

FRIENDS OF MULTNOMAH FALLS

ARTICLE I: NAME

- A. The name of this Corporation shall be known as Friends of Multnomah Falls.

ARTICLE II: PURPOSE

- A. The purpose of this corporation is to organize individuals dedicated to preserving and enhancing the unique natural, scenic, and historic qualities of Multnomah Falls, while providing a memorable experience for its visitors.

ARTICLE III: MEMBERSHIP

- A. Any person who pays the dues as specified in these By-laws and/or actively serves as a volunteer and adheres to the stated purpose of this corporation shall qualify as a member in good standing
- B. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members at the Annual Meeting. Each matter will become policy with the approval of 67% of the members present.
- C. The Board of Directors may suspend a member for cause following a hearing and an affirmative vote of two-thirds of all members of the board.

ARTICLE IV: MEETINGS

- A. An Annual meeting of the membership shall be held in November for the purpose of electing a Board of Directors, officers, establishing a budget and changing the Bylaws. Other meetings deemed necessary by the Board of Directors may be scheduled as required. A notice will be emailed or mailed to the membership post marked at least one week prior to the meeting date.
- B. Approval of the above items shall be by simple majority of members casting a vote.
- C. All meetings shall be conducted using Roberts Rules of Order.

ARTICLE V: ALTERATION, AMENDMENT, REPEAL

- A. Any member may submit a resolution to alter, amend or repeal existing Bylaws.
- B. A resolution proposing to alter, amend or repeal the Bylaws must be submitted to the Board of Directors, through the President, at least 30 days prior to the Annual meeting of the Membership or 30 days prior to a special meeting called for the purpose of proposing to alter, amend or repeal the Bylaws.
- C. The resolution to alter, amend or repeal the Bylaws must begin with a reason for the proposal. The person(s) submitting the resolution shall be given the opportunity to testify first, when that resolution is presented at the annual or special meeting of the membership.
- D. A resolution to alter, amend, or repeal the Bylaws will become a part of the Bylaws if affirmed by 67% of the membership voting at the meeting.

ARTICLE VI: BOARD OF DIRECTORS

- A. The Board of Directors of the Corporation shall consist of not fewer than seven (7), nor more than thirteen (13) members. Directors shall be elected at the Annual meeting. Nominees must be members in good standing prior to nomination. The term of office of each director shall be two (2) years. The number of elected board members should result in an odd number.
- B. A simple majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- C. Monthly meetings of the Board of Directors shall be held January through October. The Board of Directors shall, by resolution, set the time and place for meetings. Meetings may be cancelled or postponed by a simple majority of the Board.
- D. Dues, if any, shall be determined annually by a simple majority vote of the Board of Directors.
- E. To the fullest extent permitted by the Oregon Non-profit Corporation Act, no director or officer of the Corporation shall be liable to the Corporation or its members for monetary damages or conduct as a director or officer. No alteration, amendment or repeal of these Bylaws or the Oregon Non-profit Corporation Act shall adversely affect any right or protection of a director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such alteration, amendment or repeal. No change in the Oregon Non-profit Corporation Act shall reduce or eliminate the rights and protection set forth in this section unless the change in the law specifically requires such reduction or elimination.

ARTICLE VII: OFFICERS

- A. Prior to the Annual meeting of members and in adequate time to be included in the notice to members of the Annual meeting, a slate of officers and board of director candidates shall be nominated by a nominating committee appointed by the President. Additional nominations from the floor for the board of directors shall be accepted during the Annual meeting.
- B. **PRESIDENT**, (one year term). The President shall convene and conduct all meetings of members and meetings of the Board of Directors; act as or appoint committee heads; recommend committee heads; help set committee duties; help draft a slate of officers and directors or appoint a nominating committee for this task; appoint a nominating committee; delegate persons to perform duties as he/she deems necessary.
- C. **VICE-PRESIDENT**, (one year term). The Vice President, in the absence of the President, shall act as President and shall assist the President as needed; reserve meeting sites and notify board members of meetings.
- D. **SECRETARY**, (one year term). The Secretary shall record, produce and distribute the official record of all meetings of the membership and the Board of Directors.
- E. **TREASURER**, (one year term). The Treasurer shall receive and distribute all funds; keep an accounting record of all funds; prepare the tax reports; and chair the budget committee.

- F. AUDIT COMMITTEE, (appointed). The Audit Committee shall be established by the President to review the financial records of the Corporation. The Audit Committee shall submit a full review to the Corporation at least once each year. The Audit Committee Chairperson shall be someone other than the Treasurer, President, or Vice President.

ARTICLE.VIII: RESIGNATION, DISQUALIFICATION, REPLACEMENT

- A. Any officer or member of the Board of Directors may resign by filing a written resignation with the secretary of the Corporation or by verbal statement at a regular board meeting.
- B. Any officer or member of the Board of Directors may be removed by resignation or by an affirmative vote of 67% of the members present at a meeting of the Board following a hearing. The causes considered for removal shall be unavailability and/or disqualification. Unavailability occurs when the person holding the position cannot be easily contacted by telephone or mail, and/or fails to attend three (3) consecutive regularly scheduled meetings. Disqualification occurs when the person holding the position fails to perform the duties of the position, dissents from the corporation purpose commits fraud, or other illegal acts. Board members who miss three (3) consecutive meetings shall receive written notification of consideration removal.
- C. Any vacancy of office or Board of Directors shall be temporarily filled by appointment by the president. The temporary term shall last until the next Annual Meeting of Members, at which time the vacancy shall be filled by the designated nominating and voting processes.

ARTICLE IX: ASSETS AND DISSOLUTION

- A. The assets of this Corporation shall be used and disposed of exclusively for the purposes specified in these Bylaws and the Articles of Incorporation.
- B. Acting on behalf of the Corporation, the Board of Directors may accept, by gift, bequest, or devise, any property and/or money from any individual, firm, corporation, governmental agency, or otherwise. When such property is received and accepted by the directors, it shall be administered, distributed or used in accordance with and subject to all of the provisions of these Bylaws and the Articles of Incorporation.
- C. If and when Friends of Multnomah Falls is decided to be dissolved, the remaining assets of the Corporation shall be distributed to the United States Forest Service for interpretive and visitor services at Multnomah Falls. However, if this named recipient is not then in existence or is no longer exempt from Federal income tax, or is unwilling or unable to accept the distribution, the Board of Directors shall take a vote, with two-thirds majority required to affirm, to distribute the remaining assets to an organization which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.