



Lower Columbia  
Estuary  
Partnership

BYLAWS, as Amended  
OF  
LOWER COLUMBIA ESTUARY PARTNERSHIP  
(an Oregon Nonprofit Corporation)

## ARTICLE I - OFFICES

### SECTION 1. PRINCIPAL OFFICE.

The Board of Directors shall fix the location of the principal executive office of the Corporation at any place within or outside the State of Oregon and shall designate the same in this Corporation's annual report.

### SECTION 2. OTHER OFFICES.

The Board of Directors may at any time establish branch or subordinate offices at any place or places as the Board of Directors may deem advisable.

### SECTION 3. REGISTERED OFFICE AND REGISTERED AGENT.

The Board of Directors shall designate for the Corporation and shall continuously maintain in Oregon a registered office (which may be, but need not be, the same as any of its offices) and a registered agent (which agent shall be either an individual who resides in Oregon whose business office is identical to such registered office; or a domestic corporation or nonprofit domestic corporation whose business office is identical to such registered office; or a foreign corporation or nonprofit foreign corporation authorized to transact business in Oregon whose business office is identical to such registered office). If the designated registered agent shall resign, the Board of Directors shall forthwith appoint another. The Board of Directors may change the registered office or registered agent, or both, from time to time. In the event of the change of the registered office or registered agent or the resignation of the registered agent, the Board of Directors shall promptly file a statement with the Oregon Corporation Commissioner notifying it of the change and the successor office and/or agent.

## ARTICLE II - PURPOSE

### SECTION 1. GENERAL PURPOSE.

The Corporation was incorporated as a public benefit corporation without members under the Oregon Nonprofit Corporation Act (ORS Chapter 65) and is intended to be operated as an organization exempt from income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986.

### SECTION 2. SPECIFIC PURPOSES.

- (a) To implement the program activities and requirements of the National Estuary Program, including the Comprehensive Conservation and Management Plan of the Lower Columbia Estuary Program;

- (b) To promote, develop, and facilitate efficient, cost effective, and coordinated management and protection of the lower Columbia River and estuary for the purposes of preventing loss of habitat or decline of species and improving water quality and ecosystem health in those areas of the lower Columbia River over which the states of Oregon and Washington jointly or separately now have or may hereafter acquire jurisdiction and to develop and implement a joint program of conservation and protection in those areas;
- (c) To perform these and such other related functions as may be consistent with restoring, maintaining and enhancing the biological integrity of the lower Columbia River and estuary. In carrying out these purposes, the Corporation shall focus on improving water quality in the lower river and on maintaining the integrity of the whole system, including its chemical, physical, and biological properties, as well as its economic, social, historic, recreational, and aesthetic values.

## **ARTICLE III - DIRECTORS**

### **SECTION 1. POWERS.**

- (a) Subject to the provisions of the Oregon Nonprofit Corporation Act and any limitations in the articles of incorporation and these bylaws, affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the authority of the Board of Directors.
- (b) Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power:
  - i) To select and remove all Officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws;
  - ii) To borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

### **SECTION 2. NUMBER AND QUALIFICATION OF DIRECTORS.**

- (a) The authorized number of Directors shall be not less than twelve (12) nor more than forty (40) until changed by a duly adopted amendment to the articles of incorporation or by an amendment to this bylaw. A Director need not be a citizen of the United States, or a resident of the State of Oregon. An amendment of these bylaws changing the authorized number of Directors may not reduce the number to less than three (3) directors.
- (b) The Board of Directors shall consist of members from the public and private sectors each of whom brings expertise, experience, and commitment to the protection and care of the lower 146 miles of the Columbia River. Directors shall be appointed to achieve geographic representation of the lower river communities and to include diverse populations and the multiple interests in and that impact the river. The Board shall adopt a policy to define how it will meet provisions of this subsection.
- (c) The Board of Directors may appoint ex officio Directors to serve at the Board's pleasure. Ex officio Directors may include, but not be limited to, staff of federal agencies, Honorary Directors or the President (Executive Director) of the Corporation. Ex officio directors shall be provided notice of meetings and may attend all

meetings of the Board of Directors. Ex officio Directors may participate in deliberations of the board and may vote on matters consistent with the Estuary Partnership's Board Conflict of Interest Policy.

- (d) The Board of Directors may appoint Honorary Directors to serve at the Board's pleasure. Honorary Directors may include, but not be limited to, elected officials of federal or state government.

### **SECTION 3. ELECTION AND TERM OF OFFICE OF DIRECTORS.**

The Board of Directors shall be divided into three classes, as nearly equal in number as the then total number of directors constituting the whole Board of Directors permits. One class will stand for election at each annual meeting of Directors, with each class standing for election every third year. The number of Directors whose terms expire in any one year shall be less than one-half of the total number of directors. The Board of Directors will elect Directors at each annual meeting.

Of the Directors elected at the 2005 annual meeting of the Board of Directors, the Directors in the first group (class 1 Directors) shall hold office for a term expiring at the annual meeting of the Board of Directors held in 2006, Directors in the second group (class 2 directors) shall hold office for a term expiring at the annual meeting of the Board of Directors held in 2007, and Directors in the third group (class 3 Directors) shall hold office for a term expiring at the annual meeting of the Board of Directors held in 2008.

Thereafter, the term of each Director shall commence on the first day of July and expire three years later on the thirtieth day of June or until his or her successor has been elected and qualified, subject to prior death, resignation or removal. The three-year term of any Director elected prior to February 2016, shall be extended to end on the ensuing thirtieth day of June.

Directors appointed to represent state and local agencies of government, including directors of state agencies, and ex officio Directors representing federal agencies serve during their tenure in a position that works on lower Columbia River issues and projects. Directors appointed by and representing the Governors of Oregon and Washington serve at their respective Governor's pleasure. Appointments of Directors representing Tribal interests and governments are made in consultation with representatives from the Tribes and Tribal government active in lower Columbia River issues and projects.

Elected public officials appointed as an Honorary Directors may serve on the Board as an Honorary Director during her/his term of public office.

### **SECTION 4. VACANCIES.**

- (a) Vacancies in the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director. If there are no remaining Directors, then the vacancies may be filled by the President (Executive Director), or if none, by the other Officers. Each Director so elected shall hold office until the next annual meeting of the Board of Directors at which that Director's class of directors is elected, and until a successor has been elected and qualified.
- (b) A vacancy in the Board of Directors shall be deemed to exist in the event of the death, resignation or removal of any director from the Board pursuant to Section 5 herein, or the Board acting in accordance with these bylaws increases the number of Directors.
- (c) Any Director may resign effective at a date so designated by giving written notice to the Chair of the board, and / or the President (Executive Director) The Board of Directors may elect a successor to take office when the resignation becomes effective.

(d) No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

#### **SECTION 5. REMOVAL OF DIRECTORS.**

Any Director may be removed from office without cause by the vote of two-thirds of the Directors then in office. If any or all Directors are so removed, new Directors may be elected at the same meeting or by such written consent. The Board of Directors may declare vacant the office of any Director who has been declared of unsound mind by an order of court or convicted of a felony, or who acts against the interest of the Corporation.

#### **SECTION 6. PLACE OF MEETINGS AND MEETINGS BY TELEPHONE.**

Regular or special meetings of the Board of Directors shall be held at the principal executive office of the Corporation or at another place in the State of Oregon or State of Washington. Any meeting, regular or special, may be held by conference telephone or similar tele-communication equipment, so long as all Directors participating in the meeting may simultaneously hear each other during the meeting, in which event all such Directors shall be deemed to be present in person at the meeting.

#### **SECTION 7. ANNUAL MEETING.**

The Board of Directors shall hold an annual meeting each year at a time and place fixed by the Board of Directors. At each annual meeting, Directors and Officers shall be elected, and any other proper business may be transacted. If the annual meeting is not held at the designated time, the President (Executive Director) may call the annual meeting at a time he or she fixes not more than sixty (60) days after the originally scheduled annual meeting by proper notice designating the meeting as the annual meeting. In the event the annual meeting of the Board of Directors of this Corporation is not held as herein provided, the election of Directors and all other business which might have been transacted at such annual meeting may be transacted at any adjournment of such meeting or at any special meeting of the Board of Directors of this Corporation called for such purpose.

#### **SECTION 8. OTHER REGULAR MEETINGS.**

Other meetings of the Board of Directors shall be held regularly throughout the year on a schedule fixed by the Board of Directors.

#### **SECTION 9. SPECIAL MEETINGS.**

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by any Officer, or the President (Executive Director) or twenty percent (20%) of the Directors.

#### **SECTION 10. QUORUM.**

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article III; PROVIDED, HOWEVER, that if this Corporation has a variable-range size board, a majority of Directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of ORS 65.361 (as to approval of contracts or transactions in which a Director has a direct or indirect interest), ORS 65.354 (as to appointment of committees), ORS 65.387 - 65.414 (as to indemnification

of Directors), ORS 65.434(2) (as to amendment of the Articles of Incorporation), ORS 65.487 (as to mergers), ORS 65.534 (as to sales of assets other than in regular course of activities), and ORS 65.624 (as to voluntary dissolution).

#### **SECTION 11. ACTION WITHOUT MEETING.**

Any action required or permitted to be taken at the Board of Directors' meeting may be taken without a meeting if the action is taken by all Directors and, if all Directors shall individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the meeting record of the proceedings of the Board. Action taken under this Section 13 of Article III is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

#### **SECTION 12. NOTICE; WAIVER OF NOTICE.**

- (a) Notice of the annual meeting and any special meeting of the Board of Directors shall be given at least two (2) days prior to the date of the meeting in the manner provided by ORS 65.344(2) and 65.034. The notice shall specify the place, date and time of the meeting, but need not describe the purposes of the meeting; provided, however, that if action is proposed to be taken at any meeting for approval of (i) a contract or transaction in which a Director has a direct or indirect interest, pursuant to ORS 65.361, (ii) an amendment of the articles of incorporation, pursuant to ORS 65.434(2), or bylaws, pursuant to ORS 65.461, (iii) a merger, consolidation or exchange pursuant to ORS 65.487, (iv) a voluntary dissolution of the Corporation, pursuant to ORS 65.624 or the revocation of a previously authorized dissolution pursuant to ORS 65.634 or (v) the sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the Corporation with or without good will other than in the usual and regular course of its activities pursuant to ORS 65.534, the notice shall also state the general nature of that proposal and include a copy of any plan or merger, consolidation or exchange, and contain such other or additional information as is required by law.
- (b) The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid if a quorum is present.

#### **SECTION 13. ADJOURNMENT.**

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

#### **SECTION 14. NOTICE OF ADJOURNMENT.**

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than forty-eight (48) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting, in the manner specified in Section 8 of this Article III, to the Directors who were not present at the time of the adjournment.

## **SECTION 15. FEES AND COMPENSATION OF DIRECTORS.**

Directors and members of committees shall not receive compensation for their services, but may receive such reimbursement of expenses, as may be fixed or determined by resolution of the Board of Directors. This Section 14 shall not be construed to preclude any Director from serving the Corporation in any other capacity as an Officer, agent, employee or otherwise, and receiving compensation for those services.

## **ARTICLE IV - COMMITTEES**

### **SECTION 1. COMMITTEE OF DIRECTORS.**

- (a) The Board of Directors may, by resolution adopted by a majority of the number of Directors in office, designate an executive committee or one (1) or more other committees consisting of two (2) or more Directors, to serve at the pleasure of the board. The Board may designate one (1) or more Directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee.
- (b) Each such committee, to the extent provided in the resolution of the Board, shall have all the authority of the board, but no such committee shall have the authority of the Board of Directors in reference to: (i) authorize distributions; (ii) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; (iii) elect, appoint or remove directors or fill vacancies on the Board of Directors or on any of its committees; (iv) amend Articles of Incorporation; or (v) adopt, amend or repeal bylaws.

### **SECTION 2. MEETINGS AND ACTION OF COMMITTEE.**

Meetings and action of the executive or any other committee shall be governed by, and held and taken in accordance with, the provisions of Article III of these bylaws, Sections 6 (place of meetings), 7 (regular meetings), 8 (special meetings and notice), 10 (quorum), 11 (action without meeting), 12 (waiver of notice), 13 (adjournment), and 14 (notice of adjournment), , with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time of regular meetings of the committee may be determined either by the Board of Directors or by the committee; special meetings of any such committee may also be called the Board of Directors; and notice of special meetings of any such committee shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules not inconsistent with the provisions of these bylaws for the government of any such committee.

## **ARTICLE V - OFFICERS**

### **SECTION 1. OFFICERS.**

The Officers of the Corporation shall be a President (Executive Director) Chair, one or more Vice Chairs, Secretary, and Treasurer. The Secretary and Treasurer positions may be held by the same person.

### **SECTION 2. ELECTION OF OFFICERS.**

The Officers of the Corporation shall be chosen by the Board of Directors, and each shall serve at the pleasure of the board, subject to the rights, if any, of an Officer under any contract of employment.

### **SECTION 3. SUBORDINATE OFFICERS.**

The Board of Directors may appoint, such other officers as the activities of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these bylaws as the Board of Directors may from time to time determine.

### **SECTION 4. REMOVAL AND RESIGNATION OF OFFICERS.**

- (a) Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting of the board.
- (b) Any Officer may resign at any time by giving written notice to the Board. Any resignation shall take effect at the date of the receipt of that notice or as specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

### **SECTION 5. VACANCIES IN OFFICES.**

A vacancy in any office shall be filled in the manner prescribed in these bylaws for regular appointments to that office; provided, that if the vacancy arises due to a resignation effective at a later date and the Board accepts such later date, the vacancy may be filled before the effective date if the successor does not take office until the effective date.

### **SECTION 6. CHAIR AND VICE-CHAIR OF THE BOARD.**

- (a) The Chair of the Board, if such an Officer be elected, shall, if present, preside at meetings of the board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board of directors or prescribed by the bylaws.
- (b) The Vice-Chair of the Board of Directors shall possess and perform the authority and duties of the Chair of the Board of Directors in the absence, disability, or disqualification of that Officer. The Vice-Chair shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the Chair of the Board.

### **SECTION 7. PRESIDENT (EXECUTIVE DIRECTOR).**

The President (Executive Director) shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the activities and the Officers of the Corporation. In the absence of the Chair or Vice Chair of the Board, or if there be none, the President (Executive Director) shall preside at all meetings of the Board of Directors. He / she shall have the general powers and duties of management usually vested in the office of President (Executive Director) of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws. The President also may be called Executive Director in lieu of or in addition to having the title of President.

### **SECTION 8. ACTING PRESIDENT (ACTING EXECUTIVE DIRECTOR).**

In the absence or disability of the President (Executive Director), the Board of Directors may designate an Acting Executive Director who shall perform all the duties of the Executive Director, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Executive Director.

## **SECTION 9. SECRETARY.**

- (a) The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of all meetings records and actions of Directors, and committees of Directors, with the time and place of holding, whether regular or special or annual, and, if special, how authorized, the notice given, the names of those present at Directors' meetings or committee meetings, and the proceedings thereof.
- (b) The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the bylaws or by law to be given, and she/ he shall keep the seal of the Corporation, if one be adopted, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the bylaws.
- (c) The Secretary shall authenticate records of the Corporation.

## **SECTION 10. TREASURER.**

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and shares. The accounting books shall be open at all reasonable times to inspection by any Director.

The treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. She / He shall disburse the funds of the Corporation as may be ordered by the board of directors, shall render to the President (Executive Director) and directors, whenever they request it, an account of all of his/ her transactions as treasurer and of the financial condition of the Corporation, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

## **ARTICLE VI - INDEMNIFICATION**

### **SECTION 1. DEFINITIONS.**

For purposes of this Article VI:

- (a) "Director" means an individual who is or was a director of this Corporation or an individual who, while a Director of this Corporation, is or was serving at this Corporation's request as a Director, Officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. A Director is considered to be serving an employee benefit plan at this Corporation's request if the Director's duties to this Corporation also impose duties on or otherwise involve services by the Director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a Director.



- (b) "Expenses" include counsel fees.
- (c) "Liability" means the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan or reasonable expenses incurred with respect to a proceeding.
- (d) "Officer" means an individual who is or was an Officer of this Corporation or an individual who, while an Officer of this Corporation, is or was serving at this Corporation's request as a Director, Officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. An Officer is considered to be serving an employee benefit plan at this Corporation's request if the Officer's duties to the Corporation also impose duties on or include services by the Officer to the employee benefit plan or to participants in or beneficiaries of the plan. "Officer" includes, unless the context requires otherwise, the estate or personal representative of an Officer.
- (e) "Party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.
- (f) "President" means the chief executive officer and is known as the Executive Director.
- (g) "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

## **SECTION 2. AUTHORITY TO INDEMNIFY.**

- (a) Except as provided in subsection (d) of this Section 2, this Corporation may indemnify an individual made a party to a proceeding because the individual is or was a Director against liability incurred in the proceeding if:
  - i) The conduct of the individual was in good faith;
  - ii) The individual reasonably believed that the individual's conduct was in the best interests of this Corporation, or at least not opposed to its best interests; and
  - iii) In the case of any criminal proceeding, the individual had no reasonable cause to believe the conduct of the individual was unlawful.
- (b) A Director's conduct with respect to an employee benefit plan for a purpose the Director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirements of paragraph (ii) of subsection (a) of this Section 2.
- (c) The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Director did not meet the standard of conduct described in this section.
- (d) This Corporation may not indemnify a Director under this section:
  - i) In connection with a proceeding by or in the right of the Corporation in which the Director was adjudged liable to this Corporation; or
  - ii) In connection with any other proceeding charging improper personal benefit to the Director in which the Director was adjudged liable on the basis that personal benefit was improperly received by the Director.

- (e) Indemnification permitted under this Section 2 in connection with a proceeding by or in the right of this Corporation is limited to reasonable expenses incurred in connection with the proceeding.

### **SECTION 3. MANDATORY INDEMNIFICATION.**

Unless limited by the articles of incorporation of this Corporation, this Corporation shall indemnify a Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director was a party because of being a Director of this Corporation against reasonable expenses incurred by the Director in connection with the proceeding.

### **SECTION 4. ADVANCE FOR EXPENSES.**

- (a) This Corporation may pay for or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding if:
  - i) The Director furnishes this Corporation a written affirmation of the Director's good faith belief that the Director has met the standard of conduct described in Section 2 of this Article VI; and
  - ii) The Director furnishes this Corporation a written undertaking, executed personally or on the Director's behalf, to repay the advance if it is ultimately determined that the Director did not meet the standard of conduct.
- (b) The undertaking required by subparagraph (ii) of subsection (a) of this Section 4 must be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to financial ability to make repayment.
- (c) Any authorization of payments under this Section 4 may be made by provision in the articles of incorporation of this Corporation, or these bylaws, by a resolution of the Board of Directors or by contract.

### **SECTION 5. COURT-ORDERED INDEMNIFICATION.**

Unless this Corporation's articles of incorporation provide otherwise, a Director of this Corporation who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court after giving any notice the court considers necessary may order indemnification if it determines:

- i) The Director is entitled to mandatory indemnification under Section 3 of this Article VI, in which case the court shall also order the Corporation to pay the Director's reasonable expenses incurred to obtain court-ordered indemnification; or
- ii) The Director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the Director met the standard of conduct set forth in Section 2 of this Article VI or was adjudged liable as described in subsection (d) of Section 2 of this Article VI, whether the liability is based on a judgment, settlement or proposed settlement or otherwise.

### **SECTION 6. DETERMINATION AND AUTHORIZATION OF INDEMNIFICATION.**

- (a) This Corporation may not indemnify a Director under Section 2 of this Article VI unless authorized in a specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the Director has met the standard of conduct set forth in Section 2 of this Article VI.
- (b) A determination that indemnification of a Director is permissible shall be made:
  - i) By the Board of Directors by majority vote of a quorum consisting of Directors not at the time parties to the proceeding;
  - ii) If a quorum cannot be obtained under paragraph (i) of this subsection (b), by a majority vote of a committee duly designated by the Board of Directors consisting solely of two or more Directors not at the time parties to the proceeding. However, Directors who are parties to the proceeding may participate in the designation of a committee;
  - iii) By special legal counsel selected by the Board of Directors or its committee in the manner prescribed in paragraph (i) or (ii) of this subsection (b) or, if a quorum of the Board of Directors cannot be obtained under paragraph (i) of this subsection and a committee cannot be designated under paragraph (ii) of this subsection, the special legal counsel shall be selected by a majority vote of the full Board of Directors, including Directors who are parties to the proceeding;
- (c) Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subparagraph (iii) of subsection (b) of this Section 6 of this selection to select counsel.
- (d) A Director may not be indemnified until twenty (20) days after the effective date of written notice to the Oregon Attorney General of the proposed indemnification.

## **SECTION 7. INDEMNIFICATION OF OFFICERS, EMPLOYEES AND AGENTS.**

Unless this Corporation's articles of incorporation provide otherwise:

- (a) An Officer of this Corporation is entitled to mandatory indemnification under Section 3 of this Article VI, and is entitled to apply for court-ordered indemnification under Section 5 of this Article VI, in each case to the extent as a Director under Sections 3 and 5 of this Article VI.
- (b) This Corporation may indemnify and advance expenses under Sections 1 to 8 of this Article VI to an Officer, employee or agent of this Corporation to the same extent as to a Director.

## **SECTION 8. INSURANCE.**

This Corporation shall purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a Director, Officer, employee or agent of this Corporation or who, while a Director, Officer, employee or agent of this Corporation, is or was serving at the request of this Corporation as a Director, Officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. This Corporation may purchase and maintain the insurance even if this Corporation has no power to indemnify the individual against the same liability under Section 2 or 3 of this Article VI.

## **SECTION 9. APPLICATION OF THIS ARTICLE.**

The indemnification and provisions for advancement of expenses provided by Sections 1 to 8 of this Article VI shall not be deemed exclusive of any other rights to which the Directors, Officers, employees or agents may be entitled under this Corporation's articles of incorporation or bylaws, any agreement, general or specific action of its Board of Directors, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

## **ARTICLE VII - RECORDS AND REPORTS**

### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS.**

The Corporation shall keep at its registered office or its principal executive office the following:

- (a) The articles or restated articles of incorporation and all amendments to them currently in effect;
- (b) The bylaws or restated bylaws and all amendments to them currently in effect;
- (c) A list of the names and business or home addresses of this Corporation's current Directors and Officers;
- (d) The most recent annual report of this Corporation delivered pursuant to ORS 65.787; and
- (e) The last three (3) annual financial statements if any, and the last three (3) accountant's reports if annual financial statements are reported upon by a public accountant.

### **SECTION 2. MAINTENANCE OF OTHER CORPORATE RECORDS.**

The accounting books and records and records of proceedings of the Board of Directors and any committee or committees of the Board of Directors not set forth in Section 2 of this Article VII, shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the Corporation. The meeting records shall be kept in written form and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form, within a reasonable time.

### **SECTION 3. INSPECTION BY DIRECTORS.**

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

### **SECTION 4. ANNUAL STATEMENT OF DOMESTIC CORPORATION.**

The Corporation shall by the anniversary date of its incorporation, or such other time as prescribed by law, file with the Corporation Commission of the State of Oregon, on the prescribed form, a statement setting forth the information required by ORS 65.787.

## **ARTICLE VIII - GENERAL CORPORATE MATTERS**

### **SECTION 1. CHECKS, DRAFTS, EVIDENCES OF INDEBTEDNESS.**

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

### **SECTION 2. CORPORATE CONTRACTS AND INSTRUMENTS; HOW EXECUTED.**

The Board of Directors, except as otherwise provided in these bylaws, may authorize any Officer or Officers, the President (Executive Director), agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and this authority may be general or confined to specific instances. Unless authorized or ratified by the Board of Directors or within the agency power of an Officer, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

### **SECTION 3. REPRESENTATION OF SHARES OF OTHER CORPORATIONS.**

The Chair of the Board, or any other person authorized by resolution of the Board of Directors or by any of the foregoing designated Officers, is authorized to vote on behalf of the Corporation any and all shares of any other corporation or corporations, foreign or domestic, standing in the name of the Corporation. The authority granted to these Officers to vote or represent on behalf of the Corporation any and all shares held by the Corporation in any other corporation or corporations may be exercised by any of these Officers in person or by any person authorized to do so by a proxy duly executed by these Officers.

### **SECTION 4. CONSTRUCTION AND DEFINITIONS.**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Oregon Nonprofit Corporation Act shall govern the construction of these bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

## **ARTICLE IX - AMENDMENTS**

These bylaws may be adopted, amended or repealed by an affirmative vote of a majority of the Board of Directors at a meeting the notice of which is given as required by ORS 65.461.

### **CERTIFICATE OF SECRETARY**

The undersigned, as Secretary of the Lower Columbia Estuary Partnership, hereby certifies that the Amended Bylaws to which this certificate is attached were duly adopted by the Board of Directors of said Corporation on March 28, 2016, and are in full force and effect.

DATED EFFECTIVE: May 4, 2018

*Deborah Marriott*

---

Secretary