

# **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.
- To be representative of statewide perspectives in decision-making.

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. A list of the watershed councils in each region is provided as Appendix A, to be updated as needed.

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

A list of individual councils per region will be updated as needed.

### **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 elect 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 elect a maximum of eight (8) additional At-Large 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 electing all candidates to a term of service as a Director on the Board.
- 4.2 Current Directors may nominate for service on the Network Board one candidate for each seat held (Sections 3.3 and 3.4), or nominate for re-election continued service of a current representative. The Director(s) from each region are responsible for conducting a regional nomination process. Candidates will be reviewed and elected or re-elected by the Network Board during the first regular meeting of each calendar year.
- 4.3 So long as the minimums outlined in Section 3.2 are observed, any Director may nominate for service or for re-election for continued service individuals for an At-Large position.
- 4.4 The term of office for Directors shall be two years. A Director may be re-elected to serve for a maximum of three consecutive terms, unless otherwise authorized by the Network Board.

## **Section 5. Removal**

A Director who was elected 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 (Sections 3.2 and 3.3) shall be filled for the unexpired term of the vacated position as soon as feasible by a candidate nominated by the appropriate regional Director(s) and elected 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.
- 6.3 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 in office immediately before the meeting begins.
- 7.2 If a quorum is present, the Board will strive to take action by consensus. Where it is apparent that consensus cannot be reached, any Board member can request a vote be taken. The decision whether or not to vote will be decided by consensus minus one. Consensus minus one shall mean that no more than one person states that he or she is voting to block decision to take a vote. If the decision to vote is approved by consensus minus one, then the action will be decided by a super majority vote representing 75% of Directors present, except as otherwise provided in these Bylaws or by Board Resolution.
- 7.3 Any decision that the Board may make at a meeting may be made in writing without a meeting if the decision is approved by the affirmative vote of all of the members of the Board. A clearly stated motion must be sent to all of the members on the Board by mail, fax or email, with clear instructions that this process requires 100% of the members of the Board to vote "yes" for the motion to pass. If the motion is sent by email then each Board member must send his or her vote by email in reply, in which case no other signature is necessary. Motions are adopted and effective on the date that all Board members in office have responded with an affirmative "yes" vote unless the motion specifies another date. If any Board member votes "no," abstains, or fails to vote, then the motion fails to pass. A printed record of each Board member's vote must be kept in the corporate records.

### **Section 8. Regular Meetings**

The Network Board shall strive to meet a minimum of four times per year. Such 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.

Regular meetings of the Network Board shall be held at times and places advertised well in advance on the Network's website.

### **Section 9. Special Meetings**

Special meetings of the Network Board can occur between regularly scheduled meetings. Special meetings shall be held at a time and place to be determined by the Network Board. A special meeting can be called by any Director. 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**

Directors may participate in a regular or special meeting through the use of any means of communication, including internet video meeting or telephonic conference call, so long as all of the Directors participating in the meeting may simultaneously hear and 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 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.

The Board may take action to approve other Directors to serve on the Executive Committee. Subject to Article IV, 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. Officer 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 action of Directors present. Prior to the adoption of the amendment, each Director 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. Notice on the Network's web site shall also provide notice of any meeting of Directors at which an amendment of Bylaws is to be approved. The notice shall be in accordance with ORS 65.344 (2). The notice must also state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

The Board shall review the Bylaws at a minimum of every three years.

## **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.

**BYLAWS**  
**Network of Oregon Watershed Councils**

DATE ADOPTED: SEPTEMBER 25, 2006

AMENDED: NOVEMBER 4, 2013

AMENDED: NOVEMBER 12, 2014

AMENDED: JANUARY 25, 2018

SIGNATURE OF CORPORATE OFFICER:



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Secretary of the Board