

TILLAMOOK BAY WATERSHED COUNCIL

BYLAWS

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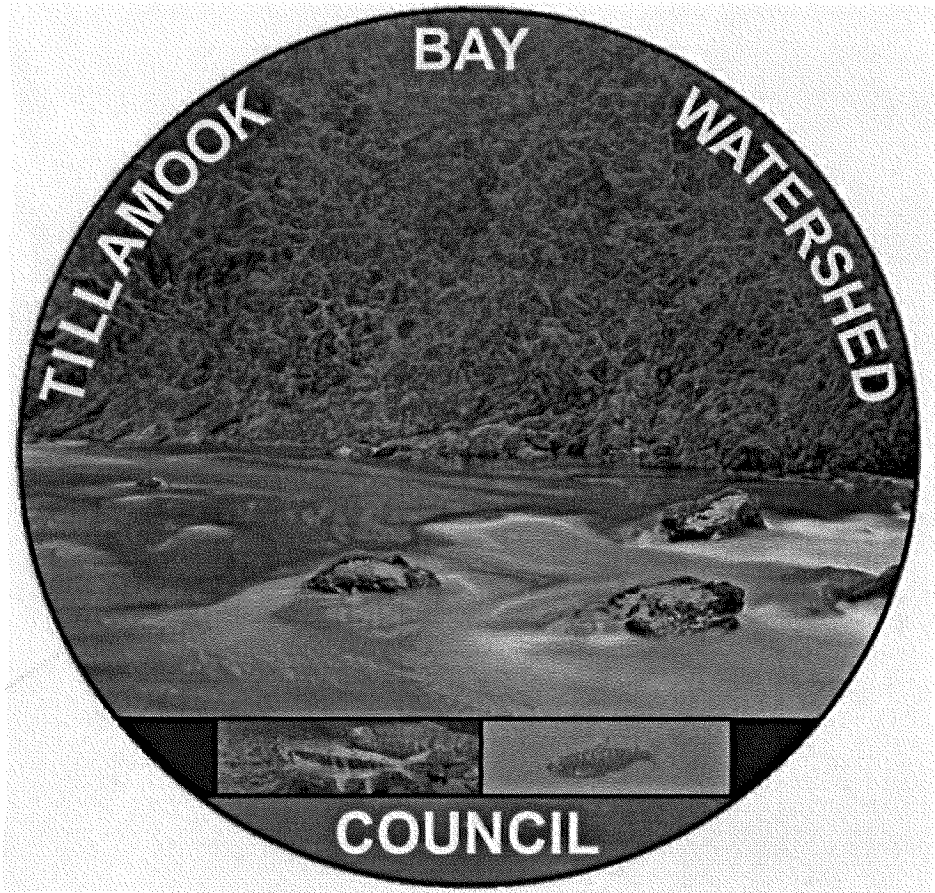


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Article I - Name & Purpose

The Tillamook Bay Watershed Council ("Council"), a 501 (c)3 non-profit corporation, exists in order to help communities within the Tillamook Bay Watershed address watershed management issues, improve and enhance watershed health, and provide a framework for coordination and cooperation among all of its stakeholders. The 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 541.890-541.935.

Article II - Mission & Vision

The Council's mission is to build collaborative, voluntary partnerships with communities and landowners, to protect, maintain and improve the health of the Tillamook Bay Watershed through on-the-ground restoration projects, educational outreach programs, and other community engagement activities.

Our vision is for a healthy watershed that supports natural, functioning ecosystems while also providing for a thriving economic base that supports viable communities.

Article III - Council Coordinator

The Board shall hire a Council Coordinator to be the administrative head of the Council, provided that funding is available for such position. The Board Chair shall be responsible for overseeing the duties of such Council Coordinator. The Council Coordinator shall conduct the day-to-day business operations and affairs of the Council. The Council Coordinator shall attend meetings of the Board and shall report to the Board on the business operations and affairs of the Council. The Board shall have the power to delegate to the Council Coordinator such executive power and authority as the Board may deem necessary to facilitate the handling and management of the Council's authority and interests.

Article IV - Board of Directors

Section 1 - Duties & Responsibilities

The Board of Directors is legally responsible for all matters of the Council unless the Board of Directors delegates such responsibility to an officer or officers, the Executive Committee or other authorized representative. The Council membership shall reflect a balance of interests in the community, including a diverse range of geographic areas and community interests in order to engage a balance of interested and affected persons within the watershed as required by ORS 541.910(2). Specific duties and responsibilities of board members include:

- When acting on behalf of the Council, Board members shall put the interests of the Council above personal or professional concerns and avoid potential conflicts of interest.
- Ensuring that the Council complies with all applicable federal, state and local laws and regulations, as well as ethical norms.
- Approving annual budgets, approval of projects and contracts, and reviewing periodic financial reports or appointing a fiscal agent to ensure accountability to donors and the general public.

- Ensuring that the Council has adequate financial resources to fulfill its purpose and mission.
- Reviewing and developing documents that establish policies and guidelines necessary to achieve the Council's purpose and mission.
- Participating in the selection, support, and performance reviews of the Council Coordinator.
- Reviewing and developing plans and projects consistent with the Oregon Plan for Salmon and Watersheds and other conservation plans recognized by the state and federal government.
- Identifying one or more committees to deal with personnel issues, governance or special projects as needed.

A Board member with three (3) consecutive unexcused absences from meetings at which a quorum is required may be removed by a vote of the Board. Board members shall serve without compensation but may be reimbursed for reasonable travel and expenses while conducting authorized and pre-approved business of the Board.

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 Board members in office.

Section 2 – Membership, Nomination, Election & Removal

- The Board of Directors shall consist of five (5) to twenty (20) members. The Board of Directors shall also be known as the Council.
- The Council will strive for an inclusive, active Board membership that reflects the broadest practicable representation of local citizenry; local, state, and federal agencies; and organizations with vested interests within the watershed in order to engage a balance of interested and affected persons within the watershed as required by ORS 541.910(2). Such representation may include, but is not limited to agricultural, business, commercial & sport fishing, education, environmental, forestry, citizens at large including a representative from each of the five rivers in the watershed, local government and special service districts, federal agencies, and state government.
- A majority of Council membership shall reside in the Tillamook Bay watershed.
- Any individual seeking membership on the Board will notify the Chair of their 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.
- Board members shall be elected by a majority vote of the quorum.
- A Board member shall serve a term of three (3) years and may be re-elected without limit. The Board, by resolution, shall stagger the terms of the members so that approximately one-third of the members shall have terms that expire each year.
- A member can be removed from their position with or without cause by a two-thirds (2/3) majority vote of all members in office.

Article V - Council Officers

Section 1- Eligibility, Election, Terms of Office, Resignation & Removal

Any Board member may seek Executive Office and shall notify the Chair of their interest in serving. Officers are held to a higher standard of participation than other Board members, and any Officer with two (2) consecutive unexcused absences from meetings may be removed by a vote of the Board.

Officers will be elected by a majority vote of the quorum. Terms of office for elected Officers will be for a length of one (1) year. There will be no term limits set. Voting of officers shall take place in November and terms will run from January 1 through December 31 of the following year.

An Officer wishing to resign his position shall inform the Council in writing. An Officer may be removed from their position by a majority vote of all members in office. An interim appointment for the remainder of the term of office will be elected, except that a vacancy in the position of Chair will be filled by the Vice-Chair.

Section 2- Powers & Duties

The officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below (and as prescribed in the TBWC Board Position Descriptions, which see):

- A) The Chair will preside at meetings of the Council. The Chair will be responsible for conducting the business of the Council under the provisions of Articles XI and XII (Decision Making & Participation and Meetings). The Chair will provide direction to the staff and coordinate activities with the staff. The Chair and the Administrative Committee will conduct regular performance reviews of the staff. Except as otherwise provided by the Council or these by-laws, the Chair shall sign all agreements and other formal instruments for the Council. The Chair may be a member of all committees as determined by the Chair. In the Chair's absence, The Vice-Chair will perform the duties of the Chair. If the Chair and Vice-Chair are both absent, the Chair may appoint a facilitator to preside at a meeting. If no facilitator is appointed, the meeting will be cancelled or postponed.
- B) The Vice Chair shall preside in the absence of the Chair. In instances where the Chair is inaccessible, the Vice Chair shall sign for the Council all agreements and other formal instruments. The Vice Chair may act in such other capacity as the Council or Chair may designate.
- C) The Secretary shall 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.
- D) The Treasurer shall be the chief financial officer of the Council. They shall render to the Council at the monthly meetings and whenever else it so requests an accurate account of all

sums received and disbursed during the preceding month. The treasurer shall maintain oversight of the Council's finances and financial policies, and ensure the Council follow Generally Accepted Accounting Principles (GAAP). The Treasurer shall also provide an annual report of all sums received and disbursed during the preceding fiscal year and of all sums and funds which are not expended. The Treasurer shall be responsible for all fiscal aspects of grants that the Council receives.

Article VI - Council Membership and Officer List

The Council Coordinator shall maintain a list of members, including the officers, and this list will include names, complete contact information, the interest each represents, any offices held, and any committees upon which they serve.

Article VII - Committees

The Executive Committee shall consist of the four officers, the chair of any subcommittee, members at large, and the Council Coordinator. Members at large shall be based on nominations by the Chair and elected by the Board. The Executive Committee shall be responsible for the duties as defined by and delegated by the Board.

The Executive Committee will actively recruit new Board membership and prepare a slate of candidates for the Board positions annually.

The Restoration Committee shall consist of Council members and representatives of local communities and agencies to provide guidance to the Council Coordinator in the planning, development and execution of restoration projects.

Other committees may be formed at the direction of the Chair to address topics or projects relevant to the Council's mission, goals, or objectives. Committees may be temporary (for particular tasks or projects) or on-going. A committee will be comprised of at least two members and any other persons as appointed by the Board.

When a committee is formed, the Council must charge it with clear duties. This includes the committee's purpose, terms of existence, decision-making role, reporting expectations, and authority. The role of each committee as it is formed should be documented in writing and made a part of the official record of the Council.

Article VIII - Decision Making & Participation

Section 1 - Quorum

A quorum at any Board or Council meeting shall consist of a majority of the number of the Board members who hold office immediately before any Board meeting (or 3 if there are 5 Board Members). Council decisions will be made only if a quorum is present.

Section 2 - Requirements

Council members shall strive for consensus when making decisions. When the Council cannot achieve consensus on a given decision, decisions will be made using a two-thirds majority vote.

Section 3 - Voting definitions

"Yes"= support, advocate

"Abstain" vote= neutral; not thrilled but could live with it; not informed enough on the matter

"No"= no; can't count on me; need more discussion; may need more information

Section 4 - Decision-making procedure

1. Open discussion. Motions shall be made and seconded by a voting member in order to carry forward.
2. A Board member ("director") shall call for a vote.
3. If consensus is not reached (one or more "no"), the Chair shall set a time limit for further discussion.
4. The Council shall listen to the concerns of the "no". The Council will then listen to those that support an alternative. The goal of this discussion is to seek a solution that can be supported. Each person will have one minute to speak.
5. At the end of the discussion, the Chair shall call for a re-vote.
6. A two-thirds majority of the voting members will carry the motion.
7. If the motion does not carry after the second vote, the item will be tabled. A member may bring the issue forward at a future meeting for another vote.
8. A member who is present at a meeting when corporate action is taken is deemed to have assented to the action unless the member's objection or abstention to the vote is entered into the minutes of the meeting, or the member delivers written notice of such objection or abstention to the Secretary immediately after adjournment of the meeting.

Article IX - Meetings (Frequency, Purpose, and Rules)

- The Council shall strive to meet a minimum of 9 times per year.
- Regular meetings shall be set at times and places determined by the Council.
- All regular meetings are open to the public.
- Meeting conduct shall be in accordance with the "Simplified Rules of Order and administered under the direction of the Chair.
- The Chair may recognize public input at any point during a Council meeting. A public comment period shall be provided at each regular meeting.
- Special meetings may be called by the Chair or by 20% of the members on the Board. Special meetings may be closed to the public for discussion of confidential matters.
- The Board may act without a meeting provided that the action is in writing and consented to by all members and filed with the Council as a Board resolution.
- Council Officers may authorize an emergency vote by the Board via electronic media. The decision will stand as a Board decision if the decision is in writing and all Board members sign their consent to such decision.
- The Chair may permit any or all members to participate in a meeting through use of telephonic

communication where all members participating may simultaneously hear each other during the meeting.

Article X - Policies & Guidelines

The Watershed Council will adopt policies and guidelines to direct Council business.

Article XI - Miscellaneous Provisions

Section 1 - Conflict of Interest

A conflict of interest is a transaction with the Council in which a member has a direct or indirect interest. For the purposes of this article, a coordinator/member has an indirect interest in a transaction if:

1. Another entity in which the member has a material interest or in which the member is a general partner is a party to the transaction; or
2. Another entity of which the member is a member, officer or trustee is a party to the transaction, and the transaction is or should be considered by the Board.

In the event of a conflict of interest between a member or members and the Council, the Board shall follow the Conflict of Interest Policy, described within the Council's Fiscal Policies & Procedures, Section XII, Paragraph E, adopted by the Board.

Section 2 - Public Participation & Transparency

Public understanding and support for the Council is fundamental to its success. The Council operates as an inclusive body, and as stated in Article XI, all regular meetings are open to the public. Additionally, the Council shall, upon request, provide the public with records of its meetings and decisions.

Section 3 - Media Interaction

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

The Council shall indemnify its officers and Board members to the fullest extent allowed by Oregon law as defined under ORS Sections 65.387 to 65.414.

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of an individual against liabilities asserted against or incurred by the individual who is or was a member, officer employee or agent of the Council.

Section 5 - Litigation

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

Section 6 - Regulatory Activity

The Council does not participate in regulatory activity, and does not report issues to regulatory agencies. When Council staff or members are confronted with potential water or land use violations they will refer those issues to the landowner.

Article XII - Adoption & Amendment

These Bylaws of the Council are effective and adopted by the Board on December 20, 2022.

These bylaws may be amended. Amendments shall 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. The amendments must be approved in accordance with the decision-making process identified in these bylaws.