

Proposed Bylaws
Pudding River Watershed Council

Draft – 3-30-15 rlg based on klg

Article 1: Statutory Authority, Mission, Functions, and Values

A. Statutory Authority

The pudding River Watershed Council (PRWC) is formed pursuant to ORS 541.910.

B. Mission

The PRWC mission is to provide opportunities for local private citizens and interested stakeholder groups to cooperate in improving and sustaining the health of the watershed.

C. Functions

1. To promote awareness and education about watershed issues.
2. To preserve and/or improve the water quality and quantity in the Pudding River and its stream networks.
3. To maintain healthy, well-functioning natural and human communities within the watershed.
4. To protect natural areas including wildlife habitat and biodiversity.
5. To recognize and support the social and economic benefits important to protecting the health of the watershed.

D. Values

1. Membership in the council includes a broad, diverse, and balanced cross section of interests (stakeholders) representative of the watershed.
2. Participation in the council is voluntary and governed by its rules of operation, which directs its efficiency and effectiveness.
3. Council members share and work towards a common vision and purpose consistent with its mission.
4. The council develops and works from a strategic action plan and annual work plan based on scientifically based watershed assessments and evaluations.
5. Council activities and projects address key issues, limiting factors, concerns and/or opportunities, with emphasis on those that move it towards desirable, measurable outcomes.
6. Council activities and accomplishments are communicated openly and broadly with the public and interest groups, monitored for effectiveness, and celebrated as appropriate.

Article 2: Governing Board

A. Composition

The PRWC is governed by a fourteen member Governing Board composed of the following. The PRWC will strive to include stakeholder groups representing a cross section of the watershed. Participants are chosen as outlined in the operating procedures.

Agriculture (2) including business and industry

Cities (2) - one large and one small including citizen and neighborhood participation organizations

Citizen-at-Large (2)

Education Community (1)

Natural Resource/Environmental Community (2)

Forestry (2) including industrial and small woodlands.

Soil and Water Conservation Districts (2) - one for each county (Clackamas and Marion)

Water Districts (1) from either an irrigation or rural provider

B. Terms of Service

Members of the Governing Board will serve for a term of four years commencing on January 1 in staggered terms. A member may serve for a maximum of three terms.

C. Vacancies

In the event of vacancies, representatives will be appointed by the appropriate authority as outlined in the operating procedures. At large member positions may be filled by the Governing Board if a vacancy occurs during a person's term.

D. Compensation

All positions are unremunerated by the PRWC.

E. Meetings

The governing Board will meet at least nine times each calendar year at a time and location chosen at least two weeks prior to each meeting with notice to each member as well as a public notice. Each board meeting will have at least a ten-minute period for public comment on its agenda. The Governing Board will set one public meeting per year that is widely advertised in the watershed to update the public on its activities, accomplishments, and upcoming plans for the year. No action of this meeting is binding on the Governing Board.

F. Officers

A Chair, Vice-Chair, Treasurer, and Secretary will be chosen by a majority vote of the Governing Board. Each officer will be appointed to serve for two years with opportunity to be appointed again for a period not to exceed six years. The officers will assume the duties as outlined in the Operating Procedures. The group of officers will constitute the Executive Committee and may meet as needed to prepare for meetings or other activities in order to execute the directives of the Governing Board.

G. Quorum

A quorum of the Governing Board is needed to conduct business and consists of at least eight members.

H. Roberts Rules of Order

Roberts Rules of Order will be used to conduct meetings.

I. Staff

The Governing Board has the authority to hire staff and take any personnel actions including but not limited to setting compensation and benefits as it determines appropriate.

J. Financial

The PRWC contracts with the ____ a 501c(3), which handles financial administration of the Council. The PRWC Governing Board may elect to petition for a separate 501c3 status upon majority vote. The Governing Board has the authority to seek and accept grants and any other monies that allow it to fulfill the mission of the Council. The Governing Board will adopt an annual budget and has authority to pay expenses as needed.

Article 3: Amendments

Amendments to these Bylaws may be made by a majority vote of the Governing Board at a duly noticed regular meeting.

Article 4: Nondiscrimination

The Council will provide equal Stakeholder Representative/employment/service opportunities to all persons and will administer personnel policies and practices in accordance with all applicable laws. The Council does not discriminate on the basis of race, ancestry, creed, religion, color, personal appearance, national origin, citizenship, age, sex, sexual orientation, source of income, marital status, parental status, family responsibilities, the presence of any sensory, physical or mental disability, learning disability, matriculation, membership in any labor organization political affiliation, or political ideology.

Article 5: Respect for Property Rights

The council affirms its respect for private property rights in planning and implementing projects, and monitoring, to improve watershed productivity and health. The Council will only engage in an activity on private property with written permission of the landowner or verbal approval legally recorded during a telephone conversation. Any commitments the landowner makes will be clearly defined and strictly voluntary. The written permission will be obtained from the property owner

or manager. The permission form and/or letter of request will be adopted to clearly describe each proposed project or activity.

Article 6: Liabilities

The Governing Board and other citizen volunteers acting on behalf of the Council, within the scope of the duties and activities as outlined in these Bylaws and the Council's Operating Procedures, may have protection against liability as part of the insurance provided to the Oregon Watershed Enhancement Board pursuant to ORS 278.120.