Amendment and Adoption of Bylaws

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office.

ARTICLE XIV. Dissolution

Distribution of Assets Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

THESE BYLAWS ADOPTED AS AMENDED: [INSERT DATE]

ORIGINAL BYLAWS ADOPTED BY THE BOARD: [INSERT DATE]

PREVIOUS REVISIONS: [LIST THE DATES EARLIER BYLAWS AMENDMENTS REVISIONS WERE ADOPTED]