

## MADRAS AQUATIC CENTER RECREATION DISTRICT BYLAWS

### 1. NAME; PURPOSE; OFFICE

1.1 Name; Formation. This organization will be referred to as the Madras Aquatic Center Recreation District ("District"). District is a special district formed under the provisions of ORS chapter 266.

1.2 Mission; Purpose. District's mission and purpose is to promote long-term community vitality and support healthy lifestyles for the individuals, families, and communities District serves by providing fun, affordable, and safe aquatic fitness, sport, health, and recreation services.

1.3 General Powers. District may exercise all powers of a special district authorized under ORS chapter 266.

1.4 Office. District's office will be located at 1195 Southeast Kemper Way, Madras, Oregon 97741.

### 2. BOARD OF DIRECTORS

2.1 General Powers. District's powers will be exercised by and under the authority of, and the business affairs of District managed under the direction of the board of directors (the "Board"), subject to any limitations set forth in these Bylaws and/or applicable Oregon law. Without otherwise limiting the immediately preceding sentence, the Board may establish, amend, and/or modify rules, regulations, requirements, standards, policies, and/or procedures from time to time concerning District's operations.

2.2 Number of Members; Terms. The Board will have no more than five members. The number of members may be modified as prescribed by ORS 266.325; however, in no event will the number of members be less than three or more than five members. With the exception of the initial board, each member will serve a term of four years. If a member's term expires, the member will continue to serve on the Board until the member's successor is elected and qualifies, or until there is a decrease in the number of directors.

2.3 Qualifications. Each board member must be an elector of District. Each board member will, before entering their official duties, take and subscribe to an oath to honestly, faithfully, and impartially perform the duties of the office of a board member, and not to neglect any duties imposed by law. These Bylaws may prescribe additional qualifications for board members.

2.4 Election of Board of Directors. Each board member will be elected by District's electors at a regular district election held pursuant to and in accordance with ORS 255.335.

2.5 Board Member Responsibilities. In addition to all other responsibilities assigned to board members under these Bylaws, each member must attend Board meetings and must notify the chairperson (or vice chairperson in case of the chairperson) when he or she is unable to attend a Board meeting. Subject to applicable law, a Board member may attend a regular or special meeting through use of any means of communicating by which all Board members participating may simultaneously hear or read each other's communications during the meeting.

2.6 Resignation. A member of the Board may resign at any time by delivering written notice to the chairperson or vice-chairperson. A resignation is effective upon receipt of the written notice unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by majority vote of the Board.

2.7 Removal. A member of the Board may be removed with or without cause by vote of two-thirds of the Board. A member may be removed by the Board only at a meeting called for the purpose of removing the member and the meeting notice must state that the purpose(s) of the meeting is removal of the Board member.

2.8 Vacancy. Unless these Bylaws provide otherwise, if a vacancy occurs on the Board, whether in the event of death, resignation, removal, or otherwise, the Board may fill the vacancy by appointment. An appointment to fill a vacancy must be confirmed by majority vote of the members remaining on the Board. A person appointed to fill a vacancy will serve on the Board until June 30 next following the next regular district election at which a successor is elected. The elected successor will serve the remainder, if any, of the term for which the appointment was made. If the term for which the appointment was made expires June 30 after the election of the elected successor, the successor will be elected to a full term. In either case the successor will take office July 1 next following the election.

2.9 Compensation. Members of the Board will not receive any stated salaries or compensation for their services as Board members but may be reimbursed for reasonable expenses.

### 3.0 OFFICERS.

3.1 General. The Board will appoint a chairperson, vice-chairperson, and secretary/treasurer from its membership, at the first business meeting of each fiscal year. An officer must attend Board meetings and must notify the chairperson (or vice chairperson in case of the chairperson) when he or she is unable to attend a Board meeting. Should an officer's position become vacant, the officer will promptly appoint a successor from the Board for the unexpired term of such office.

3.2 Chairperson. The chairperson will preside at all meetings of the Board and perform other duties prescribed by the Board from time to time. The chairperson will have a vote on all questions before the Board. The chairperson may be a co-signer on checks.

3.3 Vice Chairperson. The Board will appoint a vice-chairperson from its membership who will perform the duties of the chairperson in the absence of the chairperson. Whenever the chairperson is unable to perform the functions of the office, the vice-chairperson will act as chairperson. If both the chairperson and vice-chairperson are absent from a board meeting, the members present will select one member to perform the chairperson's functions at the meeting. The vice-chairperson will have a vote on all questions before the Board.

3.4 Secretary/Treasurer. The Board will appoint a secretary/treasurer from its membership who will keep the official records of District, attest signatures of District, certify copies of District documents, and perform other record-keeping duties prescribed by the Board. The secretary/treasurer will have a vote on all questions before the Board. The secretary/treasurer may be a co-signer on checks.

### 4. MEETINGS

4.1 Regular Meetings. Subject to and in accordance with Oregon Public Meetings Law, the Board will hold a regular meeting on the third Monday of each month at 6:00 p.m. at the Madras Aquatic Center, 1195 SE Kemper Way, Madras, Oregon 97741. A regular meeting may be continued, postponed, cancelled, or adjourned to a later date by a majority of the members present, and notice of such adjourned meeting will be given to all members.

4.2 Special Meetings. The chairperson may, when the chairperson deems it expedient, or within seven days after receiving a request from two or more members of the Board, call a special meeting of the Board to be held at the regular meeting place, unless otherwise specified in the call, for the purpose of transacting any business designated. Proper notice of the special meeting will be given to the public in accordance with Oregon Public Meetings Law.

4.3 Open Meetings. All meetings, deliberations, and proceedings of District will be public except as applicable law allows otherwise.

4.4 Executive Sessions. The Board may meet in executive session pursuant to applicable law. Executive sessions are closed to the public except for representatives of the news media. No decision will be made by the Board in executive session.

4.5 Work Sessions. The Board may meet in a work session prior to a regular meeting. Work sessions are intended for the Board to receive and discuss information from District employees regarding District operations, projects, and programs. No decision will be made by the Board in a work session.

4.6 Quorum. A majority of the members in office immediately preceding a meeting of the Board will constitute a quorum for the purpose of conducting District business and exercising its powers and for all other purposes. Except as provided otherwise in these Bylaws and/or applicable law, the express concurrence of a majority of a quorum is necessary to decide any question before the Board. Each member will be entitled to an equal vote in all Board decisions.

4.7 Manner of Voting. Voting will be by record vote. The ayes and nays will be entered into the minutes of such meeting. Members absent will be entered into the minutes of such meeting.

4.8 Order of Business. At regular meetings the following will be substantially the order of business: (a) call to order; (b) roll call; (c) consent agenda and approval of minutes of previous meeting; (d) District business; (e) executive director report; (f) member highlights; and (e) adjourn.

4.9 Robert's Rules. Unless otherwise provided by applicable law or these Bylaws, all rules of order not herein provided for will be determined in accordance with *Robert's Rules of Order Newly Revised*.

4.10 Meeting Minutes. The secretary/treasurer will keep an accurate record of all Board meetings, including written minutes and/or recordings of all meetings. Board minutes are a public record available for public inspection.

## 5. STANDARDS OF CONDUCT

5.1 General Standards. A member must exercise the member's duties (a) in good faith, (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and (c) in a manner the member reasonably believes to be in the best interests of District. In exercising the duties of a member, a member is entitled to rely on (x) information, opinions, reports, and/or statements (including financial statements and other financial data) prepared or presented by one or more officers or employees of District whom the member reasonably believes to be reliable and competent in the matters presented, or (y) legal counsel, public accountants, or other persons as to matters the member reasonably believes are within the person's professional or expert competence. A member is not acting in good faith if the member has knowledge concerning the matter in question that makes reliance otherwise permitted under this Section 5.1 unwarranted. A member is not liable to District for any action taken or not taken as a member if the member acted in compliance with this Section 5.1.

5.2 Conflict of Interest. Notwithstanding anything contained in these Bylaws to the contrary, a member will not participate in any District proceeding and/or action in which the member is presented with an actual conflict of interest as defined under ORS chapter 244.

5.3 Approval of Conflict-of-Interest Transaction. A transaction in which a member has a conflict of interest may be approved by vote of the Board if the material facts of the transaction and the member's interest is disclosed or known to the Board. For purposes of this Section 5.3, a conflict-of-interest transaction is authorized, approved, and/or ratified if it receives the affirmative vote of a majority of the members of the Board, who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, and/or ratified under this Section 5.3 by a single member. If a majority of the members who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this Section 5.3. The presence of, or a vote cast by, a member with a direct or indirect interest in the

transaction does not affect the validity of any action taken under Section 5.3 if the transaction is otherwise approved as provided in this Section 5.3.

6. EXECUTIVE DIRECTOR.

6.1 General. The Board will employ an executive director to oversee and manage (a) the operation of District, and (b) District's facilities and programs. The executive director will serve District at the direction of the Board. The executive director will not be a member of the Board and will have no vote on Board decisions.

6.2 Duties. The executive director will perform such duties as specified by the Board from time to time. The executive director will supervise the day-to-day operations and business affairs of District, including but not limited to managing District facilities and programs and supervising District employees. The executive director will attend each regular board meeting unless otherwise excused by the Board. The executive director will keep the Board reasonably informed of all District operations, including providing and presenting to the Board an executive director report at each regular board meeting.

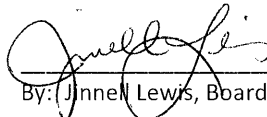
7. MISCELLANEOUS

7.1 District Records. District must keep as permanent records minutes of all meetings of the Board and a record of all action taken by the Board without a meeting. District must maintain appropriate accounting records. District must maintain its records in written form or in another form capable of conversion into written form within a reasonable time. In addition, District must keep a copy of the following records: (a) bylaws or restated bylaws (and all amendments to them currently in effect); (b) a list of the current Board members and officers; (c) the last three annual financial statements, if any, which may be consolidated or combined statements of District, including a balance sheet and statement of operations, if any, for that year, which must be prepared in accordance with Oregon Local Budget Law; (d) the last three accountant's reports if annual financial statements are reported upon by a public accountant; (e) resolutions adopted by the Board; and (f) minutes of all meetings and records of all actions approved by the Board.

7.2 Bylaw Amendments. The Board may, by resolution of the Board, adopt one or more amendments to these Bylaws by vote of a majority of the entire Board, provided that the proposed amendment(s) has been submitted in writing to the Board at least five days prior to the meeting where the amendment is to be considered and that the Board members have been notified of the meeting and its purpose at least ten days prior to the meeting. In accordance with Oregon Public Meetings Law, District must provide notice of any meeting of the Board at which an amendment is to be approved. 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.

7.3 Conflicts. These Bylaws are intended to comply with ORS chapter 266 to the greatest extent possible. Notwithstanding the immediately preceding sentence, if any portion of these Bylaws conflict with any applicable federal, state, or local laws, regulations, or ordinances, including, without limitation, ORS chapter 266, the applicable federal, state, or local laws will control. If any section, subsection, sentence, clause, and/or portion of these Bylaws is for any reason held invalid, unenforceable, and/or unconstitutional, such invalid, unenforceable, and/or unconstitutional section, subsection, sentence, clause, and/or portion will (a) yield to a construction permitting enforcement to the maximum extent permitted by applicable law, and (b) not affect the validity, enforceability, and/or constitutionality of the remaining portion of these Bylaws.

These Bylaws were adopted and made effective by the Board on February 20, 2023.

  
By: Jannel Lewis, Board Chair