

**BYLAWS OF THE BLUE MOUNTAIN REGION  
LONG-TERM RECOVERY ORGANIZATION**

**Article 1: Name**

The name of this Corporation shall be Blue Mountain Region Long-Term Recovery Group (herein, the "Corporation"). The business of the Corporation may be conducted under the name Blue Mountain Region Long-Term Recovery Group or such other name as may later be established by the Board of Directors.

**Article 2: Office**

The initial office location and mailing address of the Corporation shall be:

CAPECO	United Way of the Blue Mountains
721 SE 3rd St, Suite D	112 South First Ave
Pendleton, OR 97801	Walla Walla, WA 99362

**Article 3: Purpose**

The purpose of this Corporation is to provide coordinated management of long-term recovery to disaster survivors who do not have adequate personal resources throughout the Confederated Tribes of the Umatilla Indian Reservation and Umatilla County, OR and Columbia and Walla Walla counties, WA.

The Corporation will provide spiritual, emotional, physical and financial resources to those affected by the disaster without discrimination on the basis of gender, race, color, creed, national origin, age, marital or civil union status, disability, gender identity or sexual orientation or religious preference.

**Article 4: Membership**

**4.1 No Membership Classes**

The Corporation shall have no members who have any right to vote or title or interest in or to the Corporation, its properties, and franchises.

**4.2 Non-Voting Affiliates**

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the Corporation website. Affiliates have no voting rights and are not members of the Corporation.

## **Article 5: Board of Directors**

### **5.1 Powers and Duties**

The business and affairs of the Corporation shall be under the supervision of a Board of Directors. The Board shall have control over and management of the affairs. The Board shall be responsible for strategic leadership, resource and relationship management, reputation building, performance management and measurement, and oversight of public policy agenda and advocacy. The Board may delegate certain of their duties to the officers and committees of the Corporation. In addition to the powers expressly conferred upon them by these Bylaws, the Board may exercise such powers and do such lawful acts and things as are not otherwise limited by these bylaws. The members of the Board of Directors shall be referred to herein as directors or board members.

### **5.2 Qualifications**

The Board shall have at least two directors (*i.e.*, representatives) who reside in Umatilla County Oregon, two directors who work for the Confederate Tribes of the Umatilla Indian Reservation. Two directors that live in Walla Walla County and two directors that live in Columbia County, WA. Seats may remain vacant until filled.

### **5.3 Number of Directors**

The Corporation shall have a board of directors consisting of at least 5 and no more than 21 directors. The initial board of directors shall consist of 11 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

### **5.4 Election and Term of Office**

Approximately one third of the directors shall be elected each year for a term of three years or until their successors are elected. Election of new board members shall be conducted during the final regular board meeting of the Corporation's fiscal year. All vacancies on the Board, whether caused by failure to elect, resignation, death, or otherwise, may be filled by a majority vote of the remaining directors at any regular meeting or special meeting.

Directors, except the corporate officers, shall be eligible for election to no more than two terms as directors. After an absence of one year from the Board, such persons shall be eligible for re-election. Officers are not bound by the three-year term and may finish out their term(s) in office.

### **5.5 Initial Directors**

The initial directors shall be:

Maraena Allen-Lewis

John Colvin

Paula Hall

Denise Jerome

Travis Larsen

Charlene Larsen

Christy Lieuallen  
David Lopez  
Marcus Luke  
Gary Mose  
Tillie MakePeace  
David Reinholz  
Joy Marie Smith  
Julie Taylor  
John C Taylor  
Norman Thiel  
Douglas Venn  
Tye Watts

**5.6 Vacancies**

The board of directors may fill vacancies due to the expiration of a director’s term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

**5.7 Removal of Directors**

Any director who fails without duly reported cause to attend four consecutive regular meetings of the Board may, after due consideration, be relieved of their duties by a two-thirds vote of the Board.

Any director or officer may be removed from the Board with or without cause by a two-thirds majority of The Board present at any duly called regular or special meeting, providing notice has been given in accordance with Article 5, Sec. 5.8 of these bylaws. The petition for removal shall be placed before The Board by any member of the Board. The Board shall oversee the implementation of this policy.

**5.8 Regular Meetings**

Regular meetings of the Board shall be held at least four times annually at times and places designated by the President. Attendance at the board meetings is expected of all board members.

**5.9 Special Meetings**

Special meetings of the board may be called by the chair, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days’ notice to each director of the date, time, and place, but not the purpose, of the meeting.

**5.10 Notice of Meetings**

Board meetings shall be held upon four days’ notice by first-class mail, electronic mail, or facsimile transmission or forty-eight hours’ notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or

transmission system. Notice of meetings shall specify the place, day, and hour of meeting. An advance agenda is preferred, but the purpose of the meeting need not be specified.

### **5.11 Quorum**

One third of the Board shall be necessary to constitute a quorum.

### **5.12 Hung Board Decisions**

On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

### **5.13 Participation**

Except as required otherwise by law, or these bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

### **5.14 Compensation**

A board member shall receive no compensation for their service as director or officer but may receive reimbursement for reasonable expenditures incurred on behalf of the Corporation. Such compensation must be approved by the Board within thirty days of the expenditure.

### **5.15 Compensation for Professional Services by Directors**

Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

### **5.16 Resignation**

A board member may resign at any time by giving written notice to the Board. Unless otherwise specified in such written notice, the resignation shall take effect upon receipt thereof by the Executive Committee.

### **5.17 Annual Policy Signatures**

The Conflict of Interest, Whistleblowers and Diversity & Inclusion policies and the resolution for electronic communication will be signed by all directors, employees, and committee members on an annual basis.

## **Article 6: Officers**

### **6.1 Board Officers**

The officers of the Corporation shall be 2 co-chairs, secretary, and treasurer, all of whom shall be chosen by, and serve, at the pleasure of the board of directors. Each officer shall have the authority and shall perform the duties set forth in these bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint

additional vice-presidents and such other officers as it deem expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine.

## **6.2 Term of Office**

Each officer shall serve a two-year term of office and may not serve more than two consecutive terms of office unless unanimously elected by the board at the end of their term. Each officer's term of office shall begin July 1 and shall end June 30.

## **6.3 Removal and Resignation**

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

## **6.4 Co-Chairs**

Two co-chairs act together to make any formal statements, preside at all meetings, direct and coordinate the effective implementation of the mission, goals, and strategies of Corporation as established by the bylaws and policies, and perform other functions as deemed necessary by the board.

## **6.5 Secretary**

The Secretary shall record and preserve all minutes of the meetings, (manage membership, establish the quorum) and perform other functions as deemed necessary by the Executive Committee. If unable to attend a meeting, the Co-Chair or presiding Executive Committee member shall appoint a secretary for that meeting.

## **6.6 Treasurer**

The Treasurer shall account for any financial matters of Corporation, provide regular financial reports to the Board of Directors and Member Organizations, and perform other functions as deemed necessary by the Executive Committee. The Treasurer shall work with the Finance Committee and Fiscal Agents to establish proper accounting and reporting procedures.

## **6.7 Non-Director Officers**

The board of directors may designate additional officer positions of the Corporation and may appoint and assign duties to other non-director officers of the Corporation.

## **Article 7: Committees**

### **7.1 Committees**

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of one or more directors, and any non-directors as may be authorized by the board, to serve at the pleasure of the board. Any committee, to the extent provided in

the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- a. take any final action on matters which also requires board members' approval or approval of a majority of all members.
- b. fill vacancies on the board of directors of in any committee which has the authority of the board.
- c. amend or repeal bylaws or adopt new bylaws.
- d. amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable.
- e. appoint any other committees of the board of directors or the members of these committees.
- f. expend corporate funds to support a nominee for director; or approve any transaction:
  - I. to which the Corporation is a party and one or more directors have a material financial interest; or
  - II. between the Corporation and one or more of its directors or between the Corporation or any person in which one or more of its directors have a material financial interest.

## **7.2 Meetings and Action of Committees**

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article 5, Sec. 5.8 of these bylaws concerning meetings of the directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these bylaws.

## **7.3 Informal Action by The Board of Directors**

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

## **7.4 Actions**

All committees shall keep full records and accounts of their proceedings and transactions. All action by the committees shall be reported to the Board at its next meeting and shall be subject to control, revision, and alteration by the Board

## **7.5 Committee Operations**

Each committee shall have the power to make rules and regulations for the conduct of its business subject to the Board's approval. A majority of the members of a committee shall constitute a quorum, and in every case the affirmative vote of a majority of all of the members of such committee shall be necessary for any committee action. No committee of the Board may: (i) approve dissolution, merger or the sale, pledge or

transfer of all or substantially all of the Corporation's assets; (ii) elect, appoint or remove directors or fill vacancies on the Board or on any of its committees; or (iv) adopt, amend or repeal these bylaws.

## **7.6 Executive Committee**

The Board may maintain an Executive Committee, the members of which shall include the two Co-Chairs, Secretary, Treasurer, and additional members as may be appointed by the Co-Chairs for the current year.

## **Article 8: General Provisions**

### **8.1 Fiscal Agent**

Fiscal Agent(s) is deemed necessary for Corporation and shall be a 501(c)3 organization(s) which shall accept and disburse financial donations on behalf of Corporation as directed by a vote of Corporation.

### **8.2 Books and Records**

The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director, and each officer; and such other records as may be necessary or advisable. The records shall be kept at United Way of the Blue Mountains. Additionally, copies will be kept with CAPECO and the Confederate Tribes of the Umatilla Indian Reservation.

### **8.3 Fiscal Year**

The fiscal year of the Corporation, upon the basis of which its accounts and records shall be kept, shall be from July 1 to, and including, June 30.

### **8.4 Diversity & Inclusion**

The Corporation strives to be a model of diversity and inclusion. The Board, committees, and other volunteers reflect the many faces, cultures, and walks of life that proudly make up the Blue Mountain Region.

### **8.5 Indemnification**

The Corporation shall indemnify current and former members of the Corporation's Board of Directors, standing committees, and the Corporation's employees and agents to the fullest extent permitted by state law (including, but not limited to RCW 24.03.035(14), 24.03.043; 23B.17.030, RCW 23B.08.500 to .600). Under such authority, the Corporation covenants to pay expenses, liabilities and losses incurred by a director, officer, or agent of the Corporation in defending him or herself in any legal action in which such person becomes involved because of their official capacity as a director, officer or agent of the Corporation. A nonprofit corporation may not indemnify a director or officer found by a court to be liable to the Corporation or when the director or office receives an improper personal benefit.

The board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

### **8.6 Nondiscrimination Policy**

The officers, directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Corporation not to discriminate based on race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

### **8.7 Bylaw Amendment**

These bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the board.

### **Article 9: Counterterrorism and Due Diligence Policy**

In furtherance of its exemption by contributions to other organizations, domestic or foreign, the Corporation shall stipulate how the funds will be used and shall require the recipient to provide the Corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, the Corporation willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

The Corporation shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

### **Article 10 Document Retention Policy**

#### **10.1 Purpose**

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Corporation records.

#### **10.2 Policy**

All records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, the Corporation may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention

of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

The Corporation expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Corporation informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

### **10.3 Minimum Retention Periods for Specific Categories**

Employment Records/Personnel Records. State and federal statutes require the Corporation to keep certain recruitment, employment and personnel information. The Corporation should also keep personnel files that reflect performance reviews and any complaints brought against the Corporation or individual employees under applicable state and federal statutes. The Corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

### **10.4 Board and Board Committee Materials**

Meeting minutes should be retained in perpetuity in the Corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the Corporation. bylaws will be kept by CAPECO, CTUIR and United Way of the Blue Mountains.

**10.5 Press Releases/Public Filings** The Corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the Corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Corporation.

### **10.6 Legal Files**

Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

### **10.7 Marketing and Sales Documents**

The Corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

## **10.8 Correspondence**

Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

## **10.9 Banking and Accounting**

Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

## **10.10 Insurance**

A rider policy will be held by the Fiscal Agent(s). All records of insurance, accident reports, claims, etc. should be kept permanently.

## **10.11 Electronic Mail. E-mail that needs to be saved should be either**

Printed in hard copy and kept in the appropriate file; or downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

## **Article 11: Transparency and Accountability**

### **11.1 Purpose**

By making full and accurate information about its mission, activities, finances, and governance publicly available, the Corporation practices and encourages transparency and accountability to the general public. This policy will:

- a. indicate which documents and materials produced by the Corporation are presumptively open to staff and/or the public
- b. indicate which documents and materials produced by the Corporation are presumptively closed to staff and/or the public
- c. specify the procedures whereby the open/closed status of documents and materials can be altered.

### **11.2 Means and Conditions of Disclosure**

The Corporation shall make "Widely Available" the aforementioned documents on its internet website to be viewed and inspected by the general public. The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists). The website shall clearly inform readers that the document is available and provide instructions for downloading it. The Corporation shall not charge a fee for

downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge). The Corporation shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

### **11.3 Board**

- d. All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
- e. All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- f. All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

### **11.4 Staff Records**

- g. All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- h. No staff records shall be made available to any person outside the Corporation except the authorized governmental agencies.
- i. Within the Corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that (d) Staff records shall be made available to the board when requested.

### **11.5 Donor Records**

- j. All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- k. No donor records shall be made available to any other person outside the Corporation except the authorized governmental agencies.
- l. Within the Corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that; donor records shall be made available to the board when requested.

## **Article 12 Code of Ethic and Whistleblower Policy**

### **12.1 Purpose**

The Corporation requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the Corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of the Corporation to adhere to all laws and regulations that apply to the Corporation and the purpose of this policy is to support the Corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

### **12.2 Reporting Violations**

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of the Corporation is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

### **12.3 Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

### **12.4 Retaliation**

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Corporation and provides the Corporation with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

The Corporation shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of the Corporation or of another individual or entity with whom the Corporation has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

The Corporation shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of the Corporation that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

### **12.5 Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

### **12.6 Handling of Reported Violations**

The board co-chair shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

## **Article 13: Dissolution of the Corporation**

An exit strategy will be developed that allows for the dissolution of Corporation, that ensures all cases are closed or forwarded to a member agency for completion and the disbursement of assets shall be determined by the Corporations Board.

**CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated bylaws of Blue Mountain Region Long Term Recovery Group were approved by the corporate board of directors on June 10, 2020 and constitute a complete copy of the Bylaws of the Corporation.

By Secretary: \_\_\_\_\_

Date: \_\_\_\_\_