



LOWER COLUMBIA REGION
HARBOR SAFETY COMMITTEE

Lower Columbia Region Harbor Safety Committee Managing Board Meeting

1330-1405 hrs
Wednesday, January 9, 2019

Venue: Millennium Bulk
4029 Industrial Way, Longview, WA 98632

Officers

Chair: Kate Mickelson

Vice-Chair: Dave Konz

Secretary: Susan Johnson

Administrator: Bekah Canfield, Merchants Exchange

1. **Meeting Called to Order, Chair: *Kate Mickelson***
 - a. **Safety Briefing and Welcome**
 - b. **Introductions**
2. **Review of Minutes from November 14, 2018 (*Action item*)**
3. **Executive Committee Update & Incorporation Action (*Action Items*)**
 - a. **Managing Board Vote to Amend from Member to Non-Member Organization**
 - b. **Managing Board Vote to Approve/Accept Bylaws**
 - c. **Managing Board Vote for Board of Directors**
 - iii. **2-year term; no staggering**
4. **Financial Report: *Merchants Exchange***
 - a. **2018 YE Financial Report**
 - b. **2018/2019 Billing Update**
 - c. **2019 Tax Filing Status Update**
5. **Administrative Update:**
 - a. **Website Status: *Bekah Canfield***
6. **Standing Committee Reports**
Standing Committees report out at the General Membership meeting.
7. **Harbor Safety Plan: *Kate Mickelson***
 - a. **Approval of Chapter Updates (*Action Items*)**
8. **New Business/Good of the Order**



LOWER COLUMBIA REGION
HARBOR SAFETY COMMITTEE

Lower Columbia Region Harbor Safety Committee Managing Board Meeting Notes

1330-1405 hrs
Wednesday, November 14, 2018

Venue: Portland Spirit
110 SE Caruthers St, Portland, OR

Officers

Chair: Sean Clark

Vice-Chair: Kate Mickelson

Secretary: Susan Johnson

Administrator: Bekah Canfield, Merchants Exchange

In attendance:

*Sean Clark, Port of St. Helens, Chair	*Kate Mickelson, CRSOA, Vice Chair
*Susan Johnson, OBMP, Secretary	Bekah Canfield, Merchants Exchange, Administrator
*Fred Harding, Shaver Transportation	*Dan Jordan, Columbia River Bar Pilots
Steve Ackerman, Columbia River Bar Pilots	*Crescent Moegling, NOAA
*Scott Ferguson, Washington Dept. of Ecology	Par Hagleg, Washington Dept. of Ecology
*Holly Robinson, MFSA	*Liz Wainwright, Merchants Exchange
*Fred Myer, Port of Portland	Hannah Milnes, CRSOA
Ken Lawrenson, Colrip	*Jeremy Nielson, Colrip
Sam Shogren, Maritimelimages.net	Alex Scott, Anchorage Launch
Art Dahlin, Foss Maritime	Toby Jacobson, Foss Maritime
*Casey Comer, Clean Rivers Cooperative	* Cameron Hunt, Portland Spirit
*Heather Sievers, Millennium Bulk	*Ross McDonald, Sause Brothers
Scott Smith, Oregon DEQ	*Capt. David Berliner, USCG
Mark Homeyer, Crowley	William Crabbs, Phillips 66
*Jon Gornick, US Army Corps of Engineers	Kevin Brady, David Evavis and Associates
Brad Kopela, Shaver Transportation	

1. Meeting Called to Order, Chair: *Sean Clark*

Sean called the meeting to order at 1335hrs and a brief round of introductions was conducted following a safety briefing from the Portland Spirit.

2. Review of Minutes from September 12, 2018 (*Action item*)

The minutes from the September 12, 2018 meeting were amended to reflect accurate attendance of USCG representatives as well as corrections to the USCG report regarding response efforts following Hurricane Florence. The minutes were accepted as amended.

3. Administrative Update: *Bekah Canfield*

Bekah gave a brief administrative update that included requesting hosts for the 2019 meetings and giving a status update on the website refresh survey. The website refresh is scheduled to be completed by 1Q 2019 and the finalized meeting schedule for 2019 will be distributed via email after the meeting

Sean Clark and Liz Wainwright gave a brief update on the status of the Incorporation. The process is nearing the end and they thanked the Committee for their patience as the final details are being worked out. It is expected that there will be Bylaws to review at the January 9, 2019 meeting.

4. Financial Report: *Merchants Exchange*

Liz Wainwright, Merchants Exchange, gave the financial report. There are two outstanding balances/unpaid invoices in Accounts Payable: one to the Merchants Exchange for administrative services and one to Schwabe, Williamson, and Wyatt for legal services related to the Incorporation. The reason for the unpaid invoices was because the Managing Board elected to hold off on invoicing until the Incorporation was finalized. After discussion, the Managing Board voted to invoice for 2018 during December and then invoice for 2019 during mid-year. On a motion made, and duly seconded, the motion to approve invoicing passed.

Liz also presented the 2019 Proposed Operating Budget and the 2019 Merchants Exchange Service Agreement. After discussion, the Managing Board made a motion to approve the presented budget and service agreement. m/s/a.

5. Nomination for 2019 Officers

a. Proposed Slate from Executive Committee:

- iii. **Chair: Kate Mickelson, CRSOA**
- iv. **Vice Chair: Dave Konz, Tidewater**
- v. **Secretary: Susan Johnson, OBMP**

Sean presented the slate of 2019 Officer nominees to the Managing Board. Hearing no other nominations from the floor, a motion was made to elect the nominees to the positions of Officers. On a motion made and duly seconded, the slate was approved as presented.

6. Standing Committee Reports

Standing Committees report out at the General Membership meeting.

7. New Business/Good of the Order

With no other business before the Board, the meeting was adjourned. The General Membership meeting follows immediately after.

Transmitted via email, 1/4/19

Schwabe Williamson & Wyatt

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Dear Board Members,

Congratulations. This incorporation exercise has been quite a journey. You will recall that this effort was triggered when several concerned Board members wanted more clarity on risk and responsibility related to association activities and board governance. The inquiry was shared with our office, and we were authorized to begin looking at the risk issues and develop a strategy for addressing potential holes. Our office learned through its investigation that several like-kind groups in other jurisdictions used corporation status and insurance tools to further mitigate risks.

Our office proposed incorporating the association and securing insurance through the MEX program to protect both the association and its Board members. This proposal was approved, and over the last months our office has worked with MEX and the executive committee to complete this program. Harmonizing how the Association functioned previously and how it will function moving forward became a bit of a chore, but we found solutions.

MEX is circulating the new articles of incorporation and the new proposed bylaws. We also have included what we hope is a simple chart to show graphically how the LCRHSC was administered previously, and how it will be administered going forward. It is important to note that while the legal status is changing, we attempted our very best to retain the functional management and oversight structure. There are two critical pieces which you should recognize:

- The “Association” now will be an Oregon non-profit corporation, and will have a tax exempt status with both federal and state taxing authorities. With this status comes the potential for individuals and entities to make “charitable” donations to the organization; and
- The “Corporation” will be a **non-member** corporation. Please understand that this is a legal distinction, not a functional one. The Corporation will still have members, and they will attend events and participate in corporation activities. But the Corporation will not be governed by members, and these members will not have standing as shareholders or as members of a limited liability company (for those of you used to that configuration) to control the organization through voting. The Board will have full authority to run the organization, and the Board will solicit and vote for new board members going forward. The corporation will retain the previous, operating “charter”, this re-named “Operations Manual”, and the organization will function almost entirely as it did previously.

Transmitted via email, 1/4/19

Below is a more detailed schedule of activities if you are curious about next steps to wrap up this process. I will be attending the next meeting and will be available to answer any questions.

NECESSARY PAPERWORK AND TIMELINE

State: The State of Oregon Secretary of State, Department of Justice regulates charitable activities, as such, non-profit organizations must register and be certified by the Secretary of State.

Federal: Internal Revenue Code Section 506 requires an organization notify the IRS of its intent to operate as a Section 501(c)(4) organization.

1. **Name and Structure.** The Managing Board chose the name "Lower Columbia Region Harbor Safety Committee, Inc." and the organization will be formed as a 501(c)4.
2. **Initial Board of Directors.** The Managing Board will go away under the new structure and be replaced by a Board of Directors. Upon vote at the January 9, 2019, LCRHSC Meeting, which will be the Organizational Meeting of the Corporation, the Initial Board of Directors will be made up of the members of the previously referred to Managing Board at the time of incorporation. The Board of Directors (previously Managing Board) will have Officers (previously Executive Committee) consisting of a Chair, Vice Chair, and Secretary. The bylaws allow for the addition of a Treasurer.
3. **Prepare Bylaws.** The Bylaws must be prepared and approved before Articles of Incorporation can be filed. These are basically the "rules" that the Corporation will follow. They do not need to be filed with the State of Oregon.
4. **Prepare Operations Manual.** The Operations Manual is similar to the previously utilized "Charter" and helps to guide the Corporation. It is not a necessary document.
5. **Organizational Meeting.** The Organizational Meeting (January 9, 2019) will consist of several agenda items, potentially including: Electing the Initial Directors, Appointing Officers, Approving the Bylaws, Approving the Operations Manual, Setting the Accounting/Tax Year, and allows for other items such as approving any initial transactions of the Corporation (i.e. approval of Merchants Exchange accounting, new bank accounts, insurance, etc.) that may be necessary.
6. **Register the Corporation by filing the Nonprofit Articles of Incorporation.** The State of Oregon requires that nonprofit corporations must register and renew annually with the Secretary of State Corporation Division. A simple one page Articles of Incorporation form includes basic information and will be filed upon approval of the Bylaws.
7. **Get Tax Numbers/Register with IRS.** The Corporation is required to submit Form 8976, Notice of Intent to Operate Under Section 501(c)4. This form also includes basic information and will be filed upon approval of the Bylaws. According to the IRS once you submit a complete application you can expect to receive acknowledgement from the IRS within 60 days.
8. **Fulfill Insurance Requirements.** The LCRHSC will work with the Merchants Exchange under their current contract to procure insurance to meet these requirements.

Thank you once again for allowing us to help this organization and generally the maritime community.

Cheers,

Darien

BEFORE AND AFTER

PRE-2019

POST-2018

ENTITY

LCRHSC
[ASSOCIATION]

LCRHSC, INC.
[NON-PROFIT CORP.]



CONTROL

BOARD

BOARD



OPERATIVE DOCS

CHARTER

BYLAWS



FUNCTIONAL PRACTICES

CHARTER

OPERATIONS
MANUAL

BYLAWS
OF
LOWER COLUMBIA REGION HARBOR SAFETY COMMITTEE, INC.

SECTION 1 PURPOSES AND POWERS

- 1.1 Purposes.** Lower Columbia Region Harbor Safety Committee, Inc. (the “**Corporation**”) may engage in any lawful activity unless a more limited purpose is set forth in the Articles of Incorporation.
- 1.2 General Powers.** Unless the Articles of Incorporation provide otherwise, the Corporation has perpetual duration and succession in its corporate name and has the same powers as an individual to do all things necessary or convenient to carry out its affairs.

SECTION 2 BOARD OF DIRECTORS

2.1 Duties of Board.

- (a) All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the board of directors, subject to any limitation set forth in the Articles of Incorporation and except as provided in Section 2.1(b).
- (b) The Articles of Incorporation may authorize a person or persons, or the manner of designating a person or persons, authorized to exercise some or all of the powers which would otherwise be exercised by a board. To the extent so authorized any such person or persons will have the duties and responsibilities of the directors, and the directors will be relieved to that extent from such duties and responsibilities.

2.2 Qualifications of Directors. All directors must be individuals. The Articles of Incorporation or these Bylaws may prescribe other qualifications for directors.

2.3 Number of Directors.

- (a) The Corporation will have a variable-range size board of directors. The minimum number of directors will be eleven (11) and the maximum number of directors will be twenty one (21). The number of directors may be fixed or changed periodically, within the minimum and maximum, by the board of directors.

2.4 Election, Designation and Appointment of Directors. All the directors, except the initial directors, will be elected by the then existing directors of the corporation.

2.5 Terms of Directors Generally.

- (a) The term of each director will be two years, this unless a director becomes an executive committee member, in which case the director will complete his/her cycle through the offices of the executive committee. The terms of directors may not exceed five years. Directors may be elected for successive terms.

- (b) A decrease in the number of directors or term of office does not shorten an incumbent director's term.
- (c) Except as provided in the Articles of Incorporation or these Bylaws:
 - (1) the term of a director filling a vacancy in the office of an elected director expires at the next election of directors; and
 - (2) the term of a director filling any other vacancy expires at the end of the unexpired term which such director is filling.
- (d) Despite the expiration of a director's term, the director continues to serve until the director's successor is elected, designated or appointed and qualifies, or until there is a decrease in the number of directors.

2.6 Staggered Terms for Directors. The Articles of Incorporation or these Bylaws may provide for staggering the terms of directors by dividing the total number of directors into groups. The terms of office of the several groups need not be uniform.

2.7 Resignation of Directors.

- (a) A director may resign at any time by delivering written notice to the board of directors, its presiding officer or to the president or secretary.
- (b) A resignation is effective when the notice is effective under Section 9 unless the notice specifies a later effective date.
- (c) Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

2.8 Removal of Directors Elected by Directors.

- (a) A director elected by the board of directors may be removed with or without cause, unless the Articles of Incorporation or these Bylaws provide that directors may be removed only for cause, by the vote of two-thirds of the directors then in office or such greater number as is set forth in the Articles of Incorporation or these Bylaws.
- (b) If at the beginning of a director's term on the board, the Articles of Incorporation or these Bylaws provide that the director may be removed for reasons set forth in the Articles of Incorporation or these Bylaws, the board may remove the director for such reasons. The director may be removed only if a majority of the directors then in office vote for the removal.

2.9 Removal of Designated or Appointed Directors.

- (a) A designated director may be removed by an amendment to the Articles of Incorporation or these Bylaws deleting or changing the designation.
- (b) If a director is appointed:

- (1) except as otherwise provided in the Articles of Incorporation or these Bylaws, the director may be removed with or without cause by the person appointing the director;
- (2) the person removing the director must do so by giving written notice of the removal to the director and either the presiding officer of the board or the Corporation's president or secretary; and
- (3) a removal is effective when the notice is effective under Section 9 unless the notice specifies a future effective date.

2.10 Vacancy on Board.

- (a) Unless the Articles of Incorporation or these Bylaws provide otherwise, and except as provided in Section 2.10(b) and Section 2.10(c), if a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors:
 - (1) the board of directors may fill the vacancy; or
 - (2) if the directors remaining in office constitute fewer than a quorum of the board of directors, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.
- (b) Unless the Articles of Incorporation or these Bylaws provide otherwise, if a vacant office was held by an appointed director, only the person who appointed the director may fill the vacancy.
- (c) If a vacant office was held by a director designated by these Bylaws:
 - (1) the vacancy will be filled as provided in these Bylaws; and
 - (2) unless the Articles of Incorporation or these Bylaws provide otherwise, the vacancy may not be filled by the board.
- (d) A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date under Section 2.7(b) or otherwise, may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

2.11 Compensation of Directors. Unless the Articles of Incorporation or these Bylaws provide otherwise, the board of directors will serve without compensation.

SECTION 3 MEETINGS AND ACTION OF BOARD

3.1 Regular and Special Meetings.

- (a) If the time and place of a director's meeting is fixed by these Bylaws or is regularly scheduled by the board of directors, the meeting is a regular meeting. The directors will establish a specific meeting schedule annually. All other meetings are special meetings.

- (b) The board of directors may hold regular or special meetings in or out of the State of Oregon.
- (c) Unless the Articles of Incorporation or these Bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which either of the following occurs:
 - (1) all directors participating may simultaneously hear or read each other's communications during the meeting; or
 - (2) all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors (i.e., teleconference or video conference is permitted).
- (d) If a meeting is conducted through the use of any means described in Section 3.1(c):
 - (1) all participating directors must be informed that a meeting is taking place at which official business may be transacted; and
 - (2) a director participating in the meeting by this means is deemed to be present in person at the meeting.

3.2 Action Without Meeting

- (a) As used in this Section 3.2:
 - (1) "Electronic" has the meaning given that term in ORS 84.004.
 - (2) "Electronic signature" has the meaning given that term in ORS 84.004.
 - (3) "Sign" includes an electronic signature.
 - (4) "Written" includes a communication that is transmitted or received by electronic means.
- (b) Unless the Articles of Incorporation or these Bylaws provide otherwise, action required or permitted by the Oregon Nonprofit Corporation Act to be taken at the board of directors' meeting may be taken without a meeting if the action is taken by all members of the board of directors. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken.
- (c) Action taken under this Section 3.1(c) is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date.
- (d) A consent signed under this Section 3.1(c) has the effect of a meeting vote and may be described as such in any document.

3.3 Call and Notice of Meetings.

- (a) Unless the Articles of Incorporation, these Bylaws or the Oregon Nonprofit Corporation Act provide otherwise, regular meetings of the board may be held without notice of the date, time, place or purpose of the meeting.
- (b) Unless the Articles of Incorporation or these Bylaws provide for a longer or shorter period, special meetings of the board must be preceded by at least two days' notice to each director of the date, time and place of the meeting. Unless the Oregon Nonprofit Corporation Act provides otherwise, the notice need not describe the purpose of the special meeting unless required by the Articles of Incorporation or these Bylaws.
- (c) Unless the Articles of Incorporation or these Bylaws provide otherwise, the presiding officer of the board, the president or 20 percent of the directors then in office may call and give notice of a meeting of the board.

3.4 Waiver of Notice.

- (a) A director may at any time waive any notice required by the Oregon Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws. Except as provided in Section 3.4(b), the waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records.
- (b) A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

3.5 Quorum and Voting.

- (a) Unless the Articles of Incorporation or these Bylaws require a greater number or a lesser number as authorized under Section 3.5(b), a quorum of the board of directors consists of:
 - (1) if the Corporation has a fixed board size, a majority of the fixed number of directors; or
 - (2) if the Corporation has a variable-range size board, a majority of the number in office immediately before the meeting begins.
- (b) The Articles of Incorporation or these Bylaws may authorize a quorum of the board of directors to consist of no fewer than one-third of the fixed or prescribed number of directors determined under Section 3.5(a).
- (c) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present when the act is taken is the act of the board of directors unless the Articles of Incorporation or these Bylaws require the vote of a greater number of

directors. A director is considered present regardless of whether the director votes or abstains from voting.

- (d) Unless otherwise provided in the Articles of Incorporation or these Bylaws, directors are elected by a plurality of the directors entitled to vote in the election at a meeting at which a quorum is present.
- (e) A director who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:
 - (1) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting the business at the meeting;
 - (2) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
 - (3) the director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

3.6 Committees.

- (a) Unless the Articles of Incorporation or these Bylaws provide otherwise, the board of directors may create one or more committees of the board of directors which exercise the authority of the board of directors and appoint members of the board to serve on them or designate the method of selecting committee members. Each committee must consist of two or more directors, who serve at the pleasure of the board of directors.
- (b) The creation of a committee and appointment of directors to the committee or designation of a method of selecting committee members must be approved by the greater of:
 - (1) a majority of all the directors in office when the action is taken; or
 - (2) the number of directors required by the Articles of Incorporation or these Bylaws to take action under Section 3.5.
- (c) The provisions of Section 3.1 to Section 3.5 governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors, apply to committees and their members as well.
- (d) Except as provided in Section 3.6(e), to the extent specified by the board of directors or in the Articles of Incorporation or these Bylaws, each committee of the board may exercise the authority of the board of directors.
- (e) A committee of the board may not:
 - (1) authorize distributions;

- (2) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets;
 - (3) elect, appoint or remove directors or fill vacancies on the board or on any of its committees; or
 - (4) adopt, amend or repeal the Articles of Incorporation or these Bylaws.
- (f) The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct described in Section 4.1.

(g) The corporation has no members and the voting power of the corporation is vested in the Board of Directors. The corporation may establish one or more classes of members by amendment to these Bylaws. The corporation also may use the term "member" to describe a supporter of the organization with no membership rights of the kind described under Oregon law.

(h) A flow chart showing the previous association and the new corporation status is attached as exhibit A.

3.7 Membership

- (a) Refer to Operations Manual.

SECTION 4 STANDARDS OF CONDUCT

4.1 General Standards for Directors.

- (a) A director must discharge the duties of a director, including the director's duties as a member of a committee:
 - (1) in good faith;
 - (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
 - (3) in a manner the director reasonably believes to be in the best interests of the Corporation.
- (b) In discharging the duties of a director, a director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:
 - (1) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
 - (2) legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or

- (3) a committee of the board of which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence.
- (c) A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 4.1(b) unwarranted.
- (d) A director is not liable to the Corporation or any other person for any action taken or not taken as a director, if the director acted in compliance with this Section 4.1.
- (e) A director will not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.

4.2 Director Conflict of Interest.

- (a) A conflict of interest transaction is a transaction with the Corporation in which a director of the Corporation has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction is fair to the Corporation at the time it was entered into or is approved as provided in Section 4.2(f).
- (b) A transaction in which a director has a conflict of interest may be approved in advance by the vote of the board of directors or a committee of the board of directors if the material facts of the transaction and the director's interest were disclosed or known to the board of directors or a committee of the board of directors.
- (c) For purposes of this Section 4.2, a director of the Corporation has an indirect interest in a transaction if:
 - (1) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; or
 - (2) another entity of which the director is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the Corporation.
- (d) For purposes of Section 4.2(f), a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the directors on the board of directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this Section 4.2 by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, a quorum must be present for the purpose of taking action under this Section 4.2. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under Section 4.2(f) if the transaction is otherwise approved as provided in Section 4.2(f).

4.3 Loans to or Guarantees for Directors and Officers.

The Corporation may not lend money to or guarantee the obligation of a director of the Corporation.

SECTION 5 OFFICERS

5.1 Required Officers.

- (a) The Corporation must have a president (who also will serve as chair of the Board), a vice-president, and a secretary/treasurer, and will have such other officers as are elected or appointed by the board or by any other person as may be authorized in the Articles of Incorporation or these Bylaws.
- (b) The same individual may simultaneously hold more than one office in the Corporation.
- (c) An officer may delegate work responsibilities to third parties; provided, however, that all responsibility for such work ultimately remains the responsibility of the officer.

5.2 Duties and Authority of Officers. Each officer has the authority and will perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties and authority prescribed by the board of directors or by direction of an officer authorized by the board of directors to prescribe the duties of other officers.

5.3 Standards of Conduct for Officers.

- (a) An officer must discharge the officer's duties:
 - (1) in good faith;
 - (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
 - (3) in a manner the officer reasonably believes to be in the best interests of the Corporation.
- (b) In discharging the duties of an officer, an officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:
 - (1) one or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent in the matters presented; or
 - (2) legal counsel, public accountants or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.
- (c) An officer is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 5.3(b) unwarranted.

- (d) An officer is not liable to the Corporation or other person for any action taken or not taken as an officer if the officer acted in compliance with this Section 5.3.

5.4 Resignation and Removal of Officers.

- (a) An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is effective under Section 9 unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the later effective date, the board of directors or any other person as authorized under the Articles of Incorporation or these Bylaws may fill the pending vacancy before the effective date if the board or any other person provides that the successor does not take office until the effective date.
- (b) The board of directors or any other person authorized under the Articles of Incorporation or these Bylaws to elect or appoint an officer may remove any officer the board or any other person is entitled to elect or appoint, at any time with or without cause.
- (c) Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

5.5 Contract Rights of Officers.

- (a) The appointment of an officer does not itself create contract rights.
- (b) Removal or resignation of an officer does not affect the contract rights, if any, of the Corporation or the officer.

5.6 President. The president will supervise, direct, and control the affairs of the Corporation. The president may prescribe the duties of other officers, to the extent consistent with these Bylaws. The president also will perform all duties commonly incident to the office of president and other duties prescribed by the board of directors.

5.7 Vice Presidents. The vice president will perform the duties of the president if the president can no longer fulfill his/her duties. The vice president also will perform all duties commonly incident to the office of vice president and other duties prescribed by the board of directors or an authorized officer.

5.8 Treasurer. It is anticipated, but not required, that this position will be joined with the secretary position. The treasurer will:

- (a) have general charge of and be responsible for all funds and securities of the Corporation;
- (b) receive and give receipts for monies due and payable to the Corporation from any source and deposit the monies in the name of the Corporation in banks, trust companies, or other depositories selected by the board of directors or an authorized officer; and

- (c) perform all duties commonly incident to the office of treasurer and other duties prescribed by the board of directors or an authorized officer.

5.9 Secretary. The secretary will:

- (a) prepare minutes of the directors' meetings and authenticate records of the Corporation;
- (b) ensure that all notices by the Corporation under the Oregon Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws are given;
- (c) keep and maintain the records of the Corporation specified in Section 8(a) and Section 8(d); and
- (d) perform all duties commonly incident to the office of secretary and other duties prescribed by the board of directors or an authorized officer.

SECTION 6 INDEMNIFICATION

6.1 Definitions. As used in this Section 6:

- (a) "Corporation" includes any domestic or foreign predecessor entity of the Corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.
- (b) "Director" means an individual who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. "Director" includes, unless the context requires otherwise, the estate or personal representative of a director.
- (c) "Expenses" include attorney fees.
- (d) "Liability" means the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses actually incurred with respect to a proceeding.
- (e) "Officer" means an individual who is or was an officer of the Corporation or an individual who, while an officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. "Officer" includes, unless the context requires otherwise, the estate or personal representative of an officer.
- (f) "Party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.
- (g) "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

6.2 Authority to Indemnify.

- (a) Except as provided in Section 6.2(d), the Corporation may indemnify an individual against liability incurred in a proceeding to which the individual was made a party because the individual is or was a director if:
 - (1) the conduct of the individual was in good faith;
 - (2) the individual reasonably believed that the individual's conduct was in the best interests of the Corporation, or at least was not opposed to the Corporation's best interests; and
 - (3) in the case of a criminal proceeding, the individual did not have reasonable cause to believe the conduct of the individual was unlawful.
- (b) Terminating a proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or the equivalent of nolo contendere does not, of itself, determine that the director did not meet the standard of conduct described in this Section 6.2.
- (c) The Corporation may not indemnify a director under this Section 6.2 in connection with:
 - (1) a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation; or
 - (2) a proceeding that charged the director with and adjudged the director liable for improperly receiving a personal benefit.
- (d) Indemnification permitted under this Section 6.2 in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.
- (e) The Corporation may not amend the Articles of Incorporation or these Bylaws so as to eliminate or impair a director's right to indemnification after an act or omission occurs that subjects the director to a proceeding or to liability for which the director seeks indemnification under the terms of the Articles of Incorporation or these Bylaws.

6.3 Mandatory Indemnification. Unless limited by the Articles of Incorporation, the Corporation must indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the Corporation, against reasonable expenses incurred by the director in connection with the proceeding.

6.4 Advance for Expenses.

- (a) The Corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

- (1) the director furnishes the Corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 6.2; and
 - (2) the director furnishes the Corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if the director is ultimately determined not to have met the standard of conduct.
- (b) The undertaking required by Section 6.4(a)(2) must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.
 - (c) An authorization of payments under this Section 6.4 may be made by resolution of the board of directors or by contract.
 - (d) The Corporation may not amend or rescind the Articles of Incorporation, these Bylaws, or the resolution that authorizes the payments so as to eliminate or impair a director's right to payments after an act or omission occurs that subjects the director to a proceeding for which the director seeks payment.

6.5 Determination and Authorization of Indemnification.

- (a) The Corporation may not indemnify a director under Section 6.2 unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 6.2.
- (b) A determination that indemnification of a director is permissible must be made:
 - (1) by the board of directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding;
 - (2) if a quorum cannot be obtained under Section 6.5(b)(1), by a majority vote of a committee duly designated by the board of directors, consisting solely of two or more directors not at the time parties to the proceeding; or
 - (3) by special legal counsel selected by the board of directors or its committee in the manner prescribed in Section 6.5(b)(1) or Section 6.5(b)(2) or, if a quorum of the board cannot be obtained under Section 6.5(b)(1) and a committee cannot be designated under Section 6.5(b)(2), the special legal counsel will be selected by majority vote of the full board of directors including directors who are parties to the proceeding.
- (c) Authorization of indemnification and evaluation as to reasonableness of expenses will be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses will be made by those entitled under Section 6.5(b)(3) to select counsel.

- (d) If the Corporation is a public benefit corporation, a director may not be indemnified until 20 days after the effective date of written notice to the Attorney General of the State of Oregon of the proposed indemnification.

6.6 Indemnification of Officers, Employees and Agents. Unless the Articles of Incorporation provide otherwise:

- (a) an officer of the Corporation is entitled to mandatory indemnification under Section 6.3 to the same extent as a director;
- (b) the Corporation will indemnify and advance expenses under this Section 6 to an officer of the Corporation to the same extent as to a director; and
- (c) the Corporation may indemnify and advance expenses under this Section 6 to an employee or agent of the Corporation to the same extent as to a director.

6.7 Non-Exclusivity of Rights. The indemnification and provisions for advancement of expenses provided in this Section 6 will not be deemed exclusive of any other rights to which directors, officers, employees or agents may be entitled under the Articles of Incorporation or these Bylaws, any agreement, general or specific action of the board of directors or otherwise, and will continue as to a person who has ceased to be a director, officer, employee or agent and will inure to the benefit of the heirs, executors and administrators of such a person.

6.8 Report to Persons of Indemnification. If the Corporation indemnifies or advances expenses to a director under this Section 6 in connection with a proceeding by or in the right of the Corporation, the Corporation will report the indemnification or advance in writing to any person having the right to designate or appoint the director no later than 90 days after the first indemnification or advance.

SECTION 7 AMENDMENT OF BYLAWS

7.1 Amendment by Directors. Unless otherwise provided in the Articles of Incorporation or these Bylaws, the board of directors may adopt one or more amendments to these Bylaws subject to any approval required pursuant to Section 7.2. The Corporation must provide notice of any meeting of directors at which an amendment is to be approved. The notice must be in accordance with Section 3.3(b). The notice must also state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to these Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

7.2 Approval by Third Persons. The Articles of Incorporation may require an amendment to these Bylaws to be approved in writing by a specified person or persons other than the board.

SECTION 8 RECORDS

- (a) The Corporation will keep as permanent records minutes of all meetings of its board of directors, a record of all corporate action taken by the directors without a meeting, and a record of all actions taken by committees of the board of directors in place of the board of directors on behalf of the Corporation.

- (b) The Corporation will maintain appropriate accounting records.
- (c) The Corporation will maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
- (d) The Corporation will keep a copy of the following records:
 - (1) articles or restated articles of incorporation and all amendments to them currently in effect;
 - (2) bylaws or restated bylaws and all amendments to them currently in effect;
 - (3) a list of the names and business or home addresses of the current directors and officers;
 - (4) the last three annual financial statements, if any, which may be consolidated or combined statements of the Corporation and one or more of its subsidiaries or affiliates, as appropriate, including a balance sheet and statement of operations, if any, for that year, and which must be prepared on the basis of generally accepted accounting principles if financial statements are prepared for the Corporation on that basis;
 - (5) the last three accountant's reports if annual financial statements are reported upon by a public accountant; and
 - (6) the most recent annual report delivered to the Secretary of State.

SECTION 9 NOTICE

- 9.1 Oral or Written Notice.** Notice may be oral or written unless otherwise specified for a particular kind of notice.
- 9.2 Methods of Notice.** Notice may be communicated in person, by telephone, email or other form of wire or wireless communication, or by mail or private carrier, including publication in a newsletter or similar document mailed to a director's address.
- 9.3 When Oral Notice is Effective.** Oral notice is effective when communicated if communicated in a comprehensible manner.
- 9.4 When Written Notice is Effective.** Personal written notice, if in a comprehensible form, is effective at the earliest of the following:
 - (a) when received (either directly or electronically);
 - (b) five days after its postmark, if mailed by United States mail correctly addressed and with first class postage affixed;
 - (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
 - (d) thirty days after its deposit in the United States mail if mailed correctly addressed and with other than first class, registered or certified postage affixed; or

- (e) the date specified by the Articles of Incorporation or these Bylaws with respect to notice to directors.

9.5 When Written Notice is Correctly Addressed. Written notice is correctly addressed to the Corporation if addressed to its registered agent or, if none is of record, to its principal office shown in its most recent annual report or, if none, in the Articles of Incorporation.

SECTION 10 DEFINITIONS

All terms used in these Bylaws that are defined in the Oregon Nonprofit Corporation Act will have the meanings ascribed to them in the Oregon Nonprofit Corporation Act.

These Bylaws were adopted by the board of directors of Lower Columbia Region Harbor Safety Committee, Inc. on January ____, 2019.

Susan Johnson, Secretary



Print Form

Reset Form

REGISTRY NUMBER: _____

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in **Black Ink**. Attach Additional Sheet if Necessary.

1. **NAME OF CORPORATION:** Lower Columbia Region Harbor Safety Committee, Inc.

2. **REGISTERED AGENT:** (Individual or entity that will accept legal service for this business)

Elizabeth Wainwright

3. **REGISTERED AGENT'S PUBLICLY AVAILABLE ADDRESS:** (Must be an **Oregon Street Address**, which is identical to the registered agent's business office.)

200 SW Market Street, Suite 190
Portland, OR 97201

4. **ADDRESS WHERE THE DIVISION MAY MAIL NOTICES:**

200 SW Market Street, Suite 190
Portland, OR 97201
Attn: Elizabeth Wainwright

5. **TYPE OF CORPORATION:** Public Benefit Mutual Benefit Religious

6. **WILL THE CORPORATION HAVE MEMBERS?** Yes No
ORS 65.001(28)

- (a) "Member" means any person or persons entitled, pursuant to a domestic or foreign corporation's articles or bylaws, without regard to what a person is called in the articles or bylaws, to vote on more than one occasion for the election of a director or directors.
- (b) A person is not a member by virtue of any of the following rights the person has:
 - (A) As a delegate;
 - (B) To designate or appoint a director or directors;
 - (C) As a director; or
 - (D) As a holder of an evidence of indebtedness issued or to be issued to the corporation.
- (c) Notwithstanding the provisions of paragraph (a) of this subsection, a person is not a member if the person's membership rights have been eliminated as provided in ORS 65.164 or 65.167.

7. **DISTRIBUTION OF ASSETS UPON DISSOLUTION:**

8. **OPTIONAL PROVISIONS:** (Attach a separate sheet if necessary.)

INDEMNIFICATION: The corporation elects to indemnify its directors, officers, employees, agents for liability and related expenses under ORS 65.387 - 65.414.

9. **WHO IS FORMING THIS BUSINESS? (INCORPORATORS)** (List names and addresses of each incorporator.) (Attach a separate sheet if necessary.)

David Boyajian

1211 SW Fifth Ave.; Suite 1900

Portland, OR 97204

10. **EXECUTION/SIGNATURE OF EACH PERSON WHO IS FORMING THIS BUSINESS:** (Incorporator)

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature: _____

Printed Name: _____

Title: _____

David Boyajian

Incorporator

CONTACT NAME: (To resolve questions with this filing)

Allan Patterson

PHONE NUMBER: (Include area code)

503-796-2976

FEES

Required Processing Fee \$50

Processing Fees are nonrefundable. Please make check payable to "Corporation Division".

Free copies are available at FilingInOregon.com using the Business Name Search program.

NONPROFIT CORPORATION TYPE - Article 5

PLEASE READ CAREFULLY

Nonprofit corporations are required to be classified in **one** of three categories. For most nonprofit corporations, the following tests apply:

1. **"Religious"** corporation means a corporation which is organized primarily or exclusively for religious purposes. These corporations may be tax-exempt under 501(c)(3).
2. **"Public benefit"** corporation means a corporation which:
 - (a) is tax exempt under section 501(c)(3) of the Internal Revenue Code **or** is organized for a public or charitable purpose;
 - (b) on dissolution must distribute its assets to an organization organized for public or charitable purpose, to a religious corporation, to the United States, to a state or to an organization which is tax exempt under section 501(c)(3) of the Internal Revenue Code; and
 - (c) does not come within the definition of religious corporation.
3. **"Mutual benefit"** corporation means a corporation which is organized to provide benefits for their members or a small group of people, and does not come within the definition of public benefit or religious corporation. These corporations are not tax-exempt under 501(c)(3), but may be tax-exempt under some other section of law.

DISTRIBUTION OF ASSETS ON DISSOLUTION - Article 7

If you plan to submit a separate filing to the IRS to qualify for 501(c)(3) status

Do you want to adopt the IRS recommended language for distribution of assets upon dissolution to qualify for 501(c)(3) status?(See the following page)

If **NO**, and you are organized as a public benefit nonprofit corporation, you must give your assets to another public benefit corporation when you dissolve. Name that charity in Article 7:

Upon the dissolution of the organization, assets shall be distributed to _____.

If **YES**, in Article 7 write, "See attached" and attach the PUBLIC BENEFIT 501(c)(3) INFORMATION language on the following page to the articles of incorporation form.

Article 7 - PUBLIC BENEFIT 501(c)(3) INFORMATION

The purpose or purposes for which the corporation is organized are as follows:

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.



Lower Columbia Region Harbor Safety Committee, Inc.

Operations Manual



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1. Mission

The **Lower Columbia Region Harbor Safety Committee, Inc. (LCRHSC)** is an open forum comprised of public and private stakeholders with vital interests in assuring safe navigation to protect the environment, property and personnel on the waterways within the Lower Columbia Region. LCRHSC stakeholders accomplish the mission by adopting or developing appropriate standards and guidelines that address environmental and operational elements of maritime operations unique to the Lower Columbia Region. The LCRHSC provides an inclusive, cooperative and equitable venue for addressing waterways issues to ensure the continuation and improvement of prudent management practices for our local waterways. Throughout the process, the LCRHSC strives to ensure reliable and efficient marine transportation.

2. The Lower Columbia Region

The **Lower Columbia Region** encompasses the Columbia River, lower Willamette, and their navigable tributaries from the seaward approaches to the Columbia River Entrance to Bonneville Dam.

3. Meetings

LCRHSC Meetings are held every two months on a regularly recurring schedule. The schedule is posted on the organization's website: www.lcrhsc.org. A Board of Directors will announce any required meeting schedule changes as soon as possible via email distribution and notices posted on the website.

The **Board of Directors** meets prior to LCRHSC General Membership Meetings or as needed to conduct the business of the committee and its Officers preside over the LCRHSC Meetings.

Sub-Committees meet as needed to complete work assignments within time periods set by the Board of Directors.

4. Consensus and Management

The LCRHSC strives to work by consensus. All members are encouraged to participate and to bring issues to the Board of Directors for discussion. Any official action, publication, or Operations Manual amendment requires adoption by a simple majority of a quorum of the Board of Directors.

Board of Directors are elected by a simple majority vote of a quorum of the then existing Board of Directors and serve for two year terms.

5. Officers

Officers are nominated and elected by vote of a simple majority of a quorum of the



Board of Directors. Candidates for Officers are selected from the Board of Directors.

Officer Positions include **Chair, Vice Chair** and **Secretary/Treasurer**.

Officers will be nominated and elected at the last meeting of the year, and new officers are seated on January 2nd of the following year.

a. Chair Duties

- Run all LCRHSC Meetings in accordance with the requirements of the Operations Manual.
- Foster a fully representative Board of Directors and General Membership as envisioned in the Operations Manual.
- Ensure waterway issues are resolved in an appropriate and timely manner, to the satisfaction of the Board of Directors.

b. Vice Chair Duties

- Serve as understudy for Chair.
- Assume the duties of the Chair in their absence or upon their request.
- Ensure that the status, responsibility for completion and scheduled completion dates for Sub-Committee work assignments are documented and tracked so that waterway issues are resolved in an appropriate and timely manner, to the satisfaction of the Board of Directors.

c. Secretary Duties

- Manage, record, and publish meeting minutes for the Board of Directors meetings.
- Ensure that active Sub-Committees record and present their minutes as required.
- Manage the LCRHSC website, www.lcrhsc.org. Update the website as needed with information provided by Officers and Sub-Committee Chairs.
- Update the membership list and email information as needed to reflect changes in membership.

d. Sub-Committee Chair

- Lead and supervise the functions of the Sub-Committee.
- Organize and advertise all meetings of the Sub-Committee.
- Provide Sub-Committee meeting minutes for the record and to the Board of Directors as required.
- Present oral reports on Sub-Committee progress at LCRHSC meetings.
- Provide a written synopsis of status reports (in electronic format) to the LCRHSC Secretary at least one week prior to such meetings.

6. Structure and Membership

The LCRHSC is comprised of three sets of bodies described as follows:

a. General Membership

The LCRHSC General Membership is responsible for providing direction and support in all areas of the LCRHSC endeavor.



General Membership is intended to include all interested representatives of waterway user groups, other interested members of the public who may wish to participate, and representatives from the following specific groups:

- a) Vessel Owners and Operators
- b) Pilots and Pilot Associations
- c) Marine Exchanges
- d) Shipping Agents
- e) Stevedores
- f) Terminal Operators
- g) Shipyards
- h) Port Authorities
- i) Industry Associations
- j) Organized Labor
- k) Commercial Fishing Industry Associations
- l) State and Local government agencies from both Oregon and Washington including:
 - State Marine Board
 - Concerned Law Enforcement Agencies
 - WDOE
 - ODEQ
- m) Federal government agency representatives including:
 - United States Coast Guard
 - National Oceanic and Atmospheric Administration
 - U. S. Army Corps of Engineers
- n) Environmental Citizens Groups
- o) Other interested Citizens Groups
- p) Waterfront Developers
- q) Recreational Waterway
 - Users Power Squadrons
 - Boaters
 - Rowing Clubs
 - Yacht Racing Associations
- r) Environmental Response Organizations
- s) Members of the General Public

b. Board of Directors

Membership of the Board of Directors shall be an equitable representation of the General Membership and be limited to a size determined to be necessary to manage the Committee's affairs as described in the Operations Manual. The size and composition of the Board of Directors shall be adjusted by a simple majority vote of a quorum of the Board of Directors.

Each organization represented on the Board of Directors is limited to one vote cast by either the member or alternate.

Representatives from Federal agencies act in an advisory non-voting capacity.



The Board of Directors recommends initiatives, evaluates general membership initiative recommendations, prioritizes, selects the initiatives to be addressed and approves final products to be released by the LCRHSC. Initiative selections and their relative priority are determined by simple majority vote of a quorum of Board of Directors.

Because a Quorum is required for voting purposes, if a Director does not attend three consecutive Board of Director meetings, the Chair will send a warning email. The email will notify the Director that if they are not able to attend the next meeting, they will be removed as a Director. If the Director does not attend the following meeting, the issue will be presented to the Board of Directors for a vote. This action does not restrict the Director from being re-elected to the Board of Directors in the future.

c. Sub-Committees

Sub Committees are made up of members with interests and expertise in specific and enduring waterway management or LCRHSC management issues. Sub-Committees can be stood-up or retired by simple majority vote of a quorum of the Board of Directors.

A list of Sub-Committees is maintained on the website. The Sub-Committee structure used by LCRHSC is flexible enough to provide meaningful input on specific projects and stable enough to ensure long term continuity.

7. Funding

All members of the LCRHSC will serve at their own expense. However, directors may receive reimbursement upon approval of the board of directors for (a) travel expenses or (b) services provided other than as a member of the LCRHSC.



Amendment History

No.	Issue Date	Amendments	
		Page	Description
1.	07.23.07	All	Amended to include 07.23.07 Charter Committee Meeting comments
2.	12.04.07	11 12	Added Appendix 4: Email Contact List Moved Amendment History to document end, deleted Appendix label for Amendment History.
3.	02.01.08	8 -12 7	Extracted Appendices and Published as separate documents. Section d. Deleted "The Ad Hoc Committees are listed in Appendix 4."
4.	10.15.08	All	Extensive revision as detailed in the Charter Revision Worksheet 08.15.08 and as ratified on 10.15.08 by a majority of a quorum of the Board of Directors.
5.	11.03.08	5	Amended General Members to include "Port Authorities" add bullet point for National Oceanic and Atmospheric Administration in response to comment received during Board of Directors meeting of 10.30.08.
6.	01.14.09	3, 5 and 6	Charter Subcommittee made further revisions since 11.23.08. Revisions presented to Board of Directors and approved.
7.	11.10.09	3 - 4	Revise nomination and election dates of Board of Directors members and officers.
8.	03.14.12	3,4, 5, and 7	Added information on the website and its use, ability to select two alternates, process for removal of a member for non-attendance, and changes to responsibilities of the Secretary and Sub-Committee Chair positions.
9.	2016	All	Extensive revision in preparation of hosting the 2016 National Harbor Safety Conference.
10.	2019	All	Extensive revision changing Charter to Operations Manual during Incorporation process.