

# **Sandy River Basin Watershed Council By-Laws**

Revised January 26, 2018

## **ARTICLE I. Corporate Name**

The name of the corporation is the Sandy River Basin Watershed Council, which is incorporated in the state of Oregon as doing business as (DBA) Sandy River Watershed Council.

## **ARTICLE II. Purpose and Mission**

### **Section 1. Purpose**

The Sandy River Basin Watershed Council was formed to help identify and address watershed management issues and to provide a framework for the coordination and cooperation among key interests in the development and implementation of a watershed action program. The Council's goal is to protect healthy habitat, restore habitat conditions in degraded areas, support native fisheries, improve water supply and quality, and encourage community participation in habitat restoration activities. The work of the Council will bring together local residents, landowners, resource managers, and stakeholders to create and implement voluntary, cooperative projects, strategies, and policies that meet the Council's goals.

### **Section 2. Mission**

To restore and protect the natural, cultural, and historical resources of the Sandy River watershed.

### **Section 3. Methods**

The Council does not rely on litigation to compel regulatory enforcement to implement the Council's mission.

## **Article III. Boundaries and Accountability**

### **Section 1. Boundaries**

All hydrologic surface and groundwater flows that make up the Sandy River basin originating from the headwaters of the Sandy River on Mt. Hood to the confluence of the Sandy and Columbia rivers.



## **Section 2. Accountability**

The Council is accountable to the Oregon Watershed Enhancement Board, other funders of the work of the council, and the communities, businesses and individuals who live, govern, recreate and do business within the boundaries of the watershed.

## **Article IV. Members and Vacancies**

There are a maximum of 20 voting positions on the Council. There may be alternate representatives for every position. The Council may elect representatives to open positions whenever an opening occurs.

The Council shall be comprised of:

1. Community representatives and alternates
2. Government Representatives
3. Industry Representatives
4. Advisory Council of non-voting representatives

## **Section 1. Watershed Voting Representatives (<10)**

**(Please refer to map in Article III)**

1 Sandy River Headwaters (from junction of Zigzag River to Sandy River headwaters)

1 Upper Middle Sandy River (from Mouth of the Zigzag River to Revenue Bridge)

1 Lower Sandy River (the Columbia River to Revenue Bridge)

1 Salmon River Watershed

1 Beaver Creek Watershed

Up to five At Large Positions

## **Section 2. Government Representatives (7)**

1 Government: City of Sandy

1 Government: U.S. Forest Service

1 Government: City of Portland

2 Government: At large

1 Government: Multnomah County

1 Government: Clackamas County

Government agencies may elect that their Council representative serve as a voting or non-voting Council member.

### **Section 3. Business Voting Representatives**

Recreation (1)

Agriculture (1)

Forestry (1)

### **Section 4. Advisory Council of Non-Voting Representatives:**

As an inclusive group the Council welcomes broad participation and to be successful, requires guidance from a broad range of stakeholders including private citizens, large and small business and government agencies. The Advisory Council allows interested parties to actively contribute to watershed protection efforts without the commitment to serve on the Council itself as a voting member. The size of the Advisory Council is unspecified.

## **Article V. Officers, Terms and Duties**

### **Section 1. Officers**

The elected officers of the Council will be Chair, Vice-Chair, and Treasurer, and shall be elected by voting members.

### **Section 2. Terms of Officers**

All terms of office will be for up to one year from the date of election, or until the next annual meeting, whichever comes first.

### **Section 3. Duties of the Office**

- A. The Chair will preside at all meetings of the Council and supervise the work of the Council Executive Director. The Chair may appoint committees and may assign duties to other officers.
- B. The Vice-Chair will act in the absence of the Chair.
- C. The Treasurer will see that an accurate accounting of all monies will be kept in accordance with Generally Accepted Accounting Principles by the Council's fiscal manager. The Treasurer will report on the fiscal condition of the Council.
- D. Officers shall serve on the Executive Council.

## **Article VI Nomination, Elections and Vacancies**

## **Section 1. Nominations and Elections**

At the annual meeting in January, candidates for elected positions (including officers) will be nominated from among Council members and then elected by a majority vote of the voting representatives. Candidates for election will be announced at least one month prior to the election meeting.

## **Section 2. Vacancies**

Vacancies of elected positions may be filled by majority vote at any regular meeting of the Council. If a voting representative misses three (3) consecutive meetings without prior notice, the Council may consider a replacement for the position the voting member represents. Members elected due to vacancies will serve until the next annual meeting.

# **Article VII. Meetings**

## **Section 1. Regular Meetings**

A regular business meeting of the Sandy River Watershed Council will be held at the least every other month, unless there is a reason to cancel a meeting. The Council follows the provisions of the Oregon Open Meeting Law.

## **Section 2. Special Meetings**

Special meetings may be called by the Chair or by a majority of the voting members of the Council.

## **Section 3. Annual Meeting**

The Annual meeting will be held in January of every year.

## **Section 4. Notice of Meetings**

Written notice of meetings shall be mailed electronically or by postal service to all voting members seven days prior to any regular or special meeting.

## **Section 5. Voting Privileges**

All voting members as defined in Article IV, shall have voting privileges. If a voting representative is not present, their alternate representative may vote in their place. Votes may be conducted at Council meetings, or by phone or electronically if necessary. In the event of a tie vote for policy or procedures, the issue will be held until the next meeting. In the event of a tie vote for the election of officers, the outcome will be decided by a coin toss.

## **Section 6. Quorum**

A quorum shall consist of the majority of filled voting members.

## **Section 7. Minutes**

Approved minutes shall be posted publicly on the Council's website.

## **Article VIII. Council Executive Director**

The Council Executive Director is employed by the Council and is responsible for managing the daily operations and work of the Council. This position is accountable to the Council through the Chair. The Council Executive Director attends all meeting without voting.

## **Article IX. Committees**

The Chair of the Council shall appoint committee Chairs. A committee will be designated as standing or ad hoc at the time of appointment. The Chair of the Council may appoint committee members. The Council Executive Director may appoint temporary operational committees to assist with the work of the Council.

## **Article X. Fiscal Year**

The fiscal year of the Council shall begin January 1 and end December 31 every year.

## **Article XI. Parliamentary Authority**

The Council strives to make all decisions by consensus. If consensus cannot be reached then the outcome of a majority vote shall be used.

## **Article XII. Bylaw Amendments**

### **Section 1. Amendments**

These bylaws may be amended at any regular or special meeting of the Council if a written copy of the proposed changes is included in the meeting notice. A change in the bylaws will require a majority vote of the current voting representatives. Voting members will be notified of a vote to amend the bylaws at least one month prior to a vote.

### **Section 2. Bylaws Revisions**

If a general revision of the bylaws is ordered, then the requirement for notice and adoption shall be the same as in the case of an amendment.

### **Article XIII. Dissolution of the Council**

Should the Sandy River Watershed Council dissolve and no longer act as stated in the bylaws a notice so stating will be sent to the State of Oregon, regulating authorities and agencies. Remaining funds will be used to satisfy any current obligations. After current obligations are met, any remaining funds will be distributed consistent with the 501(c)(3) bylaws.

### **Article XIV. Corporate Indemnity**

The corporation will indemnify its officers and voting representative to the fullest extent allowed by Oregon law.

### **Article XV. 501(c)(3) Status and Requirements**

#### **Section 1. Organizational intent**

The organization is organized exclusively for charitable, religious, educational and or/ scientific purposes under section 501 (c)(3) of the Internal Revenue Code.

#### **Section 2. 501(c)(3) Requirements**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contribution to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **Section 3. Dissolution**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.