

Coquille Watershed Association Bylaws

1. Introduction

Geographic Area

The Coquille Watershed Association's (Association) geographic service area includes the North Fork, East Fork, Middle Fork, South Fork, and mainstem Coquille River watersheds (see map).

Authorization

The watershed councils of Oregon were created as part of the Oregon Plan (ORS 541.898). The mission of the Oregon Plan is to restore the watersheds of Oregon and to recover the fish and wildlife populations of those watersheds to productive and sustainable levels in a manner that provides substantial ecological, cultural, and economic benefits. The Association is established under the provisions of House Bill 3441 (1999) and Oregon Revised Statute, ORS 541.910. The Association was recognized by the Coos County Commissioners in 1998. The Association is a 501c3 non-profit organization as determined by the IRS on February 24, 1998.

Association Mission

The mission of the Association is to work collaboratively with communities and landowners to develop and implement voluntary watershed restoration, enhancement, and community engagement activities that promote healthy and resilient ecosystems and economies in the Coquille watershed.

Association Role in the Watershed

The Association is a non-regulatory, non-governmental group consisting of a balance of watershed interests. As such, in addition to implementing projects, the Association seeks information, makes recommendations, and provides advice concerning the natural resources of the watershed and its restoration.

Association Goals

Restoration

- Evaluate watershed conditions through monitoring and assessment projects that inform restoration effectiveness, prioritize areas for outreach and restoration, and/or provide additional baseline data on watershed conditions.
- Implement voluntary restoration projects that improve water quality, habitats, and working landscapes with willing landowners.

Education & Outreach

- Be a community resource for watershed science and local challenges
- Promote stewardship and beneficial land use practices to community members
- Facilitate the collaboration of a diverse group of landowners, community members, agencies, and other organization for common goal projects

2. Association Membership

There are two levels of Association membership:

- Board of Directors (Board)
- Active Members

Board membership is open to any active member that lives, owns property, works in, or has established connections in the Coquille watershed. All Board members are volunteers. There shall be a minimum of 12 members and a maximum of 21 members. All Board members must pay dues. The Association intends to encourage a diverse balance of interests on the Board. The Board intends that Board membership represents the diversity of geographic areas and interest groups in the watershed. Board members may be nominated and elected to the Board at any time of the year. Board member terms shall be two years. A Board member may serve a total of four terms, after which members are encouraged to stay engaged as an active member. Any active member who has not held a Board position in the past 4 years that wishes to hold a Board position again is eligible and shall notify the Board of their interest. An announcement or notification will be sent with the meeting agenda of intent to appoint a member to the Board and a vote on the appointment will be taken at the following regular meeting. The Board shall strive to stagger terms so that half of the terms are up for election each year. Board members are voted in anonymously, via written ballot and tabulated by the President and Executive Director. A simple majority vote in favor of appointing a board member candidate will ensure their position on the Board.

Active membership is open to anyone with an interest in the watershed and supports the mission and goals of the Association. The number of active members will be unlimited. The Association will maintain a list of active members who will receive advanced notice of meetings and agendas. Active members do not have voting rights. There are no term limits on active membership. An eligible individual or entity may become a member by completing a membership application and paying the annual dues. The Board shall have the power to designate additional requirements for membership. Active membership is renewed and dues are paid in January each year.

Members whose actions and/or statements demonstrate positions contrary to the goals and mission of the Association may be removed from the membership rolls by the Board. Votes to remove a member will be anonymous, cast via written ballot and tabulated by the President and Executive Director. A simple majority will prevail.

3. Association Structure

The Coquille Watershed Association Board of Directors (Board) is the decision-making body of the Association. The Board will strive to meet each month with a minimum of 4 meetings a year. The meetings are presided by the President and open to all active members and the general public. If necessary, a closed door meeting of the Board or a standing committee may occur (Executive Session).

The Board may form committees and task groups that may include persons not on the Board. All committees and task groups will be created by the Board, and will report back all findings to the Board. The Board, committees, or task groups may co-opt technical advisors to use as needed. Standing committees include but not limited to: Executive Committee, Finance Committee, Education and Outreach Committee, and the Project Steering Committee. Responsibilities of these committees are found in the Operating Policies. Additional Ad Hoc committees may be formed at any time at the request of the Board.

4. Duties of the Board

The Board of Directors shall have the powers identified in the Oregon Non-Profit Corporations Act as amended, or any successor statutes (ORS Ch. 65, Non-Profit Corporation), including the following:

- To establish policy & adopt, amend, and repeal the Bylaws of the Association
- To set dues or fees
- To elect officers of the Association
- To form standing and Ad Hoc committees with special expertise on any issue, e.g. education community, the scientific research community, and state, local and federal agency representatives/technical advisors.
- To delegate to officers or employees the power to incur obligations, withdraw funds, open and close bank accounts, and make payments on behalf of the Association
- To apply for, receive, and expend funds from any source or delegate the power to employees
- To adopt and carry into effect, subject to the provisions of these Bylaws, such measures as they may deem proper and expedient to promote the goals of the Association
- To ensure that the Association, its employees, and its contractors properly employ the necessary formal procedures to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with applicable state and federal laws.

5. Executive Committee and Officer Roles and Responsibilities

Officers of the Board serve the Association as members of the Executive Committee. The officers are elected every two years at the January meeting from the Board membership and serve two-year terms. An announcement or notification will be sent with the meeting agenda of the intent to appoint officers and a vote on the appointment will be taken at the January regular meeting. The Officers will be elected by written ballot, tabulated by the Executive Director and current President. Elected officers are: Past-President, President, Vice-President, Treasurer, Secretary, Resource Advisor, and Officer at Large. Every two years, the Board shall elect officers.

Officers provide leadership, fiscal oversight, signatures, and record official decisions made by the Board. All officers must be members of the Board. In order to be elected President the participant must have at least two remaining terms so that the participant can carry out one term as Past-President. The officers shall have no additional roles or decision-making authority other than those outlined below. All officers are expected to support Association goals and objectives to fulfill officer's responsibilities. The Board authorizes the Executive Committee to make decisions on behalf of the Board in the following areas: organizational policies, financial management (See Fiscal Policy and Procedures), letters of support, and Executive Director management. All Executive Committee decisions will be presented at the monthly Board meetings.

President

The duties of the President or the President's designee are to:

- Preside at the monthly meetings
- Orient new board members
- Appoint committee chairs
- Review and sign approved resolutions and policies
- Represent the Association in meetings on an as needed basis

- Participate on the Executive Committee
- Any other duties as prescribed by the Association

The President is authorized to:

- Serve as authorized signer for expenses consistent with the Association's annual budget and fiscal policies

Vice-President

The duties of the Vice-President are to:

- Act in place of the President when needed
- Review and co-sign approved resolutions and policies
- Participate on the Executive Committee
- Any other duties as prescribed by the Association

The Vice-President is authorized to:

Serve as authorized signer for expenses consistent with the Association's annual budget and fiscal policies

Treasurer

The Treasurer shall perform, or cause to be performed:

- Review and ensure accuracy of Association financial records
- Keep a full and accurate account of all Association financial records
- Present quarterly financial reports to the Association
- Participate on the Executive Committee
- Any other duties as prescribed by the Association

The Treasurer is NOT authorized to:

- Serve as authorized signer for expenses consistent with the Association's annual budget and fiscal policies because the Treasurer is involved with the fiscal oversight of the Association.

Secretary

The Secretary shall perform, or cause to be performed:

- Oversee recording of formal decision and minutes of all Association meetings for distribution in a timely manner
- Maintain a policy manual and updates of the Association Bylaws
- Participate on the Executive Committee
- Any other duties as prescribed by the Association

The Secretary is authorized to:

- Serve as authorized signer for expenses consistent with the Association's annual budget and fiscal policies

Resource Advisor

The Resource Advisor shall perform:

- Liaison between the Executive Committee and the Project Steering Committee
- Participate on the Executive Committee
- Any other duties as prescribed by the Association

The Resource Advisor is authorized to:

- Serve as authorized signer for expenses consistent with the Association’s annual budget and fiscal policies

Officer at Large

The Officer at Large shall:

- Participate on the Executive Committee
- Any other duties as prescribed by the Association

The Officer at Large is authorized to:

- Serve as authorized signer for expenses consistent with the Association’s annual budget and fiscal policies

Past-President

The Past-President shall:

- Participate on the Executive Committee
- Counsel and assist the current President with their duties

The Past-President is authorized to:

Serve as authorized signer for expenses consistent with the Association’s annual budget and fiscal policies

6. Functions Delegated to the Executive Director

The Executive Director shall be an ex-officio, nonvoting participant on the Board. The Executive Director shall be responsible for the day to day operations of the Association and shall manage and direct all activities of the organization as prescribed by the Board. The Executive Director shall perform such other duties as may be assigned to him or her from time to time by the Board.

Specific authority delegated to the Executive Director includes:

- a) Power to Bind Corporation – The Executive Director is empowered to incur obligations on behalf of the Association in connection with routine management and project implementation activities that have been approved by the annual budget. The Executive Director may serve as the sole signatory on contracts and agreements previously approved by the Executive Committee.
- b) Power to Hire and Discharge Employees and Agents – The Executive Director shall have the power to hire and discharge agents and employees of the Association and shall oversee and direct their activities in carrying out the work of the organization consistent with the Board-approved Coquille Watershed Association Employee Handbook.

7. Voting

Board of Directors Voting

Business is conducted by those Board members present in person or via electronic means at the regularly scheduled monthly meetings. A quorum at a Board meeting shall be one-third of the number of all Board members in office immediately before the meeting begins. The Board shall diligently and conscientiously attempt to make decisions by consensus. The Board shall employ all standard consensus practices and techniques including the expression and careful consideration of minority views. Where it is apparent that consensus cannot be achieved, any Board member may request that a vote be taken instead. Each member of the Board shall have one vote. The affirmative vote of a “consensus minus one” of the Board members present at any meeting at which a quorum is present is necessary and sufficient to make a decision of the

Board. “Consensus minus one” shall mean that no more than one person states that he or she chooses to “block” the passage of a motion.

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 the members of the Board. A clearly stated motion must be sent to all of the members on the Board by email with clear instructions that this process requires 100% of the members of the Board to vote “yes” for the motion to pass. Each Board member must reply to the email with their yes/no vote. Motions are adopted and effective on the date that all Board members in office have responded with an affirmative “yes” vote. If any Board member votes “no”, abstains, or fails to vote, then the motion fails to pass. A printed record of each Board members vote must be kept in the records.

Any Board member may call a special meeting. Special meetings can be called between regularly scheduled meetings. Notice must be provided to Board members in person or via email or telephone and at least 48 hours’ notice will be provided. Notification to active members will be provided via an email to the Association email list and via the Association website.

Executive Committee Voting

A quorum is 1/2 of the Executive Committee. If a quorum is not reached, decisions may be made later via email and it would require the affirmative response of every voting committee member. Specifically, if the Executive Committee membership drops to below 5 members then by default all decisions/approvals must be shifted to the full Board of Directors. If a vacancy occurs mid-term, a special election will be held within 2 months of the vacancy and the new officer will serve a shortened term.

8. Board Member Participation

Each Board member will strive to attend all meetings. Absent Board members can give written comment or ask another member to express his/her interest, but cannot vote via proxy. A Board member can name an alternate to attend on his/her behalf, but the alternate does not have voting rights.

Meetings may be held and Board members may participate and vote via telephone, video conferencing, or other methods so long as all participating Board members may simultaneously hear and be heard by each other during the meeting. A Board or active member may be expelled or suspended with or without cause by a Board vote. The Board shall notify the Board member of the action in writing at least 7 days before the meeting prior to the action to allow the Board member to respond in writing or in person if necessary.

9. Association Interaction

All members will treat each other with respect, will not monopolize meeting time, and will listen to and seek to understand each other’s viewpoints. Board members will search for opportunities to develop group solutions and resolve conflicts.

10. Conflict of Interest

A Board member shall publicly declare to the Board a potential, perceived, or actual conflict of interest and publicly abstain from discussion or voting. The Board will decide whether or not there is a conflict of interest before a vote can be taken (see Conflict of Interest Policy).



*Promoting Natural Resource Conservation and
Economic Stability in the Coquille Watershed*

11. Amendments

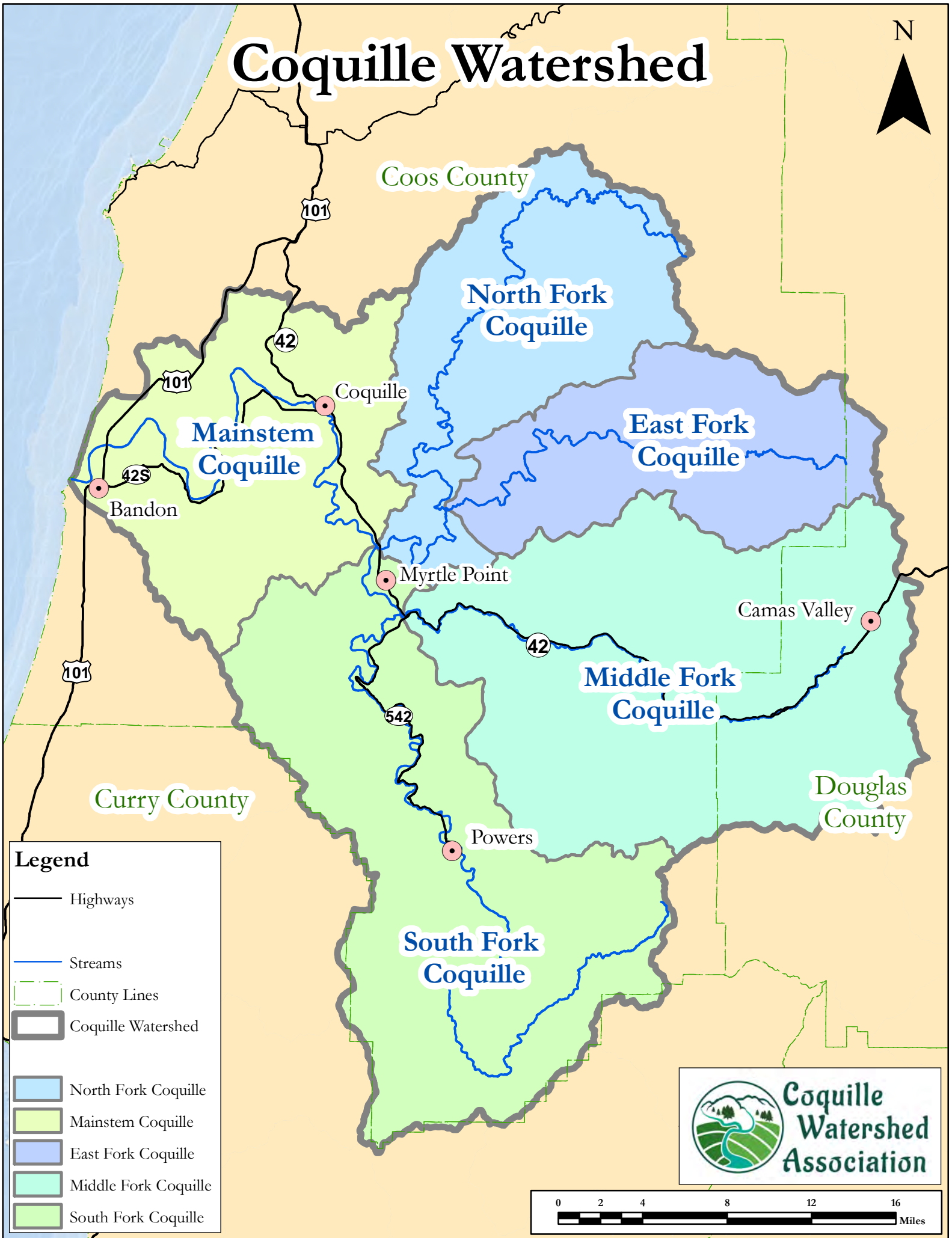
A Board member may propose amendments to the Association Bylaws at any time. Notices of the proposed amendment will be sent to all Board members following the proposal. The Board shall vote on the proposed amendments the meeting after they were proposed and, if passed, the Association will notify all stakeholders of the new amendment(s). The Board shall review the Bylaws annually.

Latest Bylaws Revision Approved on: August 15, 2018

_____, Association President

_____, Association Secretary

Coquille Watershed



Legend

- Highways
- Streams
- County Lines
- Coquille Watershed
- North Fork Coquille
- Mainstem Coquille
- East Fork Coquille
- Middle Fork Coquille
- South Fork Coquille

