

SIUSLAW WATERSHED COUNCIL BYLAWS [Will include cover page]

I. NAME: The name of the organization is *Siuslaw Watershed Council, Inc* – hereinafter referred to as “Council” or “SWC”.

II. GEOGRAPHIC AREA: The geographic area covered by the Siuslaw Watershed Council includes all land drained by the Siuslaw River basin near the ocean and in between the mouth of the Siltcoos River and Heceta Head as well as nearby coastal lakes to the north and south. (Include map attachment & cover page/table of contents)

III. MISSION: It is the mission of the Council to:

- Provide a basin-wide framework for coordination, cooperation and citizen involvement in programs aimed at improving and maintaining the health of the Siuslaw watershed.
- Promote the protection, conservation, restoration and enhancement of natural resources including but not limited to: fish, wildlife, forests, timberland, cropland, and water quality and quantity in the Siuslaw watershed.
- Contribute to the social and economic stability and productivity of families and communities within the Siuslaw watershed by supporting and attracting resources for local employment.
- Promote monitoring of the biological, physical and social components of the Siuslaw watershed.
- Encourage cooperation among public and private watershed entities to promote awareness and understanding of watershed functions by adopting and implementing a total watershed approach to natural resource management and production.
- Uplift, include, respect, and reflect a broad range of community interests and stakeholders in our work, leveraging our differences for better outcomes.

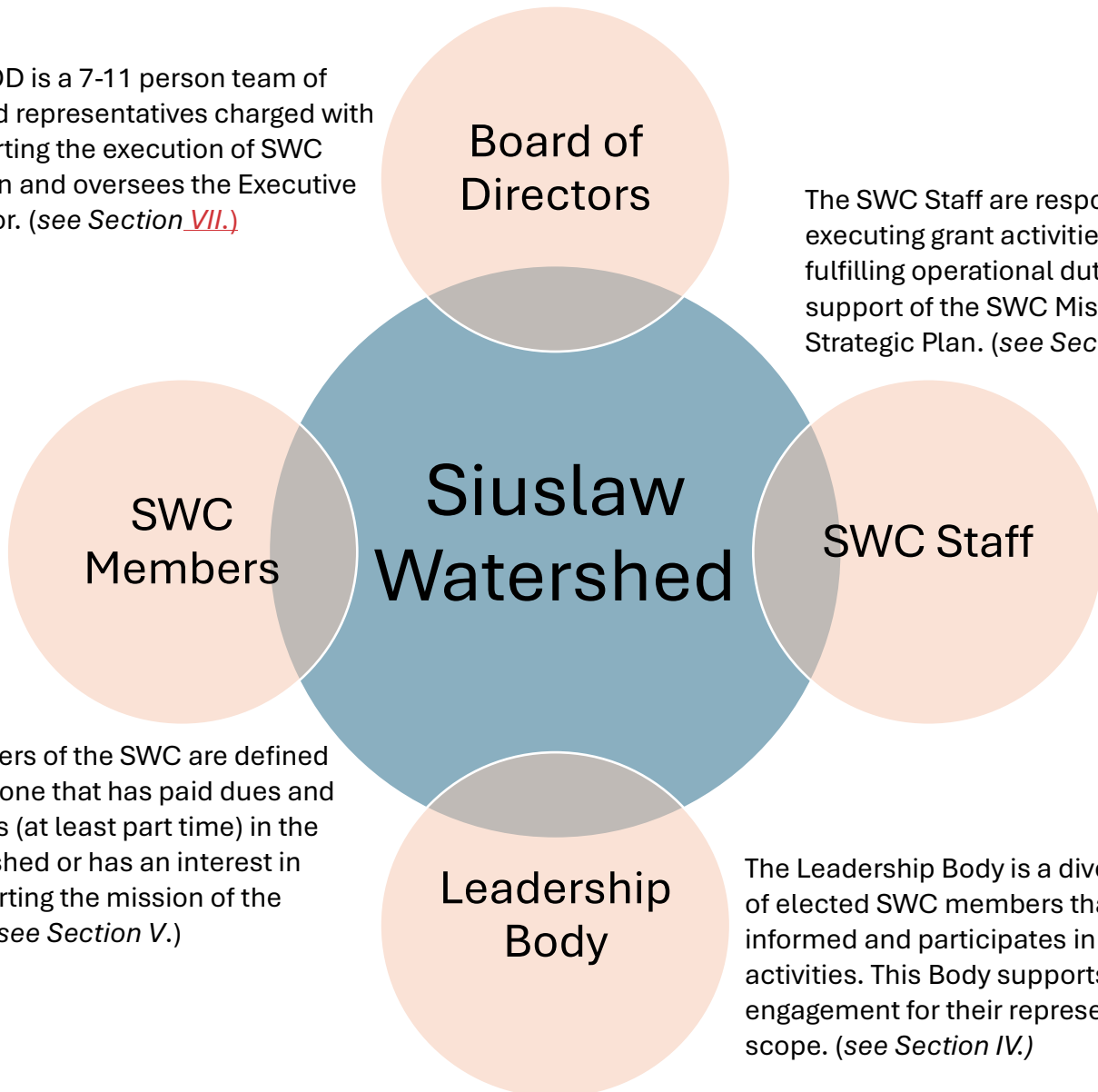
IV. CORE OPERATING PRINCIPLES:

- Locally driven planning and action with voluntary participation.
- Action should be based on shared vision and goals, with consideration for individual goals.
- Striving to represent all interests in the basin and being inclusive while recognizing the existing connections among economics, society, and the environment.
- Assessment, planning, and implementation actions are objective-voluntary and available to all landowners and residents in the Siuslaw watershed.
- Consider the significance of all-natural resources from ridge to ridge.
- Operate through teamwork and cooperative implementation while acknowledging that, no single interest or interest groups will dominate.
- Actions are valuable to the participants and, where feasible, they should lead to measurable outcomes.
- Engage and collaborate with Tribal Nations for project work and to ensure protection of non-renewable cultural resources during restoration
- Affirm respect for and intent to protect private property rights, and rights and will do so in the planning and implementation of projects to improve, restore, and enhance watershed productivity and health. The Council will only engage in a project on private property with the written permission of the landowner. Any commitments the landowner makes will be clearly defined and strictly voluntary. Adequate language will be added to agreements to assure property owners that no hidden claim to their land will result from the implementation of a project.

- Operate at a variety of scales, such as the watershed, the sub-basin, and the reach.
- Encourage participation by locally active groups and organizations, public and private.
- Align our policies, practices, and resources to afford people of all identities, abilities, races, cultures, beliefs and socioeconomic statuses the opportunity to and access to participate in SWC programs.

The BOD is a 7-11 person team of elected representatives charged with supporting the execution of SWC mission and oversees the Executive Director. (see [Section VII.](#))

The SWC Staff are responsible for executing grant activities and fulfilling operational duties in support of the SWC Mission and Strategic Plan. (see [Section IX.](#))



Members of the SWC are defined as anyone that has paid dues and resides (at least part time) in the watershed or has an interest in supporting the mission of the SWC (see [Section V.](#))

The Leadership Body is a diverse group of elected SWC members that stays informed and participates in SWC activities. This Body supports the engagement for their representative scope. (see [Section IV.](#))

V. MEMBERSHIP AND ORGANIZATION

General Membership Guidelines

Membership is open to all people who live-reside in the geographic area of the Council, at least part time, and/or have an interest in participating-supporting in the Council's mission and who have paid

annual dues regardless of race, color, religion, gender, national origin, sexual orientation, gender identity, ability, or age.

Meetings:

The membership shall hold at least one (1) annual general meeting in January of each year at which a Leadership Body and a Board of Directors shall be elected. Notice shall be given of the date, time, place and items to be discussed and/or acted upon by the membership, all according to the Oregon Open Meetings Law.

Quorum for members

Presence of at least fifteen (15) voting members that includes a quorum of the Leadership Body (see section VI.D) shall constitute a quorum of the membership.

Decision Making

The Siuslaw Watershed Council ~~including its members, Leadership Body, Board of Directors and officers,~~ operates by consensus. Consensus is defined as members present addressing a particular issue, action, project, or question by consent of the group. The group can act in agreement by members indicating approve, accept, abstain (due to conflict of interest or absence) or choose not to block the decision of the group. If all attempts at consensus fail ~~for a decision on which there is consensus that~~ and a timely decision must be made, the decision shall be by two thirds majority present.

Powers of Members

~~Members shall have the following powers:~~

- ~~• To elect or confirm the Leadership Body and to elect the Board of Directors.~~
- ~~— To remove any person from the Leadership Body or the Board of Directors with or without cause according to the procedures set forth in these Bylaws.~~
- ~~— To make amendments to these Bylaws according to the procedures set forth in Section XIII.~~

E. Removal of Members

Members shall be considered non-voting for non-timely payment of dues, or by the action of members present at a membership meeting for cause, such as refusal to abide by these Bylaws or violating policies or procedures or neglecting their duties, or from the Membership with cause. Such a member shall be given not less than 15 days prior to written notice of the expulsion and the reasons thereof; and an opportunity to be heard, orally or in writing, not less than five days before the effective date of the expulsion by the membership meeting. Written notice shall be sent by first class or certified mail to the last address of the member shown on Council records.

Roles and Responsibilities Members

~~Members shall have the following responsibilities:~~

- ~~• To elect or confirm the Leadership Body and to elect the Board of Directors.~~
- ~~• To remove any person from the Leadership Body or the Board of Directors with or without cause according to the procedures set forth in these Bylaws.~~

- [To make amendments to these Bylaws according to the procedures set forth in Section XIII.](#)

VI. LEADERSHIP BODY

A. Membership of the Leadership Body

A Leadership Body, representing the interests stated in these Bylaws, shall be confirmed by consensus of the members of the Siuslaw Watershed Council annually. Vacant positions may be filled at any general Membership meeting. Alternately, if a citizen steps forward with an interest in a vacant position at another time of year, a vote by the Leadership Body on that election may be taken by email.

The Leadership Body shall collectively represent the types of interests, livelihoods, and/or land ownership found on the Siuslaw River basin. The Leadership Body consists of the following groups. shall include, but not be limited to, the following interest groups. Each interest-group shallmay have one (1) primary representative and may have one (1) alternate representative.

Government/Agency /Organization Representatives*	Interest Group Representatives	<u>Sub-Watershed Geographic Area</u> <u>Landowner</u> <u>Representatives</u>
Federal Land Management Agency	Academic /Scientific	North Fork Siuslaw
Port of Siuslaw	Agriculture/Ranching	Lower Siuslaw, North
State Government (<u>ODEQ, ODFW</u>)	<u>Commercial</u> -Fishing ¹	Lower Siuslaw, South
City	Environmental ²	Middle Siuslaw
<u>Western Lane / County</u>	Timber <u>Industrial/Economy</u>	Upper Siuslaw
Soil & Water Conservation Dist.	Natural Resource Related Rec ³	Deadwood Creek
Confederated Tribes of Coos, Lower Umpqua and Siuslaw Indians	Education, K- 12 ⁴	Indian Creek
	Education, Post-secondary ⁵	Lake Creek
<u>Confederated Tribes of Siletz Indians</u>	Ecosystem Workers ⁶	Wildcat Creek
<u>-Land Trust</u>	Business/local economy ⁷	South Coastal Lakes
<u>Community College</u>	<u>Watershed Accessibility</u> ⁸	North Coastal Lakes
	At-Large	Sweet Creek
		At-Large
* <u>representative</u> appointed by the government/ agency/organization body		
<u>1) includes commercial, recreation or subsistence</u>		
<u>2) conservation focus</u>		
<u>3) Recreational watershed user/group (trails, waterways, lakes, beach, etc)</u>		
<u>4)can be educator, parent or teacher</u>		
<u>5)can be faculty or student</u>		
<u>6) occupation supporting ecosystem health within SWC geography</u>		
<u>7) local business or commerce group</u>		
<u>-8) watershed use or inclusivity focus</u>		

Quorum

Nine Leadership Body members including at least 3 from the Board of Directors will constitute a quorum of the Leadership Body.

Decision Making

Decision making of the Leadership Body shall follow procedures set forth in Section V. -Abide by decision making set forth herein and align engagement with the intent of this process-

B. Roles and responsibilities Powers of the Leadership Body

The Leadership Body shall have the following powers:

- To adjust membership dues or fees
- To adopt amendments to the SWC Bylaws
- To advise the BOD on the formation of standing or ad hoc committees as needed

Removal from the Leadership Body

A member of the Leadership Body may be removed from the Body for failure to observe and conform to these Bylaws, for failure to actively participate in Council activities (missing four consecutive meetings without the alternate being present), or for failure to timely pay dues.

Expulsion of a member of the Leadership Body by the Leadership Body must be for cause and must be agreed upon by all other members of the Leadership Body present after giving the member a hearing before the Body at a given time and place. Notice shall conform to Section V.E.

Roles and responsibilities of the Leadership Body and its members

The Leadership Body shall have the following responsibilities:

- To recommend membership dues
- To adopt amendments to the SWC Bylaws
- To advise the BOD on the formation of standing or ad hoc committees as needed

A member of the Leadership Body shall have the following responsibilities:

- Actively serve as a liaison to your interest group or geographic area
- Recruit new members
- Keep informed on Council activities and events
- Attend and participate in Board meetings, activities and decision-making forums as available
- Share relevant and timely information with the Council to support the SWC mission

Quorum

Nine Leadership Body members including at least 3 from the Board of Directors will constitute a quorum of the Leadership Body.

VII. BOARD OF DIRECTORS

Composition of the Board of Directors and Officers

The affairs of the Council shall be managed by, or under the authority of, the Board of Directors.

Directors shall be council members elected annually from the Leadership Body. The voting members of the Leadership Body shall elect not less than seven (7) or more than eleven (11) members, including a past officer, if possible, for the purposes of continuity. The Board may appoint a Student Board Member annually, of high school age or older, who will act in a voting capacity unless prohibited by specific provisions of any statute or contract. The Board shall elect its officers.

Term of Office

Directors shall serve for ~~one~~-two (2+) years, from election in January through the elections the two years following. ~~year.~~ Positions shall come forward on an alternating schedule as noted above.

Roles and responsibilities of the Board of Directors

Powers of the Board of Directors

The Board of Directors shall have the following ~~powers~~responsibilities:

- To set membership dues
- To delegate to officers and staff the power to incur obligations, withdraw funds, and make payments on behalf of the Council
- To designate a financial institution in which the Council's funds will be deposited and to apply for, receive, and expend funds from any source; To interview, select, fix salary, conduct performance reviews and terminate, if necessary, the Executive Director;
- To delegate to officers and the Executive Director responsibility for day-to-day operations of the Council;
- To transact other business as required that advances the purpose and mission of the Council that is lawful under the statutes of the State of Oregon and the Internal Revenue Code.
- To form and provide oversight for standing and ad hoc advisory committees with special expertise on any issue, and to provide responsibilities for each committee;
- To establish and approve policies that promote the goals of the Council.
- To take any other legal action that is germane to the regular affairs of the Council.
- Recruit new members, leadership body representatives and/or directors to the Council
- Abide by decision making principles

Removal from the Board of Directors

Directors may be removed by the voting members with or without cause, or by the Board of Directors for failure to observe and conform to these Bylaws, for failure to actively participate in Board of Directors activities (missing more than two consecutive meetings without notifying the Board), or for failure to timely pay dues. Directors shall be considered resigned upon missing 3 consecutive meetings unless a simple majority of the other Directors agree that the member should be retained. Officers shall be considered resigned from office if resigned from the Board. Notice shall conform to Section V.E.

Vacancies

The Board shall appoint a voting person from the Leadership Body to fill the remaining term for a vacancy due to resignation or inability to complete the term of service. The Board may not fill empty seats- only vacancies of elected Directors.

Meetings

The Board of Directors shall meet monthly or at least quarterly according to a regular schedule. Meetings may be held by telephone, video conferencing, internet-based communication or other method, as long as all participating directors may simultaneously hear each other during the meeting. A director participating in a meeting by any of these methods is deemed present for purposes of a quorum.

Notice must be given of every meeting of the Board, stating the date, time, and location of the meeting, and the purpose of the meeting. The notice must be given not less than 2 days in advance of the meeting if delivered by telephone conversation or in person, and not less than 7 days in advance if delivered by first class mail, fax, email, or posted on the website. All members may attend meetings of the Board of Directors by the same means available to Directors but may not speak or participate in the conduct of business except during public comment or specifically provided by action of the Board.

Quorum

A simple majority of the Board of Directors shall constitute a quorum of the Board of Directors.

~~Decisions by Consent~~ Decision making

Decision making of the Board of Directors (BOD) shall follow consensus procedures set forth in Section V.C, and shall be made in the following manner

1. In a meeting (including virtual meetings)
2. Without a meeting if a request and consent is provided and a decision is recorded¹ in writing or via email
 - a. To gain this unanimous consent, a clearly stated motion must be sent to all of the Directors on the Board by mail or email, with clear instructions and in accordance with Oregon email regulations². This process requires ~~that no more than two Directorsthat a quorum of the Board respond in the timeframe provided in the email; be silent or absent from the process and the remaining Directors approval of the motion requires the quorum.~~
 - b. For email, a BOD member written consent is considered to be signed when they "send" the email containing their vote. Motions are adopted and effective on the date that the BOD have responded with an affirmative vote. If any more than two BOD members votes " no," abstains, or fails to vote, then the motion fails to pass.

~~Any decision required by law to be made at a meeting of the Board, or any decision which may be made at a Board meeting, may be made without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be agreed to and signed by the acting Directors. To gain this unanimous consent, a clearly stated motion must be sent to all of the Directors on the Board by mail or email, with clear instructions. This process requires that no more than two Directors be silent or absent from the process and the remaining Directors to vote in the affirmative "yes" or "approve" for the motion to pass. The signed written consent of Board may be delivered back to the SWC by mail, fax or email. For email a Director's written consent is considered to be signed when the Director "sends" the email containing his or her vote. Motions are adopted and effective on the date that the Directors have responded with an affirmative vote. If any more than two Directors votes " no," abstains, or fails to vote, then the motion fails to pass. A printed or digital record of each Director's vote must be kept in the SWC records.~~

¹ A printed or digital record of each Director's vote must be kept in the SWC records.

² Current Oregon regulation requires 48 hour minimum notice (2024)

Indemnification

The SWC shall indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of the Council. It shall also indemnify any person who is a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the Council. The personal liability of each member of the Board of Directors and each uncompensated officer of the Council, for monetary or other damages, for conduct as a Director or officer shall be eliminated to the fullest extent permitted by current or future Oregon law or federal law.

Policies

The Board shall adopt, implement and update as necessary, policies to guide the SWC's programs, activities, administration, and operations. These policies shall include, but are not limited to, the following:

1. Administrative Policies
 - a. Document Retention and Destruction
 - b. Conflict of Interest and Annual Disclosure
 - c. Whistleblower
2. Financial Policies
 - a. Travel Expense Reimbursement
 - b. Finance and Budget
 - c. Internal Financial Controls
3. Safety and Risk Management Policies
4. Fundraising Policies
5. Personnel Policies
6. Ethics and Transparency Policies

VIII. BOARD OF DIRECTORS: OFFICERS

Officers shall have powers as delegated by the Board of Directors. The officers of the Council shall consist of a President, a Vice President, a Secretary and a Treasurer. The functions and duties of the officers, which each shall perform or oversee, are as follows:

A. President

The President calls to order and conducts meetings of the Board of Directors. The President serves as the spokesperson for the Siuslaw Watershed ~~Council, and~~ Council and shall have regular supervision of the affairs of the Council and of the Executive Director as authorized by and in communication with the rest of the Board. The President establishes the calendar, supervises elections, and coordinates an annual audit of the Council's books.

B. Vice President

The Vice President shall conduct meetings in the absence of the President and shall perform other such duties as assigned by the Board of Directors.

C. Secretary

The Secretary shall be responsible for notice of all meetings of the Leadership Body, the Board of Directors, and the Council; maintain and distribute the membership list of the Council; record and distribute notes/minutes of Council meetings; and shall perform other such duties as assigned by the Board of Directors.

D. Treasurer

The Treasurer shall be responsible for the Council's financial records, banking relationships, liaison with Council staff on fiscal matters, collect dues and assessments, and shall perform other such duties as assigned by the Board of Directors.

E. Removal

Officers may resign from office by choice and remain on the Board, and the Board shall appoint a replacement from within its members. Officers shall be considered resigned from office if they have tendered a resignation letter. If an Officer is removed by the membership, or for cause by the Board, the Secretary shall give written notice of removal within seven days. Notice shall conform to Section IIF.

E. Term of Office

Term of office shall coincide with the annual term of Board membership.

IX. EXECUTIVE DIRECTOR:

The position of Executive Director is established which shall be appointed by the Board based upon their management and administrative qualifications as well as knowledge or familiarity of watershed restoration agencies or of the Siuslaw Watershed.

They shall serve at the pleasure of the Board of Directors and shall be responsible for the daily management of the affairs of the Council, for the appointment or removal and supervision of

Council staff and for promoting the policies, activities and public image of the Siuslaw Watershed Council. The term of office for the Executive Director shall be full time and subject to the personnel policies of the Council, the continued operations of the Council and of the pleasure of the Board of Directors.

X. ADMINISTRATIVE and FINANCIAL PROVISION

A. Fiscal Year

The fiscal year of the Siuslaw Watershed Council shall be January 1st through December 31st.

B. Dues

Dues are payable on a fiscal year basis. Dues will be delinquent after March 1st of the fiscal year.

C. Loans

No loans of Council funds or assets shall be made.

D. Books and Records

The appropriate officers of the Council shall maintain complete records of accounts, notes, and decisions made by the Membership, Leadership Body, Board of Directors, and committees having the

authority of the Board of Directors; and shall keep at its registered office a register of the names and addresses of its members. All records and accounts of the Council may be accessible by following all applicable federal Freedom of Information Act (FOIA), state open meeting laws and state statute regarding the production and keeping of records for nonprofit corporations.

E. Non-Discrimination Statement

No person shall be denied membership or office in the Council based on race, color, religion, gender, national origin, sexual orientation, gender identity, disability, or age. No qualified persons shall be denied employment based on any of the above identifiers.

XI. COMMITTEES

A. Rules for Board Committees

The Board of Directors may establish an Executive Committee. The Executive Committee shall have the power to make decisions for the Council between Board meetings, including financial and budgetary decisions. The Board may place limits on the authority and powers of the Executive Committee. The Executive Committee drafts the agenda for the Board of Directors meetings. The Executive Committee must comply with the provisions of the bylaws applicable to the full Board for notice, quorum, voting and decision making, minutes, and subsequent approval of minutes. All Executive Committee decisions must be recorded in official minutes, which must be submitted to the full Board. Unless the Board of Directors decides otherwise, the Executive Committee will consist of the **P**resident, **V**ice **P**resident/**P**resident-elect, **S**ecretary, and **T**reasurer of the organization. The Executive Director may be invited to Executive Committee meetings at the recommendation of the Board and Executive Committee.

The Board of Directors may establish Other Standing Committees to support the mission, function or fiscal health of the Council. The Committees shall not make decisions but provide recommendations to the Board. The Committees shall be composed of at least one but not more than four Board members and any voting member of the Siuslaw Watershed Council. Experts and students may also participate in Committees at the discretion of the Committee. Committee membership will be reviewed annually and recorded in the SWC records. The Executive Director shall be invited to participate in all Committee meetings, but their attendance is not required.

The Board of Directors may establish an Ad-Hoc Committees for a specific project in support of the mission, function or fiscal health of the Council. Ad-Hoc Committees shall be dissolved after completion of the project or after one year unless extended by the Board. The Executive Director shall be invited to participate in all Committee meetings, but their attendance is not required.

B. Technical Advisory Teams

Technical teams with knowledge of restoration, resource management or other relevant activities will be appointed as needed to develop projects, and to provide recommendations. Duties and responsibilities of the Technical Advisory Teams are prescribed by the Board of Directors

XII. RELATIONSHIP TO DECISION MAKING BODIES AND COMMUNITIES OF INTEREST

The Siuslaw Watershed Council is an advisory body to established decision-making bodies and community interests. As such, the Council may make recommendations concerning the protection, restoration and enhancement of the quality of the watershed within the Siuslaw River Basin and coastal lakes drainages.

The Council has no statutory authority nor does it relieve or subjugate any statutory authority of any agency. The agencies, organizations and interests represented on the Council are not obligated to adopt or carry out the recommendations of the Council but will give due consideration to the recommendations and take actions they consider appropriate.

The Council welcomes requests for advice affecting the watershed from local, state or federal agencies, organizations, and interests. Members of the Council will keep their respective agencies, organizations and interests informed about the work of the Council.

Notwithstanding any other provision of these Bylaws, SWC shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

XIII. AMENDMENT OF BYLAWS

SWC Bylaws shall be available for review by all community members, SWC members and Leadership Body. Any Council member may submit proposed bylaws amendments to the Leadership Body for discussion. All proposed changes will be presented to the Council membership at least thirty (30) days prior to a final Leadership Body decision.

A record of amendments shall be maintained and appended to the Bylaws once approved by the Leadership Body.