

**BY-LAWS
OF THE
OKANOGAN VALLEY LAND COUNCIL**

ARTICLE I: BOARD OF DIRECTORS

- 1.1 **General Powers.** The affairs of the corporation shall be managed by the Board of Directors (“Board”).
- 1.2 **Number.** The Board shall have up to 15 Directors, excluding any and all ex officio Directors. The number of Directors may be increased from time to time by amendment in the manner provided herein. Any decrease in the number of Directors shall not have the effect of shortening the term of any incumbent Director.
- 1.3 **Ex Officio Directors.** The Board may elect from time to time and for such terms as it deems advisable such ex officio Directors as are deemed to be in the best interests of the corporation. Any such ex officio directors shall have such rights as are prescribed at the time of their election by resolution of the Board
- 1.4 **Terms.** Each Director shall hold office for a term of three (3) years. A Director may be elected for successive full terms.
- 1.5 **Resignation.** Any Director may resign at any time by delivering written notice thereof to the secretary of the corporation.
- 1.6 **Removal of Directors.** Any Director may be removed from office, with or without cause, by the affirmative vote of two-thirds (2/3) of the entire Board.
- 1.7 **Vacancies.** Vacancies occurring in the Board and any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the remaining Board even if less than a quorum is present. A Director appointed to fill a vacancy shall serve the balance of the term vacated, and such partial term shall not constitute a full term subject to the term limits set forth in Section 1.4, above.
- 1.8 **Performance of Duties.** A Director shall perform the duties of a Director, including the duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the corporation and with such care, including seasonable inquiry as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports and statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matter presented;
- (b) Counsel, public accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the Director does not serve, duly designated in accordance with the provision in the Articles of Incorporation or Bylaws as to matters within its designated authority, which committee the director believes to merit confidence; as long as, in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

1.9 **Qualifications.** Directors shall be contributors to the Corporation and committed to the goals of the OVLC as set forth in its Constitution.

ARTICLE II. ELECTION OF BOARD OF DIRECTORS

- 2.1 **Nominating Procedures.** Any person qualified to be a Director may be nominated by the method of nominations defined by a board development committee and authorized by the Board.
- 2.2 **Election Procedures.** Directorships with terms that are vacant or then expiring shall be filled by election by the Board at their regular meetings.

ARTICLE III. MEETINGS OF BOARD OF DIRECTORS

- 3.1 **Regular Meetings.** Regular meetings of the Board shall be held at least annually in June, and at such place and on such day and hour as may be designated from time to time by the Chairperson of the Board or by resolution of the Board. Regular meetings of any committee designated by the Board shall be held at such place and on such day and hour as may be designated from time to time by the chairperson of such committee or by resolution of the Board.
- 3.2 **Special Meetings.** Special meetings may be held at any place or time, whenever called by the president or chairperson of the Board.
- 3.3 **Notice of Meetings.** Notice of regular and special meetings of the Board or any committee thereof, shall be given by the secretary or by the person or persons calling the meeting or their staff at least three (3) days prior to the meeting by notification at the previous regular meeting of the Board or committee, by personal communication over the telephone, by email, or by personally delivering or mailing written notice of the meeting or by establishing a regular known

- address meeting date. If mailed, notice shall be mailed by U.S. mail, postage prepaid, addressed to the Director entitled to attend such meeting, at his or her address as it appears in the records of the corporation. Notice of any special meeting shall specify the time and place of the special meeting and the business to be transacted. Final disposition shall not be taken by the Board on any other matters at a special meeting. At any other meeting of the Board, any business may be transacted, and the Board may exercise all of its powers.
- 3.4 **Use of Communications Equipment.** The Board and any committee designated by it may conduct any meeting of such Board or Committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participate by such means shall constitute presence in person at a meeting.
- 3.5 **Quorum.** One-third (1/3) of the Directors in office shall constitute a quorum for the transaction of business. The act of the quorum of Directors present at a meeting shall be the act of the Board, except where provided otherwise in these By-laws. No business may be transacted without a quorum; provided, however, that a lesser number in attendance at such a meeting may adjourn any meeting from time to time without further notice.
- 3.6 **Presumption of Assent.** A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent or abstention is entered in the minutes of the meeting or unless he or she files written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof or sends such dissent or abstention by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.
- 3.7 **Compensation.** Directors shall serve without compensation, except that they may be allowed and paid their actual and necessary expenses incurred for activities and travel undertaken at the request of the Board or the Chairperson of the corporation and for the purposes of the corporation. Directors shall not be allowed and paid their actual and necessary expenses incurred in attending the meetings of the Board. This section shall not preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE IV. ACTIONS BY WRITTEN CONSENT

Any action required by law to be taken at a meeting of the Board or committee thereof, or any action which may be taken at a meeting of the Board or committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors or committee members, as the case may be, entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

ARTICLE V. WAIVER OF NOTICE

Whenever any notice is required to be given to Directors or committee members by the Articles of Incorporation, the Bylaws or by the laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. In addition, attendance of a Director or committee member at any meeting shall constitute a waiver of notice of such meeting except where the Director or committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE VI. OFFICERS

- 6.1 **Officers enumerated.** The officers of the corporation shall be a chairperson, one or more vice-chairpersons, a secretary and a treasurer. Any two (2) or more offices may be held by the same person, except the offices of president and secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board may prescribe.
- 6.2 **The Chairperson.** The chairperson, or a Director designated by the chairperson shall preside at all meetings of the Board and shall have such other powers as the Board shall prescribe. In the absence of the chairperson, or in the event of his or her inability to act, the president shall perform the powers and duties of the office.
- 6.3 **The President.** The president shall be the general manager and the chief executive officer of the Corporation and, subject to the Board's control, shall exercise the usual executive powers pertaining to the office of the president. The president may sign deeds, mortgages, bonds, contracts and other instruments, except when the signing and execution thereof has been expressly retained or delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the president shall perform all duties incident to the office of president and such other duties as are assigned to him or her by the Board from time to time.
- 6.4 **The Vice President.** In the absence or disability of the president, the senior vice president shall act as president and have all powers and authority of the president except as limited by resolution of the Board. Vice presidents shall have, to the extent authorized by the president of the Board, the same powers as the president to sign deeds, mortgages, bonds, contracts or other instruments. Vice presidents shall perform such other duties as, from time to time, may be assigned to them by the president or by the Board.

- 6.5 **The Secretary.** It shall be the duty of the secretary to keep records of the proceedings of the Board and of the members and, when requested by the Chair, to sign and execute with the Chair all deeds, bonds, contracts and other obligations or instruments in the name of the corporation. The secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law and shall perform such other duties as may be assigned to him or her from time to time by the Executive Director or the Board.
- 6.6 **The Treasurer.** The treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation and ensure the keeping of regular books of account. The treasurer shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the Board, and, in general, shall perform all of the duties incident to office of treasurer.
- 6.7 **Election, Qualification and Terms of Office.** Each year at the Annual Meeting in June the Board shall elect and appoint the president, at least one vice president, the secretary and the treasurer. The Board may elect a new chairperson at any regular meeting of the Board. The officers and employees of the corporation shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.
- 6.8 **Vacancies.** The Board at any regular or special meeting may fill vacancies in any office arising from any cause.
- 6.9 **Salaries.** The salaries, if any, of all officers of the corporation shall be fixed by the Board.
- 6.10 **Removal.** Any officer may be removed by a majority of the entire Board whenever in their judgment the best interests of the corporation will be served. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed; provided, however, that election of an officer shall not of itself create contract rights.
- 6.11 **Resignation.** An officer may resign at any time by delivering written notice to the Board.

ARTICLE VII. EXECUTIVE AND OTHER COMMITTEES

The Board by resolution adopted by a majority of the Directors in office may designate and appoint the following committees:

- (a) An executive committee, which shall consist of two (2) or more Directors
- (b) An advisory committee consisting of persons elected by and serving at the pleasure of the Board. Advisory committee members shall be selected for

their special expertise in matters related to the activities of the corporation, but shall have no authority to exercise corporate powers.

- (c) One (1) or more committees, each of which shall consist of one (1) or more Directors and may include one (1) or more non-Directors.

Each committee, including the executive committee, shall have and exercise such authority of the Board on the governance of the corporation as may be specified in the resolution of designating it and appointing persons to it, provided, however, that no such committee shall have the authority of the Board in reference to any of the acts referred to in REC 24.03.115.

ARTICLE VIII. MEMBERSHIP

The Okanogan Valley Land Council (OVLC) will not have any voting members. OVLC members are those individuals, businesses or organizations who make a periodic financial contribution to the organization of an amount to be determined by the Board of Directors.

ARTICLE IX. ADMINISTRATIVE AND FINANCIAL PROVISIONS

- 9.1 **Fiscal Year.** The fiscal year of the corporation shall be the 12-month period beginning July 1st and ending June 30th.
- 9.2 **Contracts.** The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.
- 9.3 **Loans.** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. The corporation shall make no loan of money or credit to any officer or to any Director.
- 9.4 **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.
- 9.5 **Copies of Resolutions.** Any person dealing with the corporation may rely upon a copy of any of the records of the proceedings, resolutions or votes of the Board when certified by the president or secretary.
- 9.6 **Amendment of Bylaws.** These Bylaws may be altered, amended or repealed at any regular or special meeting of the Board, by an affirmative vote of two-thirds (2/3) of the Directors then in office.

- 9.7 **Amendment of Articles of Incorporation.** The Articles of Incorporation may be altered, amended or repealed by an affirmative vote of two-thirds (2/3) of the Directors in office at any regular or special meeting of the Board; provided, however, that ten (10) days' notice must be given to each Director prior to the taking of any vote to amend, alter or repeal the Articles of Incorporation.
- 9.8 **Rules of Procedure.** The rules of procedure at meetings of the Board shall be rules consistent with these By-laws, the Articles of Incorporation or any resolution by the Board, as set by the Board.