

SIUSLAW WATERSHED COUNCIL BYLAWS

Approved on June 4, 1997 by the Lane County Board of Commissioners

Revisions adopted by the Siuslaw Watershed Council on April 29, 1998 and May 31, 2000

Revised for legal clarity July 13, 2005; adopted January 25, 2006

Revised for geographic update and procedural clarification April 12, 2006; adopted July 26, 2006

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I. MISSION

The Siuslaw Watershed Council supports sound economic, social, and environmental uses of natural and human resources in the Siuslaw River basin. The Council encourages cooperation among public and private watershed entities to promote awareness and understanding of watershed functions by adopting and implementing a total watershed approach to natural resource management and production.

Subject to the expressed limitations and restrictions contained in these Bylaws, the Siuslaw Watershed Council, hereafter known as the “Council”, may engage in any lawful activity for which such organizations may be organized.

II. GEOGRAPHIC AREA

The geographic area covered by the Siuslaw Watershed Council includes all land drained by the Siuslaw River basin and adjoining coastal lakes and the near shore ocean between the mouth of the Siltcoos River and Heceta Head.

III. STATEMENT OF SHARED VALUES

A total watershed approach means:

- ◆ Locally driven planning and action with voluntary participation.
- ◆ Action should be based on shared vision and goals, with consideration for individual goals.
- ◆ Striving to represent all interests in the basin, being inclusive and recognizing the connections among economics, society, and the environment.
- ◆ Assessment, planning, and implementation actions are objective and are available to all landowners in the Siuslaw watershed.
- ◆ Considering all natural resources from ridge to ridge.
- ◆ Operating through teamwork and cooperative implementation - no single interest or interest groups dominate.
- ◆ Actions are valuable to the participants and, where possible, actions lead to measurable outcomes.
- ◆ Actions are undertaken with respect for and permission from all landowners involved in any

watershed projects or activities.

- ◆ The Council operates at a variety of scales, such as the watershed, the sub-basin, and the reach.

IV. GOALS

Provide a basin-wide framework for coordination, cooperation and citizen involvement in improving and maintaining the health of the Siuslaw watershed.

Promote the protection, conservation, restoration and enhancement of fish, wildlife, forests, timberland, cropland, and water quality and quantity in the Siuslaw watershed

Contribute to the social and economic stability and productivity of families and communities within the Siuslaw watershed by supporting and attracting resources for local employment.

Promote monitoring of the biological, physical and social components of the Siuslaw watershed.

V. MEMBERSHIP AND ORGANIZATION

A. General Membership Guidelines

The Siuslaw Watershed Council is part of Oregon's watershed improvement program. The Council formed under HB3441 to address watershed management issues through information, education, and coordination among key interests and stakeholders in the Siuslaw River basin. Membership is open to all people who live in and/or have an interest in participating in the Council and who have paid annual dues.

A Leadership Board, , representing the interests stated in these Bylaws, shall be confirmed by consensus by the members of the Siuslaw Watershed Council annually. Vacant positions may be filled at any general meeting. The Leadership Board is responsible for ratifying policies that promote the goals of the Council.

The Council shall elect 4 officers and 4 at large members to the Executive Committee from the Leadership Board membership annually.

An Executive Committee consisting of-the current officers, the past chairperson, and four members or alternates of the Leadership Board shall conduct the administrative business of the Council.

B. Meetings

The membership of the Siuslaw Watershed Council shall meet regularly according to Oregon open meetings law. The membership will hold at least one (1) annual general meeting per fiscal year. Special meetings can be called by the Leadership Board or the Executive Committee at any time and shall be conducted according to Oregon open meetings law.

C. Quorum

Nine Leadership Board members including at least 3 from the Executive Committee will constitute a quorum of the Leadership Board. A simple majority of the Executive Committee shall constitute a quorum of the Executive Committee.

D. Decision Making

The Siuslaw Watershed Council, including its members, Leadership Board, Executive Committee and officers, operates by consensus. Consensus is defined to mean members present addressing a particular issue, action, project, or question either agree with, accept, or choose not to block the process or decision.

E. Community Representation

The Siuslaw Watershed Council shall consider and respect a broad range of community interests and stakeholders in all of its activities. It is the policy of the Council to encourage the participation of locally active groups and organizations, public and private.

VI. LEADERSHIP BOARD

A. Membership of the Leadership Board:

The Leadership Board shall collectively represent the types of interests, livelihoods, and/or land ownership found on the Siuslaw River basin. The Leadership Board shall include, but not be limited to, the following interest groups. Each interest group shall have one (1) primary representative and may have one (1) alternate representative.

<u>Government/Agency/Organization Representatives*</u>	<u>Interest Group Representatives</u>	<u>Landowner Representatives</u>
<ul style="list-style-type: none"> • Federal Land Management Agency • County Government • Port of Siuslaw • State Government • City Government • Soil & Water Conservation District • Confederated Tribes of Coos, Lower Umpqua and Siuslaw Indians <p>* appointed by the government/</p>	<ul style="list-style-type: none"> • Academic/Scientific • Agriculture/Ranching • Commercial Fishing • Environmental • Industrial Timber • Natural Resource Related Recreation • Public Education, K- 12 • Ecosystem Workers • Small Woodlot Owner 	<ul style="list-style-type: none"> • North Fork Siuslaw • Lower Siuslaw • Middle Siuslaw • Upper Siuslaw • Deadwood Creek • Indian Creek • Lake Creek • Wildcat Creek • South Coastal Lakes • North Coastal Lakes

agency/ organization body		• At-Large
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1. Powers of the Leadership Board

The Leadership Board shall have the following powers:

- to adjust membership dues or fees,
- to form standing and ad hoc advisory committees with special expertise on any issue, and to prescribe the duties and responsibilities for each committee;
- to establish policies that promote the goals of the Council.

2. Removal from the Leadership Board

A member of the Leadership Board may be removed from the Board for failure to observe and conform to these Bylaws, for failure to actively participate in Council activities (missing four consecutive meetings without the alternate being present), or for failure to timely pay dues. Expulsion of a member of the Leadership Board must be for cause and must be agreed to by all other members of the Leadership Board present after giving the member a hearing before the Board at a given time and place.

VII. OFFICERS and BOARD OF DIRECTORS

A. BOARD OF DIRECTORS

The Board of Directors shall comprise and be synonymous with the Executive Committee. The administrative affairs of the Council shall be managed by the Executive Committee, who shall be council members elected from the Leadership Board as described in Section V. A. The Executive committee shall serve for one (1) year, from January through December.

1. Powers of the Executive Committee

The Executive Committee shall have the following powers:

- to delegate to officers and staff the power to incur obligations, withdraw funds, and make payments on behalf of the Council;
- to designate a bank in which the Council’s funds will be deposited and to apply for, receive, and expend funds from any source;
- to interview, select, fix salaries, evaluate performance reviews and terminate if necessary, employees of the council;

- to delegate to officers and employees responsibility for day to day operations of the Council;
- to transact other business as required that advances the purpose and mission of the Council that is lawful under the statues of the State of Oregon and the Internal Revenue Code.

2. Removal from the Executive Committee

A member of the Executive Committee may be removed for failure to observe and conform to these Bylaws, for failure to actively participate in Executive Committee activities (missing more than two consecutive meetings without notifying the Committee), or for failure to timely pay dues. A replacement will be appointed by the Executive Committee for the remainder of the term. Executive Committee members shall be considered resigned upon missing 3 consecutive meetings unless a simple majority of the other Executive Committee members agree that the member should be retained.

B. OFFICERS

Officers shall have powers as delegated by the Executive Committee. The officers of the Council shall consist of a President (Chairperson), a Vice-Chairperson, a Secretary and a Treasurer. The functions and duties of the officers are as follows:

1. President (Chairperson)

The Chairperson calls to order and conducts meetings of the Council, Leadership Board, and Executive Committee. The Chairperson serves as the spokesperson for the Siuslaw Watershed Council, and shall have direct supervision of the affairs and employee(s) of the Council. The chairperson establishes the calendar, supervises elections, and coordinates an annual audit of the Council's books. The Chairperson has the authorities of president of the corporation.

2. Vice-Chairperson

The Vice-Chairperson shall conduct meetings in the absence of the Chairperson and shall perform other such duties as assigned.

3. Secretary

The Secretary shall issue notice of all meetings of the Leadership Board, the Executive Committee and the Council, maintains and distributes the membership list of the Council, records and distributes notes/minutes of Council meetings, and shall perform other such duties as assigned.

4. Treasurer

The Treasurer shall maintain the Council's financial records, collect dues and assessments, and shall perform other such duties as assigned.

VIII. ADMINISTRATIVE and FINANCIAL PROVISION

Fiscal Year

The fiscal year of the Siuslaw Watershed Council shall be January 1st to December 31st.

Dues

Dues are payable on a fiscal year basis. Dues will be delinquent after March 1st of the fiscal year.

Loans of Money or Council Assets Prohibited

No loans of Council funds or assets shall be made.

Books and Records

The appropriate officers of the Council shall maintain complete records of accounts, notes and minutes of meeting proceedings of its members, Leadership Board, Executive Committee, and committees having the authority of the Executive Committee; and shall keep at its registered office a register of the names and addresses of its members. All records and accounts of the Council may be accessible by following all applicable federal Freedom of Information Act (FOIA) and state open meeting laws.

Amendment of Bylaws

The Council Bylaws may be amended by consensus of the Council. All proposed changes will be presented to the Council membership at least thirty (30) days prior to a decision. Any Council member may submit proposed bylaws amendments to the Leadership Board for discussion and presentation to the full Council.

Administrative and Fiscal Support

Administrative and fiscal support for the Council may be provided by an appropriate and competent municipal corporation or other non-profit organization recognized by the Internal Revenue Service. A memorandum of Agreement (MOA) shall describe the responsibilities of each.

Technical Advisory Teams

Technical teams with knowledge of restoration, resource management or other relevant activities will be appointed as needed to develop projects, and to provide recommendations. These teams shall have the ability to draw on any resource or specialty as the need arises. Duties and responsibilities of the Technical Advisory Teams are prescribed by the Leadership Board.

IX. RELATIONSHIP TO DECISION MAKING BODIES AND COMMUNITIES OF INTEREST

The Siuslaw Watershed Council is an advisory body to established decision-making bodies and community interests. As such, the Council may make recommendations concerning the protection, restoration and enhancement of the quality of the watershed within the Siuslaw River Basin and coastal lakes drainages.

The Council has no statutory authority nor does it relieve or subjugate any statutory authority of any agency. The agencies, organizations and interests represented on the Council are not obligated to adopt or carry out the recommendations of the Council, but will give due consideration to the recommendations and take actions they consider appropriate.

The Council welcomes requests for advice affecting the watershed from local, state or federal agencies, organizations, and interests. Members of the Council will keep their respective agencies, organizations and interests informed about the work of the Council.

Notwithstanding any other provision of these Bylaws, this corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

X. STATEMENT OF RESPECT FOR PROPERTY RIGHTS

The Siuslaw Watershed Council affirms its respect for and intent to protect private property rights in, the planning and implementing of projects to improve, restore and enhance watershed productivity and health. The Council will only engage in a project with the written permission of the landowner. Any commitments the landowner makes will be clearly defined and strictly voluntary. Adequate language will be added to agreements to assure property owners that no hidden claim to their land will result from the implementation of a project.