

SIUSLAW WATERSHED COUNCIL BYLAWS

I. MISSION & GOALS

A. 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.

B. 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.

C. 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.
- The Siuslaw Watershed Council affirms its respect for and intent to protect private property rights, and will do so in the planning and implementing of projects to improve, restore, and enhance watershed productivity and health. The Council will only engage in a project on private property 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.

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

D. 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.

E. 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.

II. 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 regardless of race, color, religion, gender, national origin, sexual orientation, gender identity, disability, or age.

B. Meetings

The membership of the Siuslaw Watershed Council shall meet regularly according to Oregon open meetings law. After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meeting. The Board or the President may change the dates of regularly scheduled meetings with proper notice.

The membership shall hold at least one (1) annual general meeting per fiscal year, and the Board of Directors shall meet at a minimum of quarterly according to a regular schedule. Special meetings may be called by agreement of a quorum of the respective body at any time given proper notice and shall be conducted according to Oregon open meetings law.

C. Quorum for members

Presence of at least 15 voting members that includes a quorum of the Leadership Body shall constitute a quorum.

D. Decision Making

The Siuslaw Watershed Council, including its members, Leadership Body, Board of Directors 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.

If all attempts at consensus fail for a decision on which there is consensus that a timely decision must be made, the decision shall be by two thirds majority.

E. Powers of Members

Members shall have the following powers:

- To elect or confirm the Leadership Body and to elect the Board of Directors.
- To remove any person from the Leadership Body or the Board of Directors with or without cause according to the procedures set forth in these Bylaws.

F. Removal of Members

Members shall be considered removed for non-timely payment of dues, or by the action of members present at a membership meeting for cause, such as refusal to abide by these Bylaws or violating policies or procedures or neglecting their duties, or from the Membership with cause. Such a member shall be given not less than 15 days prior written notice of the expulsion and the reasons therefore; and an opportunity to be heard, orally or in writing, not less than five days before the effective date of the expulsion by the membership meeting. Written notice shall be by first class or certified mail sent to the last address of the member shown on Council records.

III. LEADERSHIP BODY

A. Membership of the Leadership Body

A Leadership Body, representing the interests stated in these Bylaws, shall be confirmed by consensus of the members of the Siuslaw Watershed Council annually. Vacant positions may be filled at any general Membership meeting.

The Leadership Body shall collectively represent the types of interests, livelihoods, and/or land ownership found on the Siuslaw River basin. The Leadership Body 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/ agency/organization body</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 • At-Large

B. Powers of the Leadership Body

The Leadership Body shall have the following powers:

- To adjust membership dues or fees
- To adopt amendments to the Bylaws
- To advise the BOD on the formation of standing or ad hoc committees

C. Removal from the Leadership Body

A member of the Leadership Body may be removed from the Body 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 Body by the Leadership Body must be for cause and must be agreed to by all other members of the Leadership Body present after giving the member a hearing before the Body at a given time and place. Notice shall conform to Section IIF.

D. Quorum

Nine Leadership Body members including at least 3 from the Board of Directors will constitute a quorum of the Leadership Body.

IV. BOARD OF DIRECTORS

The affairs of the Council shall be managed by, or under the authority of, the Board of Directors.

A. Election

Directors shall be council members elected annually from the Leadership Body. The voting members of the Council shall elect 9 at large members, including a past officer if possible for the purposes of continuity. The Board shall elect its officers.

B. Term of Office

Directors shall serve for one (1) year, from election in January through the elections the following year.

C. Powers of the Board of Directors

The Board of Directors 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 financial institution in which the Council's funds will be deposited and to apply for, receive, and expend funds from any source;
- To interview, select, fix salary, conduct performance reviews and terminate if necessary, the Executive Director;
- To delegate to officers and the Executive Director 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 statutes of the State of Oregon and the Internal Revenue Code.
- 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.

D. Removal from the Board of Directors

Directors may be removed by the voting members with or without cause, or by the Board of Directors for failure to observe and conform to these Bylaws, for failure to actively participate in Board of Directors activities (missing more than two consecutive meetings without notifying the Board), or for failure to timely pay dues. Directors shall be considered resigned upon missing 3 consecutive meetings unless a simple majority of the other Directors agree that the member should be retained. Officers shall be considered resigned from office if resigned from the Board. Notice shall conform to Section IIF.

E. Vacancies

The Board shall appoint a person from the Leadership Body to fill the remaining term for any vacancy.

F. Meetings

The Board of Directors shall meet at a minimum of quarterly according to a regular schedule. Meetings may be held by telephone, video conferencing, internet based communication or other

method, as long as all participating directors may simultaneously hear each other during the meeting. A director participating in a meeting by any of these methods is deemed present for purposes of a quorum. Notice must be given of every meeting of the Board, stating the date, time, and location of the meeting, and the purpose of the meeting. The notice must be given not less than 2 days in advance of the meeting if delivered by telephone conversation or in person, and not less than 7 days in advance if delivered by first class mail, email, or fax to an address provided by the individual director.

G. Quorum

A simple majority of the Board of Directors shall constitute a quorum of the Board of Directors.

H. Decisions by Consent

Any decision required by law to be made at a meeting of the board, or any decision which may be made at a board meeting, may be made without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors. To gain this unanimous consent, a clearly stated motion must be sent to all of the directors on the Board by mail, fax or email, with clear instructions that this process requires 100% of the directors serving on the Board to vote "yes" for the motion to pass. The signed written consent of board members may be delivered back to the Corporation by mail, fax, or email. For email a director's written consent is considered to be signed when the director "sends" the email containing his or her vote. Motions are adopted and effective on the date that all directors in office have responded with an affirmative "yes" vote. If any director votes "no," abstains, or fails to vote, then the motion fails to pass. A printed record of each director's vote must be kept in the corporate records.

I. Indemnification

The corporation shall indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of the corporation. It shall also indemnify any person who is a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. The personal liability of each member of the Board of Directors and each uncompensated officer of the corporation, for monetary or other damages, for conduct as a director or officer shall be eliminated to the fullest extent permitted by current or future Oregon law or federal law.

J. Policies

The Board shall adopt and implement, and update as necessary, policies to guide the Corporation's programs, activities, administration, and operations. These policies shall include, but are not limited to, the following:

1. Administrative Policies
 - a. Document Retention and Destruction
 - b. Conflict of Interest and Annual Disclosure

- c. Whistleblower
- 2. Financial Policies
 - a. Travel Expense Reimbursement
 - b. Finance and Budget
 - c. Internal Financial Controls
- 3. Safety and Risk Management Policies
- 4. Fundraising Policies
- 5. Personnel Policies
- 6. Ethics and Transparency Policies

V. OFFICERS

Officers shall have powers as delegated by the Board of Directors. The officers of the Council shall consist of a President, a Vice President, a Secretary and a Treasurer. The functions and duties of the officers, which each shall perform or oversee, are as follows:

A. President

The President calls to order and conducts meetings of the Board of Directors. The President serves as the spokesperson for the Siuslaw Watershed Council, and shall have direct supervision of the affairs of the Council and of the Executive Director. The President establishes the calendar, supervises elections, and coordinates an annual audit of the Council's books.

B. Vice President

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

C. Secretary

The Secretary shall be responsible for notice of all meetings of the Leadership Body, the Board of Directors, and the Council; maintain and distribute the membership list of the Council; record and distribute notes/minutes of Council meetings; and shall perform other such duties as assigned.

D. Treasurer

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

E. Removal

Officers may resign from office by choice and remain on the Board, and the Board shall appoint a replacement from within its members. Officers shall be considered resigned from office if resigned from the Board. If an Officer is removed by the membership, or for cause by the Board,

the Secretary shall give written notice of removal within seven days. Notice shall conform to Section IIF.

F. Term of Office

Term of office shall coincide with the annual term of Board membership.

VI. ADMINISTRATIVE and FINANCIAL PROVISION

A. Fiscal Year

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

B. Dues

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

C. Loans

No loans of Council funds or assets shall be made.

D. Books and Records

The appropriate officers of the Council shall maintain complete records of accounts, notes, and decisions made by the Membership, Leadership Body, Board of Directors, and committees having the authority of the Board of Directors; 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.

E. Non-Discrimination Statement

No person shall be denied membership or office in the Council based on race, color, religion, gender, national origin, sexual orientation, gender identity, disability, or age. No qualified persons shall be denied employment based on any of the above identifiers.

VII. COMMITTEES

A. 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. Duties and responsibilities of the Technical Advisory Teams are prescribed by the Board of Directors.

B. Rules for Board Committees

Executive Committee: The Board of Directors may establish an executive committee. The Executive Committee shall have the power to make decisions for the corporation between Board meetings, including financial and budgetary decisions. The Board may place limits on the authority and powers of the Executive Committee. The Executive Committee must comply with the provisions of the bylaws applicable to the full Board for notice, quorum, voting and decision making, minutes, and subsequent approval of minutes. All Executive Committee decisions must be recorded in official minutes, which must be submitted to the full Board. Unless the Board of Directors decides otherwise, the Executive Committee will consist of the president, vice-president/president-elect, secretary, and treasurer of the organization.

VIII. 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.

IX. AMENDMENT OF BYLAWS

Any Council member may submit proposed bylaws amendments to the Leadership Body for discussion. All proposed changes will be presented to the Council membership at least thirty (30) days prior to a final Leadership Body decision.

Drafted & Approved in Spring of 1997, recognized by the Lane County Board of Commissioners
on June 4, 1997

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

Revised for geographic update August 12, 2009, adopted January 27, 2010

Revised for internal consistency and legal clarity under the guidance of the University of Oregon
Law School, completed in April 2013; adopted May 2013

Signed: Jim Grano
Jim Grano, Secretary of the SWC Board of Directors