

BYLAWS OF THE WILLAMETTE FALLS LOCKS AUTHORITY

Section 1: DEFINITIONS. As used in these bylaws:

- a. "Public Corporation" means the Willamette Falls Locks Authority, a public corporation created under HB 2564 Section 2 (2021) (ORS citation pending).
- b. "Authority" means the Willamette Falls Locks Authority, a public corporation established under HB 2564 Section 3 (2021).
- c. The "mission of the Authority" is to establish ownership, oversight and management of the Willamette Falls Locks project, for the purposes of (1) enhancing the economic vitality of Oregon through facilitating the resiliency and navigability of the Willamette River and (2) repairing, maintaining, upgrading and operating the Willamette Falls Locks project and associated properties and facilities for commercial, transportation, recreational, cultural, historic, heritage and tourism purposes.
- d. "Director" means the Authority's Executive Director appointed pursuant to HB 2564 Section 5(1) (2021).
- e. "Meeting" is given the same meaning as under the Public Meetings Law, defined by ORS 192.610(5).
- f. "Executive session" means any meeting or part of a meeting of the Authority which is closed to certain persons for deliberation on certain matters, consistent with ORS 192.660.
- g. "Quorum" means simple majority when referring to the appointed voting members of the Authority, and for the Executive committee shall constitute four of the five members.

Section 2: TERM, DUTIES, AND POWERS OF AUTHORITY AND AUTHORITY OFFICERS.

The Authority shall determine all duties, roles, and responsibilities to be performed by the Director in pursuing the stated plans, goals and objectives of the Authority.

(a) The Authority shall elect one member as Chair and one member as Vice Chair. The Chair and Vice Chair shall serve for one year beginning on July 1 of each year, unless the Authority elects to extend either role. The Chair shall set the agenda and conduct all regular and special meetings, in general accordance with Robert's Rule of Order unless inconsistent with these bylaws, and perform such other duties as the Authority may assign. The Vice Chair shall have the duties of the Chair in the event of the Chair's absence or disability.

(b) The Authority shall elect one member as Secretary and one member as Treasurer. The Secretary and Treasurer shall serve for one year beginning July 1 of each year, unless the Authority elects to extend either role. The Secretary shall have responsibility for maintaining

meeting agendas and minutes and perform such other duties as the Authority may assign. The Treasurer shall be responsible for the organization and communication of financial records of the Authority and perform such other duties as the Authority may assign.

Section 3: DIRECTOR.

The Director shall perform all duties as directed by the Authority. The Director shall submit reports or recommendations to the Authority as may be necessary regarding the Director's work or as needed to augment or formulate policy or actions of the Authority. The Director or designee will give notice of Authority meetings, including notice to such members of the public and news media as have requested notice, and shall be responsible for keeping minutes, and executive session records, of all Authority meetings. The Director or their designee shall be the custodian of the minutes and the records of the Authority. The Director will perform such other duties as may be assigned. In the absence of the appointed Director to the Authority at the time and place of Authority meetings, the Authority Chair or Vice Chair shall cover these duties. The Director shall be subject to an annual performance review by a subcommittee lead by the Chair. In the absence of a Director, the Authority may hire individual contractors directly and establish hiring and contracting policies to govern those decisions.

Section 5: REGULAR MEETINGS.

The Authority shall hold regular meetings, which must occur at least once every three months. The Authority Chair, in consultation with and approval by Authority members, shall determine the date, time and location of meetings. Any Authority meeting may be changed to another date, time, or place with the consent of a majority of the Authority, as long as public notice is provided that gives reasonable notice of the time and place of the meeting to interested persons.

Section 6: SPECIAL MEETINGS.

Special meetings of the Authority may be called at other times and places if deemed necessary by the Authority. Notice of the date, time, and place of all special meetings of the Authority shall be given to the members of the Authority, to the public, and to those members of the news media that have requested notice. Notice of a special meeting will be provided at least twenty-four (24) hours before the scheduled meeting.

Section 7: VIRTUAL MEETING.

The Authority may meet remotely by virtual platform when/if deemed necessary or appropriate. The platform must allow all persons participating in the meeting to hear each other and communicate effectively. In the event of any such meeting, except to the extent of discussions held in executive sessions, the Director shall be responsible to make available to the public at least one location or means where the public can listen to the meeting. Notice of any

virtual meetings shall be provided in the same manner as if the meeting was held in person at a fixed location.

Section 8: ACTION WITHOUT A MEETING.

No action of the Authority shall be taken without a meeting where a quorum of the membership is present, except as provided for in Section 9: Executive Committee of the Authority.

Section 9: EXECUTIVE COMMITTEE OF THE AUTHORITY.

The Authority shall establish an Executive Committee to facilitate work efforts of the Authority. The Executive Committee shall include the Chair, Vice Chair, Secretary, and Treasurer plus one at large member selected by the Authority. Executive Committee membership shall not exceed five voting members of the Authority. The Executive Committee shall exercise such powers and perform such duties as may be directed by the Authority and as may be delegated by the Authority from time to time. The Executive Committee shall be authorized to exercise the powers of the Authority when the Authority is not in session except for the following powers: the selection of a Director, amendment of the by-laws of the Authority, alteration or repeal of any decision of the Authority. When taking action on behalf of the Authority an affirmative vote of at least four voting Executive Committee Members is required, regardless of the number of Committee Members present in person or via video or telephone conference.

Section 10: COMMITTEES OF THE AUTHORITY.

Other committees or subcommittees consisting of at least two voting Authority members may be appointed from the membership of the Authority by the Chair. Committee or subcommittee members shall serve at the pleasure of the Chair. Committees and subcommittees shall have authority to review and report to the full Authority with respect to matters that may be assigned to them by the Chair or Authority. Subcommittees will not take votes on matters before them, but should try to reach a consensus on recommendations to forward to the Executive Committee of the Authority or to the full Authority. If the Executive Committee, or any other committee or subcommittee holds a meeting to enable it to make a decision or recommendation to the Authority on policy or administration, the committee or subcommittee will comply with the requirements of the Public Meetings Law, ORS 192.610 to 192.710.

Section 11: MINUTES.

Minutes shall be kept of all Authority, committee, or subcommittee meetings, including Authority executive sessions meetings. The minutes shall show the names of the Authority members present, a statement of each matter brought before the Authority, and a record of the vote of each Authority member thereon, if a vote is taken. Records of matters discussed in executive session that are exempt from public disclosure shall be kept separately and clearly labeled confidential.

Section 12: FISCAL YEAR.

The fiscal year of the Public Corporation shall begin on the 1st of July and shall end on the 31st of June in the following year .

Section 13: CONFLICT OF INTEREST.

Authority members shall declare potential or real conflicts of interest on any matters that come before the Authority. The Authority shall keep a record of annual declarations or statements of potential conflicts. Any contract or transaction between the Authority and one or more of its members or between the Authority and any firm of which one or more of its Authority members are members or employees is not voidable by the Public Corporation solely because of the Authority member's interest in the contract or transaction if all of the material facts of the contract or transaction and the Authority member's interest are disclosed to the Authority and a majority of the Authority members who have no direct or indirect interest in the contract or transaction vote to authorize, ratify, or approve the contract or transaction. Any Authority member with a direct or indirect interest in a contract or transaction with the Public Corporation shall abstain from voting on such contract or transaction. The presence of an Authority member with a direct or indirect interest in a contract or transaction with the Public Corporation at a meeting where the contract or transaction is discussed or where a vote is taken on the contract or transaction does not affect the validity of any vote on the contract or transaction.

Section 14: INDEMNIFICATION.

(a) The Public Corporation shall indemnify any person or organization affiliated with a member who was or is a party or is threatened with being made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals, by reason of the fact that the person is or was a Director of the Public Corporation, against expenses, including attorney's fees, court costs, defense costs, judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding if the person in connection with such action, suit, or proceeding acted in good faith, in the normal course of his or her duties on behalf of the Public Corporation, and in a manner the person reasonably believed to be in the best interests of the Public Corporation, and with respect to any criminal action or proceeding, had not reasonable cause to believe such action was unlawful.

(b) The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith, in the normal course of his or her duties on behalf of the Public Corporation, and in a manner which the person reasonably believed to be in the best interests of the Public Corporation, or with respect to any criminal action or

proceeding, any presumption that the person had reasonable cause to believe that the conduct of the person was unlawful.

(c) Any indemnification under this Section 14 shall be made by the Public Corporation only as authorized in the specific case upon a determination that indemnification of the Director is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 14(a). Such determination shall be made by the Authority.

(d) The Authority may vote to indemnify any of its own members pursuant to and consistent with the terms of this Section 14. However, the Authority will not do so unless, before it votes to indemnify any or all of its own members, such indemnification has been recommended by the Director after the Director has consulted with an attorney with expertise in issues related to public corporations. The Director shall recommend to the Authority whether to indemnify any or all of its own members based solely on the considerations set forth in this Section 14.

(e) The Authority may, in its sole discretion, agree to indemnify an employee of the Public Corporation who is not the Director when: (1) the circumstances are such that the employee would be indemnified under this Section 14 had the employee acted as the Director; and (2) the Authority determines that indemnification is appropriate and in the best interest of the Public Corporation. Such indemnification shall be subject to all the terms and conditions of this Section 14.

(f) Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding (including all appeals) or threat thereof, may, at the Authority's discretion, be paid by the Public Corporation in advance of final disposition of such action, suit, or proceeding, if the Director acknowledges in writing that he or she will repay such expenses if it is ultimately determined by the Authority, in its sole and absolute discretion, that the person is not entitled to be indemnified by the Public Corporation.

(g) The indemnification and advancement of expenses provided by this Section 14 shall not be deemed exclusive of or in any way to limit any other rights to which any person indemnified or advanced expenses may be or may become entitled as a matter of law, or otherwise. However, no person shall be indemnified under this Section 14 if such indemnification would amount to duplicative recovery.

Indemnification and advancement of expenses provided by this Section 14 shall continue as to a person who has ceased to be a Director and shall inure to the benefit of the estate, heirs, executors, administrators, and conservators of such a person.

(f) If any part of this Article shall be found, in any action, suit, or proceeding, to be invalid or ineffective, the validity and the effect of the remaining parts shall not be affected.

Section 15: AMENDMENTS TO BYLAWS.

The Authority, or any Authority member, may propose amendments to the bylaws. The Director shall cause such proposed amendments to be distributed to each member of the Authority not less than seven (7) days before the meeting at which the amendments are to be considered. The Authority may then adopt such proposed amendments, provided that a quorum of Authority members shall vote for such adoption.

Section 16: RACE, DIVERSITY, EQUITY, AND INCLUSION.

Authority members, Director, and Staff shall be committed to honoring race, diversity, equity, and inclusion (RDEI) in its conduct carrying out all aspects of the work and mission of the Authority. The Board shall evaluate its performance on RDEI policies and goals at least one meeting per fiscal year.

Section 17: FINANCIAL AND STRATEGIC DOCUMENTS.

The Authority shall maintain, review, and approve policies regarding contracting, financial stewardship, and budgeting on all matters regarding the conduct of the Authority, including funding approaches, records, and strategies. When developed, the Authority members shall approve any Capital Improvement Plan or other strategic plans on a periodic schedule as determined by the Authority.