

**BYLAWS  
OF THE  
NORTHWEST GUIDES AND ANGLERS ASSOCIATION**

Adopted March 17, 2005 Effective as of December 1, 2004

## **BY-LAWS OF THE NORTHWEST GUIDES AND ANGLERS ASSOCIATION**

### **ARTICLE I - NAME**

The name of this corporation is the Northwest Guides and Anglers Association (hereinafter referred to as the Association).

### **ARTICLE II - OFFICE**

The registered office of this Association shall be PO Box 1196, Tillamook, Oregon 97141. The name of its registered agent is Deborah Dyson, Attorney at Law. The Association may have such other office or offices at such location or locations as from time to time determined by the Board of Directors.

### **ARTICLE III-PURPOSE**

The Association shall be incorporated and operated as an Oregon, mutual benefit, non-profit corporation and exempt from tax under Internal Revenue Code section 501(c)(6), as a business/trade association connected to sportfisheries. The Association shall abide by its Articles of Incorporation as filed with the Oregon Secretary of State, initially registered as a corporation on December 1, 2004.

The mission of the Association is to *protect, enhance, and promote healthy sport.fisheries and the ecosystems they depend on in the Pacific Northwest.*

### **ARTICLE V - POWERS**

The Association shall have all powers to undertake, either alone or in conjunction or cooperation with others, any lawful act and to engage in any and all lawful activities which may be necessary, useful, suitable or desirable for the furtherance of the purposes of the Association.

### **ARTICLE VI- MEMBERSHIP**

**SECTION 1. ELIGIBILITY** The Board shall determine eligibility for membership in the Association. Membership shall consist of three classes of members: (1) All fishing guides properly licensed by a State and presenting proof of current license, (2) businesses associated with the sportfishing industry and (3) invested sportanglers.

Members, for purposes of the Association, are not "members" as defined by Oregon Revised Statutes Chapter 65 and shall not have the duties and rights as defined by that statute.

Members shall have the rights and privileges as set by policies of the Board and communicated to the membership.

## **SECTION 2 - DUES.**

The Board of Directors shall set dues for members each year prior to the beginning of the new fiscal/calendar year. Dues will be determined by class of membership: (1) *business member*, consisting of fishing guides, (2) *affiliated member*, businesses associated with the sportfishing industry and (3) *general member*, invested sportanglers. All dues will be due and payable on the member's acceptance by the Board into the Association. Each years dues will be payable on the first day of the new fiscal/calendar year.

## **ARTICLE VI - BOARD OF DIRECTORS**

**SECTION 1. GENERAL POWERS.** The business and affairs of the Association shall be managed by its Board of Directors, hereinafter referred to as Board. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Association as it may deem proper which are not inconsistent with these By-Laws and the laws of Oregon. The board shall have the power and authority among other things, to create offices such as Executive Director and employ such Executive Director and staff and fix the compensation, if any, of such staff; to call meetings; to create, select and appoint such executive, general and special committees as it determines to be necessary and convenient for the purposes of the Association; and generally, to exercise all powers necessary for the guidance and exercise of the Associations' purposes.

**SECTION 2. NUMBER AND QUALIFICATIONS OF THE BOARD OF DIRECTORS.** The Board shall consist of no more than six (6) directors. A Director must be a member of the Association to be eligible for the Board.

**SECTION 3. TERM OF OFFICE.** The Directors shall be selected by the Board at the annual meeting of the Board. Except for the initial Board, whose terms shall be staggered, each Director shall hold office for three (3) years or until his or her successor shall have been elected. All Directors present, except the Director whose position is up for election, shall be given the opportunity to vote at each Director election.

**SECTION 4. MEETINGS.** The annual meeting of the Board shall be held on the first Thursday of October of each year or as the Board shall determine. Notice of such meeting shall be made by the Secretary to the Board no less than two (2) days prior to such annual meeting. An annual meeting of the membership may be held during the month of February, or as the Board shall determine, for the purposes of informing the members of the activities of the Association. The Secretary shall notify members of membership meetings.

**4.1 REGULAR MEETINGS.** Regular meetings shall be held at such times and at such locations as determined by the Board. Reasonable notice of such meetings shall be made to all members of the Board by the Secretary.

**4.2 SPECIAL MEETINGS.** Special meetings of the Board maybe called by or at the request of the President, or the written request of two or more Directors of the Board. The

request shall designate a time and a location for such meeting, and the person or persons requesting such meeting shall provide at least two (2) days notice to the other members of the Board.

**SECTION 5. QUORUM.** A quorum at a Board meeting is required to transact Association business. A quorum shall be a majority of the number of directors in office immediately prior to the meeting.

**SECTION 6. MANNER OF ACTING.** The act of the majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board, unless a higher number of Directors is required by these By-laws (as in Section 8, Removal of Director) or by Oregon law, ORS Chapter 65. Oregon law requires a majority vote of all directors in office in order to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, and/or to merge or to dissolve the corporation.

A Director who is present at a meeting of the Board at which action of any corporation matter is taken shall be presumed to have assented to the action taken unless the Director's dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as Secretary immediately after the adjournment of the meeting.

Any meeting of the Board may be held by telephone or telecommunications in which all participating Directors may communicate simultaneously with each other.

**SECTION 7. REQUIREMENTS FOR VOTING.** Actions taken by the Board shall not take place without sufficient education on the subject matter. Ideally, opposing views on an issue will be brought forth and presented to the Directors before an action is taken.

Directors not present at the educational meeting forfeit their right to vote as long as the Board was given sufficient notice of the issue to be voted on in a previously distributed agenda and/or notice.

**SECTION 8. REMOVAL OF DIRECTOR.** A Director may be removed with or without cause by a vote of two-thirds or more of the Board. In addition, a cumulative total of three or more unexcused absences within a calendar year, from a regular meeting of the Board, shall allow the Board, in its sole discretion, by majority vote, to remove such Director.

**SECTION 9. RESIGNATION.** Any Director may resign his or her office at any time, such resignation to be made in writing, and shall take effect from the time of its delivery to the President or to a majority of the Board. The Board shall appoint a qualified individual to replace a resigning Director, who shall serve out the remainder of the resigned Director's term.

**SECTION 10. INFORMAL ACTION BY DIRECTORS.** Any action required by law, the Articles of Incorporation or the By-Laws to be taken at a meeting of the Board or any

other action which may be taken at a meeting of the Board, may be taken without a meeting if all Directors' consent to such action. Such consent must be in writing setting forth the action so taken and signed by all of the Directors. Such action shall have the force and effect as may other action taken by the Board.

**SECTION 11. COMPENSATION.** Directors shall receive no compensation for their services as Directors, but the Board may, by resolution, authorize reasonable reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by the designated Officers of the Association. Nothing herein shall preclude a Director from serving the Association in any other capacity and receiving reasonable compensation for such services provided that the Board's conflict of interest policy is followed.

**SECTION 12. INDEMNIFICATION.** To the fullest extent allowed by law for non-profit corporation, indemnification for any individual Director and/or Officer for any judgment, fine, claim, action or suit brought or proceeding, actual or threatened and including reasonable attorney's fees and costs and expenses, brought by reason of such person being a Director and/or Officer shall be to the fullest extent allowed by ORS 65.357 and 65.377.

**SECTION 13. SPECIAL COMMITTEES.** The Board may, at its option, select and appoint special committees of Directors, composed of any number of Directors, or any other Association members, or any other interested individuals, and serving for any length of time designated by the Board. The scope of authority and the subject matter of problems to be handled by the special committees may be as broad or as narrow as the Board determines, bound only by the scope of authority of the Board itself. The Board may also modify or terminate such special committees as the Board determines is in the best interests of the Association.

## **ARTICLE VII - OFFICERS.**

**SECTION 1. GENERALLY.** The officers of this corporation shall be the President, Secretary/Treasurer and such other officers as are from time to time designated by the Board. One person may hold the position of several offices. The term of office for each officer shall be for two years, or until his or her successor is elected. Officers shall be members of the Board and shall be elected by the Board at its annual meeting. An Officer may be removed by the Board by a majority vote of the Directors.

**SECTION 2. PRESIDENT.** The President shall be the principal executive officer of the corporation and, subject to the control of the Board, shall in general supervise and control all the business and affairs of the corporation. The President shall sign any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Board or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed and prescribed by the Board from time to time.

**SECTION 3. SECRETARY/TREASURER.** The Secretary/Treasurer shall act in the stead of the President, when the President is absent. The Secretary/Treasurer shall be responsible for all corporate records, shall keep the minutes of the Board meetings and see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.

The Secretary/Treasurer shall have charge and custody of and be responsible for all funds of the corporation, and see that all such banks, trust companies or other depositories shall be selected in accordance with these By-Laws. The Secretary/Treasurer shall, 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 to that office by the President or by the Board.

**ARTICLE VIII - FISCAL YEAR.**

The fiscal year of the corporation shall begin on the first day of January and end on the 31<sup>st</sup> day of December of each year.

**ARTICLE IX- INSURANCE.**

The Board may procure such insurance at such limits covering such risks as it from time to time determines is in the best interest of the Board, without limit.

**ARTICLE X- AMENDMENTS.**

These By-laws may be amended, in whole or in part, by the Board by a majority vote of Directors present, if a quorum is present. The Association's Articles of Incorporation may be amended, in whole or in part, in accordance with ORS Chapter 65 by a vote of the majority of Directors in office. Prior to the adoption of any amendment, each Director shall be given at least two days notice 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 and contain a copy or summary of the proposed amendment.

---

## **ADOPTION OF BYLAWS**

The Board of Directors of the Northwest Guides and Anglers Association adopted the foregoing Bylaws as Bylaws of the corporation, Northwest Guides and Anglers Association, at its organizational meeting held on March 17, 2005 to be effective as of the date of its incorporation, December 1, 2004.

---

Robert Rees  
President