

FINAL DRAFT for MEMBER REVIEW AND APPROVAL

**BY-LAWS
of the
COLUMBIA BASIN DEVELOPMENT LEAGUE**

ARTICLE I – ORGANIZATION

Section 1: Name

The name of this organization shall be Columbia Basin Development League.

Section 2: Authorization

This corporation is organized pursuant to RCW 24.32 as a nonprofit association and incorporated in 1964.

ARTICLE II – PURPOSE

Section 1. Purpose

The purposes and powers of this organization are set forth in the articles of incorporation of the League.

Section 2. Objectives

The objectives of this League shall be to represent the best interests of stakeholders, communities, irrigation districts, and all agencies, in advancing the Columbia Basin Project:

a) advocating and advancing policy that benefits the Columbia Basin Project, existing and future, phased development

b) developing a spirit of cooperation and understanding between communities, irrigation districts, and all other agencies concerned with overall development of the Columbia Basin Project area for unified project-wide support

ARTICLE III – MEMBERSHIP

Section 1. Membership

Membership in this League shall be open to all individuals, companies, corporations, partnerships, agencies, organizations or any entity having an interest in advocating and advancing policy that benefits the Columbia Basin Project and its future, phased development, and to build understanding, appreciation and consensus on value of the Columbia Basin Project.

Section 2. Classes of Members

Classes of members may be prescribed by the Board of Trustees in its discretion.

Section 3. Dues

The dues schedule for membership in the League shall be prescribed by the Board of Trustees in its discretion.

Section 4. Application for Membership

Any person or entity eligible for and desiring membership shall file a written application in the form prescribed by the Board of Trustees and pay the appropriate dues amount.

Section 5. Status of Membership

Membership in the League may not be transferred. Membership is for a single calendar year and is not pro-rated.

Section 6. Withdrawal from Membership

Any member accepted for membership in the League shall be obligated to pay dues for the full period of membership. Any member may withdraw from the League upon written notice, and in so doing shall forfeit all rights and interest in the League.

Section 7. Termination of Membership

A membership shall terminate for any of the following reasons:

- a) Non-payment of dues
- b) The member, if a natural person, dies
- c) The member, if a corporation or other legal business entity, dissolves
- d) The member voluntarily withdraws upon filing an appropriate notice with the League in accordance with the membership agreement
- e) Adjudication of bankruptcy or the corporate dissolution of the member
- f) The member is expelled pursuant to Section 8

Section 8. Procedure for Expulsion

The Board of Trustees may, by an affirmative vote of two-thirds (2/3) of the Trustees, expel any member for failure to comply with the terms and conditions of membership set forth in the Articles of Incorporation or these Bylaws, or rules or regulations of the League, or for any other cause which the board in its discretion deems sufficient.

Section 9. Readmission After Expulsion

An expelled member may be reinstated as a member by a vote of 2/3 of the Board of Trustees. In addition, a member that has been expelled from membership may be readmitted as a member upon proof that the person or business is eligible to be a member. The member's application shall then be treated in the same manner as that of a new member.

Section 10. Status of Membership After Termination

All interests, privileges, or other rights in or to the League or the assets of the League shall

cease upon termination of membership by voluntary withdrawal or disqualification of membership and expulsion.

Section 11. Voting

Each member in good standing may be entitled to one vote based on the membership structure prescribed by the Board of Trustees in its discretion, and may choose to vote on any and every matter submitted to a vote of the membership, including the election of Trustees.

Section 12. Proxies

Proxy votes are not recognized by the League.

Section 13. Voting by Mail or Electronic Transmission

At the discretion of the Board of Trustees, a vote of members may be taken by mail or electronic transmission (such as email or voting through a website) and shall have the same effect as if taken at a meeting. Matters to be voted on shall include the text of each proposal and the name of each candidate to be voted upon. Such a vote shall meet the notice requirements for a meeting.

ARTICLE IV — BOARD OF TRUSTEES

Section 1. Affairs of the League

The affairs of the League shall be managed by the Board of Trustees (Trustees).

Section 2. Number of Trustees

Pursuant to the articles of incorporation, the number of Trustees shall be no less than twenty (20) and no more than thirty (30). The exact number of Trustees shall be determined by the Board of Trustees, and any increase or decrease to that number may be established by an affirmative vote of two-thirds (2/3) of the Trustees. The number of Trustees may also be increased or decreased by amendment of these Bylaws, provided that no decrease in number shall have the effect of shortening the term of any incumbent.

Section 3. Qualifications

Each Trustee must represent a group or organization which is current or who has individually paid dues through the current year. Each group, organization or individual is limited to one representative who may hold office. The Board of Trustees may be made up of one member from each incorporated community within the boundary of the Columbia Basin Project, plus members at large so that a cross section of labor, industry, agriculture, processing, transportation, professional services, utilities, merchandising interests, construction and other, pertinent to the orderly development of the Columbia Basin Project, shall be represented.

Section 4. Term

The term of office for each Trustee is three (3) years. Each Trustee shall serve until their successor is elected and qualified. The terms of the Trustees shall be staggered so that an even number of director terms expire each year. Prior to an election, the term of a Trustee

position may be designated as less than three (3) years in order to maintain approximately equal groups of directors whose terms expire each year.

Section 5. Nomination of Trustees

There shall be appointed by the Chair, or in his/her absence, the vice-chair, each calendar year prior to the annual meeting, a nominating committee consisting of at least three members who shall:

- a) Select a list of not over 30 nominees for the Board of Trustees who have indicated a willingness to serve for positions. The nominating committee shall make a reasonable effort to seek adequate representation throughout the Columbia Basin Project.
- b) Present said list of nominees, duly noting the entity each represents, at the annual meeting.

Section 6. Election

At the annual meeting, Trustees shall be elected by members in good standing, to hold office until the expiration of the term of office of the position of Trustee into which elected, and until his, her or their respective successors are elected and qualified. If members are permitted to vote by mail, such member's ballot must be received at the League's principal office no later than three (3) days prior to the annual meeting and the ballot will contain such requirement. Those receiving the highest number of votes shall be elected as Trustee. There shall be no cumulative voting. In case of a tie vote, the officers shall determine a method to break the tie.

Section 7. Vacancies

The Board of Trustees shall have the power to fill any vacancy occurring in the Board. The Trustee appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office.

Section 8. Committees

A majority of the Trustees in office may create one or more committees of the Board of Trustees, including an Executive Committee. Each committee shall consist of two or more Trustees of the board. Such committees may exercise the authority of the Board of Trustees, as directed by the Board, and subject to limitations imposed by law, the Articles of Incorporation, these Bylaws, or the Board. The provisions in these Bylaws governing meetings, action without meetings, notice and waiver of notice and quorum and voting requirements of the Board of Trustees apply to the committees and their members.

Section 9. Compensation

No Trustee, committee member or officer shall be paid compensation for such duties. The Trustees, committee members and officers may, upon approval by the Board of Trustees, be reimbursed by the League for necessary expenses incurred in the execution of their duties and responsibilities.

Section 10. Elimination of Trustee Liability

To the full extent permitted by RCW 24.03.025 the liability of a Trustee or officer for actions as such to the League or its members shall be eliminated.

Section 11. Indemnification

The League shall indemnify, to the fullest extent provided under State of Washington law, any Trustee or officer who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the League) by reason of or arising from the fact that such person is or was a Trustee or officer of the League. The determination and authorization of indemnification shall be made as provided in the above referenced statutes, and shall include the advancement or reimbursement of the reasonable expenses incurred by a Trustee or officer who is a party to a proceeding in advance of final disposition of the proceeding. The indemnification in this Section shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, provision of the Articles of Incorporation, agreement, vote of the board or otherwise.

ARTICLE V – DUTIES AND POWERS

Section 1. Trustees

The Board of Trustees shall have the power to represent the League in approved action of all things, shall approve or disapprove any actions of the Executive Committee that in their collective opinion affect policy, may request the chair and the Executive Committee to take all necessary actions that generally conform to the objectives of the League. The Board of Trustees shall have the power to collectively determine policy and amend the By-laws of the League. The Board of Trustees shall have the power to fill vacancies in both the Board of Trustees and the Executive Committee. The Board of Trustees shall have the power to create and bestow formal recognition on the recommendation of the Executive Committee with input from a committee identified to fulfill that purpose if such committee is appointed.

Section 2. Executive Committee

Shall have authority over all funds of the League, authorize expenditures, shall have authority to hire an executive director or firm serving in the capacity of such, establish an office and determine salaries of its employees, contractors or firm to fulfill actions of an executive director and staff, shall select individuals to represent the League at hearings or in any other manner the Executive Committee deems appropriate, shall negotiate, with such individuals or firm, compensation for such expenses as might be incurred on behalf of the League. In any actions that might in any way conflict that the objectives or purposes of the League, the Executive Committee shall first submit such proposed action to the Board of Trustees.

ARTICLE VI – OFFICERS

Section 1. Officers Enumerated

The officers of the League shall be chair, vice-chair, secretary, and treasurer. The offices of secretary and treasurer may be combined into one office. At the first Trustee meeting after the

annual meeting the Board of Trustees shall select officers and the Executive Committee members. All officers shall hold office for one year. There shall be no limit to the number of years a Trustee shall hold office except for the chair and vice-chair, who shall be limited to two consecutive terms. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board of Trustees may prescribe.

Section 2. Chair

The chair shall exercise the usual powers pertaining to the office of corporate president as provided in RCW 24.03.125. The chair shall preside at meetings of the members, the Board of Trustees, and the executive committee, exercising any authority of the Board of Trustees and of the membership. The chair shall have the authority to appoint such other committees as the Executive Committee deems necessary to carry out the objectives of the League.

Section 3. Vice Chair

The vice chair shall exercise the usual executive powers pertaining to the office of vice president. In the absence or disability of the chair, the vice chair shall act as chair.

Section 4. Secretary

The secretary shall oversee the process of taking minutes, communications regarding notices and agendas for meetings, procedure, validating the accuracy of minutes, and ensuring that the minutes and other corporate records of the League are safely archived.

Section 5. Treasurer

The treasurer shall oversee the financial records of the organization and ensure that the Board of Trustees regularly receives complete financial statements of the condition of the organization. The treasurer shall cause to be deposited all funds and other valuable effects in the name of the League in such depositories as may be designated by the Board of Trustees, and in general shall cause to be performed, all the administrative functions incidental to the office of treasurer.

ARTICLE VII – MEETINGS

Section 1. Annual Meeting

An annual meeting of the members for election of Trustees to succeed those whose terms expire, and for the transaction of such other business as may properly come before the organization, shall be held each year during the month of October, November, or December and at such place to be determined by the Executive Committee within the Columbia Basin Project.

Section 2. Board Meetings

Meetings of the Board of Trustees may be held monthly. Trustees that miss three consecutive meetings, with no excuse, are subject to removal by vote of the remaining Trustees.

Section 3. Executive Committee Meetings

The Executive Committee shall meet as necessary during the year at a time and place it so

desires. A special meeting of the Executive Committee may be called at any time by the chair or at the request of any three (3) members of the Executive Committee.

Section 4. Notice of Meetings

Notice of the time and place of any meeting of the Board of Trustees shall be given by the secretary, or by the person or persons calling the meeting, by regular or express mail, facsimile, electronic communication, or by personal communication over the telephone or otherwise, at least three (3) days prior to the date on which the meeting is to be held. Attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where the Trustee attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the Board of Trustees need be specified in the notice.

Section 5. Meetings Held by Telephone or Similar Communications Equipment

Members may participate in meetings by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 6. Special Meetings

Any nine (9) members of the Board of Trustees may request a special meeting, submitted in writing, or may, in event of inaction by the chair, call such meeting themselves after the expiration of fifteen (15) days. Any meeting so called will have full authority attributed to the Board of Trustees. Special meetings of the Board of Trustees may be held at any place and during normal business hours within the boundaries of Columbia Basin Project.

Section 7. Quorum

A quorum for meetings of the Board of Trustees and the Executive Committee shall be a simple majority. A quorum for meetings of the membership shall consist of those voting members present at the meeting. At any meeting of the Board of Trustees at which a quorum is present, any business may be transacted, and they may exercise all its powers. A Trustee who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the Trustee's dissent or abstention is entered in the minutes of the meeting or the Trustee files his or her written dissent or abstention to such action with either the person acting as secretary of the meeting or other person responsible for taking minutes, before adjournment of the meeting. A majority vote entitled to be cast by the members at a meeting of the membership at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members.

Section 8. Meeting Decorum

All meetings shall be conducted under Robert's Rules of Order.

ARTICLE VIII —ACTIONS BY WRITTEN CONSENT

Section 1. Written Consent

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the members or the Board of Trustees (or its committees) of the League, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members or Trustees 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 IX – REMOVAL OF OFFICERS OR TRUSTEES

Section 1. Removal

Any officer or Trustee may be removed from office by a majority vote of the Board of Trustees at any regular or special meeting. Notice of proposed removal must be given to the officer or director at least fifteen (15) days prior to the date of the meeting at which such removal is to be voted upon. Such notice to the officer or Trustee must state the cause for the proposed removal.

ARTICLE X —ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 1. Legal Compliance Policy

The Board of Trustees shall periodically review compliance with applicable laws.

Section 2. Fiscal Year

The last day of the League's fiscal year shall be December 31.

Section 3. Loans Prohibited

The League shall make no loans to staff, contractors, officers, or Trustees.

Section 4. Books and Records

The League shall keep at its registered office, its principal office in this state, or at its secretary's office if in this state, the following: current Articles of Incorporation and Bylaws; a record of members, including names, addresses and classes of membership, if any; correct and adequate records of accounts and finances; a record of officers' and directors' names and addresses; minutes of the proceedings of the members, if any, and of the Board of Trustees, and any minutes which may be maintained by committees of the Board of Trustees.

Records may be written or electronic. The records shall be open at any reasonable time to inspection by any Trustee in good standing. Costs of inspecting or copying shall be borne by such Trustee except for copies of Articles of Incorporation or Bylaws. The League may take reasonable actions to protect the privacy of members and its interests in the membership list including without limitation, limiting copying of such information, requiring that any Trustee requesting inspection verify a purpose for inspection reasonably related to membership

interests, and prohibiting any non-membership use of such information or sale of the membership list in any manner

ARTICLE XI —DISSOLUTION

Section 1. Dissolution

This League may be dissolved, and its affairs wound up voluntarily as provided by State of Washington law. In the event a surplus of funds remains after all League financial obligations are settled, all remaining funds shall be contributed to, or, if defunct, a similar organization with purposes benefitting the Columbia Basin Project.

ARTICLE XII – AMENDMENTS

Section 1. Amendments

Pursuant to the Articles of Incorporation of the League, Trustees shall not make or alter bylaws fixing their qualifications, classifications, terms of office or compensation unless approval is first given by the membership at a special meeting of the membership called for that purpose.

Section 2. Other

All other bylaw changes may be made by a majority vote of those present and voting at any regular or special meeting of the membership provided 15 days advance notice is given to the membership.

CERTIFICATION

I, _____, being the Secretary, hereby certify that the foregoing Bylaws were duly adopted by the Board of Trustees on ____JUNE 16, 2020_____and voted upon by membership on_____.

Secretary: _____

Print: _____

Date: _____

Amended:

November 15, 1966

October 7, 1969

November 6, 1992

October 25, 2002

October 22, 2004

JUNE 2, 2020 EXEC CMTE APPROVED BYLAWS COMTE RECOMMENDATIONS

JUNE 16, 2020 BOARD OF TRUSTEES APPROVED WITH CHANGES

OCTOBER 2020 SEND TO MEMBERS

NOVEMBER 5, 2020 MEMBERSHIP VOTE ANNOUNCED