



# Tri-State Steelheaders Salmon Enhancement Group

## **BYLAWS OF TRI-STATE STEELHEADERS SALMON ENHANCEMENT GROUP**

*APPROVED AND ADOPTED JANUARY 4, 2012*

*AMENDED NOVEMBER 2, 2016*

*AMENDED APRIL 5, 2017*

### **ARTICLE I**

#### **PURPOSE**

The purpose of these Bylaws is to provide for administration and governance of the TRI-STATE STEELHEADERS SALMON ENHANCEMENT GROUP and for other purposes not inconsistent with the Washington Non-profit Corporation Act.

### **ARTICLE II**

#### **NAME AND LOCATION**

1. **Name**: The name of the organization shall be Tri-State Steelheaders Salmon Enhancement Group (hereafter Tri-State Steelheaders SEG), which is governed by a Board of Directors.
2. **Office**: The principal office of Tri-State Steelheaders SEG shall be 216 North Roosevelt, PO Box 1375, Walla Walla, Washington 99362.
3. **Contact**: Office phone number (509) 529-3543. Office fax number (509) 529-3543. Website: [www.tristatesteelheaders.com](http://www.tristatesteelheaders.com). Office email: [tssfish@tristatesteelheaders.com](mailto:tssfish@tristatesteelheaders.com).

### **ARTICLE III**

#### **MEMBERSHIP**

1. **Classes of Members**: The organization shall have one class of members. Members may be individuals, businesses, or families.
2. **Qualification for Membership**: Any person, regardless of color, race, religious preference, or gender who agrees to comply with all of the provisions of the Articles of Incorporation and By-Laws, may become a member. Membership is granted after receipt of annual dues.

3. Membership Year: Membership runs January 1 to December 31st each year.

4. Membership Dues: The schedule of annual dues for membership shall be set by the Board.

5. Payment of Dues: Dues are payable on the date of enrollment, or at renewal after January 1st of each year and are delinquent on the 61st day thereafter. Members who are delinquent are unable to vote, stand for office, or hold office.

6. Voting Rights: Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue. Each member entitled to vote at an election of Directors may cast one vote for as many persons as there are Directors to be elected.

## **ARTICLE IV**

### **MEMBERSHIP MEETINGS**

1. Annual Meeting: The annual meeting of the membership of the organization for the election of Directors to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting, shall be held in the first half of the month of December at a time and place to be designated each year by the Board of Directors. These meetings are open to the membership and the general public, except when the Board is convened in executive session.

2. Special Meetings: Special meetings of the membership may be called by the Board of Directors for any purpose and at any time and will be held at such time and place as the Board of Directors may prescribe. Upon a request by members representing at least one-third (1/3) of the voting rights of all members, it shall be the duty of the Secretary to call a special meeting of the members.

3. Notice of Meetings: Notice of the annual meeting, quarterly meetings and special meetings shall be in writing and will designate the time and place of the meetings. Such notice shall be mailed at least ten (10) days, but not more than thirty-five (35) days, prior to the date of the meeting. If such written notice is addressed to the member and placed in the United States mail, postage prepaid, the notice shall be deemed to have been given to said member.

Notice of any meeting shall be considered waived if the member is present in person or by proxy at such meeting.

4. Adjournment of Member Meetings: An adjournment or adjournments of any meeting of the members may be rescheduled or reconvened at such time and place as those present may determine without new notice being given, whether by reason of the failure of a quorum to attend or otherwise; but any meeting at which Directors are to be elected shall be adjourned only from day to day until such Directors are elected. In the case of any meeting which is adjourned because of the failure of a quorum to attend, those who attend the second of such adjourned meetings, although less than a quorum is present, shall nevertheless constitute a quorum for the purpose of electing Directors.

5. Quorum: A quorum at any meeting of the general membership of Tri-State Steelheaders SEG shall require the presence of ten percent (10%) of members in good standing and entitled to vote.

6. Voting: Each member shall be entitled to one (1) vote. It is recognized that members may be either individuals, partnerships, corporations, associations, or other entities. In the event that a membership is held by any entity other than an individual, said entity shall be entitled to one (1) vote through a duly appointed representative from such entity. In the event of any question as to whether

a representative is duly appointed on behalf of a member or entity, such representative may be requested to supply to the Secretary appropriate evidence of such authority.

8. Proxies: At all meetings of the membership, a member may vote in person or by proxy executed in writing by the member or by duly authorized attorney in fact. Such proxy must be filed with the Secretary of the organization before or at the time of the meeting.

## **ARTICLE V**

### **Board of Directors**

1. Number and Qualifications: The business affairs of Tri-State Steelheaders SEG shall be managed by an initial Board of Directors consisting of not less than ten (10) or more than twenty (20) persons. This shall be the number serving on the Board unless and until such time as these By-laws are amended. Directors shall be required to be a member of Tri-State Steelheaders SEG or be a duly-appointed voting representative of an entity which is a member of Tri-State Steelheaders SEG.

2. Elections and Term of Office: Directors shall be elected by the members present at each annual meeting of the membership. Each member of the Board of Directors shall be elected for a term of two (2) years. Half of the terms shall expire on even-numbered years and half shall expire on odd-numbered years.

3. Vacancies: A vacant position on the Board of Directors, whether caused by resignation, death or other reason, may be filled upon a vote by a majority of the remaining Directors attending any meeting of the Board (even though less than a quorum is present) if notice shall have been made to all of the remaining Directors that such vacancy is to be filled at said meeting. A Director thus elected to fill a vacancy shall hold office for the unexpired term of his/her predecessor and until such time as a successor is elected.

4. Annual Meeting: The annual meeting of the Board of Directors shall be held immediately following the annual meeting of members in the first half of December. Said meeting shall be held at the same place as the membership meeting unless some other location is specified by a resolution of the membership.

5. Regular Meetings: Regular meetings of the Board of Directors may be held at such time and place as designated by resolution of the Board. Actions requiring a vote of the Board shall require a majority decision to pass.

6. Special Meetings: A special meeting of the Board of Directors may be called by the President or Vice President at such time, place and manner as they deem appropriate.

7. Notice of Meetings: Notice of the time and place for all meetings of the Board of Directors other than the annual meeting shall be given by the Secretary, or in the case of a special meeting called by the President or Vice President, and shall be conveyed by mail, personal communication, telephone or other electronic means at least ten (10) days prior to the day upon which the meeting is to be held; provided, that no notice of any regular meeting need be given if the time and place thereof has been fixed by resolution of the Board.

Notice of any meeting of the Board of Directors shall be considered to have been given, or waived, if a Director is present in person or by proxy at the time such meeting is held.

8. Quorum: A quorum of the Board of Directors shall be established by the presence of a majority of the Directors currently elected to the Board. Less than a quorum of Directors may adjourn any meetings until such time as a quorum is present, whereupon the meeting may be held, as adjourned, without further notice.

9. General Powers: Without limiting the powers granted by law, the Board of Directors shall have full power to borrow money on behalf of the organization, including the power and authority to borrow money from any of the members, Directors, or officers of Tri-State Steelheaders SEG; and to authorize the execution of promissory notes or other evidence of indebtedness of the association, and to agree to pay interest thereon, and otherwise to incur indebtedness on behalf of Tri-State Steelheaders SEG; to sell, convey, alienate, transfer, assign, pledge, hypothecate and otherwise encumber the property, real or personal, and the franchises of Tri-State Steelheaders SEG; to purchase, lease and otherwise acquire property, real or personal, on behalf of Tri-State Steelheaders SEG; to enter into contracts and agreements; to initiate, defend and settle legal actions; and generally to do and perform, or cause to be done and performed, any and every act which Tri-State Steelheaders SEG may lawfully do and perform.

10. Removal of Directors: Directors may be removed at a meeting called expressly for that purpose by a vote of the majority of the members. The entire Board of Directors may be removed by a vote of 75% of the Tri-State Steelheaders' members in good standing.

11. Student Board Position: One Board of Directors position may be a specially appointed position for a local student. The special position carries all the rights and responsibilities of a regular board member. The special position is granted membership with the membership fee waived in consideration of student financial hardship. The position is a voting position, and the position is eligible to serve on committees. The term of the position is September 1 – May 31, corresponding to the academic schedule.

## **ARTICLE VI**

### **OFFICERS**

1. Officers Enumerated – Election: The officers of the organization shall consist of a President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors at the annual meeting thereof and shall hold office for the term of two (2) years, and until their successors are elected and qualified. No officer shall serve more than two consecutive terms in the same position.

2. Qualifications: Any Officer of the organization must be a member of the Board of Directors.

3. The President: The President shall exercise the executive powers pertaining to the office of President. The President shall preside at meetings of the Officers and Directors and at meetings of the membership; sign and execute all deeds, bonds, contracts, and other obligations or instruments in the name of Tri-State Steelheaders SEG; and shall perform such other duties as the Board of Directors may designate and assign. Where there is but one officer holding the position of Vice-President, that officer shall also serve as President-Elect and will automatically assume the office of President upon said office being vacated for any reason. In the event the Board of Directors, by resolution, creates additional Vice-Presidents, the Vice-President holding highest seniority shall serve as President-elect.

4. The Vice President: Upon the absence or disability of the President, the Vice President may act as President and shall perform such other duties of the office as the Directors may designate. The Board of Directors, by resolution, may create additional Vice Presidents and define their duties.

5. The Secretary: It shall be the duty of the Secretary to keep records of the proceedings of the Directors and members; to sign and execute with the President all deeds, bonds, contracts and other obligations or instruments in the name of Tri-State Steelheaders SEG as deemed necessary by the board; and to perform such other duties as the Board may designate.

6. The Treasurer: The Treasurer shall have the care and custody, and be responsible for overseeing all funds and securities of Tri-State Steelheaders SEG, and shall cause to be kept regular books of account. The Treasurer shall cause to be deposited all funds and other valuable effects in the name of Tri-State Steelheaders SEG in such depositories as may be designated by the Board of Directors. In general, the Treasurer shall perform the duties inherent to the office of Treasurer and shall undertake other duties as may be assigned by the Board of Directors.

7. Financial Transparency: No officer or employee of Tri-State Steelheaders SEG may be a signatory for a transaction involving an account of the organization that authorizes remuneration to them self. The President, Vice President and Treasurer may sign in the name of and on behalf of Tri-State Steelheaders SEG for all collections, checks, notes and other obligations as the Board of Directors may designate by resolution. In addition, the Board may designate an alternate Board member and one or more employees of the organization to serve as signatories for payments of obligations incurred by the organization.

8. Vacancies: Vacancies in any Office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

9. Other Officers and Agents: The Board of Directors may appoint such other officers and agents as it shall deem necessary or expedient to achieve the mission of the organization. Said officers and agents shall hold their office and/or position for such terms and exercise such powers and perform such duties as shall be determined by the Board of Directors.

10. Removal: Any officer or agent may be removed by the Board of Directors whenever in its judgment such removal will serve the best interests of Tri-State Steelheaders SEG, and said action shall be without prejudice to the contract rights, if any, of the person so removed. Removal of a person as an officer shall not be cause for removal of such person as a Director.

Election or appointment of any officer or agent shall not in and of itself create contract rights. Any such removal shall require a majority vote of the Board of Directors, exclusive of the officer in question.

11. Salaries: The salary of any employee or agent of the Corporation shall be fixed solely by the Board of Directors and will be reviewed annually.

## **ARTICLE VII**

### **COMMITTEES OF THE BOARD**

1. Committees of the Board: The Board, by majority vote, may establish or dissolve committees and shall appoint the members of any committee, and may also appoint one or more Directors to serve as an alternate member to replace an absent committee member at any committee meeting. All committees of the Board shall be responsible to the Board.

Each member of the Board of Directors is expected to serve on at least one but no more than three committees. The President will serve as an ex-officio member of the Executive Committee.

The Executive Director of Tri-State Steelheaders SEG shall serve as an ex-officio member of all committees of the Board and may, with approval of the committee chair, delegate staff to attend committee meetings on his or her behalf, with the exception of meetings of the Executive Committee.

Executive Committee:

- a. Responsible to the Board of Directors.
- b. Members include all Officers and one Board member at large.
- c. Chair of the committee will be the Vice President.
- d. Responsibilities include oversight of management and operations; sensitive issues of concern to the organization, and matters involving personnel (including resolution of conflicts within the Board).
- e. Matters involving personnel will not be discussed via email.

Education & Outreach Committee:

- a. Membership will consist of four or more Board members with educational interests.
- b. Chair will be selected by the committee.
- c. Responsibilities include planning for quarterly meetings, educational activities and programs involving schools and communities within the SEG service area or geographic area of a Chapter.

Membership Committee:

- a. Membership will consist of three or more Board members.
- b. Chair will be selected by the committee.
- c. Responsibilities include creating member incentives, recruiting new members, and promoting membership through advertising, events, and outreach.

Finance Committee:

- a. Membership will consist of the Treasurer and a minimum of three Board members with financial management experience and/or expertise. The Project Manager for Tri-State Steelheaders SEG may, upon request, serve as a project advisor to the committee.
- b. Chair will be selected by the committee.
- c. Responsibilities include review of monthly financial reports prior to Board meetings, and assisting the Executive Director in the preparation of an annual budget.

Board Development Committee:

- a. Membership will consist of three or more Board members with interests and/or experience in sport fishing, education, and SEG policy/administration.
- b. Chair will be selected by the committee.
- c. Responsibilities will include compiling a list of the interests of current Board members; identifying and recruiting qualified potential Board members and officers; and serving as an incubator of ideas for a vibrant organization.

Chapter Development and Oversight Committee:

- a. Membership will consist of three or more Board members of the central organization and one Board member representing each Chapter.
- b. Chair will be selected by the committee.
- c. Responsibilities include providing guidance and assistance in developing and sustaining successful new Chapters and providing assistance to Chapter Board members.

Habitat Projects Committee:

- a. Membership will consist of three or more Board members.
- b. Chair will be selected by the committee.

- c. Responsibilities include assisting and advising staff on the identification, development and implementation of projects to improve habitat conditions for salmonids within SEG #13 and Chapter areas of operation.

## **ARTICLE VIII**

### **NOMINATION OF DIRECTORS**

1. Nominating Committee: Not less than ninety (90) days before the annual meeting of the membership, the President shall appoint a nominating committee from among the Directors and the membership. The committee shall consist of five (5) persons including three (3) Directors and two (2) members-at-large from the membership.

2. Selection: The names of persons nominated to serve as a Director shall be communicated to each member together with the member's notice of the annual meeting. Additional nominations may be made at least two (2) weeks prior to the annual meeting by filing with the Secretary a notice in writing signed by at least fifteen (15) regular members or their duly authorized representatives. At any time within two (2) weeks prior to the annual meeting, no further nominations for Director shall be permitted.

Election Procedure: Elections shall be held at the annual meeting. A member may not cast more than one vote for any candidate. Each member shall be entitled to vote at the upcoming annual meeting for each Director to be elected.

## **ARTICLE IX**

### **ESTABLISHMENT OF NEW CHAPTERS**

1. Authority: The Board of Directors may, by a majority vote, take such action as it deems necessary and appropriate to establish a new Chapter of Tri-State Steelheaders SEG. Under no circumstances shall the Board extend the specific powers and expend funds granted to it as Regional Fisheries Enhancement Group #13 under the Revised Code of Washington to any entity or for any activity occurring outside its prescribed area of responsibility (Walla Walla, Columbia, Garfield and Asotin counties).

2. Establishment: The Chapter Development and Oversight Committee will identify and submit to the Board for approval the steps, protocols and a timeline for formation and operation of a new Chapter. Committee members and staff will conduct outreach in an area selected for establishment of a new Chapter in order to provide information regarding the mission and programs of the organization and to promote interest and involvement by local individuals.

3. Governance: These Bylaws shall apply to the governance and operation of any new Chapter unless otherwise approved by the central Board of Directors.

## **ARTICLE X**

### **BOOKS AND RECORDS**

1. Records of Meetings: The organization shall keep at its office complete records of all the proceedings of the Board of Directors and members.

2. Copies of Resolutions: Any person dealing with Tri-State Steelheaders SEG may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board of Directors or members when properly certified by the President or Secretary.

3. Books of Account: The organization shall keep appropriate and complete books of account in accordance with applicable state and federal laws.

## **ARTICLE XI**

### **FISCAL YEAR**

The fiscal year of the Tri-State Steelheaders SEG shall be the calendar year.

## **ARTICLE XII**

### **ANNUAL REVIEW; CONFIDENTIALITY; AND EMPLOYEES**

1. Annual Review: A review of the achievements of Tri-State Steelheaders SEG will be conducted annually by the Board of Directors. The Executive Committee of the Board will conduct an annual performance review of the Executive Director, who in turn is responsible for conducting annual performance reviews for all other employees of the organization in consultation with the Executive Committee.

2. Confidentiality: When requested to do so, or when in the Directors' judgment it is prudent or legally required, information pertaining to individuals employed by Tri-State Steelheaders SEG shall be kept confidential. Except as otherwise prescribed by state and federal law, any Director of the Board or employee of the organization shall have the right and obligation to protect the confidential nature of such information and shall be under no obligation to release it to any Person unless, in the Directors' judgment or upon advice of legal counsel, the release thereof is mandated by law or will not jeopardize the confidential nature of any information received by an Officer or Director. The Executive Committee of the Board shall have authority to review any such determination made by a Director of the Board or employee, and in each instance the Executive Committee's decision will reflect applicable law and shall be binding and final.

Members of the Executive Committee will be required to enter into a confidentiality agreement on behalf of the organization as a condition to holding office.

3. Employees and Representatives: The Board of Directors may appoint employees and representatives of Tri-State Steelheaders SEG to exercise such powers and perform such acts or duties on behalf of Tri-State Steelheaders SEG as the Board may see fit and are in keeping with these Bylaws.

## **ARTICLE XIII**

### **LIABILITY AND INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS**

1. Liability: No director, officer, employee or agent of Tri-State Steelheaders SEG shall be liable for any loss or damage suffered by it on account of any action or omission by such person as director, officer, employee or agent if said person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of Tri-State Steelheaders SEG, unless with respect to an action or suit by or in the right of Tri-State Steelheaders SEG to procure a judgment in its favor such person



shall have been adjudged to be liable for negligence or misconduct in the performance of said person's duty to this organization.

2. Indemnification: The association shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of Tri-State Steelheaders SEG) by reason of the fact that said person is or was a director, officer, employee or agent of the organization against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by said person in connection with such action, suit or proceeding if said person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of Tri-State Steelheaders SEG, and with respect to any criminal action or proceeding, had no reasonable cause to believe said person's conduct was unlawful.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by Tri-State Steelheaders SEG in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in any particular case upon the receipt of an undertaking by or on behalf of the director, officer, employer or agent to repay such amount unless it shall be ultimately determined that such person is entitled to be indemnified by Tri-State Steelheaders SEG as authorized in this article.

Tri-State Steelheaders SEG shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of Tri-State Steelheaders SEG against liability asserted against any such person and incurred by said person in any such capacity arising out of said person's duties on behalf of the association.

## **ARTICLE XIV**

### **AMENDMENT OF THE BYLAWS**

1. By the Members: These Bylaws may be amended, altered, or repealed at any regular or special meeting of the members if notice of the proposed alteration or amendment is contained in the notice of the meeting as prescribed herein.

2. By the Board of Directors: These Bylaws must be reviewed every four years and approved as amended, altered or repealed by an affirmative vote of a majority of the whole Board of Directors. This vote can occur at any regular or special meeting of the Board if notice of the proposed alteration or amendment is contained in the notice of the meeting; provided, however, that the Board of Directors shall not amend, alter or repeal any Bylaw in such manner as to affect the qualifications, classifications, terms or office of the Directors in any way.

The Board may make changes during the four year period; however, changes must be done via the same approval process as prescribed for the four year review.

Furthermore, the Board of Directors may not amend the Bylaws in any manner which would adversely affect the voting rights of the members. Any action of the Board of Directors with respect to an amendment, alteration or repeal of these Bylaws is hereby expressly subject to change or repeal by the members.

## ARTICLE XV

### RULES OF ORDER

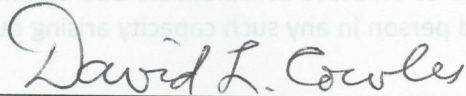
The rules contained in the most recent edition of Robert's Rules of Order, Revised, shall govern all meetings of members and Directors where those rules are not inconsistent with the Articles of Incorporation, Bylaws or special rules of order of Tri-State Steelheaders SEG. The variation from the Rules of Order by acquiescence of the members or Board of Directors at any such meeting shall not be a cause to set aside or invalidate any action of said body.

### CERTIFICATION

This is to certify that the foregoing Bylaws were regularly amended by the Board of Directors of Tri-State Steelheaders SEG on the 5th day of April, 2017.



President



Secretary

## ARTICLE XIV

### AMENDMENT OF THE BYLAWS

1. By the Members: These Bylaws may be amended, altered, or repealed at any regular or special meeting of the members if notice of the proposed alteration or amendment is contained in the notice of the meeting as prescribed herein.

2. By the Board of Directors: These Bylaws must be reviewed every four years and approved as amended, altered or repealed by an affirmative vote of a majority of the whole Board of Directors. This vote can occur at any regular or special meeting of the Board if notice of the proposed alteration or amendment is contained in the notice of the meeting; provided, however, that the Board of Directors shall not amend, alter or repeal any Bylaw in such manner as to effect the qualifications, classifications, terms or office of the Directors in any way.

The Board may make changes during the four year period; however, changes must be done via the same approval process as prescribed for the four year review.

Furthermore, the Board of Directors may not amend the Bylaws in any manner which would adversely affect the voting rights of the members. Any action of the Board of Directors with respect to an amendment, alteration or repeal of these Bylaws is hereby expressly subject to change or repeal by the members.