

## **CALAPOOIA WATERSHED COUNCIL BYLAWS**

Original Bylaws Adopted November 12, 2008, Effective November 17, 2008

*Recent Board Adopted Bylaw Revisions March 14, 2018*

### **PURPOSE**

The Calapooia Watershed Council was formed to share information, reduce duplication of activities, help address watershed management issues throughout the Calapooia Watershed and to provide a framework for coordination and cooperation among key interests.

### **RECOGNITION**

In Resolution 99-604 (November 10, 1999) and Resolution R2011-008 (April 26th, 2011) the Calapooia Watershed Council received formal recognition by the Benton and Linn County Board of Commissioners as the voluntary watershed council intended to develop and implement a watershed action program to protect and enhance the natural resources in the defined service area.

### **NONPROFIT CORPORATION, TAX-EXEMPT STATUS**

Calapooia Watershed Council is incorporated as a "non-membership"<sup>1</sup> Public Benefit Corporation according to its Nonprofit Articles of Incorporation as filed and registered with the Secretary of State of the State of Oregon on November 17, 2008 (Registry Number: 560113-99). The Corporation is organized and shall be operated at all times to comply with Section 501(c)(3) of the Internal Revenue Code, the Oregon Nonprofit Corporation Act, ORS Ch. 65, as an Oregon watershed council under ORS 541.388 and 541.351(15), and any other federal, state and local laws to qualify it for nonprofit, tax-exempt status as an Oregon watershed council.

### **MISSION STATEMENT**

The Calapooia Watershed Council shall promote and sustain the health of the Calapooia Watershed through stewardship, restoration, education, community involvement, and strategic partnerships.

### **SERVICE AREA**

The Calapooia Watershed Council service area encompasses all lands drained by the Calapooia River and its tributaries, the Greater Albany Area, the Muddy Creek drainage north of Lane County, and the east bank riparian areas of the Willamette River from Albany to Lane County. Other Willamette River tributaries and riparian areas may be serviced, if they are not serviced by other watershed councils, upon request of local stakeholders and upon approval of the Calapooia Watershed Council board of directors.

### **MEMBERSHIP**

The Calapooia Watershed Council shall endeavor to recruit and maintain membership representative of a broad range of interests in reasonable proportion and in accordance with the stated purposes.

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<sup>1</sup> A "membership" nonprofit corporation is legally and strictly defined under the Oregon Nonprofit Corporation Act as a corporation whose members elect the board of directors (instead of the board electing directors onto the board). In this respect, Calapooia Watershed Council is not a "membership" corporation, and therefore, does not have the legal duties and responsibilities of a "membership" corporation under ORS 65.201-65.254. The Council, however, intends to continue soliciting and involving an active membership, as it defines membership in these bylaws (which is permissible by law).

Organizations, businesses, agencies, and individual landowners having interests or responsibilities consistent with the purpose and mission of the Council may be members of the Calapooia Watershed Council or participate in “Friends of the Calapooia Watershed Council” capacity to the watershed council. The applicable dues, suggested donations levels or other framework and activities defining the “Friends” framework will be determined and refined annually by the board of directors. Members or “Friends” are not limited to the defined Council service area, and are not involved in organizational governance at any time.

## **BOARD OF DIRECTORS**

The Board of Directors has the authority and responsibility to exercise all corporate power and to conduct the ongoing business of the Calapooia Watershed Council. The Board of Directors shall have 9-13 members, each referred to as a Director.

Board directors are involved in organizational governance and subject to election. These positions are open to any landowner public or private, or agent of a landowner, lessee, and/or resident of the watershed service area defined by the bylaws. Any Calapooia Watershed Council member or “Friend” is welcome to attend all board meetings, which are open to the public.

### **QUALIFICATIONS**

A Director on the Board must live or represent a stakeholder in the service area as defined in the bylaws and be a member of the Council. The Board of Directors shall appoint a nominating committee to secure nominations for all vacant Board of Director positions. A broad range of geographic and community interests in the watershed will be represented on the Board in order to engage a balance of interested and affected persons within the watershed as required by ORS 541.910(2).

### **ELECTIONS to BOARD**

Directors on the Board shall be elected by a majority vote of the Board of Directors.

### **TERMS**

The term of office for a Director shall be for 2 years. Directors may be re-elected without term limits. In order to maintain continuity, each position will be assigned a number 1 through 13. Even positions will be selected in years ending in an even number. Odd numbered positions will be selected in years ending in odd numbers

### **VACANCY**

A Director may resign by giving notice to the Board. A Director may be removed from that position with or without cause by a vote of majority of all Directors in office. The Board will appoint a current watershed member to fill a vacancy created by a removal or resignation. The tenure of the appointed position will remain the same as the position being filled.

### **DUTIES**

The Board of Directors has the responsibility to develop and implement guidelines, policies, and procedures governing the orderly business of the Calapooia Watershed Council. As they are developed, these Guidelines, Policies and Procedures will become addenda to these bylaws.

## **OFFICERS**

The corporation shall have a Chair or Co-Chairs and Secretary as required by law and may have a Vice-Chair and Treasurer as elected by the Board. The same person can hold more than one office if the Board so elects. Officers shall be nominated and elected at the annual meeting for a 2 year term. Officers may be re-elected without term limits.

An officer may resign at any time by delivering notice to the Board. An officer may be removed with or without cause by a majority vote of the Board. Any vacancy in an officer position shall be filled by an election of the Board. Such person shall hold such office until the next annual meeting at which time regular elections of officers shall occur.

#### CHAIR/CO-CHAIR

The Board of Directors shall select a Chair or Co-chairs to serve as spokesperson, call and manage meetings, sign as necessary as the specific representative of the Watershed Council, and perform other tasks as assigned by the Board.

#### SECRETARY

The Board shall select a Secretary to have overall responsibility for all recordkeeping including (a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; (b) provision for notice, if required, for meetings of the Board of Directors; and (c) authentication of the records of the corporation.

#### TREASURER

The Board may select a Treasurer to have overall responsibility for all corporate funds including (a) keeping of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; and (d) making financial reports as to the financial condition of the corporation to the Board of Directors.

#### VICE-CHAIR

The Board may select a Vice-Chair to perform the duties of the Chair or Co-Chairs in the absence of the Chair or Co-Chairs and may perform other tasks as assigned by the Board.

The Board may select other officers as needed and assign tasks to such positions.

### **BOARD MEETINGS**

#### REGULAR MEETINGS

The Board shall have regular meetings as determined by the Board with a minimum of 4 governing body business meetings. Because these meetings are regular, notice of such meeting is not required by law to be provided to each Director.

#### SPECIAL MEETINGS and EXECUTIVE MEETINGS

Special Meetings of the Board may be called by the Chair or Co-Chairs with notice given to each Director at least two days in advance of such meeting. Notice of such meetings, describing the date, time, place, and purpose of the meetings, shall be delivered to each Director personally, or by e-mail, or by telephone or by mail. A Director may waive notice of a special meeting if the waiver is in writing, signed by such Director,

specifies the meeting for the waiver and is filed with the corporate minutes. Executive Meetings of the Board may be called using the same method described above for Special Meetings. Executive Meetings only include staff as invited by the Chair or Co-Chairs, and are not open to the public.

#### ANNUAL MEETINGS

Annual Meetings are not required, but may be held each year on a date determined by the Board. If the date is other than a regular meeting, notice shall be given to each Director as provided under Special Meetings. At the Annual Meeting, Directors and Officers may be elected.

#### QUORUM and TELECOMMUNICATION

A quorum for the Board shall be a simple majority of the total number of Directors. Any meeting of the Board of Directors may be held by telephone or telecommunications in which all Directors participating may hear or read each other's communication during the meeting. If the Board decides, a meeting may also be conducted electronically where all communications during the meeting are immediately transmitted to each participating Director and each Director is able to immediately send messages to all other participating Directors.

#### BOARD ACTION

Except as provided specifically below, every decision by the Board to be considered Board action or an act of the Board requires a vote by the majority of Directors present at a meeting at which a quorum is present. In the following circumstances, the Oregon Nonprofit Corporation Act (or these Bylaws) requires a vote of the majority of Directors in office at the time the vote is taken:

- (a) to establish committees to exercise board functions, (b) to amend the Articles of Incorporation and Bylaws, (c) to sell assets not in the regular course of business, (d) to merge,
- (e) to dissolve, and (f) in the case of conflicts of interest, a majority of directors in office who have no direct or indirect interest in the transition as provided in the conflict of interest policies of the Board.

A Director who is present at a meeting when corporate action is taken is deemed to have assented to the action unless the Director's objection or abstention to the vote is entered into the minutes of the meeting or the Director delivers written notice of such objection or abstention to the Secretary immediately after adjournment of the meeting.

#### BOARD ACTION BY WRITTEN CONSENT

Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, is agreed to unanimously and signed by all the Directors. A consent in writing includes communication that is transmitted or received electronically and signed includes electronic signatures provided that such signatures and communications are verified by the Secretary. A written consent is included in records of the corporation as action by the Board.

### COMMITTEES

The Board of Directors may form committees of its own members to perform specific functions related to the business of the Watershed Council. Committees may exercise functions of the Board or may be advisory committees. The Board of Directors may form task groups or committees that include other Council members to focus on specific issues related to the mission of the Watershed Council. The Board of Director and/or the Council (membership) will identify technical advisors to provide technical data and

assistance and may call on these experts as needed. The specific tasks and duties of committees will be determined by the Board and described in Guidelines, Policies and Procedures.

#### COMMITTEES WITH BOARD DUTIES

Any committee that exercises any function of the Board shall be composed of two or more Directors and elected by the Board by a majority vote of all Directors in office. A committee exercising Board functions shall function in a manner similar to a board of directors in that it shall provide notice to committee members of all special meetings and shall record minutes of all committee meetings. A quorum at a committee meeting exercising Board functions shall be a majority of all committee members immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of committee members present.

#### STANDING COMMITTEES

The Council will have four standing committees, the Management Committee, Projects Committee, Education Committee and Nominations Committee.

**MANAGEMENT COMMITTEE:** This committee meets as needed throughout the year to provide direction and support for Council staff and evaluate performances, review financial records as needed and approve Council budgets, and discusses emerging administrative, grant management, contractor management, or staff issues when necessary. The Board of Directors may delegate to the Management Committee the ability to make Board decision for certain Council projects or operational activities. The Management Committee will operate as a committee with Board duties.

**PROJECTS COMMITTEE:** This committee meets as needed throughout the year and is made up of landowners in the watershed and agency staff to provide needed technical assistance and support to staff for the development of landowner outreach strategies, reviewing engineering designs and assessments, and for project implementation or construction activities.

**EDUCATION COMMITTEE:** This committee meets as needed throughout the year to provide direction and support for Council staff regarding the Council's Education Program, and is made up of Directors and agency staff, as needed, to provide needed technical assistance and support to staff for the development and implementation of education program strategies.

**NOMINATIONS COMMITTEE:** This committee meets as needed to secure nominations for Board of Directors' positions.

### **CORPORATE RECORDS**

The Council shall keep at its principal office, or such other location as designated by the Board:

Articles of Incorporation and Bylaws as amended to date;

Minutes of all meetings of the Board and committees exercising Board functions;

Books and records of all financial accounts;

A list of the names and business or home addresses of its current Board;

Copies of the annual financial statements and annual audits for the three most recent years;

Copies of the federal, state, and local income tax annual returns and annual reports for the three most recent years;

Copies of the most recent annual report delivered to the Secretary of State of Oregon;

Copies of federal and state tax exemption materials; and any other documents or information necessary to the maintenance and operation of the corporation.

## **CHANGES TO THE ARTICLES of INCORPORATION AND BYLAWS**

The Articles of Incorporation may be amended and/or restated by a majority vote of all Directors in office at an annual meeting where such action has been announced and a summary has been presented in the annual meeting's notice.

These bylaws may be amended or altered by a majority vote of the entire Board of Directors at an annual meeting, or any regular or special meeting where such action has been announced and a summary has been presented in the meeting's notice.

These bylaws may be repealed and new bylaws adopted by a majority vote of the entire Board of Directors at an annual meeting, where such action has been announced in the annual meeting notice.

END