

# **BYLAWS OF THE NECANICUM WATERSHED COUNCIL**



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## ARTICLE I: NAME

The name of this 501(c)(3) nonprofit corporation is **Necanicum Watershed Council**, hereby abbreviated as NWC here within this document.

## ARTICLE II: PURPOSE

### Section 2.1 General Purpose.

Incorporated under the laws of the State of Oregon, NWC shall operate as a charitable organization as defined in the Oregon Nonprofit Corporation Act (ORS 65) hereinafter referred to as “the Act”, and section 501(c)(3) of the Internal Revenue Code, or their corresponding future provisions.

### Section 2.2 Mission and Service Area

The NWC’s mission is as follows:

"The Necanicum Watershed Council is a community-based nonprofit organization dedicated to the wellbeing of all communities, both human and wildlife, that rely on the Necanicum Basin. We believe that through hands-on restoration, conservation education and community collaboration, there is an economically and ecologically equitable future for all life on the north coast".

The NWC serves the Necanicum Basin, which includes the subsystems of the Neacoxie, Neawanna and upper Necanicum tributaries, including the north and south fork of the Necanicum River, as well as other tributaries and systems, as defined within the boundaries of the Oregon Watershed Enhancement Board’s most current watershed map.

## ARTICLE III: NON-MEMBERSHIP

The Council shall have no members as defined by ORS Chapter 65.

## ARTICLE IV: NON-VOTING MEMBERS/GENERAL MEMBERS

The NWC may have non-voting members that support the work of NWC who shall be considered “supporting members”. The NWC shall endeavor to recruit and maintain membership representative of a broad range of interests.

The Board of Directors may establish different categories of nonvoting membership and determine or alter any obligations and privileges of members in those categories by ordinary

resolution. The non-voting members will not have the power to vote on the election of Directors, or to participate in a binding vote on corporate matters.

## ARTICLE V: DIRECTORS

### **Section 5.1 Duties.**

The Board of Directors, hereby referred to as “the Board”, shall exercise, delegate, or otherwise authorize the exercise of all corporate powers and shall direct the management of NWC’s affairs. Such management includes, but is not limited to the following: a) establish NWC’s policies and review and change them as necessary, b) appoint or employ and maintain contact with its executive director or head of staff, c) authorize expenditures as required by either law or internal policy, d) oversee the NWC’s financial status and affairs, e) ensure the proper use and management of any assets and property.

Whenever the Board delegates any of its authority or responsibilities, the Board shall retain ultimate authority and responsibility for the matter delegated. The Board shall also ensure that NWC: a) properly employs the necessary corporate formalities to make its decisions, b) prepares and submits all required state and federal reports, and c) operates in compliance with relevant local, state and federal laws. The Board must diligently prepare for, attend and participate in the meetings of the Board and any Board committees as needed to carry out these duties.

The role of the Board does not include direct management, program or project operations or daily operations of the NWC.

### **Section 5.2 Records of Directors.**

The Board Secretary shall ensure that NWC maintains a current formal record of names, contact information and status of Directors. The contact information for Directors must include a street, mailing or digital address that the Director chooses to receive notices and other messages from NWC.

### **Section 5.3 Qualifications of Directors and Composition of the Board.**

Nominees for the positions on the Board must be individuals that reside in, perform work within or have close ties to the NWC service area and support the mission and values of the NWC.

Nominees for the positions on the Board must also possess skills, knowledge, and experience in areas relevant to the needs of the organization. The NWC intends the Board to include a diverse range of geographic areas and community interests in the watershed in order to engage a balance of interested and affected persons within the watershed as required by ORS 541.910(2).

#### **Section 5.4 Number of Directors.**

The Board shall consist of at least three (3) and no more than twenty (20) directors. The Board may pass a resolution increasing the maximum size of the Board, and then may elect new Directors at the same meeting, or at a later time. Directors elected in this manner shall serve until the next regularly scheduled Annual Meeting at which time they may be re-elected for a full term of office.

#### **Section 5.5 Terms of Directors.**

Directors will serve terms of office that will be staggered by having half of the initial Directors, at the time of adoption of these bylaws, serve one (1) year terms and the remaining initial Directors serve two (2) year terms, then all Directors will serve two (2) year terms thereafter once their initial post-adoption term is completed.

Election of Directors will take place at the Annual Meeting which will be held during the first board meeting in Quarter three (3) of the general calendar year, usually taking place in the month of July. The exact date, time and place of the meeting shall be set by the Board. Directors' terms shall begin on the day of appointment and end on the day before the following Annual Meeting. However, unless they formally resign or are removed from office, Directors will remain in office until their successors are properly elected, designated, or appointed. Directors may serve no more than three (3) full consecutive terms in office, following which they must wait at least one year before they can be elected to the Board again, unless two-thirds (2/3) of the other Board Directors vote to waive the one-year waiting period.

#### **Section 5.7 Selection of Directors.**

##### *5.7.1 NOMINATIONS*

Directors with expiring terms may be re-elected and any new Directors will be elected by the Board of Directors annually. For Board Directors that are elected to fill a resignation, that person will fill the remainder of the resigned Directors term and can seek their first full term thereafter. Nominations for new Board Directors may be made by the Board, by individual Directors or by a board development committee as appointed by the Board.

##### *5.7.2 ELECTION PROCESS*

Each Director shall vote separately for each person nominated to be elected to serve on the Board of Directors. The vote must be by a secret ballot if any nominee so requests.

##### *5.7.3 ELECTION POLICY AND PROCEDURE*

The Board may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the

solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

## **Section 5.8 Removal of Directors.**

### *5.8.1 REMOVAL PROCEDURE*

Directors may be removed with or without cause by a two-thirds (2/3) majority vote of the entire Board of Directors, not including the Director that is being considered for removal, at a meeting held for that purpose. Cause could include: 1) missing three (3) or more meetings of the Board in a year, 2) failing to fulfill the duties of a Director or 3) intentional acts or omissions that a prudent person could reasonably have foreseen would seriously damage the reputation or interests of, or for unreasonably hindering achievement of the purposes of NWC. The vote shall be by secret ballot if any Director so exists.

Whenever the removal of a Director will be considered at a meeting of the Board of Directors, proper notice must be given in advance stating that the removal of a Director is being considered.

### *5.8.2 RESIGNATION OF DIRECTORS*

A Director may resign at any time, with or without cause. The resignation of a Director must be in writing, signed and delivered to the Chair, Vice-chair or Secretary of the Board, and is to be included in the next board meeting's agenda. Once confirmed by the Board, a resignation is irrevocable. If a Director resigns, and then subsequently desires to re-establish their position on the Board, the individual must seek a new election.

### *5.8.3 FILLING VACANCIES*

The Board may, by a two-thirds (2/3) majority vote, elect new Directors to fill any vacancies on the Board of Directors. A Director elected to fill a vacancy will serve the remainder of the term normally associated with the position.

## **Section 5.9 Meetings.**

### *5.8.4 CONDUCT OF DIRECTORS*

Directors must discharge their duty of loyalty and diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interest of NWC.

### *5.8.5 QUORUM*

At all meetings of the Board of Directors the presence or participation of a quorum, which is at least two-thirds (2/3) of the number of Directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

#### *5.8.6 DECISION-MAKING AND VOTING IN-PERSON AND REMOTELY*

All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes of a meeting. Each Director of the Board of Directors will have exactly one (1) vote. Except as otherwise provided in these Bylaws, at the request of any Director the names of each Director who voted for, voted against, or abstained on a particular motion will be recorded in the minutes. The Directors shall diligently and conscientiously attempt to make decisions by consensus. They shall employ all standard consensus practices and techniques including the expression and careful consideration of minority views. When a consensus cannot be achieved, any Director may request and require that a vote be taken instead. The affirmative vote of at least two-thirds (2/3) of all of the Directors participating in any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these Bylaws. An abstention counts as part of the total number of votes cast and does not reduce the number of affirmative votes required to pass a motion.

#### *5.8.7 NO PROXY VOTING*

No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

#### *5.8.8 TELECOMMUNICATION AND ELECTRONIC MEETINGS*

Meetings may be held or individual Directors may participate in meetings by telephone, video conferencing, internet-based communication, or any other method, so long as all participating Directors can simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purposes of a quorum and voting.

#### *5.8.9 DECISIONS BY EMAIL OR ELECTRONIC METHOD*

Electronic voting is permitted in accordance with ORS 65.341 and ORS 65.343. Voting by email is authorized by the Board of Directors. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any decision or action which may be made by the Board at any annual, regular, or special meeting of the Board of Directors may be made by email without a meeting if: (1) NWC has a record of all Directors email addresses; and (2) NWC maintains a copy of the announcement and a record of the Directors' votes with the corporate records. Electronic signatures, whether from the email address of the Director's address of record or through reliable third-party electronic signature platforms, shall have the same legal force and effect as hard copy ink signatures.

At the direction of the Board Chair or other Board Officer, the Board Secretary, Executive Director, or other designees, are authorized to send electronic announcements for a vote to the entire Board of Directors. The electronic announcement shall be sent to each Director at the email address stored in the corporate records and shall include: (1) A description of the action to be taken; (2) a deadline to respond with a vote which may not be less than forty-eight (48) hours; (3) a statement that a Director may change their vote any time prior to the deadline; and (4) an



effective date if the action is intended to be effective at a date which is later than the deadline date. Voting by electronic mail does not require a second.

The affirmative vote of two-thirds (2/3) of all Directors in office is an act of the Board of Directors if the action is taken pursuant to this section, unless a greater number of affirmative votes for the proposed action is required by law, the Articles of Incorporation, or these Bylaws.

#### *5.8.10 MEETINGS*

The Board of Directors must meet at least four (4) times per year and shall strive to do this by meeting at least once each quarter of the year. Robert's Rules of Order, or other rules of procedure, may be consulted for guidance but shall not be binding.

#### *5.8.11 EXECUTIVE SESSION MEETINGS*

A two-thirds (2/3) majority of directors present, or the Chair, may at any time decide to go into an Executive Session meeting. Executive Session shall be used when the Board of Directors deems it is necessary to protect the confidentiality of the matters that will be considered there. Executive Session meetings may be attended only by Directors, and any guests the Board invites to join the meeting, which may include the Executive Director, other staff, or any other person the Board wishes to invite. Any such invitation can be initiated by a two-thirds (2/3) majority of directors present in quorum or the Chair. A Director may only be excluded from any portion of Executive Session meetings in which matters will be considered that present a conflict of interest for that Director. Minutes shall be properly recorded. The Secretary shall take care to record in the minutes only the motions passed and information essential to comply with the law in order to protect the confidential nature of Executive Sessions. If the Secretary is the individual excluded from an executive session due to a conflict of interest, it must be clear who is taking up the temporary role of Secretary for the purpose of the executive session.

#### *5.8.12 NOTICE OF MEETINGS*

(A) Notice must be given to every Director of the Board for every meeting of the Board of Directors, stating the date, time, and location of the meeting, and the purpose of the meeting if required by law or these Bylaws. The notice must be given not less than forty-eight (48) hours in advance of the meeting if delivered by telephone conversation or in person, and not less than seven (7) days in advance if delivered by first class mail or e-mail to an address provided by the individual Director.

(B) 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 meetings and be delivered to all Directors. The Board of Directors may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all Directors.

(C) Special meetings of the Board of Directors may be called upon the written request, to the Chair, or Vice-chair, of at least two Directors. Notice of a special meeting of the Board of

Directors must be preceded by at least 48 hours' notice to each Director of the date, time and place.

#### *5.8.13 COMPENSATION*

Directors will not be compensated for their services. The Directors may be reimbursed by the Council for necessary expenses incurred in the execution of their duties and responsibilities upon the approval of the majority of the Directors then in office and the Executive Director.

The Board of Directors may accept on behalf of the Council, any contribution, gift, bequest, or devise for the sole purpose of the Council. Any contribution, gift, bequest or otherwise that requires the following, but is not limited to, maintenance, conditions of use, property ownership, etc. is subject to the Board's acceptance by a two-thirds (2/3) majority of all Directors then in office.

## ARTICLE VI: OFFICERS

### **Section 6.1 Officers.**

The officer positions of the Council will be a Chair, Vice Chair, Secretary and Treasurer. Each officer will be elected by the Board of Directors by a majority vote of the Directors then in office, at its annual meeting. Each officer will serve in their position for a term of one year. Officers will assume their respective duties immediately upon election. The Council must have a Chair, Secretary and Treasurer always, and the same individual may serve in two, but not three positions simultaneously.

### **Section 6.2 Duties of Officers.**

#### *6.2.1 CHAIR*

The Chair will preside over all meetings of the Board of Directors and will discharge such other duties as may be prescribed from time to time by the Board of Directors. The Chair will remain impartial in guiding the work of the Board and oversee efforts to build and maintain a strong and diverse Board of Directors.

#### *6.2.2 VICE CHAIR*

The Vice Chair supports the Chair in the Chair's duties and assumes the role of the Chair should they be unable to fulfill the duties of the position. The Vice Chair will perform such other duties as may be prescribed from time to time by the Board of Directors.

#### *6.2.3 SECRETARY*

The Secretary will keep or cause to be kept the minutes of the meetings of the Board of Directors and of any standing or temporary committees thereof; will be responsible for the timely preparation and delivery of all notices to be given in accordance with the provisions of these Bylaws or as required by law; will be the custodian of the records of the Council (if any) and will

be responsible for authentication the records of the Council as the duly authorized or required by law; and will perform other duties as prescribed from time to time by the Board of Directors.

#### *6.2.4 TREASURER*

The Treasurer will ensure development and board review of financial policies and procedures, and adherence to such; will maintain and monitor bank accounts, will ensure timely and accurate preparation of monthly financial statements and interpret such statements for the board; will monitor budgets and perform other such duties as may be prescribed from time to time by the Board of Directors.

### **Section 6.3 Other Officers.**

The Board of Directors, may by resolution, create such additional and special officers as may considered necessary or desirable in addition to those described above. The appointment, tenure, removal and succession of persons to hold such offices will follow the same requirements as put forth for other officer positions in these bylaws or required by law.

### **Section 6.4 Minor Officer.**

The Board of Directors, may by resolution, choose to provide a non-voting “training” officer position for a youth community member between the ages of 16-18 and enrolled in local (or distance) education as a method of engagement with the community. This individual would follow appointment, tenure, removal and succession as decided by the Board of Directors in such a resolution.

## **ARTICLE VII: COMMITTEES OF THE BOARD**

### **Section 7.1 Committees of the Board of Directors**

A two-thirds (2/3) majority of the Board of Directors then in office may create one or more committees of the Board of Directors. The Board of Directors may appoint Directors to serve on such committees or designate the method of selecting committee members. Three or more Directors must serve on any committee that has been delegated decision-making authority by the Board. Committees that are advisory in nature and only make recommendations to the Board are not required to have members of the Board serve on such committees but are expected to make routine reports back to the Executive Director, Chair or Board of Directors as dictated by the Board of Directors or Executive Director .

Non-voting members or community members otherwise not engaged with the Board of Directors may serve on either type of committee, but may not vote on final decisions for committees in which decision-making authority has been given by the Board.

Under ORS 65.354(5) (or its future equivalent), no committee will have the authority to 1) authorize distributions; 2) approve or recommend to members dissolution, merger, or the sale, pledge or transfer of all or substantially all of the Council’s assets; 3) elect, appoint, or remove

Directors or fill vacancies on the Board of on any of its committees; or 4) adopt, amend or repeal these Bylaws.

### **Section 7.2 Action by Committee**

Except as otherwise provided in these bylaws, the bylaw terms governing meetings, action without meetings, notice, and quorum and voting requirements of the Board of Directors also apply to the committees and their members.

## **ARTICLE VIII: DISSOLUTION**

The NWC may be dissolved only with authorization by its Board of Directors with approval by a three fourths (3/4) vote of all Board members then in office. Upon dissolution or other termination of the NWC, all remaining assets, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision, therefore, will be distributed to such tax-exempt organization/s whose purposes and goals are like those of the NWC and operate within the geopolitical or ecological boundaries within or bordering that of the NWC. A vote by two thirds (2/3) of the Directors then in office will select the organization/s that will receive the assets of the NWC.

## **ARTICLE IX: AMENDMENTS TO THESE BYLAWS**

These Bylaws are effective immediately upon adoption by the Board of Directors. Any section of these Bylaws may be amended or repealed, and new bylaws adopted, by an affirmative vote of two thirds (2/3) of the Board of Directors then in office. The vote may be conducted at any regular or special meeting, including via electronic methods. Notice must be provided for such a meeting which indicates the provisions being considered for amendment, appeal, or adoption with good time and opportunity for review and revision.

## **ARTICLE X: CONFLICT OF INTEREST**

The Board will maintain at all times and comply with a separate conflict of interest policy that is substantially the same as the conflict of interest policy that is published and recommended by the IRS.

## **ARTICLE XI: NON-DISCRIMINATION AND OPEN-DOOR**

Membership to the NWC, either in non-voting or Board of Director capacities, will not be restricted on the basis of race, age, sex, religion, or other legally protected classes under Federal, State and/or Local law or as stated in policies adopted by the NWC. In addition, the NWC will seek to maintain diverse representation across economic, cultural, geographic and other community distinctions as defined in the NWC's Equity Action Plan.

