

BY-LAWS

of

Jacksonville Woodlands Association, Inc. An Oregon Non-profit Corporation

Article I.

Name and Principal Office: The name of this corporation shall be Jacksonville Woodlands Association, Inc. The principal office of this corporation shall be P.O. Box 1210, Jacksonville Oregon, 97530. The corporation may have other offices within the state of Oregon as the Board of Directors may designate from time to time.

For the purposes of these By-laws, the terms “corporation” and “association” refer, without distinction, to the Jacksonville Woodlands Association, P.O. Box 1210, Jacksonville, Oregon, 97530.

Article II.

Purposes: The purpose for which the corporation is formed is set forth in *Articles of Incorporation* which will include the following:

- Engage in cooperative actions with various public-sector and private-sector agencies— along with private citizens— to preserve the natural resources and acquire lands for preservation and for the benefit of the general public.
- Acquire and preserve scenic wooded hillsides and historic open spaces in and around the City of Jacksonville, Oregon, and other areas throughout Jackson County, Oregon, to preserve the scenic beauty, protect and enhance wildlife, and protect and preserve the land and forests located therein.

Article III.

Affiliations: The corporation shall be composed of *Members*, *Junior Members*, and *Benefactors* who shall have been qualified in the following ways:

- Individuals paying the annual membership fee— to be established by the Association board— shall be deemed a *Member* of the Jacksonville Woodlands Association for twelve calendar months from the month in which the payment was made. Any donation to the Jacksonville Woodlands Association equal to, or in excess of, the established annual

membership fee will be considered as a payment for membership.

- Individuals contributing amounts to the JWA less than the established annual membership fee will be considered *Benefactors* to the JWA. *Benefactors* will retain that status for 24 calendar months from the month in which the payment was made.
- Individuals presenting a single donation of \$500.00, or more, to the Jacksonville Woodlands Association shall be deemed a *Lifetime Member* of the Association. Immediate family members of said donor shall also be considered *Members* or *Junior Members* of the association as long as they remain domiciled with the donor.
- A *Junior Woodlands Member* category shall be created to encourage the involvement of young persons under the age of 18 years. The annual fee for this category is \$10.00. The junior membership will be for twelve calendar months from the month in which the payment was received.

Members of the Association will be encouraged to participate in special projects, and serve on ad-hoc committees, that further the interests of the Jacksonville Woodlands Association. Participation in such activities will be voluntary– and based on that individual’s expertise and interests. Both the Board of Directors collectively, and/or the Executive Director, may select individuals to special projects and committees and invest them with the powers deemed appropriate by the Board and/or Executive Director. Transactions of these special projects and committees will be recorded in minutes and made available to the Board upon request.

Association *Benefactors* will not have voting privileges, nor will their names be considered valid on any petition initiated by the membership.

Members of the Association have the authority to initiate, or participate in, the following activities under the specified circumstances:

- Elect members to the Board of Directors from the list of those nominated by the membership. The election of Directors will be at the annual membership meeting which requires the attendance of a minimum of twenty (20) current members for actions to be lawful. For a Director to be seated, he/she must receive a minimum of eleven(11) yea votes, or a simple majority of those present and voting; whichever is greatest.
- Approve, by simple majority vote, any modification of the existing By-laws of the corporation, or any other issue, policy or procedure in which a referendum vote is requested by a majority of the Board of Directors. For these actions to be lawful, a minimum of eleven (11) yea votes, or a simple majority of those present and voting must be recorded; whichever is greatest.
- Make policy, procedure, or activity recommendations to the Association by written

submission to the Executive Director or any member of the Board of Directors. Such written submissions must be placed on the Board's agenda no later than the second Board meeting following said submission.

- Submit petition(s) signed by ten (10) members, or more, requesting that any issue be brought to a vote before the general membership of the Association. The petitioner has the option of designating either a quarterly meeting or the annual meeting for the vote. For a general membership vote to be lawful, at least Twenty (20) current members must be present and voting at the annual or quarterly membership meeting. For a vote to be affirmed, a minimum of eleven (11) yeas votes, or a simple majority of those present and voting, must be recorded; whichever is greatest.
- Schedule a recall election of the Executive Director, or any member of the Board of Directors, upon submission of a recall petition(s) bearing the signature of 25%, or more, of the current membership. Qualifying recall petitions will require a recall election to be held within forty-five (45) days of the submission of said recall petition(s). For a recall election to be valid, at least 50% of the membership must return a ballot with their vote properly recorded. If a simple majority of the properly marked return ballots vote to support the recall of said officer(s), that person or persons shall be removed from his/her position.

All petition forms and ballots will be designed by the Association Secretary, or his/her designee, and made available to the membership at no cost to members. Signatures/names on collected petitions will be validated from the most current membership roster by the Association Secretary, Board President, and designated lead petitioner. Ballots will be tabulated in the same manner.

All current members of the Association shall be given written notification of any election in which they are qualified to participate. Mailing of the requisite notification will be through the U.S. Postal Service, and based on the most current membership roster. Deposit of the notices, bearing the member's last known address, into the custody of the U.S. Postal Service shall constitute notification. No election shall be held less than Fifteen (15) days following the last mailed notification.

For the purpose of voting privileges, eligible voters must be current in their membership and at least 18 years of age.

The Board of Directors may, by simple majority vote, deny or withdraw the membership of any person who has demonstrated past or present behavior in substantive conflict with the stated principals and/or goals of the Association.

Article IV.

Board of Directors: The Board of Directors shall be the governing body of the Jacksonville

Woodlands Association.

- **General Powers:** All corporate powers and affairs of the Association shall be exercised by, or under the control of, its board of directors. These powers are subject to the limitations imposed by the Association's By-laws, Articles of Incorporation, and the Oregon Non-profit Corporations Act. The Board of Directors may delegate authority– or give general, limited, or special powers to officers of the Association in order to conduct the business of the Association. The Board of Directors may establish permanent, or ad-hoc, committees to perform general and special functions in support of the corporation's purposes.
- **Selection, Number and Term of Office:** Members of the corporation elect Directors from nominees to the Board of Directors at the annual membership meeting through the process defined in Article III of these By-laws. The number of Directors shall be not less than nine (9) nor more than fourteen (14). Nomination for membership on the Board of Directors may be made by any member of the corporation. The Board of Directors may close nominations, for a period of up to seven days, prior to the election in order to print ballots. The term of office for board members will be three years and, based on the approval of the Board and membership, may be renewed after the first three-year term. The term of office for any Director begins at the first annual meeting where the Director(s) are formally elected by the membership.
- **Removal of a Standing Director:** Any Director may be removed from office without cause by the affirmative vote of the membership in the manner specified in Article III of these bylaws. A Director may also be removed from the Board of Directors by an affirmative vote of at least six (6) fellow Directors– or a majority of current Directors; whichever is largest. Any Director subject to the recall action is not qualified to vote on the issue.
- **Resignation or Vacancy of Directors:** Any Director may resign effective upon giving oral or written notice to the President of the Board or other Director. Should a death, medical situation, or other disabling incident occur involving a Director, a replacement shall be appointed. A replacement Director may be nominated by the Executive Director, or any Board member, and will fill the position after a majority affirmative vote of the Board of Directors. Appointed Directors will serve until the next annual meeting wherein the normal Director selection process becomes operative.
- **Board of Director Officers:** The Board of Directors shall elect from their numbers a president, vice-president, secretary and treasurer who serve at the pleasure of the Board. Election to these positions will be by simple majority vote. The term of office for all officers shall be one year with elections held during the quarterly meeting preceding the annual meeting. When deemed in the best interest of the corporation, the Board may appoint a non-board member, possessing the requisite skills, as an interim (non-president) officer for up to six months. An officer of the Board may be removed from his/her position by the same voting procedures applicable to the removal of a Director. The

President of the Board position is additionally qualified by a minimum one-year Board membership requirement. Vacancies in officer positions will be temporarily filled by simple majority vote of the Board until the next formal quarterly meeting election. The respective officer's term of office will begin at the conclusion of the formal election.

- **Annual Board Meetings:** An annual meeting of the Board of Directors shall be held by the corporation concurrent with the annual membership meeting. No fewer than nine calendar months must have transpired between successive annual meetings. Membership notice of annual meetings shall be given in accordance with Oregon Revised Statutes requirements and these By-laws. The Executive Director of the corporation shall preside over the annual Board meeting.
- **Quarterly Board Meetings:** Additional Board meetings will be held on a quarterly basis to transact the business of the corporation. No fewer than forty five (45) days must have transpired between quarterly meetings. The Secretary, or his designee, will transmit written notification of all quarterly meetings to all Directors at least ten (10) days prior to the quarterly meeting. Notification by electronic mail will satisfy the written notification requirements of this section. Nothing in these By-laws shall preclude a quarterly meeting from being held on the same date as the annual meeting.
- **Specially Called Board Meetings:** Special meetings of the Board may be called to conduct the business of the corporation. Either the Board President, or any three members of the Board may request a special meeting of the Board— with written notification provided at least five (5) days prior to said special meeting. The President, or his/her designee, will be responsible for making the notification for special meetings. Electronic mail meets the written notification requirement of this section.

Unless otherwise specified in these By-laws, any action taken by a lawfully called meeting of the Board of Directors will be deemed proper if it receives an affirmative majority vote of the Board members present— and a minimum quorum of five (5) Directors is in attendance. A tie vote on any approved/not approved issue will be recorded as a not approved vote.

No member of the Board of Directors, nor any other officer of the corporation, shall receive any salary or other financial compensation for activities on behalf of the corporation. However, actual expenses incurred by any officer, or other person, acting on behalf of the corporation may be reimbursed by majority vote of the Board of Directors. This section shall not be construed so as to prohibit any non-monetary award for recognition of services provided to the Association by an officer or other person. Any such recognition must first be approved by the Board of Directors.

Article V.

Duties of Board of Director Officers:

President of the Board: Subject to the control of the Board of Directors, the President shall have the general supervision, direction and control of the affairs of the corporation.

- Exercise such powers and duties that generally pertain to the office and also those as prescribed from time to time by the Board of Directors.
- Preside over all meetings of the Board of Directors– with the exception of the annual meeting of Association membership and Board. The President shall be a voting member of the Board.
- Serves as the main information conduit between the Executive Director and Board members.

Vice President:

- In the absence or disability of the President, the Vice President shall perform all the duties of the President– and in so acting, may exercise all the powers of the President.
- The Vice President shall have other powers, responsibilities and duties as may be prescribed from time to time by the Board of Directors.
- If absence or disability prevents the Vice President from fulfilling the functions of that office, the Board of Directors shall elect, by simple majority, a Director to fill the position of Vice President.

Secretary:

- The Secretary shall keep, or cause to be kept, a book of minutes of all meetings and actions of Directors, committees or members of the corporation. The minutes shall show the time and place of each meeting, whether regular or special (if special, how authorized and notice given), names of those present at Director's meetings, and the proceedings thereof.
- The Secretary shall give, or cause to be given, notice of all meetings of the Board and membership as required by statute or these By-laws.
- The Secretary, or his/her designee, shall be responsible for designing all referendum and

recall petitions and ballots for use by the membership. The final design of said documents must be approved by the Board.

- The Secretary, or his/her designee, shall be responsible for keeping the membership roster current and mailing notifications of expiring memberships.
- The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such additional duties as prescribed by the Board of Directors.

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 business transactions of the corporation. This is to include accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and retained earnings.
- The Treasurer shall deposit all money, and other valuable, in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Treasurer may disburse the funds of the corporation as ordered by the Board of Directors or Executive Director subject to the limitations of these By-laws.
- The Treasurer shall provide the Board periodic briefing on the financial condition of the corporation. The Treasurer will also ensure that an annual financial audit is performed at the conclusion of the fiscal year by a certified public accountant approved by the Board. The results of that audit will be presented at the earliest possible Quarterly meeting, and will be made available for inspection by any member of the association upon request.
- The Treasurer shall have such additional powers and duties as prescribed by the Board of Directors and these By-laws.

Article VI.

Executive Director: The Executive Director shall have the day to day responsibility for directing or executing the business of the corporation. He/she is accountable to, but not a part of, the corporation's Board of Directors.

- **Selection:** The Executive Director is elected to his/her position by a majority vote of the Board of Directors. The quorum requirement for a meeting where the Executive Director is elected shall be seven (7) Directors.
- **Removal From Office:** The Executive Director is subject to recall by the Association membership by a majority vote at the annual meeting or through a special recall election

as specified in Article III of these By-laws. The Executive Director may also be removed from office by an affirmative vote of at least six (6) members of the Board of Directors– or a simple majority of current Directors; whichever is largest.

- **Powers, Duties and Responsibilities:** The Executive Director shall have the general powers and duties of management usually vested in the president of a corporation– and shall have such other powers as prescribed by the Board of Directors or these By-laws. These include, but are not limited to the following:
 - Initiate and maintain close relationships with appropriate public and private-sector organizations. Act as an intermediary between the Association and those same entities.
 - Advise the Board of Directors by providing current, sufficient and accurate information pertinent to the business of the Association.
 - Advocate and promote the Association’s purposes and mission.
 - Manage, supervise and support planned and ongoing programs and events.
 - Initiate, prepare and sign contracts, agreements and grants. The Executive Director’s authority to implement special projects, without the approval of the Board, is to a maximum of \$1,000.
 - Oversee fund-raising including identifying resources, establishing strategies to approach funding organizations, submitting proposals and administering records and documentation requirements.
 - Prepare the agenda for the Special, Quarterly and Annual Board of Director meetings. Provide all information necessary for the efficient management of each agenda item.
 - Prepare budget and financial forecasts as needed by the Board. Assist the Board in general, and the Treasurer specifically, in managing the financial and physical resources of the Association. Help to insure that all generally accepted accounting practices are followed.
 - Assist the Board in establishing and maintaining a strategic plan– with clearly delineated goals and objectives. Provide the Board with detailed feedback as to the progress toward the achievement of those objectives/goals.

Article VII.

Other Provisions:

- **Endorsement of Documents and Contracts:** Subject to the provisions of applicable law—or limitations stated elsewhere in these By-laws— any note, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person— when signed by the President of the Board, Executive Director , Vice-president, Secretary or Treasurer of the corporation, acting within the scope of their authority, shall be binding on the corporation.
- **Management of Corporate Funds:** No funds received by bequest or donation, or any other means, shall be diverted from the use to which they were assigned by the donor or testator unless such use is in conflict with the purposes of the corporation as set forth in the Articles of Incorporation and the By-laws herein.
- **Exempt Activities:** No Director, officer, or agent of this corporation shall take any action, or carry on any activity on behalf of the corporation, not permitted an organization exempt under Section 501 c (3) of the Internal Revenue Code and its regulations as they now exist or may be amended— or by an organization, contributions to which are deductible under Section 170 c (2) of said code and its regulations as they exist now or may be amended.
- **Amendments to These By-laws:** These By-laws may be amended or repealed by a majority vote of the Board of Directors. The quorum requirement at any meeting in which these By-laws are modified shall be seven (7) Directors. The membership of the Association must approve any revision of the By-laws at the next annual meeting through the vote process specified in Article III herein. Board of Director changes in the By-laws will be operative until repealed by vote of the membership.
- **Waiver of Notice:** Whenever notice is required under the laws of the state of Oregon, or by provision of these By-laws, a written waiver, signed by the person(s) entitled to such notice, shall be deemed the equivalent to giving such notice. The signed waiver may be enacted at any time prior to, during, or after the respective noticed event.
- **Failure to Achieve a Quorum at Annual Meetings:** At any annual meeting where a quorum of the membership is not achieved as specified in these By-laws, actions approved by the Board of Directors, but requiring a vote of the membership, will be deemed lawful until such annual meeting where a quorum is established and a vote held.

Article VIII.

Indemnification: *To be included after legal review and advisement.*

Article IX:

Fiscal year: The fiscal year of the corporation shall be a fiscal year beginning on January 1 and ending on December 31 each calendar year.

Article X.

Severability of Elements: Should any article, section, or subsection of these By-laws be found in non-compliance with any federal or state statute regulating non-profit organizations, the relevant article, section, or subsection will be deemed null and void without effect as to other articles, sections, or subsections of these By-laws.