

RESTATED BYLAWS
OF
UPPER DESCHUTES RIVER COALITION
(Nonprofit Public Benefit Corporation)

November 16, 2017

SECTION 1. MEMBERS

1.1 Designation and Admission. The corporation shall not have members as defined by the Oregon Nonprofit Corporations Act. The corporation shall have nonvoting members. Members shall be residents or landowners within South Deschutes County. If, at any time, there are no members, the Board of Directors shall admit any number of members that it deems to be in the best interests of the corporation.

1.2 Transfers. Memberships are nontransferable.

SECTION 2. DIRECTORS

2.1 Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the Board of Directors.

2.2 Qualifications. All Directors must be individuals.

2.3 Number. The Board of Directors shall consist of not fewer than nine (9) persons. The number of Directors may be fixed or changed periodically by the members. The Board of Directors shall consist of the Officers, Committee Chairpersons, and up to four At-large members. There may be no more than two At-large Directors from the same community.

2.4 Election and Tenure of Office. Directors shall be elected at the annual meeting of the Board of Directors. Directors shall serve for terms of one year. Directors may be reelected for any number of consecutive terms.

2.5 Vacancies. A vacancy in the Board of Directors shall exist on the death, resignation, or removal of any director. A vacancy in the Board of Directors shall be filled by the Board of Directors. Each director so elected shall hold office for the balance of the unexpired term of his or her predecessor. If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

2.6 Resignation. A director may resign at any time by delivering written notice to the president or the secretary.

2.7 Removal. A director may be removed at any time, with or without cause, by vote of a majority of the Board of Directors.

2.8 Meetings. An annual meeting of the Board of Directors shall be held. If the time and place of any other Directors' meeting are regularly scheduled by the Board of Directors, the meeting is a regular meeting. All other meetings are special meetings. The Board of Directors may hold annual,

regular, or special meetings in or out of Oregon.

2.9 Telephonic Participation. The Board of Directors may permit any or all of the Directors to participate in a regular or special meeting by, or to conduct the meeting, by using any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

2.10 Action Without Meeting by Majority Written Consent. Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by the majority of the Board of Directors. The action shall be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the majority of directors have signed the consent, unless the consent specifies an earlier or later effective date. A consent under this section has the effect of a meeting vote and may be described as such in any document.

2.11 Call and Notice of Meetings. The annual meeting and regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting. Special meetings of the Board of Directors must be preceded by at least three (3) days' notice, if given by first-class mail, or 48 hours' notice, if delivered personally or given by telephone, fax, or e-mail to each Director of the date, time, and place of the meeting. Except as specifically provided in these Bylaws or applicable law, the notice need not describe the purposes of any meeting. The president or thirty percent (30%) of the Directors then in office may call and give notice of a meeting of the Board of Directors.

2.12 Waiver of Notice. A director may at any time waive any notice required by these Bylaws. Except as provided in the following sentence, any waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which the 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 on 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.

2.13 Quorum and Voting. A quorum of the Board of Directors shall consist of a majority of the number of Directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present when the action is taken is the act of the Board of Directors except to the extent that the Articles of Incorporation, these Bylaws, or applicable law requires the vote of a greater number of Directors. A director is considered present regardless of whether the director votes or abstains from voting. A director may vote in person, or by proxy, telephone, mail, or email.

2.14 Presumption of Assent. A director who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:

(a) At the beginning of the meeting, or promptly on the director's arrival, the director objects to holding the meeting or transacting the business at the meeting;

(b) The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) The director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

2.15 Board Committees. The Board of Directors may create one or more committees of the Board of Directors and appoint members to serve on them or designate the method of selecting committee members. Each committee shall serve at the pleasure of the Board of Directors. The creation of a committee and the appointment of members to the committee or designation of a method of selecting committee members must be approved by a majority of all Directors in office when the action is taken. The provisions of these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees and their members as well. Committees of the Board of Directors may, to the extent specified by the Board of Directors, exercise the authority of the Board of Directors, but no committee of the Board of Directors may:

(a) Authorize distributions, but this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of the corporation's purposes;

(b) Approve or recommend 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 of Directors or on any of its committees; or

(d) Adopt, amend, or repeal the Articles of Incorporation or Bylaws.

2.16 Leadership Team. The Board of Directors may create a Leadership Team. The Leadership Team may act as the executive committee for the Board of Directors. The Leadership Team shall be composed of Officers, Committee Chairs, Executive Director and members at large who are appointed by the Board of Directors. The Leadership Team will bring to the Board of Directors for discussion and voting, a strategic plan, annual operations plan, issues, positions, projects, grants, fund raising, agreements, and involvement with other entities and other actions that the Board of Directors deem appropriate.

2.17 Compensation. Directors and members of committees may be reimbursed for any expenses that are determined by resolution of the Board of Directors to be just and reasonable. Directors shall not otherwise be compensated for service in their capacity as Directors.

2.18 Director Conflict of Interest.

2.18.1 A conflict-of-interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect conflict of interest.

2.18.2 For purposes of Section 2.18, a director of the corporation has an indirect interest in a transaction if (a) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction or (b) another entity of which the director is a director, officer, or trustee is a party to the transaction, and the transaction is or should be considered by the Board of Directors of the corporation.

2.18.3 A conflict-of-interest transaction is neither voidable nor the basis for imposing liability on the director if the transaction is fair to the corporation when it was entered into or is approved as provided in Section 2.18.4.

2.18.4 A transaction in which a director has a conflict of interest may be approved either (a) in advance by the vote of the Board of Directors, or (b) by a committee of the Board of Directors if the material facts of the transaction and the director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors.

2.18.5 For purposes of clause (a) of Section 2.18.4, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this section by a single director. If a majority of the Directors who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (a) of Section 2.18.4 if the transaction is otherwise approved as provided in Section 2.18.4.

SECTION 3. OFFICERS

3.1 Designation; Appointment. The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, and any other officers that the Board of Directors may from time to time appoint. The officers shall be appointed by, and hold office at the pleasure of, the Board of Directors. The same person may simultaneously hold more than one office, except for the offices of president and secretary.

3.2 Compensation and Term of Office.

3.2.1 Officers shall not receive compensation.

3.2.2 Any officer may be removed, with or without cause, at any time by action of the Board of Directors.

3.2.3 An officer may resign at any time by delivering notice to the Board of Directors, the president, or the secretary.

3.3 President. The president shall preside at meetings of the Board of Directors, shall assure that the Board of Directors is advised on all significant matters of the corporation's business, shall act as a principal spokesperson and representative of the corporation, shall be the chief executive officer of the corporation and have the general powers and duties of management usually vested in a chief executive officer, and shall have other powers and duties that may be prescribed by the Board of Directors or the Bylaws.

3.4 Vice President. The vice president shall preside at meetings of the Board of Directors at which the president is absent and, in the absence of the president, shall have the other powers and perform the other duties of the president. The vice president also shall have other powers and perform such other duties that may be prescribed by the Board of Directors.

3.5 Secretary. The secretary shall prepare minutes of meetings of the Board of Directors and authenticate records of the corporation. The secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may order, a book of minutes of all meetings of Directors. If the corporation has a seal, the secretary shall keep the seal in safe custody. The secretary also shall have other powers and perform other duties that may be prescribed by the Board of Directors or these Bylaws.

3.6 Treasurer. The treasurer shall be the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with those depositories that may be designated by the Board of Directors, shall disburse or cause to be disbursed funds of the corporation as may be ordered by the Board of Directors, and shall have other powers and perform other duties that may be prescribed by the Board of Directors or these Bylaws. If required by the Board of Directors, the treasurer shall give the corporation a bond in an amount and with the surety specified by the Board of Directors for the faithful performance of the duties of the treasurer's office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the treasurer's possession or under the treasurer's control on the treasurer's death, resignation, retirement, or removal from office. The treasurer also shall have other powers and perform other duties that may be prescribed by the Board of Directors.

3.7 Assistants. The Board of Directors may appoint or authorize the appointment of assistants to the secretary or treasurer or both. Those assistants may exercise the powers of the secretary or treasurer, as the case may be, and shall perform those duties that are prescribed by the Board of Directors.

SECTION 4. GENERAL PROVISIONS

4.1 Amendment of Bylaws.

4.1.1 The Board of Directors or the members may amend or repeal these Bylaws or adopt new Bylaws by majority vote.

4.1.2 Whenever an amendment or a new bylaw is adopted, it shall be copied in the minute book with the original Bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in that book and place.

4.2 Inspection of Books and Records. All books, records, and accounts of the corporation shall be open to inspection by the Directors in the manner and to the extent required by law.

4.3 Checks, Drafts, etc. All checks, drafts, and 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 the person or persons and in the manner that shall be determined from time to time by resolution of the Board of Directors.

4.4 Deposits. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in those banks, trust companies, or other depositories as the Board of Directors or officers of the corporation designated by the Board of Directors select, or be invested as authorized by the Board of Directors.

4.5 Loans or Guarantees. The corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. This authority may be general or confined to specific instances. The corporation shall not make a loan to or guarantee an obligation of a director of the corporation except as permitted by ORS 65.264(2).

4.6 Execution of Documents. The Board of Directors may, except as otherwise provided in these Bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, 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.

4.7 Insurance. The corporation may 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 the corporation, or who, while a director, officer, employee, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; however, the corporation may not purchase or maintain such insurance to indemnify any director, officer, or agent of the corporation in connection with any proceeding charging improper personal benefit to the director, officer, or agent in which the director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.

4.8 Severability. A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

The foregoing Bylaws were duly adopted by the Board of Directors of UPPER DESCHUTES RIVER COALITION on November 16, 2017.

By: _____,
Secretary