

BYLAWS

Network of Oregon Watershed Councils

Article I: Purpose

This corporation's primary purpose shall be to support Watershed Councils in Oregon by building council capacity, improving key relationships, and promoting awareness and understanding of watershed restoration and watershed councils.

Core values and organizing principles

- To be a substantial and accessible resource for councils.
- To be highly communicative and have a transparent and inclusive decision-making process.
- To provide opportunities for councils to share information, form alliances, and to work together on a broader level.
- To respect and support the diversity of individual councils.
- To be a well-functioning organization with clear, compelling and achievable goals.
- To provide the services, programs and tools that are of value and benefit statewide for watershed councils.

Participants in the Assembly of Oregon Watershed Councils shall be Watershed Councils as organized under the guidelines set forth in ORS 541.910(2).

Article II: No Voting Members

This corporation shall have no voting members, but may have members for other purposes (see ORS Chapter 65).

Article III: Board of Directors

Section 1. Duties

The affairs of this corporation shall be managed by a Board of Directors, hereafter known as the Network Board or the Board.

Section 2. Regions

The State of Oregon is divided into six (6) administrative regions for the purpose of selecting Directors to the Board. These regions are outlined in the following table:

Regions	Watershed Basins
1	Lower Columbia, North Coast, Mid Coast
2	South Coast, Rogue, Umpqua
3	Willamette
4	Deschutes, Hood
5	Klamath, Lakes, Owyhee, Malheur, Powder
6	Grande Ronde, Umatilla, Walla Walla, John Day

Section 3. Number and Qualifications

- 3.1 The number of Directors may vary between a minimum of six (6) and a maximum of twenty (20).
- 3.2 There shall at all times be a minimum of one (1) Director who is a current council staff or board member representing each of the six regions designated in Section 2. If a Director cannot be identified for one or more regions, the Board will take action to appoint an appropriate representative.
- 3.3 Each of the designated regions (Section 2) shall have a maximum of two (2) seats on the Board. These seats shall be filled by a Director who is a current watershed council staff or board member.
- 3.4 So long as the minimums outlined in Section 3.2 are observed, the Network Board may appoint a maximum of eight (8) additional Directors who are not current council staff or board members and who do not represent a specific region.

Section 4. Election and Term

- 4.1 The Network Board is responsible for reviewing and appointing all candidates to a term of service as a Director on the Board.
- 4.2 Each region (Section 2) may recommend for service on the Network Board one candidate for each seat held (Section 3.3), or re-affirm continued service of a current representative. Each region is responsible for conducting its own selection process. Candidates will be reviewed and appointed (or re-affirmed) by the Network Board during the last regular meeting of each calendar year (generally, the annual meeting). Newly appointed Directors shall commence service at the beginning of the next calendar year.
- 4.3 The term of office for Directors shall be two years. A Director may be re-appointed to serve for a maximum of three consecutive terms, unless otherwise authorized by the Network Board.

Section 5. Removal

A Director who was appointed to office by the Network Board may, with cause, be removed from office by approval of two-thirds of the Directors then in office.

Section 6. Vacancies

- 6.1 Midterm Board vacancies that impact a regional seat (Section 3.3) shall be filled for the unexpired term of the vacated position as soon as feasible by a candidate recommended by the appropriate region and affirmed by the Board.
- 6.2 Board vacancies that impact an at-large position (Section 3.4) may be filled or left vacant at the discretion of the Board.
- 6.2 If, subject to the requirements outlined in Sections 3.2 and 3.3, a member of the Board becomes ineligible to serve, his/her position will be filled by the appropriate action outlined in Sections 6.1 and 6.2.

Section 7. Quorum and Action

- 7.1 A quorum at a Network Board meeting shall be a majority of the number of Directors prescribed by the Network Board or, if no number is prescribed, the majority of the number in office immediately before the meeting begins. Notwithstanding the presence of a majority of the number of Directors prescribed or in office, the Network Board will be sensitive to the need for broad geographic representation at meetings where actions are taken.
- 7.2 If a quorum is present, action is taken by consensus. If consensus cannot be reached when Directors are present from all regions, then the Board may use a consensus minus one decision to move to a super majority vote representing 75% of Directors present, except as otherwise provided in these Bylaws or by Board Resolution. When at least one region does not have at least one Director participating in a meeting and an item is to be decided by super majority vote, 75% of all Directors on the Board must be in agreement for the motion to pass, not merely 75% of those in attendance. 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.

Section 8. Regular Meetings

The Network Board will meet regularly. Such regular meetings will be open to all members of the Assembly of Councils and notice of the date, time and location of these meetings will be published on the Network

website. The Network Board will hold an annual meeting; when possible, this meeting will be held in conjunction with the statewide conference. Regular meetings of the Network Board shall be held at times and places advertised well in advance on the Network's website. No other notice of the date, time, place or purpose of these meetings is required.

Section 9. Special Meetings

Special meetings of the Network Board shall be held at a time and place to be determined by the Network Board. Notice of such meetings describing the date, time, place, and purpose of the meeting shall be delivered to each Director not less than two (2) days prior to the special meeting if delivered personally or by telephone, or seven (7) days in advance if delivered by first class mail, email, or fax to an address provided by the Director.

Section 10. Meeting by Telecommunication

Any regular or special meeting of the Network Board may be held by telephone video conferencing, internet-based communication or other electronic methods, so long as all of the Directors participating in the meeting may simultaneously be heard by all of the other participating Directors. A Director participating in a meeting by any of these methods is deemed present for purposes of a quorum and voting.

Section 11. No Salary

Directors shall not receive salaries from the corporation for their Network Board services, but may be reimbursed for expenses related to Network Board service.

Section 12. Action by Consent

Any action required by law to be taken at a meeting of the Network Board, or any action that may be taken at a Network Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

Section 13. No Proxy Voting.

No voting by proxy is allowed at any meeting of the Network Board or as part of reaching any decision of the Board.

Article IV: Committees

Section 1. Executive Committee

The Network Board may establish an executive committee of the Board. Unless the Board decides otherwise, the Executive Committee shall consist of the president, vice-president, secretary, and treasurer of the organization, so long as they are simultaneously members of the Board.

Other Directors may serve on the Executive Committee if they are appointed by a majority vote of all the Directors in office. Subject to Section 3, the Executive Committee is delegated the power of the full Board to make decisions for the corporation between Board meetings, including financial and budgetary decisions. The Board may, by resolution, place limits on the extent of the authority of powers of the Executive Committee, or impose procedural requirements such as notice to other Board members of the agenda of Executive Committee meetings. The Executive Committee must comply with the provisions of the bylaws applicable to the full Board for 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.

Section 2. Other Committees

The Network Board may establish other advisory committees as it deems necessary and desirable. Advisory Committees shall be composed of interested watershed council assembly members and/or other interested members of the public, and shall include at least one Board Director. The Network Board shall actively solicit the recommendations of the Assembly on a regular basis to develop advisory committees.

Section 3. Limitations on the Powers of Committees

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or Officers; may approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporation's assets; may elect, appoint or remove Directors or fill vacancies on the Network Board or on any of its committees; nor may it amend or repeal the Articles, Bylaws or any resolution of the Network Board.

Article V: Officers

Section 1. Titles

The officers of this corporation shall be the President, Vice-President, Treasurer, and Secretary.

Section 2. Election

The Network Board shall elect, from its existing members, the President, Vice-President, Treasurer, and Secretary to serve one-year terms. An officer may be re-elected to serve with a limit of three consecutive terms, unless otherwise authorized by the Network Board. Elections shall be held at the first meeting of each calendar year.

Section 3. Vacancy

A vacancy of the office of President, Vice-President, Treasurer, or Secretary shall be filled by a vote of the Board, and from current Board members, not later than the first regular meeting of the Network Board following the vacancy.

Section 4. Other Officers

The Network Board may elect or appoint other officers as it deems necessary and desirable. Such officers do not need to be Board Directors. They shall hold their offices for such terms and have such authority to perform duties as shall be determined by the Network Board.

Section 5. President

The President shall be the chief officer of the corporation. The President retains the same rights as other Directors to discuss and vote on questions before the Network Board. The President shall have any other powers and duties as may be prescribed by the Network Board.

Section 6. Vice-President

The Vice-President shall assume President duties when the President is unable to perform them. The Vice-President will assist with President duties as requested by the President. The Vice-President shall have any other powers and duties as may be prescribed by the Network Board.

Section 7. Treasurer

The Treasurer is the chief financial officer of the Network Board. The Treasurer shall perform or cause to be performed the following duties: (a) keeping full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name of, and to the credit of, the corporation in such depositories as may be designated by the Network Board; (c) disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Network Board; and (e) any other duties as may be prescribed by the Network Board.

Section 8. Secretary

The Secretary is the record keeper of the Network Board. The Secretary shall perform or cause to be performed the following duties: (a) official recording of minutes at Network Board meetings; (b) provision for notice of all meetings of the Network Board; (c) authentication of the records of the corporation; and (d) any other duties as may be prescribed by the Network Board.

Section 9. Executive Director and Staff

The Board may appoint or employ an executive director, coordinator, or other staff, whether paid or unpaid to perform and conduct the programs

and activities of the organization. Unless the Board determines otherwise, the executive director or coordinator will have the power, subject to the budgetary decision of the Board to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the corporation.

Article VI: Amendments to Bylaws or Articles of Incorporation

These Bylaws or the Articles of Incorporation of the Network may be amended or repealed, and new Bylaws or Articles adopted, by the Network Board by consensus of Directors present. Prior to the adoption of the amendment, each Representative shall be given at least 30 days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws or Articles of Incorporation and shall contain a copy of the proposed amendment.

Article VII: Miscellaneous Provisions

Section 1. Tax Year

The tax year of the corporation is a fiscal year, beginning July 1 and ending June 30.

Section 2. No Discrimination

The Network of Oregon Watershed Councils does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. The Network shall be committed to providing an inclusive and welcoming environment for all members of its staff, clients, volunteers, subcontractors, and vendors.

Section 3. Board Policies

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

- Administrative Policies, including Document Retention & Destruction, Conflict of Interest
- Financial Policies, including Internal Financial Controls, Finance & Budget, Travel & Expense Reimbursement
- Personnel Policies, including Ethics & Transparency

BYLAWS
Network of Oregon Watershed Councils

DATE ADOPTED: SEPTEMBER 25, 2006

AMENDED: NOVEMBER 4, 2013

AMENDED: NOVEMBER 12, 2014

SIGNATURE OF CORPORATE OFFICER:

Eric Riley
Secretary of the Board