



## **BYLAWS**

### **UPPER NEHALEM WATERSHED COUNCIL**

Approved June, 30<sup>th</sup> 2016

#### **ARTICLE I - Name**

These Bylaws will govern the Upper Nehalem Watershed Council and its members.

#### **ARTICLE II - Purpose – Mission – Vision**

##### **Purpose**

The Upper Nehalem Watershed Council, originally established under The Governor's Coastal Salmon Restoration Initiative and House Bill 3441 (Oregon Legislative Assembly - 1995 Regular Session), is a non-profit 501(c)(3) organization dedicated to the voluntary protection, preservation, conservation, enhancement and restoration of the Upper Nehalem Watershed.

A primary purpose of the Council is to represent the broad and diverse geographic areas and community interests in the Nehalem watershed and to work collaboratively with these interests, including engaging the local community, to protect, restore, and enhance the watershed.

##### **Mission**

To foster stewardship and understanding of the natural resources of the Upper Nehalem Watershed among the stakeholders of the watershed communities in order to protect, conserve, restore and sustain the health and functions of the watershed.

## **Vision**

A balanced ecosystem that supports a healthy watershed which provides for an economic base and viable watershed communities.

## **Values**

Our role is to establish and support the implementation of a Watershed Action Plan through a consensus building process. Our membership is broadly representative of those individuals and stakeholder groups having an interest in the ecological and economic productivity of the watershed and the health of the watershed communities. We seek to be inclusive rather than exclusive. We seek to maintain a balance of stakeholder group representation.

## **ARTICLE III – Council Membership**

Members of the Council shall represent a balance of interested and affected persons in the watershed such as: State and Federal Public Lands; Private Timber Industry; Small Woodlot Owners; Agriculture; Soil and Water Conservation Districts; Environmental groups, Conservation Groups, Local Government, Citizens-at-Large; Small Business Owners; Local School Districts; Youth Groups. The Four Major Stakeholders are defined as Public Lands (Oregon Department of Forestry, Bureau of Land Management); Industrial Landowners (Private Timber Industry); Small Landowners (Agriculture, Small Woodlot Owners) and the Environmental Community.

The Council membership will be established each year at the Annual Meeting.

### **Section 1 - Individual Members**

Membership is defined by being a stakeholder in the watershed and agreeing to the purposes, mission, vision and values of the Upper Nehalem Watershed Council. If the above criteria are met, voting privileges will be established by members signing in at full Council meeting.

### **Section 2 - Responsibilities of Individual Members**

Members will:

- Adhere to these Bylaws and be responsible to for their enforcement;
- Regularly attend meetings and events;
- Inform their respective agencies or constituencies of Council activities;
- Search for opportunities to develop group solutions and resolve conflicts;
- Treat other Council members with respect;
- Listen to and try to understand one another's views;
- Be effective Council advocates in the community.

Each member must attend the annual meeting to be a member in good standing.

### **Section 3 – Powers and Responsibilities of the Council**

- Approve the By-laws
- Annually elect the Board of Directors

- Approve overarching organizational policies that define the authority and the functions of the Board of Directors
- Ensure the adoption of and adherence to a Conflict of Interest Policy for members, Board of Directors and staff
- Approve the Strategic Plan

## **ARTICLE IV – General Council Meetings**

### **Section 1 – Meeting Schedule, Notification Requirements**

- The Council will meet at a minimum annually and at such time and place as may be designated by the Board of Directors that is reasonably accessible within the watershed.
- Notice of all meetings and a tentative agenda will be mailed to all members not less than 30 days prior to the meeting.
- Meetings will be conducted in the spirit of the Oregon Public Meetings Law (ORS 192.610 to 192.690).
- At each meeting, reasonable time will be set aside for general or public comment.
- The purpose of the annual meeting will be the verification of membership, the election of the Board of Directors, to gather input from the membership on UNWC goals and priorities, and for the transaction of such other business as may come before the Council.
- The fiscal year of the Council will be from October 1 to September 30.

### **Section 2 – Decision Making**

UNWC Council and Committee decisions will be made in the spirit of consensus. “Consensus” means that all voting members that comprise the quorum are in agreement with, or are willing to accept, the same proposed resolution of an issue under consideration. These Bylaws recognize that there may be situations in which consensus is not possible and circumstances dictate that the Council reaches a decision in a timely fashion.

If consensus cannot be reached then Robert’s Rules of Order will be used and a simple majority of the quorum sufficient to pass (unless otherwise stated in the By-laws).

Simple majority exception: Revisions to the UNWC By-laws will ideally be made by consensus. If consensus cannot be reached and majority rule is invoked, such a majority will be 2/3 (i.e. a super majority) of the voting members present at a regularly scheduled and duly noticed meeting of the full Council.

## **ARTICLE V – Board of Directors**

Board members are elected by the Council from among its members in accordance with these By-laws. [The council intends its board to include a diverse range of geographic and community interest 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 1 – Election and Term of Office**

A Board of Directors will be elected by the Council to have a minimum of 7 and a maximum of 11 positions to manage executive staff (i.e. Executive Director) and govern the regular business of the council, but subordinate and reporting to the full Council on not less than an annual basis.

A quorum of the Board of Directors shall be 50% plus one. The Chair of the Board of Directors only votes to break tie votes.

Board of Directors term limits will be for three, two-year terms (for a maximum of six years in a row) with a one-year separation required between each 6-years of service. Subsequent terms may be served, with the requisite six year on, one year off requirement. Terms will run through the annual meeting in the year that the term is scheduled to expire: half (+/-1) of the positions to be elected in even-numbered years; likewise in odd-numbered years. At each annual meeting of the Council, Board of Directors positions that will, or have become vacant as of this meeting, be filled by a vote of the Council members present. Seats that are unfilled, or vacant prior to reaching full term may be filled on an interim basis by appointment of the Board of Directors for the remainder of that term.

## **Section 2 - Responsibilities and authority of the Board of Directors**

The Board of Directors is responsible for:

- Providing leadership of the UNWC on behalf of and in support of the Council;
- Overseeing the business of the UNWC as it arises between meetings of the Council;
- Approving the annual operating budget;
- Planning and conducting Council meetings (minimum of annually);
- Guiding the development and implementation of the Strategic Plan or Action Plans;
- Hiring, overseeing, evaluating, compensating and (if necessary) dismissing the Executive Director;
- Acting on behalf of the Council in emergency situations in which immediate response or compliance is required.
- Emergency actions of the Board of Directors will be reported to the Council in a timely manner.
- Serving as or creating subcommittees such as Human Resources, Finance, Fundraising, Program, etc. Subcommittee decision making authority will be determined by the Board of Directors as part of the Sub-Committee charge.

## **Section 3 – Board of Directors Meetings and Procedures**

- Meetings will be held at least quarterly at a regularly scheduled time and place;
- Emergency meetings may be called by the Chair with 24 hours notice;
- The agenda will be prepared by the Chair and the Executive Director;
- The Board of Directors will make decisions by consensus whenever possible; if consensus cannot be reached, Robert’s Rules of Order shall prevail and a simple majority needed to pass a resolution;
- The Executive Director (and other key staff as requested) will be present, unless an executive session is called designed to exclude staff.
- Resolutions will not be made in executive session; the Committee is required to come out of executive session before making and acting upon any resolution.
- Minutes, attendance and resolutions will be recorded and retained according to a UNWC records retention policy. Records of motions will include the persons making the motion, seconds, and the voting outcome (that consensus was reached, not reached, or a vote count).
- A quorum of the Board of Directors shall be 50% plus one. The Chair of the Board of Directors only votes to break tie votes.
- Non-Board of Directors members of the Council or from the community are welcome to attend regular meetings of the Board of Directors as non-voting participants.

The Board of Directors shall have an attendance policy requiring a minimum of 75% attendance of regularly scheduled meetings within a 12-month period. Failure to adhere to this attendance policy may result in the dismissal of a member, based on a vote of the Committee. An individual may also be removed from membership by the Board if that person repeatedly violates the mission, bylaws, or policies of the Council.

#### **Section 4 – Officers of the Board of Directors**

The Officers will be elected by the Board of Directors from among its members on an annual basis at the first meeting following the annual meeting.

Officer positions shall include:

- Chair
- Vice-Chair
- Secretary
- Treasurer

The Chair may preside or, with the consent of the Board of Directors, appoint a facilitator to preside at all meetings of the Council. The Chair will be responsible for conducting the meeting and the business of the Council and the Board of Directors. The Chair serves as the Board of Directors' designee for direct oversight of the Executive Director in between Board of Directors meetings.

The Vice-Chair will serve in the absence of the Chair, performing all relevant duties and be subject to the same restrictions as the Chair.

The Secretary will be responsible for assuring that: all the proceedings of the meetings of the Council and the Board of Directors are recorded; a current roster of all members is maintained, all records are properly retained and stored; that all notices are duly given in accordance with any provisions of these By-laws and, in general, perform all duties incident to the Office of Secretary and such other duties as may be prescribed by the Council. Staff may be used to assist with carrying out the duties of Secretary but the Board Member is ultimately responsible to assure the functions are taking place.

The Treasurer, working with and through the Executive Director, will be responsible for assuring that all financial records are kept current and available for internal or external review; that accurate records are maintained of income and expenditures of all grants; that all bills are paid when due; and ensure that reports are provided to the Board of Directors (or Council) as reasonably requested by the Board( quarterly reporting at a minimum); and otherwise perform all duties incident to the Office of Treasurer and such other duties as may be prescribed by the Council. Staff may be used to assist with this function but the Board Member is ultimately responsible to assure the functions are taking place.

The Board may determine that an officer should be removed prior to the next annual Council meeting for lack of attendance or violation of Council mission, bylaws, or policies.

#### **ARTICLE VI – Miscellaneous Provisions**

##### **Section 1 - Conflict of Interest**

The UNWC has a Conflict of Interest Policy that Board of Directors members will adhere to that includes declaring any apparent or potential conflict of interest; if a conflict of interest exists, to absent themselves

from discussion and voting on such matters; and act always in a manner intended to further the interests of the organization. Staff will adhere to a corresponding policy and standard, always acting in the best interests of the organization and proactively declaring when any apparent or potential conflict of interest may exist.

## **Section 2 - Media Relationships**

Public understanding and support for the Council is fundamental to our success. Specific media inquiries will be directed to the Chair and/or the Executive Director.

## **Section 3 - Use of Litigation to Pursue Regulatory Enforcement**

The Council will not use litigation to pursue protection, enhancement or restoration of watershed health through regulatory enforcement.

## **ARTICLE VII - Restrictions and Dissolution**

The Upper Nehalem Watershed Council is organized exclusively for charitable, educational, and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the organization will inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the organization will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization will not carry on any other activities not permitted to be carried on (a) by an organization exempt for federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code

Upon dissolution of the organization, assets will be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or will be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of will be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court will determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII - Adoption**

These Bylaws are effective upon adoption or as amended by a 2/3 majority vote of the Council.

Amendments will be proposed in writing and circulated at least one month 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 regular council decision-making process as described herein.

