

South Fork John Day Watershed Council By-Laws & Operating Procedures

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Council Chair

Date

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South Fork John Day Watershed Council By-Laws & Operating Procedures

Article I – Name

SOUTH FORK JOHN DAY WATERSHED COUNCIL (hereinafter “Council”) is established as the official name of the organization, which name may be abbreviated as SFJDWC.

Article II – Mission

The mission of the Council is to maintain and enhance the health of the South Fork John Day River watershed and the long term economic stability of the region, to foster a better understanding of the multiple resources, to represent broad and diverse geographies and interests, and to work collaboratively to carry out voluntary watershed restoration activities.

Article III – Powers

The Council, through its Board of Directors, shall have the following powers:

1. establish policies of the Council through resolutions;
2. approve or amend the Bylaws and operating documents of the Council;
3. appoint additional Board Directors, elect officers and form advisory groups or committees;
4. delegate to Council officers and representatives the power to incur obligations, withdraw funds, and make payments on behalf of the Council;
5. manage the financial affairs of the Council including the administration of funds or the delegation thereof to a fiscal agent;
6. apply for, receive, and expend funds from any source;
7. employ and fix salaries of employees of the Council;
8. establish relationships and authorize formal agreements with cooperating agencies and organizations;
9. adopt and effect such measures as are deemed proper and expedient to promote the objectives of the Council;
10. make contracts and agreements, in accordance with applicable law; and
11. plan, design, and implement projects to further the mission of the Council.

Article IV – Goals

- A. Make Council resources and expertise available to local land managers and interested publics, where appropriate.
- B. Recommend and administer programs to improve the South Fork watershed and cooperate with other watershed councils.

- C. Create watershed restoration plans using Council sponsored documents and other existing documents as much as possible.
- D. Collect and distribute watershed related educational material to the land managers and coordinate between public agencies and private land managers on these issues.
- E. Collect new data and compile existing information to determine the current condition of the watershed and evaluate watershed health.
- F. Solicit funding for the planning, administration, and implementation of projects.
- G. Evaluate council success using identifiable and measurable variables related to natural, cultural and socio-economic resources within the sub basin.
- H. The Council intends its governing body to include a diverse range of geographic areas and community interests in the watershed in order to engage a balance of interested and affected persons within the watershed.
- I. Encourage coordination among efforts to protect natural resources and the livability of the basin.
- J. Improve communication among affected landowners, interested citizens, business and industry, and representatives of local, state and federal agencies.
- K. Provide a forum to help resolve conflicts between diverse interests in the watershed.
- L. Establish a framework for coordination and cooperation and cost-effective use of resources.
- M. Identify and establish an effective public involvement and education program.
- N. Define the desired future condition of the watershed, beneficial uses, and programs to achieve the DFC.
- O. Influence the legislative and rule making process where it affects the watershed, landowners and land managers.

Article V – Organization

Council Members

Directors

The Council shall be administered by a Board of Directors (hereinafter “Board”). The Board shall consist of up to nine (9) members. No more than three directors will be dedicated to and appointed by agencies from Grant County (hereinafter “Agency Representatives”). The geographic areas and community interests the council intends to include on its governing body in order to engage a balance of interested and affected persons within the watershed include, but are not limited to; Private landowners, Grant Soil and Water Conservation District, John Day Basin Trust, Natural Resource Conservation Services, National Forest Service, Bureau of Land Management, Confederated Tribes of the Warm Springs Reservation of Oregon. The balance of the Board will be comprised initially of the Founding Board Members and subsequently by landowners, or previously listed entities operating within the Council boundary.

The term of office for Board Directors shall be three years, with 1/3 of Directors elected each year. Terms of office will start January 1st and expire December 31st. Directors shall be selected from a panel of applicants nominated by Council Directors at the first Council meeting of each year. From the panel,

Directors will be elected to fill the vacated positions. Council Directors whose terms are expiring may be re-nominated and re-elected to the Board.

The maximum number of Board Directors shall be nine, unless otherwise allowed through a revision of these Bylaws.

Director Alternates

Each Director may, but is not required to, appoint an alternate representative to the Council.

Associate Directors

Associate directors may be (but are not required to be) officially appointed by the Council Board of Directors. Individuals eligible to become associate directors include any person with an interest in the South Fork John Day River Watershed.

An associate director serves until January 1 of odd numbered years. Every two years the Council board may select individuals they wish to appoint or reappoint to associate director positions. Associate directors can consist of up to nine (9) individuals. The council will record in its minutes when a person is appointed to be an associate director.

Officers

The Directors shall elect the officers of the Council from the members of the Board of Directors. Officers shall be elected at the first meeting of each year and shall consist of a Chairperson, Vice Chairperson, and Secretary-Treasurer. Terms of office for all officers shall be one year.

Council Members

Any person who resides, owns real property, or works within the watershed may be considered a Council Member.

Duties

Chairperson:

- a. Call meetings of the Council after having given notice to all members;
- b. preside at all meetings of the Council;
- c. appoint committees and serve as ex-officio member of all committees;
- d. seek the participation of- and act as special liaison to-the Agency Representative organizations;
- e. enforce the rules of the Council including rules for the conduct of meetings;
- f. supervise the Council Coordinator;
- g. coordinate with the Council Vice-Chair and Secretary-Treasurer;
- h. serve as the primary spokesperson of the Council;
- i. sign official documents and correspondence on behalf of the Council; and
- j. perform other duties as requested and assigned by the Council.

Vice Chairperson

- a. Perform the duties of the Chair when the Chair is absent or otherwise unavailable;
- b. assist with the duties of the Chair when requested by the Chair; and

- c. perform other duties as requested and assigned by the Council.

Secretary-Treasurer

- a. Act as the principal financial officer and record keeper of the Council;
- b. provide guidance to and define financial procedures of the Council;
- c. act as the primary liaison with the Council's fiscal agent;
- d. be custodian of all funds and deposit all funds in such depositories as are selected by the Council;
- e. pay bills and accounts approved by the Council;
- f. sign checks jointly with one other member selected by the Council;
- g. develop an annual budget for consideration and approval by the Council;
- h. maintain accurate records of financial transactions;
- i. submit financial reports as requested by the Council
- j. distribute meeting notices and other information to Directors and interested publics; and
- k. maintain an accurate record of meetings.

Coordinator

1. Coordinate and administer the South Fork John Day River Watershed Council.
 - a. Organize, advertise, and facilitate meetings
 - b. Produce and distribute copies of council minutes prior to meeting dates
 - c. Follow up action items from meeting
 - d. Program development
 - e. Plan, coordinate, and monitor projects for the council
 - f. Provide leadership in planning and implementing the Council's outreach programs
 - g. Keep and maintain Council records
 - h. Council Coordinator will represent the Council at various meeting and functions
 - i. Process and distributes mailing for workshops or other functions
 - j. Other duties as assigned by the Council Board
2. Gather/organize watershed data
 - a. Assist the council in annual and long range planning efforts
 - b. Manage open projects
 - c. Complete project reporting requirements
3. Preparing grant application and other funding proposals to promote and enhance the SFJDWC programs
 - a. Secure and administer funding for projects
 - b. Compile and complete project applications
4. Supervise Assistant Coordinator.
5. Prepare monthly project and financial reports for Council meetings

Watershed Technician

Assist Coordinator and Council Board in:

1. Program development
2. Planning, and monitoring projects for the council
3. Represent the Council at various meeting and functions
4. Process and distribute mailings for workshops or other functions

5. Gather/organize watershed data
6. Assist the council in annual and long range planning efforts
7. Manage open projects
8. Complete project reporting requirements
9. Prepare grant applications and other funding proposals to promote and enhance the SFJDWC programs
10. Secure and administer funding for projects
11. Compile and complete project applications
12. Assist in preparing monthly reports to present at Council meetings
13. Other duties as assigned by the Council Board, or Coordinator

Agency Representatives

Directors representing agencies (working in Grant or Harney County) will keep their respective organizations informed about the work of the Council and will bring the concerns of those agencies to the Council. Agency Representatives shall act with due care in managing the affairs of the Council and shall act in the best interests of the Council and organizations that they represent.

Alternate Directors

Alternate Directors to the Council shall have the same role on the Council in the absence of the respective Director and shall inform the Director of all Council actions that were performed in their absence. Alternates may attend and participate in all meetings of the Council, but may not vote if the respective Director is present.

Associate Directors

Associate directors can augment the board's knowledge and experience level and assist with Council programs and activities. An associate director does not vote when the board makes an official decision.

Membership

New Members & Board Directors

The Board may approve the expansion of members to the Board or Council at any time and for any reason. The Board may approve an additional membership position to the Board regardless of whether a candidate is available for such position, which may be held vacant until a suitable applicant is available. New Board Directors must be approved through the unanimous consent of the Board.

Removal or Replacement of Members

The Board will act to replace Directors who resign or are unable to continue serving on the Board. The Board will request replacement representatives from the respective Agency. If the Agency is unable or unwilling to fill a vacated position, the Council may keep the position open, but inactive, until the Agency selects a replacement representative.

If the Board has concerns about a Director's participation on the Council, the Council shall notify the Agency Representative organization or the individual member of its concerns and request appropriate action from the Member or Agency Representative organization.

In the event that a Member and alternate fail to attend three consecutive Council meetings without providing sufficient justification of absence, an inquiry may be made by the Council requesting an explanation, resignation, or designation of suitable replacement of either the Director, their alternate or both. If a response is not received within thirty (30) days, the Council may deem the Director position open.

Voting Process

Quorum

A quorum is the presence of two-thirds of active Board Directors, including the Agency Representatives. A quorum of Directors or their alternates must be present to conduct business, although the Board may meet even when lacking a quorum of members.

Voting Process

The Council will use a two-thirds majority rule voting process for all decision-making, except expansion of the Board and amending these Bylaws. Agency Representatives may vote on Board Decisions. Following the question and discussion, if any, the Chairman shall call for a vote and each Director shall indicate their vote verbally. Alternates may not vote when the Director whom they represent is also in attendance. Council Members shall not vote on Council decisions. Any Director may abstain from any vote with sufficient justification and reasonable explanation, the sufficiency of such to be determined by the other Directors. Abstentions and absences shall not count as dissent from any decision. When a decision is reached, all Council Members will support such decision publicly and the Agency Representatives will encourage their member organizations to adopt or implement the decision as appropriate.

Consent Mail

From time to time, the Council may decide to conduct business through the use of consent mail. At the discretion of the Chair, but not for proposals to modify the bylaws or operating procedures or to add Board Directors, the Chair or Coordinator may distribute information via electronic or regular mail related to a necessary decision of the Council. Concurrently, the Chair or Coordinator will distribute a clear description of the question to be asked of the Board. After confirmation that each Board member has received the information, each Director shall be given a predetermined time in which to indicate its opinion on the matter and indicate their vote. Following the expiration of designated time allowed for consideration of the matter, the indication of the responding Directors shall determine the outcome of the question. Lack of response shall indicate concurrence with the question.

Any Director may ask for additional time for consideration and shall specify the amount of additional time requested. Any Director may request that the matter be deferred to the next meeting of the Council. The Chair may not deny either request.

From time to time and at the discretion of the Chair, the Board may meet and conduct business, consistent with these Bylaws, via conference calling, internet or video conferencing or by other reasonable electronic or telephonic means. Individual Board Directors may also participate by such

means even if the balance of the Board is meeting in person. The Board will adhere to the notification and meeting process described in these Bylaws and will attempt to accommodate Council members and members of the public in such meetings and via such methods to the extent feasible and practical.

Committees

The Council, through the Chairperson, may form committees (*ad hoc* or standing) of its own Directors and others not on the Council to advise and make recommendations to the Council in certain matters or to handle specific tasks as delegated by the Council. Any committee will have a chair chosen by the Council and will have at least one Director in addition to the Council Chair, who will serve as *ex officio* member of all committees. The committee chair shall serve as the official committee liaison to the Council.

ARTICLE VI – MEETINGS

Meeting Procedures

Notice

The Council shall strive to meet once per month, on the 2nd Monday of the month, if this happens to be a holiday the meeting will be held on the 2nd Tuesday of the month. If the Council lacks business, the Chair may cancel any meeting. Any member may request the Chair to call a special meeting of the Board [Council]. Notice of regular and special meetings shall be made seven (7) days in advance. An emergency meeting may be called with twenty-four (24) hours' notice to the Board [Council].

Conduct

Robert's Rules of Order shall be used as guidelines for the conduct of all meetings, although the Chair has the prerogative to waive or reinstitute meetings rules at any point in any meeting. Any other ground rules established by the Council and made apparent to the meeting attendees at any point in the meeting, shall be followed by all meeting attendees.

Everyone present shall be encouraged to participate and express their opinions and concerns at the meeting.

Members will treat each other with respect, will not monopolize meeting time, and will listen to and try to understand each other's views. Members will refrain from placing blame for past practices. Members will search for opportunities to develop broad solutions and resolution to conflicts. Members will strive to adhere to Council rules.

Public Comment

At least ten minutes will be set aside at each Council meeting for a general discussion by the Board and ten minutes total set aside for general public comment. At the Chair's prerogative, additional time for public comment may be granted.

Attendance

All Directors will strive to participate or attend each meeting and, in the case that they are unable to participate, notify their alternate so that they may participate in their absence. If any Director is unable to attend, they will attempt to notify the Chair or Coordinator. Directors [Council Members] may comment in writing on any topic under consideration by the Council however, except in the case of Consent Mail, no Director may vote by mail.

ARTICLE VII- MISCELLANEOUS

Amendments

These Bylaws and Operating Procedures may be amended, altered, or replaced in their entirety by a unanimous consent of the Board in a regularly scheduled meeting, or through consent mail. Modifications made to these documents will not take effect until the following Board Meeting.

APPENDIX A -- Policies & Operating Procedures

Financial

Revenue

The Board may approve revenue generating activities and the Council may receive grants, gifts, and donations of any kind. The Council may also employ or otherwise engage persons and organizations for pay to further the purposes of the Council, including for fundraising activities.

The organization is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Audits

The Council may seek independent auditing of its financial records on an annual basis and has the option to request annual compilations or reviews of its finances by a certified public accountant. The Council will strive to complete or have completed a full financial audit of its accounts every 3 to 5 years.

The Council will strive to ensure that any outside fiscal agent engaged by the Council completes annual reviews of Council finances and provides the Council with copies of such reviews or audits. The terms and conditions and performance of all independent fiscal agents will be established in consultant contract agreements. The fiscal agents will be required to adhere to Generally Accepted Accounting Practices (GAAP).

Oversight

Board of Directors

The Board shall be responsible for advising on and overseeing the implementation of project budgets adopted by the Council. The Council shall review its financial status at least quarterly.

Secretary-Treasurer

The Secretary-Treasurer shall review financial reports at least quarterly unless requested otherwise by the Board.

The Secretary-Treasurer shall review the annual Council Budget, prepared by the Council's Fiscal Sponsor and Council's Coordinator.

Authorities

Contractual

The Chair has the authority to make, approve, or otherwise authorize any instrument in the name of the Council that requires payment or expenditure of funds in the total amount of \$500 or less. Any decision of the Chair must be reported at the subsequent Council meeting.

The Council will strive to make payments to contractors related to pre-approved payment schedules and deliverables, where feasible.

Authorized Expenditures

The Chair has the authority to make or authorize any single expenditure of funds in the amount of \$500 or less in the name of the Council, such decisions to be reported to the Board in the subsequent meeting.

The Coordinator has the authority to approve and sign requests for reimbursements and other payment requests, less than \$10,000.00, and shall forward them to the Council Fiscal Sponsor, for payment. The Coordinator shall not approve or sign any requests for personal reimbursement. The Coordinator will present detailed financial records to the Secretary Treasurer, at least quarterly, and present a monthly report of approved payments at regularly held Council meetings.

Signatures & Signing Authority

Three Directors, as well as the Council Coordinator, will be designated as possessing signing authority for the Council contractual or financial matters, the Board Chairman and Secretary-Treasurer comprising two of those individuals. Two signatures will be required on all checks. Directors or Coordinator with signing authority may not sign payment documents, including checks, to themselves.

Legal Advice

The Board may seek, at its own determination and sole discretion, legal advice from a competent and qualified attorney at any time and regarding any subject that it deems necessary and prudent.

Insurance

The Council will maintain General Liability coverage (\$1,000,000 per occurrence), Directors and Officers Liability Insurance (\$150,000 per occurrence), and Automobile Liability Insurance (\$1,000,000 per occurrence). Council Fiscal Sponsor and Employer of Record shall provide workman's compensation insurance coverage for employees.

Books & Records

Record Keeping

The Council shall keep current and complete books and records of accounts and shall keep minutes of the proceedings of the Council and committees conducting the business of the Council. The Council will use electronic recordkeeping for its financial management and will require outside fiscal agents to use financial management software to account for income and expenses.

Register

The Council shall keep a register of the names and addresses of its Members.

Public Records

The Council shall make available to the public for inspection, at reasonable times and places, the Council's Bylaws, Operating Procedures, and supporting documentation. The Council will provide a regularly published meeting schedules including sign-in sheets, agendas, and meeting minutes that will be made available to the public upon request.

Private Property Rights

The Council affirms its respect for private property rights in planning and implementing projects and monitoring and reporting information related to the health and condition of the watershed. The Council will only engage in an activity on private property with prior written permission and at the invitation of the landowner or the landowner's duly authorized representative. Any commitment from landowners will be voluntary and clearly defined. The Council shall

not use litigation as a means to achieve restoration, protection or enhancement of native fish or wildlife habitat and natural watershed functions to improve water quality or stream flows.

Conflict of Interest

The purpose of this policy is to protect the Council's interest when contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest.

Definitions

1. Interested Person: an interested person is any director, principal officer, or member of a committee with governing board delegated powers who has a direct or indirect Financial Interest, as defined below.
2. Financial Interest: a person has a Financial Interest if the individual has, directly or indirectly, any actual or potential ownership, investment, or compensation arrangement with the Council or with any entity that conducts transactions with the Council. A Financial Interest is not necessarily a conflict of interest in all cases. Under Article III, Section 2 of IRS Form 1023, a person with a Financial Interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Procedures

1. Duty to disclose: In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the directors and members of the committees with governing board-delegated powers considering the proposed transaction or arrangement. In an effort to aid such disclosure, each member (board, committee, or staff) shall complete a conflict-of-interest questionnaire as circumstances warrant, but no less frequently than annually.
2. Determining whether a conflict of interest exists: The board shall review each member questionnaire and any other disclosures regarding the Financial Interests of its members. After disclosure of the Financial Interest, the Interested Person shall leave the board meeting while the remaining board members discuss and vote on whether a conflict of interest exists.
3. Procedures for addressing the conflict of interest: After exercising due diligence, the governing board or committee shall determine whether the organization can obtain with reasonable effort a more advantageous transaction or arrangement from a person or entity that would not produce a conflict of interest. The Interested Person shall not be present in the room during the determination. If an alternative transaction or arrangement is not possible, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interests of the organization, for its own benefit, and fair and reasonable. Based on these determinations, the board or committee shall make its decision on whether to enter into the transaction or arrangement.
4. Disciplinary action: If the committee has reason to believe an individual has failed to disclose actual or potential conflicts of interest, it will inform the member and allow him/her to explain the alleged failure to disclose. If the committee still has reason to believe a conflict of interest exists after the alleged conflict is explained it will take corrective action.

Conflict of Interest Questionnaire

The following questionnaire must be completed annually by all Directors and Officers of the South Fork John Day Watershed Council. Answers to this questionnaire should relate to relationships that occurred from January 1st, 2017- January 1st, 2018. Once you have completed this questionnaire, please sign and date in the space provided and return it to the Council Coordinator.

1. Are you an officer of an organization that conducts business or has relationship with the Council?

Yes _____ No _____

If yes, please define: _____

2. Have you ever served on the board of a business in which the Council invests?

Yes _____ No _____

If yes, please define: _____

3. Do you have a family relationship with anyone who has a noted relationship with the Council? Family connections include an individual's spouse, parent, child, grandchild, great-grandchild, and sibling. The spouses of any children, grandchildren, great-grandchildren, and siblings are considered family relationships as well.

Yes _____ No _____

If yes, please define: _____

4. Have you participated, directly or indirectly, in any employment agreement, compensation relationship, or any other arrangement/investment opportunity with a third-party vendor doing business with the Council that has resulted or could result in personal benefit to you?

Yes _____ No _____

If yes, please define: _____

5. Have you received, directly or indirectly, any salary payments, loans, or gifts of any kind or any free service, discounts, or other fees from any person/organization engaged in any transaction with the Council?

Yes _____ No _____

If yes, please define: _____

6. Do you share ownership of a business that does business with the Council? Ownership means voting power in a corporation, profits interest in a partnership, or beneficial interest in a trust.

Yes _____ No _____

If yes, please define: _____

Signature _____ Date _____

Print Name _____



South Fork John Day River Watershed Council Territory