

Network of Oregon Watershed Councils

Bylaws and Board Procedures Templates

2025



Table of Contents

Board of Directors Bylaws [Nonprofit Organization Name].....	3
Governance Structure	8
Board Recruitment Process.....	9
Board Structure	10
Meeting Agenda SAMPLE [Nonprofit Organization Name].....	11
Board Meeting Minutes and Record Retention	12

Board of Directors Bylaws

[Nonprofit Organization Name]

Article I: Name and Purpose

Section 1: Name

The name of this organization is [Nonprofit Organization Name] (the "Organization").

Section 2: Purpose

The Organization is a nonprofit, charitable organization organized under the laws of the State of Oregon. Its purpose is to [insert mission statement or charitable purpose]. The Organization is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

Article II: Board of Directors

Section 1: Role of the Board

The Board of Directors (the "Board") shall have ultimate responsibility for overseeing the activities and direction of the Organization. The Board will set policies, ensure financial integrity, and make decisions that reflect the organization's mission and goals.

Section 2: Powers and Duties

The Board of Directors shall:

Establish the strategic direction of the Organization.

Approve the annual budget and ensure that financial reports are accurate and available.

Hire, evaluate, and, if necessary, remove the Executive Director.

Ensure compliance with state and federal regulations, including charitable solicitation laws and nonprofit governance standards.

Approve major decisions such as mergers, acquisitions, or changes in mission.

Section 3: Number of Directors

The Board shall consist of no fewer than three (3) members and no more than fifteen (15) members. The specific number of Directors will be determined by the Board, and may be amended from time to time.

Section 4: Qualifications of Directors

Directors shall be individuals who:

Are committed to the mission and work of the Organization.

Have the capacity to contribute to the effective governance of the Organization.

Are at least 18 years of age.

Are not compensated for their service as Board members.

Section 5: Election and Terms of Directors

Directors shall be elected by the Board at its annual meeting.

Directors shall serve terms of three (3) years and may serve no more than two consecutive terms.

After serving two consecutive terms, a Director may be re-elected to the Board after a one-year break.

Section 6: Resignation and Removal

Any Director may resign at any time by giving written notice to the Chair of the Board.

A Director may be removed by a two-thirds (2/3) vote of the Board at a regular or special meeting.

Grounds for removal may include, but are not limited to, failure to attend meetings, conflict of interest, or failure to fulfill responsibilities.

Section 7: Vacancies

Any vacancy on the Board of Directors may be filled by a majority vote of the Board. The Director appointed to fill the vacancy shall serve the remainder of the term.

Article III: Meetings

Section 1: Regular Meetings

The Board shall meet at least quarterly. Regular meetings may be held at a time and place designated by the Board, with the schedule provided to all members at the beginning of each year.

Section 2: Special Meetings

Special meetings of the Board may be called by the Chair, the Executive Director, or by any two (2) members of the Board. Notice of special meetings must be given at least five (5) days prior to the meeting.

Section 3: Quorum

A quorum for the transaction of business shall be a majority of the total number of Directors. No official action may be taken without a quorum present.

Section 4: Voting

Each Director shall have one vote. Decisions of the Board shall be made by a simple majority of the Directors present, unless otherwise specified in these Bylaws.

Section 5: Minutes

Minutes of all meetings shall be kept and distributed to all members of the Board within a reasonable time after each meeting.

Article IV: Officers

Section 1: Officers

The officers of the Board shall be:

Chair: The Chair shall preside over all Board meetings and ensure that the Organization's mission and policies are adhered to.

Vice-Chair: The Vice-Chair shall assume the responsibilities of the Chair in their absence and support the Chair in Board functions.

Secretary: The Secretary shall be responsible for keeping accurate records of all meetings, decisions, and official correspondence.

Treasurer: The Treasurer shall oversee the financial activities of the Organization, including ensuring the accuracy of financial reports and assisting in preparing the annual budget.

Section 2: Election and Terms of Officers

Officers shall be elected by the Board at the first meeting following the election of new Directors.

Officers shall serve for a term of one (1) year and may be re-elected for subsequent terms.

Section 3: Removal of Officers

An officer may be removed by a two-thirds (2/3) vote of the Board at a regular or special meeting.

Article V: Committees

Section 1: Committees

The Board may establish committees as needed, including but not limited to:

Executive Committee; Governance Committee; Finance Committee; Fundraising Committee

Section 2: Committee Membership

The Chair of the Board shall appoint committee members, who must be Directors, except for advisory committees that may include non-Board members. Committees shall report to the full Board.

Article VI: Conflict of Interest

Section 1: Purpose

The Board shall adhere to a strict policy of avoiding conflicts of interest, as required by law. Board members shall disclose any potential conflicts of interest prior to any vote on a matter where such a conflict may exist.

Section 2: Procedures

Any Director with a potential conflict shall recuse themselves from the discussion and vote.

The Board shall establish a conflict-of-interest policy to ensure compliance with all applicable state and federal laws.

Article VII: Indemnification

To the extent permitted by law, the Organization shall indemnify and hold harmless each of its Directors, officers, and employees from any claims, damages, or expenses arising out of their official duties, provided that they acted in good faith and in the best interests of the Organization.

Article VIII: Amendments

Section 1: Amendment Procedure

These Bylaws may be amended, altered, or repealed by a two-thirds (2/3) majority vote of the Board of Directors at any regular or special meeting, provided that notice of the proposed amendments has been given to all Directors at least fifteen (15) days prior to the meeting.

Article IX: Miscellaneous Provisions

Section 1: Fiscal Year

The fiscal year of the Organization shall begin on the first day of January and end on the last day of December of each year.

Section 2: Books and Records

The Organization shall maintain accurate and complete books and records, including financial records, which shall be available for inspection by any Director upon request.

*This document provides a comprehensive outline of the governance structure for a nonprofit organization in Oregon. Be sure to consult with legal professionals to ensure that these bylaws comply with Oregon state laws and federal requirements, especially for nonprofit organizations.

Governance Structure

These bylaws outline the governance structure, roles, and responsibilities of the Board of Directors for a nonprofit organization in Oregon.

- **Name and Purpose** The organization's name is [Nonprofit Organization Name], and its purpose is to operate as a nonprofit, charitable organization with a mission statement or charitable purpose. It is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.
- **Role of the Board** The Board of Directors oversees the activities and direction of the organization, sets policies, ensures financial integrity, and makes decisions reflecting the organization's mission and goals.
- **Powers and Duties of the Board** The Board establishes the strategic direction, approves the annual budget, hires and evaluates the Executive Director, ensures compliance with regulations, and approves major decisions.
- **Number and Qualifications of Directors** The Board consists of 3 to 15 members, who must be committed to the organization's mission, capable of contributing to governance, at least 18 years old, and not compensated for their service.
- **Election and Terms of Directors** Directors are elected at the annual meeting for three-year terms and may serve no more than two consecutive terms, with a one-year break required before re-election.
- **Resignation and Removal of Directors** Directors may resign by giving written notice, and can be removed by a two-thirds vote of the Board for reasons such as failure to attend meetings or conflict of interest.
- **Board Meetings** The Board meets at least quarterly, with special meetings called as needed. A quorum for business transactions is a majority of the Directors, and decisions are made by a simple majority vote.
- **Officers of the Board** The Board's officers include a Chair, Vice-Chair, Secretary, and Treasurer, each elected for one-year terms. Officers may be removed by a two-thirds vote of the Board.
- **Committees** The Board may establish committees, such as Executive, Governance, Finance, and Fundraising Committees. Committee members are appointed by the Chair and report to the full Board.
- **Conflict of Interest and Indemnification** The Board adheres to a strict conflict-of-interest policy, requiring disclosure and recusal from voting on conflicted matters. The organization indemnifies Directors, officers, and employees acting in good faith.

Board Recruitment Process

The recruitment of board members is a critical process for ensuring the effective governance and success of a nonprofit organization. Here is an outline based on the document:

1. **Identify Skills and Expertise Needed:** Assess the current composition of the board and identify any gaps in skills or expertise. This could include areas such as finance, legal, marketing, fundraising, or specific industry knowledge.
2. **Develop a Clear Recruitment Process:** Establish a structured recruitment process that includes defining the roles and responsibilities of board members, outlining the expectations, and setting criteria for selection.
3. **Leverage Networks and Referrals:** Utilize existing networks and ask current board members, staff, and volunteers for referrals. Personal recommendations can often lead to finding highly qualified candidates who are passionate about the cause.
4. **Promote Diversity and Inclusion:** Aim to build a diverse board that reflects the community served. This includes considering diversity in terms of gender, race, age, professional background, and perspectives.
5. **Engage in Continuous Recruitment:** Board recruitment should be an ongoing process rather than a one-time event. Continuously seek out potential candidates and maintain a pipeline of interested individuals.
6. **Provide Orientation and Training:** Once new board members are recruited, provide them with a comprehensive orientation to familiarize them with the organization, its mission, and their roles and responsibilities. Ongoing training and development opportunities can also help board members stay engaged and effective.
7. **Set Clear Expectations:** Clearly communicate the time commitment, meeting frequency, and any financial or fundraising expectations to potential board members. This helps ensure that candidates are fully aware of their responsibilities and can commit to fulfilling them.
8. **Evaluation and Improve:** Regularly evaluate the effectiveness of the board recruitment process and make improvements as needed. This can include seeking feedback from current board members and candidates to identify areas for enhancement.

Board Structure

By following these best practices, a nonprofit organization can build a strong and effective board that is well-equipped to guide the organization towards achieving its mission and goals.

The legal requirements for board member recruitment for nonprofit organizations in Oregon are outlined in the bylaws and state regulations. Here are some key points:

1. **Number of Directors:** The Board must consist of no fewer than three and no more than fifteen members.
2. **Qualifications of Directors:** Directors must be committed to the mission and work of the organization, capable of contributing to effective governance, at least 18 years old, and not compensated for their service.
3. **Election and Terms of Directors:** Directors are elected at the annual meeting and serve three-year terms. They may serve no more than two consecutive terms, with a one-year break required before re-election.
4. **Resignation and Removal:** Directors may resign by giving written notice to the Chair of the Board. They can be removed by a two-thirds vote of the Board for reasons such as failure to attend meetings, conflict of interest, or failure to fulfill responsibilities.
5. **Vacancies:** Any vacancy on the Board may be filled by a majority vote of the Board. The Director appointed to fill the vacancy will serve the remainder of the term.
6. **Conflict of Interest:** The Board must adhere to a strict policy of avoiding conflicts of interest, with procedures for disclosure and recusal.
7. **Indemnification:** The organization should indemnify its Directors, officers, and employees to the extent permitted by law.
8. **Compliance with State and Federal Regulations:** The Board must ensure compliance with state and federal regulations, including charitable solicitation laws and nonprofit governance standards.

Meeting Agenda SAMPLE

[Nonprofit Organization Name]

Notice of Board Meeting

Date: [Insert Date]

Time: [Insert Time]

Location: [Insert Location]

Dear [Stakeholders/Community Members],

You are hereby notified that the Board of Directors of [Nonprofit Organization Name] will hold a [regular/special] meeting on [Insert Date] at [Insert Time]. The meeting will take place at [Insert Location].

Agenda:

1. Call to Order
2. Roll Call (each member of the board and any employees names in attendance)
3. Approval of Minutes from Previous Meeting
4. Financial Report
5. Committee Reports
6. Old Business
7. New Business
8. Public Comments
9. Adjournment

The public is welcome to attend the open session portions of the meeting.

Please note that portions of the meeting may be held in executive session, during which the public will not be allowed to attend.

For any questions or additional information, please contact [Contact Person's Name] at [Contact Person's Email] or [Contact Person's Phone Number].

Feel free to customize this template to fit the specific needs of your organization.

Board Meeting Minutes and Record Retention

Minutes at a board of directors meeting should be taken meticulously to ensure an accurate record of the proceedings. Here are some guidelines:

1. **Content of Minutes:** The minutes should include the date, time, and location of the meeting, the names and titles of attendees and guests, any absent board directors, a quorum statement, notes about directors who left early or re-entered the meeting, board approvals, resolutions, acceptance of reports, an overview of discussions, the rationale for any board actions, and a statement about the board's fiduciary duties.
2. **Format and Approval:** Minutes must reflect the facts of the meeting without including personal opinions or verbatim debates. They should be reviewed and approved by the chairman or designated authority to become an official and legal record.
3. **Retention:** In Oregon, board meeting minutes should be retained as a permanent record. This ensures their availability for legal and operational needs, compliance audits, disputes, and regulatory investigations.
4. **Distribution:** Minutes of all meetings should be kept and distributed to all members of the Board within a reasonable time after each meeting. Recommendation once the minutes have been reviewed to post the minutes of each board meeting online for members of the public and others to access.

By following these guidelines, you can ensure that your board meeting minutes are accurate, compliant, and useful for future reference.