

# **Fire, Weather & Avalanche Center**



## **Organization Bylaws**

Adopted: October 12, 2017

**Fire, Weather & Avalanche Center**

La Grande, Oregon

[www.FireWeatherAvalanche.org](http://www.FireWeatherAvalanche.org)

## **ARTICLE I - NAME AND INCORPORATION**

### **1.1 Name.**

The name of this non-profit corporation shall be the Fire, Weather and Avalanche Center, which may also be stylized as the Fire, Weather & Avalanche Center, and hereinafter may be referred to as “FWAC.”

### **1.2 Founded**

The Fire, Weather & Avalanche Center was founded on February 8, 2017.

### **1.3 Incorporation**

The Fire, Weather & Avalanche Center was incorporated in the State of Oregon on June 1, 2017.

### **1.4 Federal EIN**

The federal Internal Revenue Service (IRS) Employer Identification Number (EIN) is 82-1141605.

## **ARTICLE II - PURPOSE**

### **2.1 Nonprofit Status and Exempt Activities Limitation**

FWAC is an Oregon-based domestic non-profit public benefit corporation and shall be operated exclusively for educational, scientific, and charitable purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. It shall be the goal of FWAC to maintain recognition as tax exempt.

Notwithstanding other provisions of these Bylaws, no officer, director, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of FWAC not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended. No part of the net earnings of FWAC shall inure to the benefit or be distributable to any director, officer, or other private person, except that FWAC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

### **2.2 Mission and Objectives**

The mission shall be focused on fire, weather, and avalanche concerns and will be specifically established by the officers and approved by the Board of Directors. The mission and objectives may change regularly.

## **ARTICLE III - DISSOLUTION**

### **3.1 Dissolution**

The corporation may be dissolved by a two-thirds ( $\frac{2}{3}$ ) majority vote by the Board of Directors.

### **3.2 Distribution Upon Dissolution**

Upon termination or dissolution of the Fire, Weather & Avalanche Center, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose. The organization to receive the assets of FWAC shall be selected at the discretion of a majority of the managing body of FWAC.

## **ARTICLE IV - BOARD OF DIRECTORS**

### **4.1 Number of Directors**

The Fire, Weather & Avalanche Center shall have a Board of Directors consisting of at least three (3) but no more than seven (7) directors. Within this range, the board may increase or decrease the number of directors serving on the board including for the purpose of staggering the terms of directors.

### **4.2 Powers**

All organizational powers shall be exercised by or under the authority of the board and the affairs of FWAC shall be managed under the direction of the board, except as otherwise required by law. The President of FWAC shall preside over the Board of Directors meetings.

### **4.3 Responsibilities**

Upon appointment of a newly elected director, a copy of the current Bylaws shall be provided to said new director. Each member of the Board of Directors must ensure the success and financial viability of FWAC through:

- (a) regular attendance at Board of Directors meetings,
- (b) personnel evaluation of the officers,
- (c) formulation and oversight of policies and procedures,
- (d) financial management, including adoption and oversight of the annual budget,
- (e) oversight of program planning and evaluation, and
- (f) review of organizational and programmatic reports.

#### **4.4 Tenure**

Each director shall serve a two-year term; however, the term may be extended until a successor has been elected. Directors may serve indefinite terms in succession of each other. The term of office shall be considered to begin on the date appointment is approved by the board. Under Oregon Revised Statute (ORS) 65.314, the term of any director may not exceed five years, unless otherwise dictated in these Bylaws.

#### **4.5 Qualifications and Election of Directors**

In order to be eligible to serve as a director on the Board of Directors, the individual must have knowledge and experience related to fire, weather, or avalanche. The potential director should be a reputable member of and have good standing in the community. Anyone may request to join the Board of Directors, but shall only be considered if a vacancy exists or will soon open. The Board of Directors shall follow a fair process to fill positions, accepting nominations by officers or directors and thoroughly vetting applicants before voting new members.

#### **4.6 Vacancies**

The Board of Directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director. The Board may appoint new directors to fill a previously unfilled board position, subject to the minimum and maximum number of directors under these Bylaws. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the director being replaced.

#### **4.7 Removal of Directors**

The Board of Directors may remove one or more directors at a meeting called for that purpose if notice has been given that a purpose of the meeting is such removal. The removal may be with or without cause. A director may be removed (terminated) by two-thirds (2/3) vote of the Board of Directors then in office. The potential director to be removed shall have the opportunity to defend their case.

#### **4.8 Regular Meetings**

The Board of Directors may provide, by resolution, the time and place, either within or without the state of Oregon, for the holding of regular meetings, which shall be held without other notice than such resolution. Any such regular meeting may be held by telephone or electronic communication according to these Bylaws. The Board of Directors shall make every effort to have a regular meeting once each quarter (four times per year) during the calendar year at times and places fixed by the Board. Board meetings shall be held on or after at least seven (7) days notice by email, text message, or other electronic notification method. Notice of meetings shall

specify the place, date, and time of meeting. The purpose of the meeting may, but need not, be specified.

#### **4.9 Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of any director. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the state of Oregon, as the place for holding any special meeting of the Board of Directors called by them. A special meeting must be preceded by at least two (2) days notice to each director of the date, time, and place of the meeting. The purpose of the meeting may, but need not, be specified.

#### **4.10 Directors' Action Without a Meeting**

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all the directors take the action, each one consents their action in writing or from their email account, and the consents are filed with the records of FWAC. Action taken by consent is effective when the last director's consent is received, unless the consent specifies a different effective date. A signed or electronic consent has the effect of a meeting vote and may be so described in any document.

#### **4.11 Directors' Quorum**

A two-thirds ( $\frac{2}{3}$ ) majority of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, whether it be in person or via electronic transmission.

#### **4.12 Directors' Manner of Acting**

Robert's Rules of Order will be followed in conducting business. The act of the majority of the directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Directors. The term "majority" means more than 50% of the votes cast. Any or all directors may participate in a regular or special meeting by, or conduct the meeting through the use of 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. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when organizational action is taken is deemed to have assented to the action taken unless:

- (1) The director objects at the beginning of the meeting (or promptly upon the director's arrival) to holding it or transacting business at the meeting;
- (2) The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (3) The director delivers written notice of the director's 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.

On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or vice president in the order of presence shall have the power to swing the vote based on his/her discretion.

#### **4.13 Committees**

The Board may appoint committees on an ad hoc basis at any time, to address issues that require special attention. These committees can include anyone within or outside the organization and will have a clearly stated purpose (charge). The Board of Directors will take final action on any recommendations brought forward by a committee. Standing committees may be established by the board only through amendment to the these Bylaws.

#### **4.14 Compensation for Board Service**

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings, trainings, conferences, and so forth dictated by FWAC policies.

#### **4.15 Compensation for Professional Services by Directors**

Directors are not restricted from being remunerated for professional services provided to FWAC. Such remuneration shall be reasonable and fair to FWAC and must be reviewed and approved by the Board in accordance with the Bylaws and state and federal laws. Directors are not restricted from serving as officers of FWAC.

### **ARTICLE V - OFFICERS**

#### **5.1 Oversight**

All officers of FWAC shall be chosen by and serve at the pleasure of the Board of Directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or directives approved by the Board. One person may hold more than one office.

#### **5.2 President**

The president shall be the chief officer of FWAC and chair of the Board of Directors. The president shall lead the Board of Directors in performing their duties and responsibilities, including presiding at all meetings of the Board of Directors, and shall perform all other duties required of the office or properly required by the Board of Directors.

#### **5.2 Vice President**

In the absence or disability of the board president, the ranking vice president or vice president designated by the Board of Directors shall perform the duties of the board president. When so

acting, the vice president shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the president. The vice president shall normally accede to the office of president upon the completion of the board president's term of office.

## **5.2 Secretary**

The secretary shall

- (1) Keep the minutes of the proceedings of the Board of Directors;
- (2) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (3) Be custodian of the organizational records;
- (4) When requested or required, authenticate any records of the corporation;
- (5) Have charge and custody of, and be responsible for, all funds;
- (6) Receive and give receipts for moneys due and payable to the organization from any source whatsoever, and deposit all such money in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and
- (7) In general perform all of the duties incident to the office of secretary/treasurer and such other duties as from time to time may be assigned by the president or by the Board of Directors.

## **5.4 Non-Director Officers**

The Board of Directors may designate additional officer positions of FWAC and may appoint and assign duties to other non-director officers of FWAC.

## **5.5 Interns**

An internship is a volunteer position developed as a collaboration between FWAC and a university in which the intern fulfills responsibilities and is provided college credit for satisfactory completion of work. FWAC will actively provide and promote internships to provide experiences that support its mission and further the interns career choice.

## **5.6 Term of Office**

Each officer shall serve a one-year term of office and may serve consecutive terms indefinitely.

## **5.7 Salaries**

The Board of Directors shall fix the salaries of the officers from time to time.

## **5.8 Removal and Resignation**

Any officer or agent may be removed by the Board of Directors at any time, with or without cause. Removal requires a two-thirds ( $\frac{2}{3}$ ) vote by the Board. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or

agent shall not of itself create contract rights. Any officer may resign at any time by giving written notice to the Board of Directors.

## **ARTICLE VI - INDEMNIFICATION**

### **6.1 Indemnification of Directors**

Unless otherwise provided in the Bylaws, the organization shall indemnify any individual made a party to a proceeding because the individual is or was a director of the corporation against liability incurred in the proceeding, but only if the corporation has authorized the payment in accordance with the laws. The individual shall demonstrate the following:

- (1) The individual conducted himself or herself in good faith;
- (2) The individual reasonably believed that the individual's conduct was in the best interests of the corporation, or at least not opposed to its best interests; and
- (3) In the case of any criminal proceeding, the individual had no reasonable cause to believe his or her conduct was unlawful.

### **6.2 No Indemnification Permitted in Certain Circumstances**

The corporation shall not indemnify a director under this section in connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation or with any other proceeding charging improper personal benefit to the director, whether or not involving action in the director's official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

### **6.3 Indemnification in Derivative Actions Limited**

Indemnification permitted under this section in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

### **6.4 Mandatory Indemnification**

In addition, unless limited by the Bylaws, the corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the corporation against reasonable expenses incurred by the director in connection with the proceeding.

### **6.5 Indemnification of Officers, Agents, and Employees Who Are Not Directors.**

Unless otherwise provided in the Bylaws, the Board of Directors may indemnify and advance expenses to any officer, employee, or agent of the corporation, who is not a director of the corporation, to any extent consistent with public policy, as determined by the general or specific action of the Board of Directors. FWAC may also indemnify and advance expenses to an employee or agent of FWAC who is not a director, consistent with Oregon Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.



## ARTICLE VII - MISCELLANEOUS

### 7.1 Accounting and Records

FWAC shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the board. In addition, FWAC shall keep a copy of FWAC's Articles of Incorporation and Bylaws as amended to date.

### 7.2 Fiscal Year

The fiscal year of FWAC shall constitute the regular calendar year; January 1 to December 31 of each year.

### 7.3 Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect FWAC's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, or member of a committee with board-delegated powers.

### 7.4 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by FWAC shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of FWAC not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

### 7.4 Website & Media

The official information of FWAC shall be presented at [www.FireWeatherAvalanche.org](http://www.FireWeatherAvalanche.org) which will be the primary communication venue with the public. Other media platforms may also be used, such as Facebook, Instagram, Twitter, and YouTube. The Board of Directors maintains oversight of this information to ensure its accuracy and support of the mission of FWAC. Information is only allowed to be posted to these platforms by officers whose job description explicitly states so.

## ARTICLE VIII - AMENDMENTS

### 8.1 Amendment to Bylaws

The corporation's Board of Directors may amend or repeal the corporation's Bylaws by a two-third ( $\frac{2}{3}$ ) vote of a quorum, provided that no amendment shall be made to these Bylaws which would cause FWAC to cease to qualify as an exempt corporation under Section 501(c)(3)

of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. All amendments must comply with Oregon and federal laws.

**ADOPTION OF BYLAWS**

IN WITNESS WHEREOF, the following signing individuals, duly authorized on behalf of this non-profit corporation, do hereby certify that the above stated Bylaws of the Fire, Weather & Avalanche Center were approved and will constitute a complete copy.



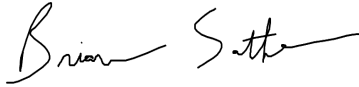
10-23-2017

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Tesmond D. Hurd  
President

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Date



8-1-2017

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Brian A. Sather  
Vice President

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Date