AMENDMENT TO THE BYLAWS

of the

Friends of the Tualatin River National Wildlife Refuge

(Friends of the Tualatin River National Wildlife Refuge Complex)

PURPOSE OF THIS AMENDMENT

The Board of Directors of Friends of the Tualatin River National Wildlife Refuge seeks to establish a formal recognition process for individuals who have provided exceptional service to the organization. To accomplish this, the Board proposes the addition of a new position—Board Member Emeritus—to the Bylaws. This amendment introduces a new section to Article III of the Bylaws, adopted on October 19, 2024, and will be presented to the membership for their vote during the 2026 annual meeting.

ARTICLE III - AUTHORITY AND DUTIES OF DIRECTORS

Section 3.15. Board Member Emeritus.

3.15.A. How the Title Is Awarded. The Board of Directors may award the title of *Board Member Emeritus* to any person who has given outstanding and dedicated service to the organization. The Board awards this title by a simple majority vote at any regular or special meeting where a quorum is present.

3.15.B. This Is an Honorary Title - No Board Voting Rights. A Board Member Emeritus is an honorary role. A person with this title is *not* a Director of the organization. They cannot vote on Board matters, and they do not count toward the quorum - that is, the minimum number of Directors needed to hold a valid meeting and make decisions. A Board Member Emeritus does not have the legal duties of a Director, and they cannot make decisions or sign agreements on behalf of the organization.

3.15.C. This Title Is for Life. Once awarded, the Board Member Emeritus title lasts for the lifetime of that person, unless they choose to step down or the title is removed as described in Section 3.15.E. A Board Member Emeritus does not need to pay annual membership dues.

3.15.D. Attending Meetings and Serving on Committees. The Board may invite a Board Member Emeritus to attend Board meetings and share their thoughts and experience. A Board Member Emeritus may also be appointed to serve on committees, where they will have full voting rights on committee matters.

3.15.E. Stepping Down or Losing the Title. A Board Member Emeritus may give up the title at any time by sending a written notice to the Secretary. The Board may also remove the title by a majority vote of Directors if they find that the person's actions are harmful to the organization. Before removing the title, the person must be given fair notice and a chance to respond.

3.15.F. Legal Cost Coverage. The legal cost protections described in Article 5 of the Bylaws do not cover a Board Member Emeritus. Because this is an honorary role - not a Director, officer, or staff position - the organization is not responsible for covering their legal costs related to this role.

EFFECT OF AMENDMENT

All other parts of the Bylaws adopted on October 19, 2024 remain unchanged and in full effect. If anything in this amendment conflicts with the existing Bylaws, this amendment takes priority.

ADOPTION

This amendment was approved by a majority vote of the members of the organization at a

[Annual / Special] Meeting held on _____, 20___. Members were notified of the proposed amendment in advance, as required by Article VIII of the Bylaws.

_____ President

_____ Secretary

_____ Date

To take effect, this amendment must be approved by a majority vote of members present at an Annual or Special Meeting, with advance notice of the proposed change included in the meeting notice (per Article VIII of the Bylaws). After adoption, the Board of Directors awards individual Board Member Emeritus titles by a simple majority vote at any Board meeting.