

**OREGON CONSERVATION EDUCATION AND ASSISTANCE NETWORK
BYLAWS**



Approved: April 22, 2015

ARTICLE I: NAME, PURPOSE, AREA

Section 1. Name

This Network shall be known as Oregon Conservation Education and Assistance Network (OCEAN) hereafter referred to as “OCEAN” or “Network”.

Section 2. Purpose

This Network shall be organized and operated exclusively for educational, charitable and scientific purposes. Subject to the limitations stated in the Articles of Incorporations, the purposes of this Network shall be to engage in any lawful activities, none of which are for profit, for which Networks may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

The primary purpose of this Network shall be:

- A. To strengthen the Conservation District programs of Oregon.
- B. To provide assistance, information and training to local conservation districts, their governing Boards and their employees.
- C. To assist any agency, Network, organization, municipality, group or individual who supports the Soil and Water Conservation Districts of Oregon in the spirit of cooperation and sound conservation.
- D. To promote charitable and educational purposes designed to further the principles of soil conservation and stewardship, water conservation and energy conservation.
- E. To provide, conduct, and sponsor programs to aid individuals, groups, organizations, governmental bodies, Networks, and all entities engaged in natural resource conservation; including for all such purposes in the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Law.
- F. The organization is organized exclusively for charitable and/or educational purposes as defined under section 501(c)(3) of the Internal Revenue Code.

Section 3. Area

- A. The Network’s service area encompasses the state of Oregon. The Network may enter into partnership with organizations on projects outside the service area that benefits the Network.
- B. The principal office of the Network, at which the general business of the Network will be transacted and where the records of the Network will be kept, will be at such place within the boundaries of the Networks service area, as may be fixed from time to time by the Board of Directors.

ARTICLE II: MEMBERS

Section 1. Classes and Voting

Members shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of the Network. Associate members shall not be permitted to vote during general session.

Section 2. Qualifications

- A. Members: Membership is open to employees, whether full-time or part-time, of a legally formed Soil and Water Conservation Districts within Oregon. A person shall become a Member of OCEAN by following the policies established by the Board of Directors. Each member in good standing of the Network shall be entitled to one vote. All members shall be encouraged to attend Network meetings and participate in discussions.
- B. Associate Members: Associate membership is open to any person, firm, agency, organization or Network assisting with or concerned with district programs. A person shall become an Associate Member of the Network by following the policies established by the Board of Directors. Associate members are not eligible to vote but are encouraged to participate in and share their views during meetings. Associate members may serve on committees at the discretion of the Committee Chair, vote within committees, participate in discussions, and carry out other duties as requested by the Board of Directors. Associate members shall not hold elective office or chair committees and shall not be permitted to vote during general session.
- C. Membership Fees:
The annual membership fee for members and associate members will be determined annual by the Board of Directors.

Section 3. Termination of Membership

Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of termination. The decision of the Board shall be final and shall not be reviewable by any court.

Section 4. Annual Meeting

The annual meeting of the members shall be held in the spring at a place to be determined by the Board of Directors.

Section 5. Special Meetings

Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the holders of at least five percent of the voting power of the Network by a demand signed, dated, and delivered to the Network's Secretary. Such demand by the members shall describe the purpose for the meeting.

Section 6. Notice of Meeting

Notice of all meetings of the members shall be sent to each member at the last electronic address of record by electronic mail, or at the last physical address of record by first class mail at least 14 calendar days before the meeting. The notice shall include the date, time, place, and purpose of the meeting.

Section 7. Quorum and Voting

- A. Those voters represented at a meeting of members shall constitute a quorum. A majority vote of the members represented and voting is the act of the members, unless these Bylaws or the law provide differently.
- B. Any action which may be taken at any annual, regular or special meeting of members may be taken without a meeting if the Network delivers a written ballot to each member entitled to vote on the matter. The written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only if the number of votes

cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

All solicitations for votes by ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than the election of directors, and specify a reasonable time by which a ballot must be received by the Network in order to be counted.

Section 8. Proxy Voting

There shall be no voting by proxy.

Section 9. Action by Consent

Any action required or permitted by law to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the members. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a Member with the intent to sign.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Duties

The affairs of the Network shall be managed by the Board of Directors.

Section 2. Number and Qualifications

The number of Directors shall be 11. A director must be a member of the Network. The Board of Directors shall be made up of 1 Director from each of the 5 regions described in Appendix I, and 6 At-Large Directors, 3 Eastern At-Large from Columbia Plateau, Southern Oregon and Eastern Oregon regions and 3 Western At-Large from Portland/Salem Metro and Northwest Oregon.

Section 3. Term and Election

The term of office for Directors shall be two years. A Director may be reelected without limitation on the number of terms she or he may serve. The Board shall be elected by the majority of the members at the annual meeting of the members.

Region realignment in April 2015 created a need for a reelection of all regional representatives and At-Large Directors. The board has made provisions to stagger the terms of Directors so that each year the terms of nearly one-half of the Directors shall expire. In the April 2015 elections, six (6) Directors were elected to serve a one year term (April 2015-April 2016), which included the Western At-Large A and C, Portland/Salem Metro, Eastern At-Large B, Columbia Plateau, and Southern Oregon positions. Beginning in 2016 these six (6) positions will be up for election. The remaining five (5) Directors were elected for a standard two year term in 2015. These positions will be up for election in odd numbered years and include the Western At-Large B, Northwest Oregon, Eastern At-Large A and C, and Eastern Oregon positions. For all subsequent elections, all elected Directors shall serve two-year terms.

Section 4. Removal

Any Director may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of Directors.

Section 5. Vacancies

Vacancies on the Board of Directors and newly created Board positions shall be filled by a majority vote

of the Directors then on the Board of Directors. If the Board of Directors is unable to fill an Eastern or Western At-Large position from the designated regions, the position may be filled by any OCEAN member through a majority vote of current Board Directors. Directors filling a vacancy or newly created Board position will take office immediately and will complete the unexpired term of office.

Section 6. Quorum and Action

A quorum at a Board meeting shall be 6 Directors, which is a majority of the number of Directors prescribed by the Board. If a quorum is present, action is taken by a majority vote of Directors present. Where the law requires a majority vote of Directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by the majority as required by law.

Section 7. Regular Meetings

Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place or purpose of these meetings is required, except as otherwise provided in these Bylaws.

Section 8. Special Meetings

Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place and purpose of the meeting, shall be delivered to each Director by electronic or postal mail not less than one day prior to the special meeting. Written notices, if mailed postpaid and correctly addressed to the Director at the address shown in the corporate records, is effective when mailed. Written notices, if electronically mailed and correctly addressed to the Director at the electronic address shown in the corporate records, is effective when sent.

Section 9. Meeting by Telecommunication or Computer

Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications or electronic means, as long as all Directors 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 10. Action by Consent

Any action required or permitted by law 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 or so taken, shall be signed by all the Directors. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a Director with the intent to sign.

ARTICLE IV: COMMITTEES

Section 1. Executive Committee

The Executive Committee will consist of the President, Vice-President, Secretary, and Treasurer. The Board of Directors shall confirm the appointment of the Executive Committee by a majority vote of all Directors in office. The Executive Committee shall have the authority to make on-going decisions between Board meetings and shall have the authority to make financial and budgetary decisions.

Section 2. Other Committees

The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors or may be advisory committees.

Section 3. Composition of Committees Exercising Board Functions

Any committee that exercises any authority of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority of the number of Directors fixed by the Bylaws.

Section 4. Quorum and Action

A quorum at a Committee meeting exercising Board authority shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

Section 5. Limitations on the Powers of Committees

No committee may authorize payment of a dividend or any part of the income or profit of the Network to its Directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Network's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

ARTICLE V: OFFICERS

Section 1. Titles

The officers of this Network shall be the President, Vice-President, Secretary, and Treasurer. All officers of this Network must be members of the Board of Directors.

Section 2. Election

The Board of Directors shall elect the officers to serve one year terms. An officer holding the position of Vice-President, Secretary, or Treasurer may be reelected without limitation on the number of terms he/she may serve. An officer holding the position of President may be reelected for a total of four terms.

Section 3. Vacancy

A vacancy in any office shall be filled not later than the first regular meeting of the Board of Directors following the vacancy. The Board of Directors shall elect the Director to fill the vacancy.

Section 4. Other Officers

The Board of Directors may elect or appoint other officers, agents and employees as it shall be deemed necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5. President

The President shall be the chief officer of the Network and shall act as the Chair of the Board. The President shall perform, or cause to be performed, the following duties:

- A. Preside at Network meetings and sessions of the Board of Directors and Executive Committee.
- B. Any other duties as may be prescribed by the Board of Directors.

Section 6. Vice-President

- A. In the absence of the President, the Vice-President shall assume the responsibilities and perform the duties of the President.
- B. Shall be bonded and also be authorized to sign the Network checks and disburse funds in the absence of the Treasurer or in the case the Treasurer becomes incapacitated.
- C. Any other duties as may be prescribed by the Board of Directors.

Section 7. Secretary

The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties:

- A. Official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions.
- B. Provision for notice of all meetings of the Board of Directors and members.
- C. Authentication of the records of the Network.
- D. Maintenance of current and accurate membership lists.
- E. Any other duties as may be prescribed by the Board of Directors.

Section 8. Treasurer

The Treasurer shall have the overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties:

- A. Maintenance of full and accurate accounts of all financial records of the Network.
- B. Deposit of all monies and other valuable effects in the name and to the credit of the Network in such depositories as may be designated by the Board of Directors.
- C. Disbursement of all funds when proper to do so.
- D. Presentation of financial reports as to the financial condition of the Network to the Board of Directors.
- E. Shall be bonded and is authorized to sign the Network's checks.
- F. Any other duties as may be prescribed by the Board of Directors.

ARTICLE VI: CORPORATE INDEMNITY

This Network 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, officer, employee, volunteer, or agent of the Network or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the Network. No amendment to this Article that limits the Network's obligation 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. The Network shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification—substantively, procedurally, and otherwise.

ARTICLE VII: AMENDMENTS TO BYLAWS

The Board of Directors may vote to amend or repeal these Bylaws or to adopt new ones by a majority vote of Directors present, if a quorum is present. Any amendment to the Bylaws to increase the quorum required for any member action or to add to, change or delete the vote required for any member action must be approved by the members. Prior to the adoption of the amendment, each Director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

The members may vote to amend or repeal these Bylaws or adopt new ones by a majority vote of the members represented and voting. In amending or repealing a particular Bylaw, the members may provide expressly that the Board may not amend or repeal that Bylaw. Prior to the adoption of the amendment, each member shall be given the notice of meeting required by these Bylaws and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.



President: Jason Faucera, Clackamas SWCD



Secretary: Lisa Mahon, Wallowa SWCD

Original Date of Adoption

Article I, XV
Article All Articles Revised
Article III, Appendix I
Article
Article
Article
Article

May 4, 2010

Amended April 25, 2012
Amended April 25, 2013
Amended April 22, 2015
Amended _____
Amended _____
Amended _____
Amended _____

Appendix I
OCEAN Representative Regions

OCEAN Regions

