

Luckiamute Watershed Council Bylaws

I. PURPOSE AND SCOPE

- A. Council Mission. The Luckiamute Watershed Council's (Council) primary purpose is to engage and assist landowners and communities in the voluntary protection, restoration and enhancement of the Luckiamute and Ash Creek watersheds.
- B. Geographic Area. The 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).
- C. Authorization. Oregon watershed councils 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 Council is established under the provisions of House Bill 3441 (1999) and Oregon Revised Statute, ORS 541.910. Polk County Commissioners recognized the Council on January 24, 2001.

The Council is organized and operated exclusively for charitable and educational purposes. The Council is a public benefit nonprofit corporation in the State of Oregon, organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and recognized as tax-exempt under Internal Revenue Code Section 501c3 (or its corresponding future provisions).

II. STAKEHOLDER PARTICIPATION

The Council does not have voting members as defined in Oregon Nonprofit Corporation Act, ORS Ch. 65, or the corresponding section of any future Oregon statutes.

Stakeholder participation is open to anyone interested in the Council's mission. The Council shall inform participating stakeholders of Council matters, including advance notice of Council meetings and agendas.

III. BOARD OF DIRECTORS

- A. General Powers. The Luckiamute Watershed Council Board (Board) is the decision-making body of the Council. Members of the Board of Directors are referred to as Board members.
- B. Composition.
 - a. The Board intends that Board membership represents the diversity of geographic areas and interest groups in the watershed.
 - b. The minimum number of Board members is five (5) and the maximum is thirteen (13).
 - c. Should the number of Board members fall below the minimum, the remaining Board members may elect new Board members in order to meet the minimum, in accordance with ORS 65.334 (or its corresponding future provisions). Until the minimum number of Board members is met,

no other action may be taken by the remaining Board members. To elect additional Board members, the remaining Board members must meet quorum requirements of the minimum number of Board members and take action in accordance with Section III, J (Action).

C. Eligibility.

- a. Membership on the Council's Board is open to any stakeholder who lives, works, or recreates in Polk or Benton Counties.
- b. Any person eligible for the Board must first attend a Board meeting and an orientation meeting with a staff or Board member within a two-month period prior to being elected to the Board.
- c. Membership on the Board must not be restricted on the basis of race, color, religion, age, national origin, gender, or sexual orientation.

D. Nominations and Elections.

- a. Nominations for a new Board member may be made at any time during the year.
- b. Board members may nominate an eligible person for election to the Board during the second meeting attended by an eligible person within a four-month period.
- c. Once the eligible person is nominated, the Board will take action on the nomination in that meeting or the following meeting. The election will appear on the Board meeting agenda as an action item.

E. Terms. Board member terms are three (3) years. The Board may re-elect a Board member without limitation on the number of terms the Board member may serve.

F. Duties of Board Members.

- a. Board members must act in the best interests of the Council and support the mission and strategic direction established by the Board.
- b. Board members shall endeavor to attend all Board meetings and to participate in a minimum of one standing committee.
- c. Board members shall treat each other with respect, not monopolize meeting time, and listen to and try to understand each other's viewpoints. Board members shall search for opportunities to develop group solutions and resolve conflicts.
- d. State law (ORS 65.357) requires that Board members make all reasonable effort to fulfill three general duties of trust:
 - i. Duty of Care - active participation, reasonable inquiry into surrounding facts and circumstances;
 - ii. Duty of Loyalty - undivided loyalty to the Council, decision-making that promotes the Council's best interests, establishment of written policies, avoidance of conflicts of interest; and
 - iii. Duty of Obedience - to the Council's mission and policies, governing documents, and applicable state and federal laws.

G. Removal. The Board may take action to remove a Board member with or without cause.

- a. The Board must notify the Board member of the intended action in writing at least fourteen (14) days before the meeting prior to the action.
- b. The written notice must include the date of the proposed action by the Board. It may also include a brief rationale for the proposed action and it may request the Board member to respond in writing to the stated rationale by a specified date prior to the Board meeting. Failure on the part of the Board member to respond in writing does not prevent the meeting

- from occurring, as scheduled. The Board member may, or may not, choose to attend the meeting, and the Board may take action with or without the Board member's presence at the meeting.
- c. At least two-thirds of the current Board members must participate in the vote for removal of a Board member.
 - d. Any Board member may call for a secret ballot.
 - e. As long the requirement for participation in Section III, G (Removal), sub-section c is met, a majority vote will pass the action.
- H. Vacancies. Board members shall notify the Board in writing (email or mail) if they plan to vacate their position. Vacating Board members may, and are encouraged to, recommend potential replacements for their vacancy.
- I. Quorum. A quorum at a Board meeting is one-third (1/3) the number of all Board members in office immediately before the meeting begins.
- J. Action.
- a. The Board may take action only on the items listed on the agenda.
 - b. The Board shall diligently and conscientiously attempt to make decisions by consensus. The Board shall employ all standard consensus practices and techniques, including supporting the expression of and careful consideration of minority views.
 - c. 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 present at the meeting shall have one vote. The affirmative vote of a "consensus minus one" of the Board members present at any meeting at which a quorum exists is necessary and sufficient to make a decision of the Board. "Consensus minus one" shall mean that no more than one person states that they choose to "block" the passage of a motion.
- K. Proxies and Alternates.
- a. Board members who know in advance they will not be able to attend a meeting may submit written comments prior to the meeting or may ask another member to present the written comment at the meeting.
 - b. Absent Board members may not vote by proxy.
 - c. A Board member may name an Alternate to attend the Board meeting on his or her behalf, but the alternate will not have voting rights.
- L. Regular Meetings. The Board shall strive to meet once a month.
- M. Special Meetings. Any officer may call a special meeting between regularly scheduled meetings.
- a. The officer calling the meeting must provide notice of a special meeting, either by telephone or email, to all other Board members and the Executive Director. The officer may request the Executive Director provide notice of a special meeting, either by telephone or email, to all other Board members.
 - b. Notice must be given at least 48 hours prior to the start of the special meeting.
 - c. Council staff will notify participating stakeholders at least 24 hours prior to the start of the special meeting via an email to the Council's email list and via the website.

- N. Remote Participation in Meetings. Meetings may be held remotely and Board members may participate in meetings via telephone, video conferencing, internet-based communication or other method available to the Council.
- All Board members must be able to simultaneously hear and be heard by each other during the meeting (“necessary conditions”).
 - Any Board members participating remotely and meeting the necessary conditions is deemed present for the purposes of a quorum for voting.
 - If there is uncertainty whether the necessary conditions are being met, the President or officer presiding over the meeting will determine if the Board member is present for the purposes of a quorum and voting.
- O. Use of Electronic Mail (email) or Other Electronic Means to Take Action. The Board may, without an in-person meeting, use email or other electronic means to take action that the Board might normally take at an in-person meeting if the Board complies with all of the following conditions:
- Each Board member must have an email address on file for receiving communications from the Council.
 - The Executive Director or an officer shall send an email announcement to the email address on file for each Board member. The announcement shall state that the Board of Directors will take an action.
 - The email announcement must include a brief description of the matter on which the action will be taken. The email announcement must specify a deadline to record a vote of no less than 48 hours and not more than seven (7) business days after the time the email announcement is sent.
 - A Board member may change their vote in writing at any time before the deadline set in the announcement. An email to the Executive Director with a copy to all Board members shall suffice.
 - A majority of current Board members (Board members who are on the Board at the time of the announcement) must participate in the vote.
 - As long as a majority of current Board members participate in the vote, the motion will pass with an affirmative vote of a “consensus minus one” of the Board members participating in the vote. “Consensus minus one” shall mean that no more than one person states that they choose to “block” the passage of a motion.
 - The Council must include the email announcement and a record of each vote as minutes for the action or shall file the announcement and record the vote of each Board member in documents reflecting the action taken by the Board.
 - The action is effective on the deadline specified in the email announcement, unless the announcement specifies a different effective date or time.
- P. Compensation. All Board members are volunteers and do not receive financial compensation for participation on the Board. The Council may reimburse Board members for travel and other expenses related to a particular Board service activity.
- Q. Conflict of Interest. The Council will maintain and adhere to a Conflict of Interest Policy compliant with state and federal regulations.
- R. Contact Information: The Secretary shall ensure that the Council maintains a current formal record of the names and contact information for each Board member. The contact information must be in the form of a street address, mailing address, or electronic address at which the Board member elects to receive notices and other messages from the Council.

IV. OFFICERS

- A. Titles. The officers of the Council are a President, Vice President, Secretary and Treasurer. All officers must be current members of the Board of Directors at time of election and for the duration of term in office. One Board member may hold up to two officer positions.
- B. Terms. Officer terms are one year, January through December.
- C. Nomination and Election.
 - a. Board members may nominate another Board member for an officer position or they may self-nominate. The individual nominated may choose to accept or decline the nomination.
 - b. Election or re-election of officers occurs at the December Board meeting. Elected officers take office in the new calendar year following the December Board meeting.
 - c. If the December meeting is cancelled for any reason, the election will occur at the following meeting, unless otherwise determined by the Board.
 - i. In the event of a delay of officer elections, current officers will continue in their role until new officers are elected. New officers will then begin their terms immediately upon election.
- D. Vacancy. A vacancy of President, Treasurer, or Secretary must be filled by the Board of Directors not later than the first regular meeting of the Board following the meeting at which the vacancy was reported. The Board shall fill a vacant office of Vice President as soon as possible following a vacancy.
- E. Removal. The Board may remove an officer from office with or without cause by an action of the Board. Removal as an officer shall not necessarily mean removal as a Board member.
- F. Authorities and Duties. Officers provide leadership, fiscal oversight, signatures, and a record of official Board decisions. All officers serve on the Executive Committee and assist the Governance Committee and staff in the orientation of new Board members.
 - a. President.
 - i. *The duties of the President are to:*
 1. Preside at the Board meetings
 2. Preside at the Executive Committee meetings
 3. Participate in preparing monthly meeting agendas
 4. Counsel and advise the Executive Director
 5. Serves as Compliance Officer, as outlined in the Whistleblower Policy, if the Vice President position is vacant
 6. Any other duties as may be prescribed by the Board.
 - ii. *The President is authorized to:*
 1. Be an authorized signer on behalf of the Council, including financial matters, contracts, proposals and other matters requiring signatures
 2. Provide secondary review of contracts.
 - b. Vice President. *The duties of the Vice President are to:*
 1. Act in the place of the President when needed
 2. In the event of vacancy or removal of the President, perform the duties of the President until a new President is elected. When so acting, the Vice President will be authorized with all the powers of the President

3. Serve as Compliance Officer, as outlined in the Whistleblower Policy
 4. Any other duties as may be prescribed by the Board.
- c. Secretary.
- i. *The duties of the Secretary are to:*
 1. Oversee recording of formal decisions and minutes of all regular and special Council meetings for distribution in a timely manner
 2. Confirm staff are responsible for appropriate records retention and maintenance of office files
 3. Preside at meetings of the Board of Directors in the absence of the President and Vice-President
 4. Any other duties as may be prescribed by the Board.
 - ii. *The Secretary is authorized to:*
 1. Be an authorized signer on behalf of the Council, including financial matters, contracts, proposals and other matters requiring signatures
 2. Provide secondary review of contracts.
- d. Treasurer
- i. *The duties of the Treasurer are to:*
 1. Review and ensure accuracy of the Council financial records
 2. Present monthly financial reports to the Council
 3. Act as Chair the Finance Committee
 4. Any other duties as may be prescribed by the Board.
 - ii. *The Treasurer is authorized to:*
 1. Be an authorized signer on behalf of the Council, including financial matters, contracts, proposals and other matters requiring signatures
 2. Provide secondary review of contracts.

V. EXECUTIVE DIRECTOR

The Executive Director is the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, is responsible for the general operations of the Council. The Executive Director is not a member of the Board of Directors and has no vote.

VI. COMMITTEES

- A. Standing and Ad Hoc Committees. The Board may form standing and ad hoc committees. Committees must be established by action of the Board. Standing committees are established for ongoing purposes and tasks. Ad hoc committees are established for a specific assignment and will dissolve upon completion of a specific, limited-term assignment.
- B. Limitations of Power. All committees are non-board level committees, meaning no committee is authorized to take any action that requires an action of the Board. Committees shall keep the Board informed of their activities through regular reporting at Board meetings, and may make recommendations for Board action to the Executive Committee.
- C. Composition. Committees must have a minimum of one Board member. Committees may include both Board and non-Board members.
- D. Committee Chairs.

- a. The Chair of the Executive Committee is the Board President.
- b. The Chair of the Finance Committee is the Treasurer.
- c. All other committees shall elect a chair from its membership. Strong preference is for the Board members to be Chairs of committees. If no Board member is available or willing to chair a committee, the Chair shall strive to attend Board meetings where the work of the committee is under discussion.
- d. Committee chairs may participate in the Executive Committee.
- e. Committees shall elect or re-elect chairs every two years.

VII. NON-DISCRIMINATION POLICY

A central operational policy of the Council is not to discriminate against any person on the basis of race, color, sex, sexual orientation, religion, creed, marital status, national origin, disability, or political belief. This policy includes, but is not exclusive to, the election of Board members and officers, hiring, firing, layoffs, promotions, wages, training, disciplinary action or any other terms, privileges, conditions, or benefits or employment, as well as non-discrimination in the providing of any services or contracts offered by the Council.

VIII. REVIEW AND AMENDMENTS OF BYLAWS

- A. Periodic Review. The Board shall review the bylaws at a minimum every five years.
- B. Proposed Amendments and Notice of Action. At any time, a Board member may move to review, amend or replace the current bylaws. Any such motion must be submitted in writing to the Board with a rationale of the proposed review or change, and must be acted upon at a regular Board meeting within 90 days of submission.

In the event a proposed amendment to or replacement of the bylaws is scheduled for action on a Board agenda, Board members must receive at least seven days' notice of the proposed action, including the written motion. In accordance with ORS 65.461 and ORS 65.344, notice to the Board must state that the purpose of the meeting, or one of the purposes, is to consider a proposed amendment to or replacement of the bylaws. The notice to Board members must contain or be accompanied by a copy of the amendment or state the general nature of the amendment.

- C. Notice to Stakeholders. Staff shall post the notice on the Council website, along with the date, time, and location of the Board meeting where the motion is to be discussed and acted on. Staff shall also include notice in the email announcement of the upcoming Board meeting that the purpose of the meeting, or one of the purposes, is to consider a proposed amendment to or replacement of the bylaws.

Following the meeting, staff shall notify all stakeholders on the Council web site of the outcome of the Board vote.

- D. Action to Amend or Replace Bylaws. At least two-thirds of the current Board members must be present to take action on amending or replacing the bylaws. Following discussion, the Board will take action on amending or replacing the bylaws. In accordance with Section III, J (Action), sub-sections b and c, the Board will strive to reach consensus. If consensus cannot be achieved, any

Board member may request that a vote be taken instead. If a Board member calls for a vote, voting will occur as described in Section III, J, sub-section c.

Bylaws Revision Approved by the Board: August 26, 2021

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George Grosch

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_____, **Council President**
George Grosch

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Karin Stutzman

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_____, **Council Secretary**
Karin Stutzman

Luckiamute Watershed Council Geographic Area, Approved February 13, 2014

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.

