

BYLAWS

NECANICUM WATERSHED COUNCIL

ARTICLE I - NAME

These Bylaws will govern the Necanicum Watershed Council, a nonprofit, public benefit corporation in the State of Oregon and tax-exempt under section 501(c)(3) of the Internal Revenue Code.

ARTICLE II - PURPOSE

The Necanicum Watershed Council ("Council") is established under The Governor's Coastal Salmon Restoration Initiative and House Bill 3441 (Oregon Legislative Assembly - 1995 Regular Session) as codified at ORS 541.350-541.415. It is a non-profit and volunteer organization dedicated to the protection, preservation, and enhancement of the Necanicum watershed through leadership, cooperation and education. The Council's role is to establish and support the implementation of enhancement projects, information, outreach and other suitable activities for the benefit of the fish, reptiles and mammals dependent on a healthy environment. Council board and volunteer membership is broadly representative of those individuals and groups having an interest in the health of the watershed. The Council seeks to be inclusive rather than exclusive.

ARTICLE III - MEMBERSHIP ON BOARD OF DIRECTORS

The Board of Directors will govern the activities of the Council. The board will include a broad and diverse representation of the range of geographic and natural resource interests in the watershed, as well as public and private landowner interests. The board will have a minimum of seven (7) and a maximum of twenty (20) directors. Board members will serve for a one (1) year term and may be re-elected without limit.

Section 1 - Individual Board Members

Any individual seeking membership on the board will notify the Chair of his/her interest in serving on the board. The Chair will recommend to the board approval for membership if the individual seeking membership agrees to active participation on the Council, has attended two meetings of the Council during the preceding six months, and agrees to adhere to the Bylaws. The board will vote on acceptance of this individual onto the board of directors. Electing board members will be done by majority vote.

Section 2 - Organization/Agency Membership

The organization/agency will notify the Chair of its interest in membership on the board. The Chair will recommend to the board approval for membership if the organization/agency meets the criteria outlined above for individual members.

The organization/agency is responsible for designating a representative and an alternate to attend meetings and act on its behalf. Membership on the board will be held in the name of the organization and in the name of the individuals representing the organization. The board will vote on acceptance of this organization/agency and its representative(s) onto the board of directors. Electing board members will be done by majority vote.

The secretary will maintain an updated list of board members and will distribute a copy to the board at the annual meeting.

Section 3 - Responsibilities of Board Membership

Board members will:

Adhere to these Bylaws and be responsible for their enforcement;

Make every effort to regularly attend meetings;

- Inform their respective agencies or constituencies of Council activities;
- Search for opportunities to develop group solutions and resolve conflicts;
- Treat other board members with respect;
- Listen to and try to understand one another's views;
- Be effective Council advocates in the community.

Each board member must attend at least two meetings or sanctioned Council activities each calendar year to remain on the board.

Board members may apply for a leave of absence if they will be unable to attend meetings for an extended length of time. During the leave they will have no voting rights. They may terminate the leave by attending a council meeting or sanctioned activity.

Board members wishing to resign from the Council should notify the Chair in writing. The board of directors can remove a member from a board position by a vote of two-thirds (2/3) of all directors in office.

Section 4 - Responsibilities of the Board of Directors

The board of directors is legally responsible for all matters of the Council unless the board delegates such responsibility to an officer or officers, the Executive Committee or other authorized representative. Specific responsibilities of the board include:

- Review and develop documents that establish policy necessary to achieve the purpose as stated in Article II.

- Review and develop plans and projects consistent with the Oregon Plan and/or other conservation plans recognized by the state or federal government.

- Review and develop consensus for new grant proposals.

- Identify one or more subcommittees to deal with personnel issues, governance or special projects as needed.

ARTICLE IV - OFFICERS

A Chair, Vice-Chair, Secretary, and Treasurer will be elected by the board from within the board membership.

Section 1 - Responsibilities of the Officers

The Chair may preside or may appoint a facilitator to preside at meetings of the Council. The Chair will be responsible for conducting the business of the Council under the provisions of Article V (Meetings). The Chair will provide direction to the staff and coordinate activities with the staff. The Chair and the Executive Committee will conduct regular performance reviews of the staff. Public information and media contacts will be coordinated through the Chair of the Council.

In the Chair's absence, The Vice-Chair will perform the duties of the Chair.

The Secretary will be responsible for assuring that all the proceedings of the meetings of the Council are recorded, maintaining a current roster of all board members, seeing that all records are properly stored, seeing that all notices are duly given in accordance with any provisions of these Bylaws and, in general, perform all duties incident to the Office of Secretary and such other duties as may be prescribed by the board.

The Treasurer will be responsible for assuring that all financial records are kept current and available, that accurate records are maintained of income and expenditures of all grants, that all bills are paid when due, will be responsible for submitting monthly reporting of all income and expenditures by and for the Council and perform all duties incident to the Office of Treasurer and such other duties as may be prescribed by the board.

Officers are held to a higher standard of participation. An Officer with three (3) consecutive unexcused absences from meetings may be asked by a vote of the Board to resign from the Board.

Section 2 - Election

Officers will serve for one (1) year terms consistent with the Council's fiscal year and annual meeting.

At the annual meeting, the board will vote to elect the officers. The candidate for each office with the highest vote totals will be selected.

An Officer wishing to resign his position will inform the Council in writing. An officer may be removed from his or her position by a vote of the board. An interim appointment for the remainder of the term of office will be elected, excepting that a vacancy in the position of Chair will be filled by the Vice-Chair.

ARTICLE V – COUNCIL MEETINGS

The Council may meet monthly for regular meetings at such time and place as may be designated by the officers. Special meetings may be called by the Chair or twenty percent of the board of directors.

Notice of all meetings and a tentative agenda will be mailed to all members not less than three (3) days prior to the meeting.

The public can attend Council meetings unless the board decides otherwise. At each meeting, adequate time will be set aside for public comment.

Roberts Rules of Order may be used as a general guide for conducting business.

The fiscal year of the Council will be July 1 – June 30.

The Annual Meeting will be the month following the end of the fiscal year on a day and time to be set by the officers with the approval of the board. The purpose of the meeting will be the election of board members, the election of officers and for the transaction of such other business as may regularly come before the Council.

ARTICLE VI – DECISION-MAKING AND PARTICIPATION

Section 1 - Quorum

Council decisions will be made only if a quorum is present. A quorum will consist of a simple majority of the number on the board of directors.

Section 2 - Voting/opinions in absentia

A quorum must be present for voting during regular or special meetings. Business shall be conducted by Board voting with a $\frac{3}{4}$ majority of those present required for passage.

Board members may submit their vote/opinion on council matters in writing beforehand if they are unable to attend a meeting. Voting by voice utilizing telephone or other acceptable electronic device shall be allowed if all directors can simultaneously hear each other. Voting without a meeting is acceptable if the decision is in writing and all directors on the board sign their consent to such decision.

Special Votes:

The officers may authorize an emergency vote by the Board via electronic media. The decision will be a board decision if the decision is in writing and all board sign their consent to such decision.

Section 3 - Finances

The Council and its certified public accountant follow Generally Accepted Accounting Principles for all financial matters, as outlined in the Finance Policies and Procedures.

ARTICLE VII - COMMITTEES

The board may establish committees or work groups as necessary. The board may establish an executive committee with duties and functions as determined by the board.

ARTICLE VIII - MISCELLANEOUS PROVISIONS

Section 1: Personnel Policy

All staff, volunteers, and board members will act in accordance with the Personnel Policy, adopted by the board.

Section 2 - Conflict of Interest

Board and Executive Committee members will act in accordance with the conflict of interest policy adopted by the board.

Section 3 - Media Relationships

Public understanding and support for the Council is fundamental to our success. Council board members may not represent the Council without Council authorization. Specific media inquiries will be directed to the Chair. Staff is authorized to represent the Council with authorization by the Chair.

Section 4 - Liability Disclaimer/Indemnification

The personal liability of each member of the board of directors and each officer of the Council, for monetary or other damages, for conduct as a director or officer shall be eliminated to the fullest extent permitted by current or future law.

The Council will indemnify its board of directors and officers to the fullest extent allowed by Oregon law.

Section 4 – Litigation

The Council does not rely on litigation to compel regulatory enforcement as a means to implement the Council's mission.

ARTICLE IX - ADOPTION

These Bylaws are effective upon adoption by the board.

These Bylaws may be amended. Amendments will be proposed in writing and circulated at least two weeks in advance of any regular meeting or special meeting called for that purpose. The proposals for change must be included on the agenda and distributed in written form with the agenda materials. Amendments must be approved by the board.