

Pudding River Watershed Council
Draft Operating Procedures

3-31-15 – rlg

Adopted _____

Article 1: Name

These are the Operating Procedures for the Pudding River Watershed Council, which is referred to as the Council in the following articles.

Article 2: Powers

The Council shall have the following powers:

1. To establish policies of the Council through Council resolution.
2. To amend the Bylaws and Operating Procedures
3. To elect officers
4. To form standing and ad hoc advisory groups or committees on any issue
5. To delegate to officers and Stakeholder Representatives the power to incur obligations withdraw funds, and make payments on behalf of the council.
6. To designate a financial institution in which Council funds will be deposited.
7. To apply for, receive, and expend funds from any source.
8. To administer Council funds or designate a fiscal agent to handle funds.
9. To employ and fix salaries of employees of the Council
10. To form, or assist in forming, or seek advice from committees
11. To adopt and effect such measures as are deemed proper and expedient to promote the objectives of the Council.
12. To make contracts and agreements, in accordance with Oregon Public Contracting law, and to exercise whatever degree of management and control it deems is required to assure the success of contracts and projects.
13. To designate an individual to accomplish a specific task identified by the Council.

Article 3: Stakeholder Representatives

A. Board recruitment

The Stakeholder Representatives (other than citizen-at-large representatives) will be selected by the Stakeholder Group where one exists that represents a particular

interest identified in the Bylaws. The Governing Board will select citizen-at-large positions.

B. Citizen-at-Large Positions

Citizen-at-large Positions will be recruited in the following manner:

1. The Council will accept applications from residents of the Pudding River Watershed.
2. Interested individuals will complete an application form.
3. The Executive Committee will review the applications, conduct interviews, or perform other task necessary to recommend a Citizen-at-Large for selection by the Governing Board.

C. Stakeholder Representative Requirements

1. Stakeholder Representatives, with the exception of Citizen-at-Large positions, will keep their Stakeholder Group informed about the work of the Council and will bring their concerns to the Council.
2. Stakeholder Representatives must reside or work in the Pudding River Watershed.
3. Stakeholder Representatives will act with due care in managing the affairs of the Council, and will act in the best interests of the Council and the Stakeholder Group they represent.

D. Replacement and Removal of Stakeholder Representatives.

The Council will act to replace Stakeholder Representatives who resign or are unable to continue serving on the Council. The Council will request the currently represented Stakeholder Group for a replacement Stakeholder Representatives. If the Stakeholder Group is unable or unwilling to do so, the position will remain open, but inactive (for more than three consecutive months), until the Stakeholder Group selects a new Stakeholder Representative. If the position is inactive, the quorum requirement will be reduced accordingly.

If the Council has concerns about a Stakeholder Representative's participation on the Council, the Council shall notify the Stakeholder Group of its concerns and request appropriate action to be taken by the Stakeholder Group.

If both a Stakeholder Representative fails to attend a Council meeting for three consecutive months without providing a reason for the absences, a warning letter may be sent to the Stakeholder Representative and Stakeholder Group (if appropriate) requesting an explanation for lack of attendance or nomination of a new Stakeholder Representative. If a response is not received within 30 days the Stakeholder Group will be deemed inactive and new representation will be sought

from the Stakeholder Group. If the position is inactive, the quorum requirement will be reduced accordingly.

Article 4: Officers

A. Duties of the Officers

1. Chair

The duties of the Chair include presiding over the Council meetings and Executive Committee meetings, seeking full participation of Stakeholder Representatives, enforcing ground rules, supervising a Council Coordinator, discussing Council operations with the Vice Chair and Council Coordinator, serving as a spokesperson for the Council, acting as primary liaison with the designated fiscal agent, signing official documents (such as grants and memoranda of understanding) on behalf of the Council when authorized to do so by the Council, composing correspondence from the Council, and performing other tasks as assigned by the Council.

2. Vice-Chair

In the case of the absence of the Chair, the Chair's duties and powers will be performed and exercised by the Vice-Chair. The Vice Chair will assist with Chair duties as requested by the Chair, and perform other tasks as assigned by the Council.

3. Treasurer

The Treasurer is the chief financial officer of the Council. The Treasurer will provide guidance to and define procedures for the Council and staff to manage funds, ensure the deposit of funds in the designated financial institution, develop an annual budget for approval by the Council, provide financial reports to the Council, interact with the Fiscal Agent as needed and appropriate, and oversee the keeping of all financial records.

4. Secretary

The Secretary is the chief record keeper of the Council. The Secretary will work with the Council Coordinator and the Council to ensure that adequate notification of meetings occurs. The Secretary will work to ensure that accurate meeting minutes are taken at Council meetings and official committee meetings, and distributed on a regular basis.

Article 5: Committees

A. Committees

The Council may form committees and task groups of its own Stakeholder Representatives and individuals not on the Council to (1) perform certain functions (2) focus on specific issues or (3) implement action plan items. Advisory committees

can contain individuals not on the Council, and will choose a chair from the committee. Any committee that exercises any function of the Council will be composed exclusively of two or more Stakeholder Representatives, chosen by majority vote of the Governing Board. Each committee will have a liaison that reports regularly to the Council, and brings recommendations for Council action.

B. Executive Committee

The Council's Executive Committee, consists of the Chair, Vice Chair, Treasurer, and Secretary. It has the power to (1) nominate Citizens-at-Large, (2) review outside grants and prepare letters of support or review, (3) set the work plan of the Council Coordinator, (4) have the authority to act on behalf of the Council as directed by the Governing Board, (5) review progress on projects, grants, and Council activities, (6) set Council meeting agendas, (7) manage fiscal matters identified by the Governing Board, and (8) consider any action referred to it by the Council. The Executive Committee may meet monthly or as needed. The agenda and minutes of the Executive Committee meetings, including attendance will be posted on the Council website.

Article 5: Meetings

A. Quorum/Decision Making

1. A quorum of Stakeholder Representatives of the Governing Board must be present to conduct business. A quorum is a majority of active Stakeholder Representatives.
2. The Council will use a majority rule decision-making process unless otherwise specified in the Bylaws and Operating Procedures.
3. Any Stakeholder Representative with a conflict of interest will abstain from the decision-making process.

B. Council Meeting Procedures

1. Roberts Rules of Order will be used as a guideline for conduct.
2. Ground rules established by the Council will be followed.
3. The Council will hold monthly meetings that are open to the public. At least ten minutes will be set aside at each meeting for public comment.
4. Stakeholder Representatives will make every effort to attend all Council meetings themselves. If they are unable to do so then will notify the Chair and/or the Council Coordinator. An alternate representative may attend for the Stakeholder Group but is not a voting member for Council business.
5. Stakeholder Representatives will notify the Council chair if both the primary Stakeholder and his/her alternate will be unable to attend a Council meeting.

6. If the Stakeholder Representative and alternate are unable to attend a meeting, the Stakeholder Representative may provide written comments excluding a proxy vote.
7. Notice of all meetings and a tentative agenda will be mailed or e-mailed to all Stakeholder Representatives prior to the meeting. Meeting information will be posted on the Council web site.
8. Minutes and an attendance record will be kept for all Council meetings. These will be posted on the web site and available, upon request, from the Council.

Article 6: Finances

A. Accounting Procedures

The Council will follow Generally Accepted Accounting Principles (GAAP) as appropriate to the scale and activities of the organization. The Council will seek independent auditing of its financial records and management on a periodic basis.

B. Revenue Generation

Revenue-generating activities, which are approved by the Council, will be allowed. The Council will have the power to receive grants, gifts, bequest, and donations, and to engage persons and firms for pay, remuneration and revenue, and to engage in business transactions for the purposes of the Council.

C. Executive Committee Fiscal responsibilities

The Executive Committee will be responsible for advising on and auditing the implementation of project budgets adopted by the Council. The Council will review progress on grants and projects quarterly. The Executive Committee will review progress on grants and projects at its monthly meetings. The review progress on grants and projects may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Council and such authority may be general or confined to specific instances and will not exceed \$500. All decisions must be reported to the Governing Board at the next regular meeting.

D. Signatures

All checks, draft, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Council will be signed by such officer or officers, agent or agents, of the Council and in such manner as will be established by the Council. Two signatures will be required on all checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness for amounts in excess of 500. For lesser amounts, or for salary or medical insurance reimbursement checks made payable to the coordinator, only one such signature is required.

E. Stakeholder Representative Compensation

Stakeholder Representatives serve without compensation for their services as Stakeholder Representatives, except for expenses incurred during the performance of duties assigned by the Council, which may be reimbursed upon approval of the Executive Committee with appropriate documentation and receipts.

F. Loans

The Council will not make any loans.

Article 7: Books and Records

A. Record Keeping

The Council will keep current and complete books and records of account, and will keep minutes of the proceedings of the Governing Board, officers, and committees having any of the authority of the Council.

B. Register

The Council will keep a register of the names and addresses of the Governing Board.

C. Access to Books and Records

The Council will make accessible to the public, for inspection, a packet containing: the Council's Articles of Incorporation if such exist, Bylaws, Operating Procedures, tax-exempt application when sought, and supporting documentation, documents or letters issued by the IRS relating to an approved application, and copies of annual returns consistent with its organizational status.

Article 8: Amendments

These Operating Procedures may be amended, altered, or repealed and new Operating Procedures adopted by majority vote of the Council at a regular meeting. Notice of intent to consider a change in the Operating Procedures will be mailed or electronically delivered to each Governing Board member with the agenda for the meeting at which the change will be discussed not less than two weeks prior to the meeting. The vote on the change will be taken at the next regular meeting of the Council. If approved, the change in the Operating Procedures will become effective at the following regular Governing Board meeting.

The Council's Operating Procedures may not contain any provision inconsistent with the law or its Bylaws.

Adopted by Resolution of the Pudding River Watershed Governing Board on _____

Governing Board Chair

Witnessed by