

STREAM~N Network

Bylaws

ARTICLE I: Summary

The **STREAM~N Network** (also referred to as “the Network”) is a 501(c)(3) non-profit organization registered in the State of Oregon (Registry Number 232383398). Our employer identification number (EIN) from the IRS is #33-2139019.

Mission Statement

The STREAM-N Network engages youth and the broader community in activities such as stewardship of our lands and waters for the benefit of people and wildlife, learning from Nature to enhance our impact. STREAM~N Teams address critical issues impacting their communities, while developing career readiness, critical thinking, creativity, and teamwork skills.

Vision

Inspired youth, empowered for meaningful careers, life-long stewardship of our lands and waters, and the development of resilient and engaged communities

ARTICLE II: Organization / Governance

1. The Network is led by a **Board of Directors** (the “Board”), who oversee operations and strategic direction.
 - a. There shall be a minimum of 3 and a maximum of 11 Directors. The number of Directors can be changed by the Board during any meeting.
 - b. Board members will choose to serve terms of 1, 2, or 3 years, with no term limits.
 - c. Board decisions will be made by a vote of majority +1.
 - d. Additional members of the public may attend meetings, ask questions, and offer advice during the public comment portion.
 - e. Meetings shall be conducted at least quarterly. They shall be announced to Board members and other interested parties at least 2 weeks prior to the meeting via email. Emails will state the place, date, and hour of the meeting.
 - f. A simple majority of Directors shall constitute a quorum meeting. In the absence of a quorum, the Directors may adjourn the meeting to another time without further notice. The Directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some Directors results in the representation of less than a quorum.
 - g. The Board may appoint some members of the Board as an ad hoc committee as it deems necessary.
 - h. The Board may elect to have a closed meeting at its discretion.
2. The Network will have an **Executive Director or Co-Executive Directors**, named by the Board of Directors, to manage daily operations and finances.
3. The Board will appoint a **Chair/President** of The Board, who will oversee the functioning of the Board.
4. The Board will name a **Secretary**, responsible for accurate record keeping, including Minutes from Board meetings, in consultation with the Executive Director(s).
5. The Board will name a **Treasurer**, responsible for accurate financial records, in consultation with the Executive Director(s). The Treasurer shall oversee financial transactions of the Network and manage bank accounts. The Executive Director(s) or their delegate shall receive payments and pay salaries,

stipends, and other expenses authorized by The Board and Executive Director(s). The Treasurer shall oversee financial and budget planning, reporting, and bookkeeping.

6. The Board can name other officers.
7. The Board may remove a member by a majority +1 member vote. In the event that the Board is 4 or fewer members, the simple majority may remove a board member, unless this would result in the Board falling below the required 3 members.
8. With approval from The Board, the Executive Director(s) can hire employees and/or contractors.
9. The Network is organized exclusively for the purposes pursuant to section 501(c)(3) of the Internal Revenue Service in accordance with the Oregon Nonprofit Corporation Act, as amended. The Network assets and income shall only be used to promote purposes that benefit the environment and community, as described in this document. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to Directors, officers, employees, and independent contractors for services provided for the Network's benefit.
10. **Compensation:** The Board, by resolution, will fix the fees and other compensations for the Executive Director(s) and/or other paid positions or recipients of stipends.
11. The Board shall be responsible for an annual evaluation of the Executive Director(s).
12. This Network shall not perform any other activities not permitted by an organization exempt from federal income tax. The Network shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.

ARTICLE III: Operations

1. Under supervision of the Board of Directors, the Executive Director(s) will represent the Network in meetings with partners, manage daily operations, and regularly report on activities.
2. Financing will be based on donations, grants, fundraising events, usage fees, contractual work, and membership fees.

ARTICLE IV: Indemnification

1. Board members are not personally liable for any activity within the organization.
2. The Executive Director(s) will ensure that the Network has all necessary liability and indemnification insurance.

ARTICLE V: Amendment to Bylaws

1. The Bylaws shall be revised as deemed necessary by the Board. The Bylaws can be amended by a Board vote during a meeting or by an electronic vote if not everyone was present for the meeting.
2. Proposed amendments to the Bylaws shall be incorporated into the Bylaws and communicated to all Board members within 14 days after the approval of the amendment(s).

ARTICLE VI: Dissolution of the Organization

1. The organization can be dissolved only by the Board during a special meeting for that purpose.
2. The Board will decide at the same meeting how all assets of the organization 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 public purpose. Any such assets not 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 purpose or to such organization or organizations, as said Court shall determine are organized and operated exclusively for such purpose.