



## **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. It is possible to achieve both environmental integrity, economic stability and human well-being within the Coos watershed;
2. Natural products and processes of the watershed are indicators of watershed health, and are important to the economy and vitality of the community;
3. Human activities have a legitimate place in the watershed;
4. Our actions can affect the stability of the watershed and related economy;
5. Deliberate planning and action for watershed health are important and effectively achieved by the people who live and work within the watershed;
6. A watershed scale-perspective improves our ability to sustain the health of the watershed and related economic activities.
7. The coordination of our individual effects can achieve a synergistic, beneficial effect on the watershed.
8. Maintaining harmonious relationships with stakeholders, partners, landowners, clients, suppliers, employees and each other contributes to the organization's effectiveness in improving the health of the watershed.
9. Fostering and appreciating a diversity of opinion, background, and approach while supporting the mission of the Coos WA will ultimately strengthen the Board and further our efforts to advance the mission and sustain our organization.

#### **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 Plan.

**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 (ORS) 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 (Oregon Revised Statute Ch. 65, Non-profit Corporation), including the following:

1. To establish policy and to 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 review the following documents when requested: Permanent records of minutes of all meetings of the board of directors and committees, as well as all actions taken without a meeting. (2) Appropriate accounting records; (3) Articles of incorporation and bylaws currently in effect; (4) Written communications required by ORS Chapter 65 and all communications regarding general matters made to the Board of Director within the past three years; (5) A list of the names and contact information of the directors on the board of directors and its officers; (6) The last three annual financial statements and any accountant reports during that time; and (7) The most recent annual report delivered to the Secretary of State.
10. 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 watershed. The total number of representatives on the Board and interest represented may be amended by vote 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 each may be reappointed for successive terms.

Upon resigning from the Board, an appointed Director may recommend to the Governance Committee a replacement. The Governance Committee will then bring that recommendation to the full Board for consideration.

**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. Regularly assess the ever-changing environmental integrity, economic stability, and watershed health to improve the organization's strategy to be responsive.
3. Annually review and approve the organization's budget.
4. Annually review the Executive Director's performance.
5. Approve major strategic and Board policies.
6. Serve on at least one committee.
7. Fulfill nonprofit board governance duties as defined by ORS chapter 65.
  - a. Duty of Care: Board members must exercise due care in all dealings with the organization and its interest. This includes careful oversight of financial matters and reading of minutes, attention to issues that are of concern to the organization, and raising questions whenever there is something that seems unclear or questionable.
  - b. Duty of Loyalty: Conflicts of interest, including the appearance of a conflict of interest, must be avoided. This includes personal conflicts of interest or conflicts with other organizations with which the Board member is connected.
  - c. Duty of Obedience: Obedience to Coos Watershed Association's values and mission must guide all decisions. The Board must also ensure that the organization functions within the law and its own bylaws and other policies.
  - d. Duty of Transparency: Boards have an obligation to ensure that their organization is appropriately transparent in its operations. This entails the filing of the IRS form 990 tax returns, completing regular audits, and making available all information required to be made public.

**d. Meetings of the Board of Directors.**

1. The Board of Directors may set dates and times for Association meetings as needed to attend to the business, but meetings, including an Annual Meeting, will be held no fewer 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. The standard practice for special meetings will be to provide notice of the time, place and purpose of any such special meeting to all Directors seven days prior to the meeting. In *very limited, special instances for time sensitive decisions*, a special meeting may be conducted provided all Directors receive a two-day written notice with the time, place, and purpose of the meeting as provided in revised state law (ORS 192.640-3). Acceptable methods and timing of notice include: (1) in person and telephone notice is effective when communicated; (2) mail or private courier notice is effective five (5) days after deposit in the US Mail or on the date shown on the return receipt if sent by registered or certified mail; and (3) electronic notice is effective when received or two (2) days after the notice is sent. Notice is only effective if addressed to the addresses reflected in the current Directors contact list. The right to notice may be waived as provided in the Act (ORS 65.214).
4. The Board of Directors may meet in a closed Executive Session under the following circumstances: (a) on the advice of counsel; (b) to discuss current pending or potential legal matters; (c) to consult with auditor, Human Resources and compensation consultants; (d) to acquire or dispose of real property, (e) to discuss or act on personnel issues; (f) to discuss intra-board disputes, practices, and performance issues; and (g) to address such other matters as the board deems appropriate.

At the option of the chair, another board officer, or upon majority vote of the Directors, an executive session of the board may be called. While in executive session, only board members and individuals invited by the chair may be present. At the option of the chair, the executive director may be excused. Board members may discuss the business conducted in an executive session only with other board members, persons present in the executive session by invitation of the chair, and others upon advice of counsel. Those present will be reminded that the executive session deliberations and all minutes, notes, and meeting materials will be kept confidential.

A motion, second, and majority vote is needed to end an executive session and return to a regular meeting. No other voting actions can take place while in executive session.

**e. Decision making of the Board of Directors**

1. At any given time, a simple majority of the individuals then serving on the Board of Directors shall constitute a meeting quorum. The Board must have a quorum to call for a vote or make a decision.
2. Any proposed action by the Board of Directors will be discussed with the goal of seeking consensus through a process encouraging all members to express their points of view or concerns.

A minimum of 2/3 majority of members voting is required for a vote to pass.

Board members may abstain from voting if they feel they are unable to participate in a vote. If a board member abstains, they are still counted as present with respect to determining a quorum.

4. Voting by E-mail may be authorized by the Board of Directors. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any action which may be taken at any annual, regular, or special meeting of the Board of Directors may be taken without a meeting by E-mail if: (1) The Corporation has a record of all Directors E-mail addresses; and (2) The Corporation maintains a copy of the announcement and record of the Director's votes in the corporate minutes. The announcement shall be sent to each Director at the E-mail address stored in the corporate records and shall include: (1) A description of the action to be taken; (2) A deadline to respond with a vote which may not be less than forty eight (48) hours; (3) A statement that a Director may change their vote any time prior to the deadline; and (4) An effective date if the action is intended to be effective at a date which is later than the deadline date. The affirmative vote of a majority of all Directors is an act of the Board of Directors if the action is taken pursuant to this section, unless a greater number of affirmative votes for the proposed action is required by law, the Articles of Incorporation, or these Bylaws

**f. Committees of the Board of Directors**

Substantial business of the Coos Watershed Association will be conducted through committees chartered by the Board of Directors.

Board Level Committees. The Board may establish committees delegated with the power of the Board of Directors to accomplish specific tasks, including but not limited to: (a) making Board decisions, (b) authorizing expenditures, (c) adopting budgets, (d) setting policies, or (e) establishing programs within the limits set by the Board of Directors in the Committee charters. These types of committees are "Board Level Committees." Board Level Committees must consist of two (2) or more Directors of the Board of Directors and shall not have any voting members who are not simultaneously

Directors of the Board of Directors. Board level committees may solicit participation from individuals who are not Directors of the Board of Directors. Committee members who are not also members of the Board of Directors may participate in committee discussions and initiatives, but they shall not have the right to vote. The creation of a committee and appointment of Directors to the committee under this subsection must be approved by a majority of all the Directors in office when the action is taken.

Such committees shall be established by resolution adopted by the Board at a properly called meeting, and such resolution shall specifically state the authority of the Board being delegated to the committee. The standing board-level committees identified in this section will operate with delegated power and authority of the Board of Directors, as outlined in each committee's charter.

1. Executive Committee
2. Finance Committee
3. Governance Committee

Non-Board Level Committees. The Board may establish any other working or advisory committee it deems appropriate. These are all "Non-Board Level Committees" which do not have the power to make Board level decisions, authorize expenditures, adopt budgets, set policy, or establish programs. Such committees shall be established by a resolution adopted by the Directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a Director of the Board of Directors. The standing non-board level committee identified in this section will operate according to the committee's charter.

1. Outreach and Education Committee

Regardless of whether a committee is board level or non-board level committee, no committee may take any of the following actions: (a) elect, appoint, or remove any Officer, any Director of the Board of Directors, or member of the Executive Committee; (b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; (c) authorize the dissolution of the Corporation or revoke proceedings therefore; (d) amend, alter, or repeal the Articles of Incorporation, Bylaws, or any resolution of the Board of Directors; or (e) authorize the payment of a dividend or any part of the income or profit of the Corporation to its Directors, Officers, or any other person or entity.

#### **e. Conflict of Interest**

The Coos Watershed Association encourages the active participation of Directors in its programs. However, as a result of this 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

ensure that they shall not use their positions with Coos Watershed Association or knowledge gained there from 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.

**f. 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, shall be entitled to the right of 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/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.

**g. Removal of a Director**

The Board of Directors may vote to remove a Director from the Board for failure to observe and conform to these Bylaws or for unreasonably hindering achievement of the purpose of the Association.

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.

**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 elected by a 2/3 majority of the Board of Directors. The President and Vice President shall each serve a one-year term. To provide continuity, the intention is for the Vice President to move to the President position after completing his/her one-year term. The Secretary and Treasurer shall each serve a two-year term. The Secretary will be elected in odd numbered years and the Treasurer elected in even numbered years. All officers are eligible to serve up to three successive terms if re-elected.

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 following describes the functions and duties of the Officers of the Association. Please note that the President may not simultaneously serve as the Secretary or Treasurer.

**President:** The President shall be the chairperson of the Board of Directors at all meetings and shall have general supervision of the affairs of the Association. The President has the authority to appoint committee chairs and may serve as an ex-officio member on all Board level Committees, may sign documents and contracts as approved by the board, and serves as the spokesperson for the Board. The President shall oversee the annual evaluation of the Executive Director.

**Vice President:** The Vice President shall exercise all functions of the office of the President when the President is absent. The Vice President shall assist the President in the execution of his/her duties and serve on Committees as requested.

**Secretary:** The Secretary shall assure that an agenda and necessary background information has been prepared by the President or Executive Director and distributed in advance of Board of Directors meetings. The Secretary shall prepare the official minutes of the Board of Directors that records motions, discussion votes on motions and all decisions made. Furthermore, the Secretary ensures that these minutes are disseminated to the Board of Directors, maintains a list of board member contact

information and shall make reports and perform such other duties as are incident to this office and requested by the President.

**Treasurer:** The Treasurer shall serve as the chair of the Finance Committee and ensure that proper financial controls are identified in the Association's Finance Policies so as to avoid fraudulent activities. The Treasurer shall work with the Executive Director to prepare an annual budget and present it to the Board of Directors for approval. The treasurer shall review the annual audit and facilitate board understanding of the audit. Additionally, the Treasurer works with the Executive Director and Finance Committee to ensure that financial reports are generated and shared with the board in advance of meetings and will lead financial discussions at board meetings.

**Past President:** The Past President shall serve on the Executive Committee and work closely with the President and other committee members to transfer knowledge and history gained during term as President to the current leadership team.

c. **Functions Delegated to Executive Director**

The Board of Directors appoints an Executive Director to oversee the day-to-day operations and decisions of the Association. The individual 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, including management of Association staff, and shall manage and direct all activities of the organization with oversight from the Executive Committee. The Executive Director shall perform such other duties as may be assigned from time to time by the Board President.

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 as outlined in the Fiscal Policies and Procedures.

2. **Power to develop and implement the Coos Watershed Association Employee Handbook.**

The Executive Director shall have the power to develop and implement human resources procedures, including procedures around leave, benefits, work requirements and restrictions, with input from the Board and external human resources consultants as needed.

3. **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

