Waterfront Organizations of Oregon (WOOO)
Bylaws Summary (Articles I–XV)

ARTICLE I – Name and Offices

The name of the organization is the Waterfront Organizations of Oregon (WOOO). Its principal office and mailing address are designated by the Board of Directors. The Board may relocate or establish additional offices as necessary for the effective operation of the Association.

ARTICLE II – Purpose

WOOO is a nonprofit association formed to advance the shared interests of Oregon's waterfront property owners, operators, and marine-related businesses. Its purposes include representing members before government agencies, coordinating information, advocating fair regulation, fostering communication and stewardship of waterways, and promoting education and safety among waterway users.

ARTICLE III – Members

Membership is open to individuals or entities involved in waterfront ownership, operation, or commerce. There is one class of voting membership, each entitled to one vote. Eligible members include owners and operators of moorages or marinas, leaseholders of submerged lands, and marine-related businesses. Members participate in elections, meetings, and committees. Membership is non-transferable but continues as long as dues and qualifications remain in good standing.

ARTICLE IV – Board of Directors

The Board of Directors governs WOOO, manages policy and finances, and directs the Association's business. Directors are elected by members and serve staggered one-year terms to ensure continuity. The Board sets budgets, approves contracts, fills vacancies, and oversees officers and committees. Meetings are held regularly and governed by Robert's Rules of Order. A quorum is a majority of directors. Directors serve without pay, though reasonable expenses may be reimbursed.

ARTICLE V – Officers

The officers of WOOO are the President, Vice President, Secretary, and Treasurer, each elected annually. The President presides over meetings, provides leadership, and appoints committees. The Vice President acts in the President's absence. The Secretary keeps minutes, records, and notices, and maintains official documents. The Treasurer handles funds, prepares reports, and ensures proper financial management. The Board may appoint additional officers or agents and may remove officers by majority vote if necessary.

ARTICLE VI – Committees

The Board may form standing or special committees to handle specific tasks or issues. Committees of Directors may exercise delegated authority except in prohibited areas such as dissolution, amendment of bylaws, or election of directors. Advisory committees may include non-directors but must have at least two directors. Committees serve until the next annual meeting, elect their own chair, and operate by majority vote with at least two directors present for quorum.

ARTICLE VII – Shares of Stock and Dividends Prohibited

As a nonprofit, WOOO issues no stock and pays no dividends. All funds and assets are dedicated solely to the Association's mission and operations.

ARTICLE VIII – Loans to Directors and Officers Restricted

WOOO may not lend money to directors or officers unless approved by a majority of disinterested members or determined by the Board to be in the Association's best interest. This ensures ethical financial governance and transparency.

ARTICLE IX – Contracts, Checks, Deposits, and Funds

Contracts must be authorized by the Board or delegated officers. Checks and payments require signatures from authorized officers. Association funds must be deposited in Board-approved institutions. The Board may accept gifts or donations to support the organization's general or specific purposes.

ARTICLE X – Books and Records

WOOO maintains complete and accurate books, records, and meeting minutes. These may be inspected by directors for valid purposes. Financial statements are prepared annually, and while officers handling funds are not required to post bonds, the Board may require them if needed.

ARTICLE XI – Parliamentary Authority

All meetings are conducted according to Robert's Rules of Order, Revised, unless otherwise provided by Oregon law or these bylaws.

ARTICLE XII – Fiscal Year

The Association's fiscal year runs from January 1 through December 31.

ARTICLE XIII – Waiver of Notice

Members or directors may waive notice of meetings in writing, before or after the meeting, and such waiver is treated as proper notice.

ARTICLE XIV – Amendments

Bylaws may be amended, repealed, or replaced by the Board of Directors with approval of a majority of members. Proposed changes require at least 10 days' notice by mail or publication and may be voted on in person or by mail ballot.

ARTICLE XV – Indemnification

WOOO indemnifies its officers, directors, employees, and agents against legal expenses, judgments, and liabilities incurred in good faith while performing their duties. The Association may advance legal costs and maintain insurance to protect its leadership. These rights supplement protections available under Oregon law.

Overall Summary

The WOOO Bylaws outline a structured, member-led nonprofit framework designed to represent Oregon's waterfront community. Governance authority rests with an elected Board of Directors supported by officers and committees. The bylaws emphasize transparency, responsible financial management, and strong ethical standards. All assets are used exclusively to advance the Association's mission of education, advocacy, and stewardship for Oregon's waterways.