

Marys River Watershed Council

Bylaws

Adopted January 7, 1998 Revised December, 2002, April 2, 2008

Article I: PURPOSE

This Corporation, the Marys River Watershed Council (Council) has as its primary purpose to promote broad and informed public participation in ecologically and economically sound sustainability and improvement of natural resources and environmental quality in the Marys River Watershed.

Council Goals:

- assess and monitor watershed condition
- identify opportunities and recommend priorities for maintenance and improvement of the watershed
- promote public understanding and facilitate impartial and broad-based discussion of watershed issues
- promote learning about the watershed
- promote stewardship by landowners and land managers by assisting them with projects that benefit the watershed
- promote collaboration among organizations and agencies
- conduct watershed restoration projects

This Council shall be organized and operated exclusively for charitable, scientific, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purpose of this corporation (Council) shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE II: MEMBERS

1. Classes and Voting

1.1 There shall be one class of members of the Council. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the bylaws of this Council.

2. Qualifications

2.1 Any individual who supports the purpose and goals of the Marys River Watershed Council and who lives in, works in, plays in, derives benefit from, or is affected by the watershed and its resources may be a member.

2.2 A person shall become a member of the Council by presenting such intent in writing to a designated representative of the Council.

2.3 The term of membership shall expire upon the request of the member, or if the member fails to participate in Council activities for a period of 12 months or more as determined by the Board.

3. Member Rights and Responsibilities

3.1 Members shall elect the Board of Directors and approve changes in the Council's bylaws.

3.2 Members are encouraged to participate on Council committees or in other Council activities.

3.3 Members shall receive regular communications from the Council.

4. Annual Membership Meeting

An annual meeting of the members shall be held to elect Directors and conduct such other business as is referred to the members by the Board of Directors.

5. Special Membership Meetings

Special membership meetings shall be called by the Board of Directors, or by a petition dated and signed by at least five percent of Council membership, and delivered to the Council's Secretary. Such petitions by the members shall describe the purpose for the meeting.

6. Notice of Annual and Special Membership Meetings

Notice of membership meetings shall be given to each member at the last address of record, by first class mail at least 10 days in advance, or by means other than first class mail at least 30 days before the meeting, but not more than 60 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

7. Quorum and Voting

Members present at a membership meeting shall constitute a quorum.

A super-majority (at least 70%) vote of the members voting constitutes an approved act of the members, unless these bylaws or the law provide differently.

8. Termination of Membership.

Membership of any individual may be terminated by the Board of Directors. The process of termination is initiated by first giving the member at least 15 days written notice by first class or certified mail, stating the intent to terminate, and reasons for the proposed termination. This notice will offer the member an opportunity to be heard at the next scheduled meeting of the Board, orally or in writing. The Board's final decision on membership termination will be made after this hearing and termination will be effective on the date of that meeting. Notice of such action will be recorded in the minutes of the meeting. A member who has been terminated in this manner may petition the board in writing for reinstatement after one year, and in one year intervals thereafter. The decision of the Board shall be

final and shall not be reviewable by any court. A person whose membership has been so terminated is prohibited from attending or participating in any council, committee, or Board meeting.

Article III: BOARD OF DIRECTORS

1. Duties of the Board

1.1 The Board of Directors serves the Council. The Board's purpose is to manage Council affairs with suggestions from Council members through appropriate means.

1.2 The Board of Directors must establish the Council policies and review and change them as necessary, supervise any Council staff and oversee Council Contractors, authorize expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property.

1.3 The Board of Directors must ensure that the Council properly employs the necessary corporate formalities 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.

1.4 Directors must diligently prepare for, attend and participate in Board meetings and in meetings of Board committees as needed in order to carry out the tasks. Three consecutive unexcused absences by a Board member may be grounds for removal under III 6 below.

1.5 The Board shall make every effort to ensure that the Council membership represents the diversity of geographic areas and interest groups in the watershed including but not limited to:

- a. Agricultural interests
- b. Educational institutions and organizations
- c. Environmental advocacy groups
- d. Federal, state, county, city agencies, and other local governments with interests or holdings in the watershed
- e. Private landowners/residents of the watershed
- f. Small-woodland owners
- g. Timber interests
- h. Tribes
- i. Other/general interest

2. Number.

The number of Directors shall be a minimum of seven (7) and a maximum of fifteen (15).

3. Qualifications.

An individual must be a member of the Marys River Watershed Council in order to serve on the Board of Directors.

4. Term and Election.

Except for periodic adjustments of shorter terms needed in order to maintain staggered terms, the term of office for Directors shall be three (3)

years. The Board shall make provisions to stagger the terms of Directors so that each year the terms of as close as possible to one-third of the Directors shall expire. A Director may be reelected without limitation on the number of terms s/he may serve. The Board shall be elected by the members present at the annual membership meeting.

5. Vacancies.

Vacancies on the Board of Directors will be filled by a majority vote of the current Directors to serve until the next Annual Meeting.

6. Removal

Any Director may be removed at a membership meeting called for that purpose, by a vote of the members entitled to vote at an election of Directors.

7. Resignation

Any Board member may resign at any time by delivering written notice of resignation to the Chair or Chair Elect. Such resignations shall be effective upon receipt unless otherwise specified.

8. Quorum and Action.

8.1 A quorum at a Board meeting shall be a majority of the number of Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a super-majority (70%) vote of the Directors present, except as otherwise provided by these bylaws.

8.2 Where the law requires a majority vote of the Directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

9. Closed Meetings of the Board.

The Board may convene closed executive sessions for announced purposes, for example to evaluate staff or contractor performance.

10. Regular Board Meetings

Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board.

11. Special Board Meetings

11.1 Special meetings of the Board may be held at the time and place to be determined by the chair, or, one-third (1/3) of the Directors then in office.

11.2 Notice of special meetings, describing the date, time, place and purpose of the meeting, shall be delivered to each Director personally or by telephone, electronic mail, or regular mail not less than 2 days prior to the special meeting.

13. Notice of meetings

Meetings shall be publicly announced in a timely manner for all regular and special Board meetings including date, time, place, and agenda.

14. Minutes

Minutes of all Board meetings shall be posted on the Council website in a timely manner. .

15. Who may attend meetings

Any person may attend regular or special Board meetings, except those who have had their membership terminated.

16. Compensation

Directors shall not receive any compensation for their Board services, but may be reimbursed for expenses related to Board services.

17 Conflict of Interest

Directors are responsible for revealing any potential conflict of interest they may have regarding a specific matter before the Board, and if the Board decides the interest is significant, the Director shall recuse themselves from any decisions regarding that matter.

Article IV: OFFICERS

1. Titles

The officers shall be the Chair, Chair Elect, Secretary, Treasurer, and such other officers as the Board may appoint.

2. Election

Officers must be elected by the current Board from the body of current Directors, and shall serve for a term of one year. An officer may be re-elected without limitation on the number of terms s/he may serve. Officers will be elected at the first Board meeting following the Annual Meeting of the Marys River Watershed Council.

3. Vacancy

A vacant officer position shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

4. Other Officers

The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

5. Chair

The Chair serves as the President of the Council. The Chair is the principal officer and will supervise, or oversee the supervision of, all of the affairs of the Council, ensuring that all orders and resolutions of the Board are carried into effect. S/he will preside at all Board meetings and have such authority and perform such other duties as the Board determines. The duties of the Chair include presiding over Council and Board meetings, seeking full participation of members, enforcing ground rules, supervising the Council Coordinator, serving as spokesperson for the Council, acting as primary liaison with the designated fiscal agent, signing official documents as authorized by the Council, making recommendations for formation of ad hoc committees, and assigning duties to other officers as appropriate.

6. Chair Elect

The Chair Elect shall exercise all functions of the office of Chair in the event the Chair is absent or unable to act, and perform other such duties as delegated by the Chair and/or Board.

7. Secretary

The Secretary shall have overall responsibility for all record keeping. S/he shall perform, or cause to be performed, the following duties: record & keep minutes of all proceedings and actions of the Council and Board of Directors or any Board committees; be custodian of the corporate records; see that all notices are duly provided in accordance with the provisions of these bylaws or as required by law; and any other duties as may be prescribed by the Board.

8. Treasurer

The Treasurer is the chief financial officer of the Board and must perform, or cause to be performed, the following duties: keep full and accurate accounts of all financial records of the Council; deposit all monies and other valuable effects in the name and to the credit of the Council in such depositories as may be designated by the Board; disburse all funds when proper to do so; present reports at every Board meeting on the financial affairs of the Council; provide financial information necessary to prepare and file the required state and federal government reports; and any other duties as may be prescribed by the Board.

Article V: COMMITTEES

1. Types of Committees

The Board of Directors may establish such committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees. Committee chairpersons shall be appointed by the Board.

2. Composition of Committees

Any committee that exercises any function of the Board of Directors shall

be composed only of two or more Directors, elected by a super-majority (70%) vote of all Directors in office at that time. Committees that do not exercise board functions (i.e. Advisory) have no membership requirements.

3. Quorum and Action

A quorum at a Board committee meeting exercising Board functions shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a supermajority (70%) vote of Directors present.

4. Limitation on the Powers of Committees

As prescribed by Oregon law, no committee may authorize payment of a dividend or any part of the income or profit of the Council to its Directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Council's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board of Directors.

Article VI. PUBLIC OUTREACH MEETINGS

1. Number and Purpose

The Council will hold at least 4 general outreach meetings per year for members and general public. These special meetings can focus on a subbasin or general issue.

2 Notice of Meeting

Notice of these meetings shall be published in the regular Council communications and in at least one widely-circulated local newspaper.

Article VII: INDEMNITY OF OFFICERS AND DIRECTOR

The Council will indemnify an individual, who is made party to a proceeding because she/he is or was a Director or officer, against liability incurred in the proceeding to the fullest extent permitted by law.

Article VIII: AMENDMENTS TO BYLAWS

1. Proposal

Any member may propose an amendment to these bylaws by delivering to the Board of Directors a written suggestion and supporting explanation for the amendment.

2. Adoption

Board of-Directors will review the proposed change and submit the proposed amendment, along with their recommendations to

members at the annual meeting.

3. Member Approval

The members must vote to amend or repeal these bylaws or to adopt new ones, by a super-majority (70%) vote of members present. Notice of the meeting at which the proposed amendment is to be considered shall follow the procedures outlined in these bylaws for membership meetings. The notice shall include the date, time, place, and shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

Article IX: NONDISCRIMINATION

No person shall be denied membership in the Council or be excluded from serving or being served or employed by the Council in accordance with applicable Federal and Oregon State Law regarding nondiscrimination.

There shall be no discrimination on the basis of race, color, sex, creed, religion, sexual orientation, national ancestry, national origin, age, marital status or physical disability with regards to hiring, assignment, promotion, or other conditions of staff employment, or with respect to members being selected for office or committee~ or any other such capacity in which they shall serve the membership. The Council shall act in accordance with applicable Federal and Oregon State Law regarding nondiscrimination.