

LONG TOM WATERSHED COUNCIL

BYLAWS

Adopted 2/8/07
Revised 9/13/09
Revised 10/23/2014

ARTICLE 1: PURPOSE

This corporation shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purpose of this corporation 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).

This corporation's primary purpose shall be to improve water quality and watershed conditions in the Long Tom River basin and surrounding Willamette River drainages through education and collaboration among all interests, using the collective wisdom and voluntary action of our community members.

ARTICLE II: MEMBERSHIP

1. Membership Eligibility

- 1.1 Any adult individual who supports the purpose and mission of the Long Tom 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.
- 1.2 Membership shall be personal and by consent of the individual.

2. Becoming a Member

- 2.1 Membership is established by attendance and registration at the Annual Meeting of the Long Tom Watershed Council.
- 2.2 The term of membership shall commence at the calling to order of the Annual Meeting, and terminate upon the closing of same meeting.

3. Membership Removal

- 3.1 The Long Tom Watershed Council is bound by the procedures for removing members as outlined by ORS 65.157: *A member may only be removed in a fair and reasonable manner, with the reasons provided in writing no fewer than 15 days prior to expulsion and an opportunity for the member to be heard, orally or in writing, at least five days before expulsion.*

ARTICLE III: BOARD OF DIRECTORS

1 Duties of the Board

- 1.1 The Board of Directors must establish the Corporation's policies and review and change them as necessary, supervise its executive director, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property.
- 1.2 The Board of Directors must ensure that the Corporation 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.
- 1.3 Board members must diligently prepare for, attend and participate in Board meetings and in meetings of Board committees as needed in order to carry out these tasks.

2 Board Membership

- 2.1 The Board of Directors will consist of no fewer than eight (8) and no more than twenty (20) members, the exact number of which shall be fixed from time to time by resolution of the Board.
- 2.2 The Board of Directors shall include a diverse range of geographic areas and community interests in order to engage a balance of interested and affected persons within the watershed and surrounding area.
- 2.3 The geographic diversity of the Board membership shall be as follows: one-fourth (1/4) from each of the main sub-basins of the watershed – Upper Long Tom, Lower Long Tom, and Amazon – with the remaining one-fourth (1/4) serving at large. Up to two (2) additional directors may be elected to the “at large” sector to serve the needs of the Long Tom Watershed Council.
- 2.4 The initial term of office for newly elected directors will be four (4) years, with some flexibility. Terms shall be staggered. There is no limit to the number of terms a director may serve, however the second and consecutive terms will vary between one and four years.

3 Selection of Directors

- 3.1 In selecting candidates to recommend for directorship, the Nominating Committee shall ensure that the Board-recommended nominees comply with the geographic diversity described in Article III, 2.2, and also represent a diversity of watershed stakeholder interests.
- 3.2 Individuals may self-nominate by submitting to the Nominating Committee a letter containing at a minimum his/her name, contact information, a statement of interest, and geographic affiliation as defined in Article III, 2.2 above.
 - 3.2.1 Said letter must be delivered to the Long Tom Watershed Council's office no later than 60 days prior to the date of the Annual Meeting.

- 3.2.2 All individuals who self-nominate in this way will be included on the ballot for directorship and given an opportunity to have their statement published in the Long Tom Watershed Council's newsletter prior to the Annual Meeting.
- 3.3 Prospective directors shall be presented at the Long Tom Watershed Council's Annual Meeting for election by members.
 - 3.3.1 To take office, an unopposed candidate must be approved at the Annual Meeting by a super-majority (70%) of members.
 - 3.3.2 If the number of candidates for any one geographic area defined in Article III, 2.2 above exceeds the number of open director seats for that region, each member will have the opportunity to vote for as many of those competing candidates as there are seats open for that geographic area. The successful candidates for those seats will be those who receive the most votes.
 - 3.3.3 Members must be in attendance to vote; there will be no voting by proxy.
- 3.4 Newly elected directors will assume office the day after the Annual Meeting.

4 Filling Vacancies

- 4.1 The Board may appoint pro-tem directors to fill vacancies occurring prior to the end of full terms.
- 4.2 Any director appointed to fill a vacancy will serve only until the next Annual Meeting, at which time s/he must be elected in accordance with the procedure outlined in 3.3 above to continue serving on the Board.
- 4.3 Upon being thus elected, said director will commence a 4-year term in accordance with the provisions of 2.3 above for first-term directors.

5 Officers

- 5.1 The officers of the Corporation shall be elected by the Board of Directors from the membership of the Board of Directors, and shall serve for a term of one year.
 - 5.1.1 Officers will be elected at the first Board meeting following the Annual Meeting of the Long Tom Watershed Council.
 - 5.1.2 An officer may be re-elected without limitation on the number of terms s/he may serve.
- 5.2 Officers shall consist of a Chairperson, Past Chairperson, Vice Chairperson, Secretary, Treasurer, and such other officers as the Board may appoint.
 - 5.2.1 **Chairperson.** The Chairperson is the principal officer of the Corporation and will supervise, or oversee the supervision of, all of the affairs of the Corporation, 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.

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

5.2.3 **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 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.

5.2.4 **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 Corporation; deposit all monies and other valuable effects in the name and to the credit of the Corporation 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 Corporation; 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.

5.2.5 **Other Officers.** Other officers shall exercise such powers and duties as may be prescribed by the Board of Directors.

5.3 The Board may outsource all or part of the Secretary and/or Treasurer duties, or assign all or any portion of said functions to a staff member.

6 Removal

6.1 A director may be removed from the Board, with or without cause, by a two-thirds (2/3) majority vote of the Board members then in office, as required by State law.

6.1.1 In the event that any such removal is contemplated, that director shall be notified in writing of the reason(s) for the proposed action not later than 30 days prior to the Board of Directors meeting at which his/her removal is to be considered. Said director shall be entitled to appear at the meeting and respond to the stated reasons for removal.

6.1.2 Any director thus removed may give notice of his/her appeal of said removal to the general council by submitting a written notice of intent to the Long Tom Watershed Council's office within 30 days following his/her removal.

- 6.1.3 Said business shall be incorporated into the official agenda of one of the two general council meetings immediately following receipt of this notification. Discussion of the matter will take place at this general council meeting and not at the Annual Meeting.
- 6.1.4 Notice of the appeal shall be published in the Council's newsletter at least 30 days in advance of the Annual Meeting.
- 6.1.5 The Board's decision to remove said director may be overturned at the Annual Meeting by the super-majority (70%) vote of members.
- 6.2 Adults who have attended at least half of the previous six (6) Long Tom Watershed Council general council meetings – as evidenced by the meeting sign-in book – may initiate action to remove a director by submitting to the Long Tom Watershed Council's office, no later than 60 days prior to the Annual Meeting, a petition signed by no fewer than five (5) such individuals.
 - 6.2.1 The Board shall take its recommendation on said action to one of the two general council meetings immediately following receipt of said petition.
 - 6.2.2 Said business shall be incorporated into the official agenda of the meeting and notice of the pending action published in the Long Tom Watershed Council's newsletter in advance of said meeting.
 - 6.2.3 The decision on such a petition shall be made by super-majority (70%) vote of members at the Annual Meeting.
 - 6.2.4 Notice of the removal action shall be published in the Council's newsletter at least 30 days in advance of said Annual Meeting.
- 6.3 By no means can the removal of more than one director be considered at a time.
- 7 No Salary.** Board members shall not receive any salaries for their Board services, but may be reimbursed for expenses related to Board services.
- 8 Conflict of Interest.** The Long Tom Watershed Council will conscientiously comply with all State and Federal regulations regarding conflict of interest, and formally adopt a conflict of interest policy.

ARTICLE IV: DECISION MAKING

1. Annual Meeting

- 1.1 Quorum. A quorum at an Annual Meeting shall be those voting members present at the meeting
- 1.2 Action. If a quorum is present, action is taken by the affirmative vote of a super-majority (70%) of voting members present.
- 1.3 Voting by Proxy. No voting by proxy is allowed at any Annual Meeting.

2. Regular Board Meetings

- 2.1 Quorum. 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.
- 2.2 Action. If a quorum is present, action is taken by the affirmative vote of a super-majority (70%) of directors present.
- 3.1 Voting by Proxy. No voting by proxy is allowed at any meeting of the Board or as part of any decision of the Board.
- 3.2 Decisions Without Meetings. The Board may make any decision or take any action within its power without a meeting through a written “consent resolution,” signed by all of the directors then in office, that sets forth the action so taken. Such a resolution is effective when the last director signs the consent, unless the resolution specifies an earlier or later date. A consent resolution can be conducted via electronic mail.

ARTICLE V: MEETINGS

1. Annual Meeting

- 1.1 The Council shall hold a meeting of members annually to elect directors and conduct such other business as might be referred to the members.
- 1.2 Notification of the Annual Meeting shall be provided at least two weeks in advance to all persons who attended the previous two years’ Annual Meetings, and also shall be published in the preceding Long Tom Watershed Council newsletter and in at least one widely-circulated local newspaper.

2. Regular Board Meetings

- 2.1 Regular meetings of the Board of Directors shall be held at a minimum of quarterly, at the time and place to be determined by the Board. No other notice of the date, time, place or purpose of these meetings is required.
- 2.2 Meetings may be held by telephone or other method, so long as all participating directors can simultaneously hear and speak with each other. A director participating in such a meeting is deemed “present” for purposes of a quorum.

3. Special Board Meetings

- 3.1 Special Meetings of the Board may be called at any time by the Chairperson or by one-third (1/3) of the Board membership, for any reason, at such time and place as the Chairperson or Board of Directors may prescribe.
- 3.2 Notice of Special Meetings, describing the date, time, place and purpose of the meeting, shall be delivered to each director personally by telephone, electronic mail, or regular mail not less than seven (7) days prior to the special meeting.

ARTICLE VI: COMMITTEES

1. Board Committees.

- 1.1 The Board of Directors may establish such committees as it deems necessary and desirable.
 - 1.1.1 Board committees must be established by the affirmative vote of a majority of all directors then in office.
 - 1.1.2 These may be either standing committees charged with ongoing purposes and tasks, or ad hoc committees to be dissolved upon completion of a specific short-term assignment.
- 1.2 At the discretion of the Board, Board Committees may be given all the authority of the Board except for the powers to approve dissolution or merger or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; authorize payment of a dividend or any part of the income of the Corporation to its directors or officers; elect, appoint, or remove directors or fill vacancies on the Board or any of its committees; adopt, amend, or repeal these bylaws or adopt new bylaws; establish the number of directors comprising the Board of Directors; or hire or fire an executive director.
- 1.3 A quorum for Board Committee meetings will be two-thirds (2/3) of the committee membership.
- 1.4 If a quorum is present, action is taken by the affirmative vote of a super-majority (70%) of committee members present.
- 1.5 Any formal decisions or resolutions voted on at a Board Committee meeting must be recorded in the form of corporate minutes and filed with the Secretary.

2 Non-Board Committees

- 2.2 The Board may establish Non-Board committees, including working committees or advisory committees, that do not have the power to authorize expenditures, adopt budgets, set policy, establish programs, or make decisions for the Corporation.
- 2.3 Non-Board committees may be established through a resolution adopted by the directors present at a properly called meeting.
- 2.4 Any person may be a member of such a committee, whether or not s/he is a member of the Board of Directors.

ARTICLE VII: INDEMNITY OF OFFICERS AND DIRECTORS

The Corporation will indemnify an individual, who is made party to a proceeding because s/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 person may propose an amendment to the Articles of Incorporation or these Bylaws by delivering to the Board of Directors a written suggestion and supporting explanation for the amendment.
- 2 **Review by Board of Directors.** The Board of Directors will review the proposed bylaw change and, by a super-majority (70%) of all board members, may decide to submit the proposed amendment for approval by council members at the Annual Meeting. Each director shall be given at least seven (7) days notice of the date, time and place of the board meeting at which the proposed amendment will be considered for submission for approval. Said notice shall contain a copy of the amendment.
- 3 **Approval at Annual Meeting.** Amendments to the Articles or Bylaws may be made only with the approval of a super-majority (70%) vote of members at the Annual Meeting. The proposed amendment shall be incorporated into the official agenda of the Annual Meeting. Notice of the proposed amendment shall be published in the Long Tom Watershed Council's newsletter a minimum of seven (7) days in advance of said meeting. The notice will provide the full text of the proposed amendment.

ADOPTED: *February 8, 2007*

APPROVED: *February 8, 2007*

Jim Pendergrass, Chairperson

Eric Freepons, Secretary