

COOS WATERSHED ASSOCIATION BYLAWS

1) Purpose of the Coos Watershed Association

a. Mission of the Association

The mission of the Coos Watershed Association is to support environmental integrity and economic stability within the Coos watershed by increasing community capacity to develop, test, promote, and implement management practices in the interest of watershed health.

b. Shared Values of the Association

The Directors of the Coos Watershed Association have adopted the following statement as an expression of the shared values which inspired creation of the Association:

- (1) We believe it is possible to achieve both environmental integrity and economic stability within the Coos watershed;
- (2) We believe that the natural products and processes of the watershed are indicators of watershed health, and are important to the economy and vitality of the community;
- (3) We believe that human activities have a legitimate place in the watershed;
- (4) We recognize that our actions can affect the stability of the watershed and related economy;
- (5) We believe deliberate planning and action for watershed health are important and are effectively achieved by the people who live and work within the watershed;
- (6) We believe that a watershed-scale perspective improves our ability to sustain the health of the watershed and related economic activities; and
- (7) We believe the coordination of our individual efforts can achieve a synergistic, beneficial effect on the watershed.

c. Goals of the Association

The Association has adopted the following goals in order to fulfill its mission and to support its shared values:

- (1) Foster and encourage landowner action in the interests of watershed health;
- (2) Foster public awareness of watershed processes and activities and opportunities to contribute to watershed health;
- (3) Foster scientific understanding through a program of experimental watershed research and focused monitoring;
- (4) Serve as a clearinghouse of watershed information and activities;

- (5) Operate according to a plan which supports environmental integrity and economic stability with the Coos watershed; and
- (6) Provide an organizational framework to accomplish the Association's mission.

d. Geographic Scope of the Association

The primary focus of the Association will be the area containing all lands and waters that drain into the Pacific Ocean through the Coos estuary. Notwithstanding, the Association may conduct operations outside this area consistent with its mission and Strategic Framework 2005-2015.

e. Non-discrimination Policy

These policies and provisions contained here apply to every aspect of Association programs, practices, and activities.

The Coos Watershed Association prohibits discrimination based on any legally protected classification. Similarly, the Coos Watershed Association prohibits its employees or the Board of Directors from discriminating in provision of services against anyone based on any legally protected classification.

2) Structure of the Association.

This corporation shall have no members as that term is defined by Oregon Revised Statutes Chapter 65.

3) Board of Directors

a. Powers of the Board of Directors

The Board of Directors shall have the powers identified in the Oregon Non-Profit Corporations Act as amended, or any successor statutes (ORS Ch. 65, Non-profit Corporation), including the following:

- (1) To establish policy, adopt, amend, and repeal the Bylaws of the Association;
- (2) To set dues or fees;
- (3) To elect officers of the Association;
- (4) To form standing and ad hoc advisory groups with special expertise on any issue, e.g., representatives of the higher education community, the scientific research community, and state, local and federal agencies;
- (5) To delegate to officers or employees the power to incur obligations, withdraw funds, and make payments on behalf of the Association;
- (6) To designate a bank in which the Association's funds will be deposited, and to apply for, receive, and expend funds from any source;

- (7) To appoint an Executive Director to carry out the day-to-day operations of the Association, and to fix the salary and review the performance of the Executive Director;
- (8) To adopt and carry into effect, subject to the provisions of these Bylaws, such measures as they may deem proper and expedient to promote the objectives of the Association;
- (9) To do all other things and transact all other business that advances the purpose and mission of the Association or may be lawful under the statutes of the State of Oregon and under the Internal Revenue Code.

b. Composition of the Board of Directors.

The Board of Directors shall be composed of at least 12, but not more than 21, individuals who collectively shall represent the types of water-dependent livelihoods, types of land ownership, or other “at large” interest in the Coos Estuary watershed. The total number of representatives on the council and interest represented may be amended by consensus of the Board of Directors.

The initial Board of Directors shall be as identified in the original Articles of Incorporation, with additional Directors to be appointed by the Board. All Directors shall serve for two years, and may be reappointed for successive terms.

Upon resigning from the Board, an appointed Director shall nominate a replacement who must be approved by the Board, or may delegate the right of nomination to the Executive Committee.

c. Duties and Expectations of Directors.

To achieve the purpose of the Coos Watershed Association, there is established a Board of Directors which shall exercise the corporate powers and manage or direct the affairs of the Association. Directors are expected to review and agree to fulfill a job description, in a format provided by the Board of Directors, as a function of their appointment.

The basic duties of a Director are to:

- (1) Approve the Association’s mission and review its performance in achieving it.
- (2) Annually assess the ever-changing environment and approve the organization’s strategy to be responsive.
- (3) Annually review and approve the organization’s funding plans.
- (4) Review and approve the annual financial goals.
- (5) Annually review and approve the organization’s budget.
- (6) Annually review the Executive Director’s performance.
- (7) Approve major policies.

d. Meetings and Decision-making of the Board of Directors.

- (1) The Board of Directors may by consensus set dates and times for Association meetings as needed to attend to the business, but meetings, including an Annual Meeting, will be held no less than six times annually.
- (2) A special meeting of the Board of Directors may be called by the Executive Committee or by any five Directors of the Board.
- (3) Written notice of the time, place and purpose of any such special meeting must be provided to all Directors seven days prior to the meeting. The right to notice may be waived as provided in the Act (ORS 65.214).
- (4) At any given time, a simple majority of the individuals then serving on the Board of Directors shall constitute a quorum.
- (5) Any proposed action by the Board of Directors must be approved by the consensus of the Directors' quorum. "Consensus" means that all Directors of the quorum are in agreement with, or are willing to accept, the same proposed resolution of an issue under consideration.

e. Committees of the Board of Directors

Substantial business of the Coos Watershed Association will be conducted through committees chartered by the Board of Directors. Each committee shall have the authority to elect a chair. The standing committees identified in this section will operate with delegated power and authority of the Board of Directors, as outlined herewith.

(1) Executive Committee

The Executive Committee shall consist of the President, Vice-president, Secretary, Treasurer, immediate Past-president, and Executive Director (as *Ex officio*). The Executive Committee will meet monthly. The duties of the Executive Committee are to:

- Coordinate with the Executive Director to develop plans and insure that the activities of the Association are consistent with its Strategic Framework 2005-2015;
- Act as a Finance Committee to review monthly payments, review the monthly Association financial statements, and set financial policies;
- Act as a Nominating Committee to fill Board of Directors and Officer vacancies and to recommend Directors for ad-hoc and standing committees.
- Annually, and at other times as needed, review the performance of the Executive Director and provide a report and recommendation to the Board of Directors.
- Review any potential conflicts of interest on the part of Directors (see section 3f below); and

- Provide for immediate decisions for the part of the Board of Directors when there is insufficient time to notify and meet as a whole.

(2) Audit Committee

The Association shall have an Audit Committee consisting of Directors who are not on the Executive Committee. The Audit Committee shall meet as needed to conduct its activities. The Audit Committee shall:

- Review the draft annual financial audit and management letter;
- Meet with the auditor to discuss the results of the annual financial audit; and
- Provide a written report to the Executive Council on the Committee's findings with respect to the financial audit.

(3) Restoration Projects Committee

The Association shall have a Restoration Projects Committee to review and assess its watershed restoration programs. The Projects Committee will be comprised of voting Directors and non-voting advisers who are representatives of agencies and organizations who can provide technical assistance to the Association. The Projects Committee will meet at least twice annually, and additionally as needed to conduct its activities. The Board of Directors delegates the following duties to the Projects Committee:

- Develop and maintain watershed restoration strategies for the Association;
- Evaluate (and approve if appropriate) restoration programs (programmatic) and restoration projects (site-specific) for their consistency with the Association's strategies and Strategic Framework 2005-2015. The Committee chair will report to the Board of Directors at its next meeting the results of its evaluations; and
- Review of program and project effectiveness monitoring results to determine where changes are needed in the Association's watershed restoration program.

The Project Manager, or the Executive Director if there is no Project Manager, will act as an Ex-officio participant of the Committee to provide staff support.

(4) Research and Education Committee

The Association shall have a Research and Education Committee to fulfill the mission of the Association to "develop, test, [and] promote ... management practices in the interest of watershed health." The Research and Education Committee will be comprised of voting Directors and non-voting advisers who are representatives of agencies and organizations who can provide technical assistance to the Association. The Research and Education Committee will meet at least twice annually. The Education and Outreach Committee's duties are to:

- Develop and maintain a Research Program consistent with the Strategic Framework 2005-2015;
- Determine, and guide implementation of, an assessment and monitoring program for the Association.

- Develop and maintain an outreach education program strategy consistent with the Association’s Strategic Framework 2005-2015;
 - Guide and evaluate the education and outreach program of the Association consistent with the program strategy; and
 - Prepare, or collaborate with other partners to prepare, education and outreach products;
- (5) The Coos Watershed Association Executive Committee and Board of Directors may create additional ad-hoc committees as needed to conduct the business of the Association. Friends of the Coos Watershed (see Section 5 below) may be appointed by the Board to any committee.

f. Conflict of Interest

The Coos Watershed Association encourages the active participation of Directors in its programs. However, as a result of its participation, there exists the possibility that a Director could be perceived as having a conflict between their personal or professional interests and the best interests of the Association. Because the Coos Watershed Association is a nonprofit, tax-exempt organization under section 501c(3) of the Internal Revenue Code, the Board of Directors, officers, and employees have a fiduciary duty to insure that they shall not use their positions with Coos Watershed Association or knowledge gained therefrom for their personal benefit. The definition of “personal” for this policy is the obtaining of benefits that are not otherwise available to members of the general public.

Each Director shall annually sign a Conflict of Interest statement. The format of this statement shall be agreed to by the Board of Directors. All potential conflicts of interest on the part of Directors shall be disclosed to the president, who shall bring these matters, if material, to the Executive Committee. The Executive Committee shall determine whether a conflict exists and is material, and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to the Coos Watershed Association. The decision of the Executive Committee on these matters will rest in their sole discretion, and their concern must be the welfare of the Coos Watershed Association and the advancement of its purpose.

Transactions with related parties may be undertaken only if all the following are observed:

- (1) A material transaction is fully disclosed in the audited financial statements of the Coos Watershed Association;
- (2) The related party is excluded from the discussion and approval of such transaction;
- (3) A competitive bid or comparable valuation exists; and
- (4) The Coos Watershed Association Executive Committee has acted upon and demonstrated that the transaction is in the best interest of the organization

g. Indemnification of Directors

Each Director of the Board elected or appointed according to these Bylaws, each officer of the Coos Watershed Association, and other employees determined by the Executive Committee to be so entitled shall be entitled as of right to indemnification by Coos Watershed Association against all expenses (including attorney's fees), judgments, claims, and amounts paid in settlement arising from any claim or proceeding relating to his or her status as Director, officer, or employee of the Coos Watershed Association to the fullest extent now or hereafter permitted by the Articles of Incorporation of the Coos Watershed Association, the laws of the state, and these Bylaws.

h. Removal of a Director

A Director may be removed from the Board for failure to observe and conform to these By-laws, for unreasonably hindering achievement of the purpose of the Association, or failure to timely pay dues or any other assessment levied by the Board of Directors.

Expulsion of a Director must be for cause after giving the member fifteen days written notice and the reasons therefore, and an opportunity to be heard no less than five days before the date of the removal. Removal of a Director must be agreed to by all other Directors of the Board.

4) Officers and Executive Director.

a. Identification of Officers.

The Officers of the Association shall consist of a President, Vice-president, Secretary, and Treasurer. Officers shall be selected by consensus of the Board of Directors to serve a two year term, or until their successors are duly appointed and take office. All officers shall serve for two year terms, and may be reappointed for successive terms.

The President and Vice-president must be Directors. The offices of Secretary and Treasurer need not be filled by a Director and may, at the discretion of the Board of Directors, be combined and held by one person.

b. Functions and Duties of Officers.

The functions and duties of the Officers of the Association shall be as follows:

President: The President shall be the chairperson of the Board of Directors at all meeting and shall have general supervision of the affairs of the Association.

Vice-president: The Vice-president shall exercise all functions of the office of the President when the President is absent.

Secretary: The Secretary shall cause to be issued notices of meetings of the Board of Directors, prepare minutes of the Board of Directors and membership meetings, shall have charge of the Association's books, shall exercise such powers as are delegated by

the Board of Directors, , and shall make reports and perform such other duties as are incident to this office and properly required of the Secretary by the Board of Directors.

Treasurer: The Treasurer shall collect all dues and assessments levied by the Board of Directors, shall make out vouchers covering all legitimate expenses of the Corporation and attest the same, and such other duties as the Board of Directors may direct.

c. Functions Delegated to Executive Director

The Board of Directors, at its discretion, may appoint an Executive Director. He or she shall be an ex-officio, nonvoting participant on the Board of Directors. The Executive Director shall be responsible for the day-to-day administration of Coos Watershed Association affairs and shall manage and direct all activities of the organization as prescribed by the Board of Directors. The Executive Director shall perform such other duties as may be assigned to him or her from time to time by the chair or the board.

Specific authority delegated to the Executive Director includes:

(1) Power to Bind Corporation.

The Executive Director is empowered to incur obligations on behalf of the Association in connection with routine management and project implementation activities and may serve as the sole signatory on contracts and agreements previously approved by the Executive Committee.

(2) Power to hire and discharge employees and agents.

The Executive Director shall have the power to hire and discharge agents and employees of the Association and shall oversee and direct their activities in carrying out the work of the organization consistent with the Board-approved Coos Watershed Association Personnel Policy Manual.

d. Authority to Expend Funds for the Association

(1) Persons Authorized to Sign Checks

The Executive Committee will designate no more than three of its Directors, including the Treasurer, and Executive Director, with the authority to sign checks for payment of Association debts. These individuals shall be bonded or insured against fraud.

(2) Approval to Pay Invoices

A list of current unpaid bills, along with their supporting invoices, shall be submitted to two authorized check signers for their approval. The authorized check signers shall indicate their approval of payment by their signature at the bottom of the list. This list will be provided to the Executive Committee for their review at their next scheduled meeting.

(3) Check Signing requirements.

Two authorized signatures shall be required on all checks.

5) **Friends of the Coos Watershed**

a. Establishment of Friends of the Coos Watershed.

Friends of the Coos Watershed (“Friends”) to consist of individual, families, organizations, and companies who support the mission and shared values of the Association.

b. Purpose of the Friends of the Coos Watershed.

The Friends of the Coos Watershed’s purpose is to support the Association in public education about the importance of watersheds, provide opportunities to volunteer in the Associations programs, and assist the Association in its fundraising.

c. Enrollment in the Friends of the Coos Watershed.

There shall be two types of Friends of the Coos Watershed: annual and honorary Friends. Any person supporting the mission and shared values of the Association may upon application to the Association and payment of dues become an Annual Friend. In addition to this class of Friends, honorary Friends may be designated to those persons who, in the judgment of the Board or staff, have, in an outstanding and exemplary matter, furthered the purposes of the Coos Watershed Association. “Annual Friends” and “Honorary Friends” are not “members” as that term is defined in Chapter 65 of the Oregon Revised Statutes.

d. Annual Friends Classification and Dues.

There shall be classes of Annual Friends as the Board of Directors shall, from time to time, establish. Dues and requirements and qualifications for each class of Friends shall be in accordance with a schedule established by the Board. Termination of Annual Friends shall be the remedy for non-payment of fees.

e. Other Classes of Friends

The Board of Directors may, by appropriate resolution from time to time, establish another class or other classes of Friends for the Association. None of such other class or classes of Friends, nor the constituents thereof, shall be or have the rights and privileges of members as defined by Chapter 65 of the Oregon Revised Statutes. The privileges, rights and duties of such other class or classes of Friends shall be as provided by the Board of Directors, subject to the terms of these Bylaws, as amended from time to time. The Board may determine from time to time an initial membership fee, and set such fees, dues and assessments for such Friends as the Board, in its discretion, may determine. The Board of Directors may thereby confer specified rights on the members except as otherwise specified in the corporation’s Article of Incorporation or Bylaws.

f. Meetings of the Friends of the Coos Watershed.

The Board may provide for holding regular meetings of the Friends whenever it may be considered necessary or desirable.

g. Dissolution of the Friends of the Coos Watershed.

The Board of Directors shall have, at its sole discretion, the power to dissolve the Friends of the Coos Watershed. There shall be no provision for repayment of any Annual dues should the Board decide to dissolve the Friends.

EXECUTION:

I, the undersigned officer of the corporation, hereby certify under penalty of perjury that I have examined these Amended Bylaws and that they are the full and complete Amended Bylaws approved by a quorum of the Board of Directors of Coos Watershed Association at their regular meeting on February 13, 2008.

Signature  Date 2008-13-'08

MURPHY GILES, SECRETARY
Name and Title (print)