

North Santiam Watershed Council By-Laws

Article I: Title, Purpose, Intent, Mission and Functions

A. Title: This organization shall be known as the North Santiam Watershed Council

B. Purpose: The North Santiam Watershed Council is a voluntary local organization intended to function as a watershed council consistent with the provisions of ORS 541.388.

C. Intent: The North Santiam Watershed Council may function as a non-profit corporation.

D. Mission: The North Santiam Watershed Council will provide opportunities for stakeholders to cooperate in promoting and sustaining the health of the watershed and its communities.

E. Functions: The North Santiam Watershed Council shall serve as an advisory body to established decision-making bodies in the watershed; including any individual or community, business and government groups. The Council shall focus on three primary functions including information and education, data development, and project planning and implementation to work towards achieving Council values, which are:

1. Promoting awareness and education about watershed issues.
2. Preserving and/or improving the water quality and quantity in the river and stream networks.
3. Maintaining healthy, well-functioning natural and human communities within the watershed.
4. Protecting natural areas including wildlife habitat and biodiversity.
5. Recognizing the social and economic benefits in protecting the health of the watershed.

Article II: Organization

A. Organizational Structure

The North Santiam Watershed Council (NSWC) is not a recognized “non- profit organization.” The NSWC is an all-inclusive group of volunteers that functions like a non-profit by contracting a recognized non-profit (501 c3) as its fiscal sponsor and employer of record.

The NSWC is not a true “membership organization” but functions in a similar manner. At the time the NSWC was formed, the intent was to convene a Steering Committee of up to twelve individuals who represent a broad spectrum of interests in the North Santiam Watershed. If a Steering Member position becomes vacant individuals who meet the eligibility requirements may request to join the Steering Committee. After the interested individual has attended three board meetings the Steering Committee will then bring their request to a vote. Each November the Steering Committee will vote to appoint existing Steering Committee members to sit on the Operations Committee. The Operations Committee will consist of a Chair, Vice Chair and Treasurer/Secretary. All individuals participating in the NSWC who are not on the Steering Committee will be identified as General Members. General Members will be able to participate and provide input in NSWC discussions but will not have the power to vote.

B. General Membership

1. Duties: General members of the Committee shall participate in Council activities, serve on one or more task groups or committees established by the Steering or Operations Committees and make recommendations to the Steering or Operations Committees.

2. Membership: The governing body will represent a balance of interested and affected person in the watershed as required by ORS 541.910(2). General Membership in the North Santiam Watershed

Council is open to any individual or community, business or government group having an interest in the watershed and that supports the mission of the Council. To be a member of the Council an individual or group must fill out a form stating the individual's or group's primary interest(s) in the watershed; indicate willingness to receive Council updates and an interest in actively participating in Council activities, programs and/or projects. Elected members will serve a four year term with unlimited opportunities to renew.

3. Meetings: There will be regularly scheduled joint General Member and Steering Committee meetings each month (January through November). Special meetings of the General Members may also be convened by the Steering Committee. Notice of joint General Member Steering Committee meetings shall be mailed to all members at least one week prior to the meeting. The Chair of the Steering Committee shall preside at General Member meetings. It is the intent of the Steering Committee to follow the guidelines of the Open Meetings Law but the committee is not bound by those provisions.

4. Removal: Membership may be terminated for any action by a member that is detrimental to the best interests of the Council. Such termination must be proposed by the Steering Committee and shall require a super majority vote by the Steering Committee at a joint General Member and Steering Committee meeting. Not fewer than 15 days prior to the joint meeting at which the proposed termination is to be considered, the member shall be provided written notice of the termination and reasons for it. The affected member shall have the opportunity to be heard, orally or in writing, at the joint meeting.

C. Steering Committee

1. Duties: The Steering Committee is the decision-making body of the Council, and makes decisions that represent or commit the Council according to its mission and values identified in Article I. Steering Committee members will inform their respective interest and sub-basin groups about the work of the committee and will bring concerns of their groups to the Steering Committee.

2. Membership: All Steering Committee members must live in or derive economic benefit in the watershed. The Steering Committee will be composed of a maximum of twelve (12) primary voting members representing the primary interests and sub-basins of the watershed as follows:

- a. 2 economic interest representatives from the following: timber, agriculture, aggregate, recreation and tourism or other business.
- b. 1 natural resource representative
- c. 1 City of Salem representative
- d. 1 small cities in the watershed representative
- e. 1 irrigation district representative
- f. 1 Linn County representative (citizen at large, appointed by County Commissioners)
- g. 1 Marion County representative (citizen at large, appointed by County Commissioners)
- h. 4 sub-basin representatives (representative must live in or derive an economic benefit or interest in the sub-basin they represent)

Each of these primary positions may have an alternate who will participate as a voting member of the Steering Committee when the primary member is unable to attend. Any steering position remaining unfilled for more than 12 months may be converted to "At Large" and can be filled by any of the following interests: tribal, educational, agency, community or other stakeholder that the current steering members agree meet statutory obligation for watershed council representation (ORS 541.910).

3. Term and Elections: The specific interest groups and sub-basins represented on the Steering Committee may recommend a primary and alternate representative to the Steering Committee for approval by the Steering Committee. Newly elected members will serve a four year term with unlimited opportunities to renew.

4. Removal: Membership may be terminated for any action by a member that is considered detrimental to the best interests of the Council. Such termination must be proposed by the Steering Committee and shall require a super majority vote by the

Steering Committee at a joint General Member and Steering Committee meeting. Not fewer than 15 days prior to the joint meeting at which the proposed termination is to be considered, the member shall be provided written notice of the termination and reasons for it. The affected member shall have the opportunity to be heard, orally or in writing, at the joint meeting.

5. Vacancies: When a Steering Committee member resigns or is unable to continue serving, the interest and/or sub-basin group represented on the Steering Committee will recommend a replacement to the Steering Committee for approval by the Steering Committee.

6. Quorum and Decision Making: A quorum of the Steering Committee shall be a simple majority of the individuals then serving on the Steering Committee. Initially, proposed actions shall be approved by consensus of the members present. In the event that consensus cannot be achieved, a super majority vote (defined as two-thirds) of members present shall suffice for approval of a proposed action.

7. Meetings: There will be a regularly scheduled joint General member and Steering Committee meeting each month. Special meetings may be convened by the Chair of the Steering Committee or by a simple majority of the Steering Committee. Notice of all Steering Committee meetings shall be mailed to all members of the Council at least one week prior to the meeting. It is the intent of the Steering Committee to follow the guidelines of the Open Meetings Law but the committee is not bound by those provisions.

8. Attendance: Steering Committee members will make every effort to attend all Steering Committee meetings. If they are unable to do so, they may notify their alternate. The Steering Committee Chair may be notified if both the primary and the alternate are unable to attend the meeting. Steering Committee and alternates may not vote in absentia. Steering Committee members who miss three consecutive meetings are subject to having membership revoked as outlined in Article II section B.4. And said vacant position will be filled according to Article II section B.5.

D. Operations

1. Duties: The Operations Committee is responsible for managing the day-to-day operations of the Council under the direction of the Steering Committee. The Operations Committee will report regularly to the Steering Committee. The Operations Committee is directly responsible for such administrative tasks as obtaining funds, developing and managing a budget, establishing organizational policies, hiring and managing temporary and permanent staff and hiring and managing all consultants.

2. Membership: The Operations Committee will comprise of the Chair, Vice-Chair and Treasurer/Secretary of the Steering Committee. **3. Term and Election:** Operations Committee shall be elected at the November meeting and will serve for one year.

4. Quorum and Action: A quorum at a Committee meeting shall be a simple majority of committee members in office. If a quorum is present, action is taken by a super majority vote of members present.

5. Removal: Membership may be terminated for any action by a member that is considered detrimental to the best interests of the Council. Such termination must be proposed by the Steering Committee and shall require a super majority vote by the Steering Committee at a joint General Member and Steering Committee meeting. Not fewer than 15 days prior to the joint meeting at which the proposed termination is to be considered, the member shall be provided written notice of the termination and reasons for it. The affected member shall have the opportunity to be heard, orally or in writing, at the joint meeting.

E. Sub-Committees and Teams: The Steering or Operations Committees may establish committees and teams, as deemed necessary and desirable.

1. Duties: Duties of sub-committees and teams shall be established by the Steering or Operations Committees. All sub-committees and teams shall report directly to Steering or Operations Committees. To be recognized as part of the Council, these groups must communicate their focus, general time-lines, meeting information and membership to Steering Committee and share their recommendations and activities at Council meetings.

2. Membership: Any member of the General and Steering membership can request to form a committee. Sub-committees and teams shall be composed of two or more Council members; however, at least one member must be on the Steering Committee.

3. Limitation of Powers: Sub-committees and teams are not empowered to act on Council behalf unless the Steering Committee specifically grants authority. Sub-committees and teams may not authorize payments, enter into contracts or agreements, hire and manage contractors without Steering or Operations Committees' written approval.

Article III: Officers

A. Titles: The officers of the North Santiam Watershed Council Steering Committee shall be Chair, Vice-Chair, Secretary and Treasurer. The Council can choose to combine Secretary/Treasurer when deemed appropriate.

B. Election and Terms: Officers of the Steering Committee shall come from the membership of that committee and shall be elected by a super majority of the Steering Committee in November of each year for a one-year term. Steering Committee can choose to merge the Secretary and Treasurer Positions and duties to one position.

C. Vacancy: Officer vacancies arising between elections shall be filled by a super majority vote of the Steering Committee.

D. Chair: The Chair shall preside at all Steering Committee, Operations Committee and General

Membership meetings. The Chair shall also be the chief spokesperson for the Council.

E. Vice-Chair: The Vice Chair shall preside at meetings in the absence of the Chair. The Vice Chair shall be given responsibility to assure that sub-committees and teams are functioning actively and meeting their intended purpose.

F. Secretary: The Secretary shall be responsible for reviewing minutes generated by staff/contractors to ensure they accurately reflect meetings. Secretary shall ensure staff/contractors distribute meeting notices and minutes and maintain a current roster of Council members.

G. Treasurer: The Treasurer shall be responsible for reviewing financial reports generated by fiscal agent and reporting to Steering Committee.

Article VI: Amendments to Bylaws

Amendments to these Bylaws shall be proposed in writing to the Steering Committee. If the change is substantial, a presentation to the Council of the proposed amendment(s) by the person submitting the change(s) will be required. A vote on proposed amendments shall be scheduled to take place at the next regularly scheduled joint General Member and Steering Committee meeting. Initially, proposed amendments shall be approved by consensus of the members present. In the event that consensus cannot be achieved, a super majority vote of members present shall suffice for approval of a proposed action.