

# BYLAWS

## Lower Rogue Watershed Council

*PO Box 666 | Gold Beach, Oregon | 97444 | 541.247.2755 (4#)*

### *ARTICLE 1*

#### *PURPOSE & MISSION STATEMENT*

Our purpose is to protect, enhance, and restore long-term natural resources and economic stability of the Lower Rogue Watershed and the near shore environment.

Our Mission is to represent the broad and diverse geographic areas and community interests in the watershed and work collaboratively with these interests and landowners to develop and carry out voluntary watershed protection, restoration, enhancement, and community engagement activities.

#### **The Council's Guiding Principles:**

- We believe that a healthy environment and a healthy economy are inextricably linked.
- We believe that watershed stewardship should be based on a combination of sound science, education, and community involvement.
- We believe that a strong stewardship ethic enables us to leave healthy natural resources for future generations.
- We believe in working from ridge to ridge to achieve dynamic, naturally functioning ecosystems.
- We value our relationship with the landowners who have voluntarily joined in whole watershed habitat enhancement.
- We shall not participate or intervene in any political campaign on behalf of any candidate for public office. We shall not carry on propaganda or otherwise attempt to influence legislation.

The Lower Rogue Watershed includes all lands and waters of these lands that drain into the Rogue and Illinois rivers within Curry County, Oregon, and is the western extent of the Rogue River Basin.

**ARTICLE II  
NON-MEMBERSHIP**

This corporation shall have no members as that term is defined by Oregon Revised Statutes Chapter 65, but shall have members for other purposes. These members shall have none of the rights or duties described in ORS Chapter 65 (or any corresponding future statute). Furthermore, there shall be no voting members.

**ARTICLE III  
BOARD OF REPRESENTATIVES**

**1. Duties**

The Board of Representatives (Board) shall promote the health and function of the Lower Rogue Watershed by advising and bringing differing ideas and parties together to discuss local Watershed issues. The best available science will be utilized to achieve the best solution for the Watershed.

- a. The Board shall have the power to approve the Council's work plan, to set priorities for restoration and education work, to evaluate the council coordinator, and to set broad policy direction for the Council.

**2. Number and Representation**

Watershed Councils are described in Oregon Statute 541.910 as being "locally organized, non-regulatory groups established to improve the condition of watersheds in their area,...are required to represent the broad interests in the basin and be balanced in make- up,...and bring varied interests together to form a common vision for the ecological and economic sustainability and livability of their watershed."

- a. The Lower Rogue Watershed Council Board may include any person or interest that the board feels would further the effectiveness and functionality of the Council and may be guided by the below positions: Interested Citizens (2), Angler's Association (Curry Anadromous Fisherman), Agriculture, Environmental, Local Business, Commercial Fishers, Special District (Port & Water Districts), Commercial Forestry, City of Gold Beach; and augmented by the Town of Agness, Curry County, Education, Nearshore, Recreation, and the US Forest Service and Oregon State University as Technical Advisors.

**3. Term and Election**

The term of office for a Board representative shall be two years, and may be re-appointed to serve consecutive terms, unless otherwise authorized by the Board.

- a. The Board serves as an advisory council to the Coordinator, in order to implement projects in the Lower Rogue Watershed (*see Duties above*).
- b. Representatives shall not receive salaries from the Council for their Board services, but may be reimbursed for expenses related to Council service.

#### **4. Conduct and Removal**

The following guidelines will be adhered to:

- a. Ideas, theories, and conclusions may be discussed and challenged.
- b. Personal attacks upon individuals or groups will not be tolerated. Anyone engaged in such behavior will be asked to cease and desist, or leave the meeting if they persist.
- c. Individual members will be replaced if this conduct is habitual. Any Board member may request a vote to remove the representative. In order to remove the representative there must be a majority vote by the voting body.

#### **5. Vacancies**

Vacancies on the Board will be filled by representatives from the stakeholder interest where the vacancy occurs, subject to the terms outlined in Article III, Section 2a.

- a. New Board members are recommended by the existing Board. Though, not an enforced rule, potential Board members are encouraged to attend at least 3 meetings before requesting a vote of acceptance from the Board (where a quorum exists, *see Article IV, Section 1*).
- b. Mid-term vacancies will be filled for the unexpired term of the vacated position by an alternate Board member (if one has been identified by the stakeholder group for which the vacancy occurs), and approved by the Board.

#### **6. Committees**

The Board may establish such other ad-hoc committees as it deems necessary. Such committees may exercise certain functions of the Board or may act as advisory committees.

### ***ARTICLE IV*** ***BOARD MEETINGS***

#### **1. Quorum and Action**

The Board members of the Lower Rogue Watershed Council shall meet regularly, intended to be at least monthly, in order to conduct council business. There will be a

minimum of nine meetings in a year. The public will be invited to participate in all council meetings and council activities.

- a. In view of the diverse backgrounds, interests and affiliations of the Council Board, differing and frequently strongly held opinions often will be discussed before rational decisions can be made.
- b. A quorum to vote on any issue shall consist of at least fifty percent (50%) of the Board in attendance or participating via conference call at a publicly held and advertised meeting of the Council.
- c. Consensus is the desired goal for action on all issues. Effort will be made to approve any proposed action by consensus of the voting members present or participating via conference call. "Consensus" means that all members of the quorum are in agreement with, or have no strong objection to, the issue under consideration. If consensus cannot be reached, an action may still be approved by majority vote.
  - i. When decisions are required between meetings or in emergency situations, a decision document will be drafted by the President, Coordinator, and/or other appropriate members. Council members will be canvassed electronically (e-mail) for consensus. The absence of a response within seven days of receiving the notification of a decision will be counted as agreement, unless otherwise noted.
  - ii. Voting members unable to attend a meeting may appoint an alternate to attend in their absence, though the alternate holds no voting status.
  - iii. Any voting member missing three consecutive meetings without appointing an alternate may be subject to a recommendation for replacement from the President.
  - iv. If a representative resigns or is removed, then a new representative from the same interest group will be sought as a replacement.

## ***ARTICLE IV*** ***OFFICERS***

### **1. Titles**

Officers of the Lower Rogue Watershed Council shall be a President, Vice-President, Secretary, and a Coordinator (staff).

### **2. Officer Election**

The council's governing body must represent a balance of interested and affected persons in the

watershed as required by ORS 541.910(2). The Council Board shall nominate, from its existing members, the President, Vice President, and Secretary to serve two-year terms; where nomination and majority vote will be used to appoint the officer. An officer may be reelected to serve with unlimited terms, unless otherwise authorized by the Board.

- a. A vacancy of the office of President, Vice-President, or Secretary shall be filled by a vote of the Board, and from current Board members, no later than the first regular meeting of the Council Board following the vacancy, unless otherwise noted.

### **3. President**

The President will lead monthly Council meetings, represent the Council when appropriate, and meet as needed with the Coordinator. The President retains the same rights as other representatives to discuss and vote on questions before the Board.

### **4. Vice-President**

The Vice President will perform duties of the President in their absence, and help with other tasks when called upon. The Vice-President will assist with duties as requested by the President. The Vice- President shall have any other powers and duties as may be prescribed by the Board.

### **5. Secretary**

The Secretary is the record keeper of the Board, and shall perform the following duties: (a) official recording of minutes at Board meetings; and (b) any other duties as may be prescribed by the Officers or Board.

### **6. Coordinator**

The Coordinator (or designee) will keep a list of members, records of notes and meetings, and will solicit notices of meeting dates. The Coordinator (or designee) shall keep charge of the Council's books and handle funds awarded to the Council for watershed enhancement projects.

### **7. Amendments to Bylaws**

Bylaws of the Lower Rogue Watershed Council may be amended or repealed, and new Bylaws adopted, by the Board by consensus of Representatives present. Prior to the adoption of the amendment, each representative shall be given notice of the date, time, and place of the meeting at which the proposed amendment is to be considered.

**ARTICLE VI**  
**MISCELLANEOUS PROVISIONS**

**1. Conflict of Interest**

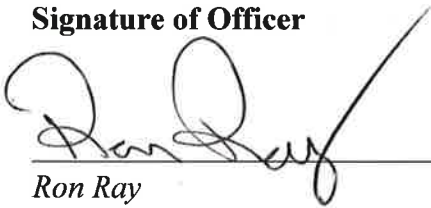
Representatives, who have a conflict of interest in any matter, direct or indirect, must: declare the existence of such conflict; disclose its nature on the record; and abstain from voting on that matter.

**2. No Discrimination**

The Lower Rogue Watershed Council does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

**Date Adopted:** September 2014

**Signature of Officer**



*Ron Ray*

*President, Lower Rogue Watershed Council*

**Signature of Coordinator**



*Kelly Timchak*

*Coordinator, Lower Rogue Watershed Council*