

Luckiamute Watershed Council Bylaws

Adopted by LWC Board, October 2000; Approved by Polk County Commissioners, January 2001;
Revised by LWC Board: September 8, 2011, February 13, 2014, September 11, 2014, September 10, 2015,
March 10, 2016 and April 14, 2016

I. Introduction

Geographic Area:

The Luckiamute Watershed Council's geographic area includes the Luckiamute River and Ash Creek watersheds, plus the drainage areas of American Bottom and Duck Slough and the area from the Luckiamute River watershed east to the Willamette River and south to the Albany urban growth boundary (see map).

Authorization:

The watershed councils of Oregon were created as part of the Oregon Plan (ORS 541.898). The mission of the Oregon Plan is to restore the watersheds of Oregon and to recover the fish and wildlife populations of those watersheds to productive and sustainable levels in a manner that provides substantial ecological, cultural and economic benefits. The Luckiamute Watershed Council (Council) is established under the provisions of House Bill 3441 (1999) and Oregon Revised Statute, ORS 541.910. The Council was recognized by the Polk County Commissioners, January 24, 2001.

Council Goal:

The goal of the Council is to promote broad and informed public participation in the ecologically and economically sound sustainability and improvement of natural resources and environmental quality in the Council's geographic area.

Council Mission:

To engage and assist landowners and communities in the voluntary protection, restoration and enhancement of the Luckiamute and Ash Creek watersheds.

Council Objectives:

- Assess watershed condition through observation and monitoring projects, including water quality
- Identify opportunities and recommend priorities for maintenance and improvement of the watershed
- Promote public understanding and facilitate impartial and broad-based discussion of issues
- Promote learning about the watershed
- Promote stewardship by individual landowners and assist them with projects
- Promote collaboration among organizations and agencies to conduct restoration projects
- Represent a broad spectrum of the natural resource interests within the watershed
- Consider the interrelationships among social, economic, and biological systems within the watershed

II. Council Relationship to Other Watershed Interests

The Council is a non-regulatory, non-governmental group consisting of a balance of watershed interests. As such, the Council seeks information, makes recommendations, and provides advice concerning the natural resources of the watershed and its restoration.

The organizations and interests represented on the Council are not obligated to adopt or carry out the recommendations proposed by the Council, but are encouraged to give due consideration to all advice. These organizations and interests should report back to the Council on any actions taken in response to the Council's recommendations. The Council welcomes and will respond to requests for advice on actions affecting the watershed.

III. Council Structure

The Luckiamute Watershed Council Board (Board) is the decision-making body of the Council. The Board shall strive to meet each month.

The Board may form committees and task groups that may include persons not on the Board. All committees and task groups will be created by the Board, and will report back all findings to the Board. The Board, committees, or task groups may co-opt technical advisors to use as needed. Standing Committees include Executive Committee, Finance Committee, Education and Outreach Committee, Project Review Committee and Fundraising Committee. Responsibilities of these committees are found in the Operating Policies. Additional Ad Hoc committees may be formed at any time at the request of the Board.

IV. Council Involvement

There will be two levels of Council involvement:

- Board members
- Any interested person known as a *participating stakeholder*.

Board membership is open to any stakeholder who lives or works in Polk or Benton Counties. All Board members are volunteers. There shall be a minimum of five Board members and a maximum of thirteen Board members. The Council intends to engage a balance of interested and affected persons on the Board. Board members may be nominated and elected to the Board at any time of the year. Board member terms shall be three years. A Board member may be reelected without limitation on the number of terms the Board member may serve. Any participant who wishes to hold a Board position is eligible and shall notify the Board of their interest. An announcement / notification will be sent with the meeting agenda of intent to appoint a member to the Board, and a vote on the appointment will be taken at the following regular meeting. The Board shall strive to stagger terms so that 1/3 of the positions will be up for election each year.

Participating stakeholder is open to anyone with an interest in the watersheds and the Council and will be unlimited in number. The Council will maintain a mailing list of participating stakeholders who will receive advance notice of Council meetings and agendas. Participating stakeholders will not have voting rights.

V. Duties of the Board

The Board members shall establish the Council policies and review and change them as necessary, supervise the Council Coordinator, oversee contracts, adopt and monitor an annual budget, oversee the Council's financial affairs, and ensure the proper management and use of Council assets.

The Board members must ensure that the Council, its employees, and its contractors properly employ the necessary formal procedures to make its decisions, that it prepares and submits all

required state and federal reports, and that it operates in compliance with applicable state and federal laws.

VI. Officer Roles and Responsibilities

Officers of the Board are elected annually from the Board membership and serve one-year terms. Elected officers are: President, Vice-President, Treasurer, and Secretary. Following the one-year term, the Board shall elect or re-elect officers.

Officers serve the Council to provide leadership, fiscal oversight, signatures, and record official decisions made by the Board. All officers must be members of the Board. The officers shall have no additional roles or decision-making authority other than those outlined below. All officers are expected to support Council goals and objectives to fulfill officer responsibilities.

President

The duties of the President or the President's designee are to:

- Preside at the monthly meetings;
- Participate in preparing the monthly meeting agenda;
- Orient new Board members;
- Appoint Ad-Hoc committee chairs;
- Review and sign approved resolutions and policies;
- Represent the Council in meetings with top officers of organizational partners;
- Participate on the Executive Committee; and
- Any other duties as may be prescribed by the Council.

The President is authorized to:

- Sign contracts and proposals approved by the Board on behalf of the Council;
- Provide secondary review of contracts
- Serve as authorized signer for expenses consistent with the Council's annual budget and fiscal policies.

Vice-President:

The duties of the Vice-President are to:

- Act in place of the President when needed;
- Participate in preparing the monthly meeting agenda;
- Advise the President on programs and policies;
- Arrange special programs for regular Council meetings;
- Review and co-sign approved resolutions and policies;
- Participate on the Executive Committee; and
- Any other duties as may be prescribed by the Council.

The Vice President is authorized to:

- Sign contracts and proposals approved by the Board on behalf of the Council;
- Provide secondary review of contracts
- Serve as authorized signer for expenses consistent with the Council's annual budget and fiscal policies.

Treasurer

The Treasurer shall perform, or cause to be performed:

- Review and ensure accuracy of Council financial records provided by Fiscal Sponsor;
- Keep a full and accurate account of all Council financial records;

- Present monthly financial reports to the Council;
- Participate on the Executive Committee and Finance Committee; and
- Any other duties as may be prescribed by the Council.

The Treasurer is authorized to:

- Sign contracts and proposals approved by the Board on behalf of the Council;
- Provide secondary review of contracts
- Serve as authorized signer for expenses consistent with the Council's annual budget and fiscal policies.

Secretary

The Secretary shall perform, or cause to be performed:

- Oversee recording of formal decisions and minutes of all Council meetings for distribution in a timely manner;
- Maintain a policy manual and updates of the Council Bylaws;
- Participate on the Executive Committee;
- Be responsible for records retention, official files, and the Participant List; and
- Any other duties as may be prescribed by the Council.

The Secretary is authorized to:

- Sign contracts and proposals approved by the Board on behalf of the Council;
- Provide secondary review of contracts
- Serve as authorized signer for expenses consistent with the Council's annual budget and fiscal policies.

VII. Voting

Business is conducted by those Board members present in person or via electronic means at the regularly scheduled monthly meetings. A quorum at a Board meeting shall be one-third (1/3) of the number of all Board members in office immediately before the meeting begins. Action may be taken only on the items listed in the agenda.

The Board shall diligently and conscientiously attempt to make decisions by consensus. The Board shall employ all standard consensus practices and techniques including the expression and careful consideration of minority views. Where it is apparent that consensus cannot be achieved, any Board member may request that a vote be taken instead. Each member of the Board shall have one vote. The affirmative vote of a "consensus minus one" of the Board members present at any meeting at which a quorum is present is necessary and sufficient to make a decision of the Board. "Consensus minus one" shall mean that no more than one person states that he or she chooses to "block" the passage of a motion.

Any decision that the Board may make at a meeting may be made in writing without a meeting if the decision is approved by the affirmative vote of all of the members of the Board. A clearly stated motion must be sent to all of the members on the Board by mail, fax or email, with clear instructions that this process requires 100% of the members of the Board to vote "yes" for the motion to pass. If the motion is sent by email then each Board member must send his or her vote by email in reply, in which case no other signature is necessary. Motions are adopted and effective on the date that all Board members in office have responded with an affirmative "yes" vote. If any Board member votes "no," abstains, or fails to vote, then the motion fails to pass. A printed record of each Board member's vote must be kept in the corporate records.

A Board member may call a special meeting. Special meetings can be called between regularly scheduled meetings. If notice is provided to Board members in person or via email or telephone, at least 48 hours' notice will be provided. If notice is provided via postal service, at least seven days' notice will be provided. Notification to participating stakeholders will be provided via an email to the LWC email list and via the LWC web site.

VIII. Board Member Participation

Each Board member will strive to attend all meetings. Absent Board members can give written comment or ask another member to express his/her interest, but cannot vote by proxy. A Board member can name an alternate to attend on his or her behalf, but the alternate does not have voting rights.

Meetings may be held and Board members may participate by telephone, video conferencing, internet-based communication or other method, as long as all participating Board members may simultaneously hear and be heard by each other during the meeting. A Board member participating in a meeting by any of these methods is deemed present for purposes of a quorum and for voting.

Board members shall notify the Board if they plan to vacate their position. A Board member may be expelled or suspended with or without cause by a Board vote. The Board shall notify the Board member of the action in writing at least 14 days before the meeting prior to the action to allow the Board member to respond in writing or person if necessary.

IX. Board Positions

The Board intends that Board membership represents the diversity of geographic areas and interest groups in the watershed. (See Operating Policies.)

X. Council Interaction

Board members will treat each other with respect, will not monopolize meeting time, and will listen to and try to understand each other's viewpoints. Board members will search for opportunities to develop group solutions and resolve conflicts.

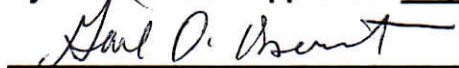
XI. Conflict of Interest

A Board member shall publicly declare to the Board a potential, perceived, or actual conflict of interest and publicly abstain from discussion or voting. The Board will decide whether or not there is a conflict of interest before a vote can be taken. See Conflict of Interest Policy.

XII. Amendments

A Board member may propose amendments to the Council Bylaws at any time. The Board shall vote on the proposed amendments and, if passed, the Council will notify all stakeholders of the new amendment(s). The Board shall review the Bylaws annually.

Bylaws Revision Approved: April 14, 2016

 _____, Council President

 _____, Council Vice-President