

August 25, 2021

MOTION FOR CHANGES TO ARTICLES III AND IV OF THE BY-LAWS OF THE FRIENDS OF THE TUALATIN RIVER NATIONAL WILDLIFE REFUGE

Motion to the Friends of the TRNWRC Membership to approve modifications to the By-Laws proposed by the Board of Directors at the August Board Meeting.

The proposed changes to the By-Laws modify the composition of the Executive Committee and tenure of the Officers of the Corporation.

- Eliminate "Section 3.05. Staggered Term. A director's terms will be assigned to the initial Directors such that no more than one third plus one of the Directors' terms will end in any given year." This succession should be addressed in a procedure and not a by-law.
- Modify Section 4.01. Officers.; 4.03. Terms of Office.; Sections 4.05 through 4.09 which describe the Duties of the Officers of the Corporation. These changes eliminate the existing roles of President-Elect and Past-President and add the roles of Vice-President and Parliamentarian. The Terms of Office for all Officers are one year, with annual election or reelection of Officers. There is no limitation on the number of successive terms for the President or Vice-President. Terms of other Officers remain as described in Section 3.02.: Section 4.05 also was modified to clarify that the authority of the President to bind the Corporation for transactions for up to a total of \$1,000 in a fiscal year without prior approval of the Board.