

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 voluntary collaborative opportunities for local private citizens and interested stakeholder groups to cooperate in protecting, restoring, improving and sustaining the health of the watershed. The Council encourages community engagement in planning and implementing restoration activities.

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 and Officers

A. Composition of Governing Board

The PRWC is governed by a fifteen member Governing Board composed of the following. The PRWC will strive to include stakeholder groups representing a broad cross section of geographic area and the demographic composition of the watershed. Interests within the watershed will be best represented by a board that includes the following stakeholder representatives;

Agriculture (1 or 2) including business and industry

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

Citizen-at-Large (1 or 2)

Education Community (2)

Natural Resource/Environmental Community (1 or 2)

Forestry (1 or 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

i. Eligibility for Governing Board

Members of the governing body must either live, work or own property within the watershed.

ii. Terms of Service

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

iii. Board recruitment

The Stakeholder Representatives (other than citizen-at-large representatives) will be selected by a Stakeholder Group, where one exists, that represents a particular interest identified in the Bylaws, agriculture, forestry, etc. Where there is not an organized or identified Stakeholder Group, the Governing Board will solicit applications from interested parties. The Governing Board will solicit applications from interested parties for citizen-at-large positions.

iv. The Governing Board shall have the following powers:

1. To establish policies of the Council through Governing Board 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 Governing Board.

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 re-appointed. 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. Individuals are eligible to serve as officers following two months of service on the Governing Board.

i. Duty and Powers of Officers

1. Chair

The duties of the Chair include presiding over the Governing Board 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 signing official documents (such as grants and memoranda of understanding) on behalf of the Council when authorized to do so by the Governing Board, composing correspondence from the Governing Board, and performing other tasks as assigned by the Governing Board.

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 Governing Board.

3. Treasurer

The Treasurer is the chief financial officer of the Governing Board. The Treasurer will provide guidance to and define procedures for the Governing Board and staff to manage funds, ensure the deposit of funds in the designated financial institution, develop an annual budget for approval by the Governing Board, provide financial reports to the Governing Board, 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 Governing Board. The Secretary will work with the Council Coordinator and the Governing Board to ensure that adequate notification of meetings occurs. The Secretary will work to ensure that accurate meeting minutes are taken at Governing Board meetings and official committee meetings, and distributed on a regular basis.

ii. Elections

The Council shall elect, from its existing Stakeholder Representative, the Chair, Vice Chair, Treasurer, and Secretary to serve one-year terms. An officer may be reelected to serve consecutive terms with no limit unless otherwise determined by the Council. Elections will be held annually at the regularly scheduled November board meeting.

G. Quorum

A quorum of the Governing Board is needed to conduct business and consists of at least 50% of the board members who have been appointed and are active. Inactive or open positions do not count towards a quorum.

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 is a federally recognized 501c(3) domestic nonprofit charitable organization. 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.