



Coos Watershed Association Executive Committee Charter

Purpose: The Executive Committee shall consist of the officers of the Board of Directors with the purpose to support the Executive Director, and liaison between the Board of Directors and Executive Director. The Executive Committee also is responsible for ensuring that the Board of Directors is effectively performing its oversight duties for the organization. The committee examines how the Board is functioning on an ongoing basis, identifies areas of opportunity, and makes recommendations for improvements to the full Board. The Committee also monitors whether the Board is complying with its obligations as set forth in the Articles of Incorporation and Bylaws.

Committee Duration: This is a standing committee as identified in Section 3(f) of the Coos Watershed Association Bylaws.

Committee Duties:

- A. Coordinate with the Executive Director to develop plans and ensure the activities of the Association are consistent with its Strategic Plan.
- B. Review the quarterly financial statements.
- C. Annually, and at other times as needed, facilitate the performance review of the Executive Director, integrating feedback from the full Board of Directors.
- D. Assist the Executive Director in making timely decisions when Board Members are unavailable and ensure that all decisions are communicated to the Board without delay.
- E. Set agendas for Board of Directors meetings.
- F. Facilitate annual officer elections.
- G. Plan annual board retreat.
- H. Evaluate board effectiveness and work with the Board of Directors on improvement plans.
- I. Recommend ongoing training and development for Board Members.
- J. Oversee recruitment of new board members as needed to increase Board effectiveness.
- K. Develop Bylaw amendment proposals as necessary or requested (by a Board Member or Executive Director) and bring to full Board of Directors for consideration.
- L. The Executive Committee may recommend the removal of a Board Member for cause or forward along such recommendation from a Board Member not serving on the EC. Such recommendation shall be submitted in writing to the full Board, which will act in accordance with the removal procedures outlined in the bylaws.
- M. Report all activities to Board of Directors.

Membership: The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, a Member At Large, and the Executive Director (as a non-voting Ex Officio member).

Meeting Schedule: The Executive Committee meets monthly. Agenda topics are identified, and minutes are recorded and tracked by the Secretary. Additional special Executive Committee meetings are

Adopted at 9/9/2025 Board of Directors meeting



scheduled as needed.

Organizational Interaction: Board members and third parties (HR contractor, board development contractor etc.) may be invited to participate in meetings as needed. An Executive Committee report is provided to the Board of Directors at meetings and in between meetings as needed.

Authority: The Executive Committee has the authority to:

- **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 or 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 ED 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 and ensures that these minutes are disseminated to the Board of Directors, maintain 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 ED 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 ED 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.
- **Member at Large:** The Member at Large shall serve on the Executive Committee. This position is intended to give Board of Director members an opportunity to learn how the Executive Committee functions and determine whether or not they are interested in a future role as the President, Vice-President, Treasurer or Secretary.



Coos Watershed Association Finance Committee Charter

Purpose: The purpose of the Finance Committee is to ensure transparency and sound financial policies and practices are implemented to support the organization's long-term fiscal viability and sustainability.

Committee Duration: This is a standing committee identified in Section 3(f) of the Coos Watershed Association Bylaws. Members will serve two-year, renewable terms.

Committee Duties:

- A. Review quarterly financial statements and bring forward to full Board of Directors for review.
- B. Treasurer to review bank and credit card statements monthly.
- C. Review non-project related capital purchases over \$5,000 as presented by the Executive Director.
- D. Review annual budget and bring forward to full Board of Directors for approval.
- E. Annually review Fiscal Policy and bring suggested changes to full Board of Directors for approval.
- F. Assist Executive Director in selecting an independent auditor, and oversee annual audit process. Ensure that full Board of Directors have an opportunity to review draft documents and that all required tax documents are submitted.
- G. In coordination with the Executive Director and Finance Manager, oversee trends in the Association's annual indirect cost rate and communicate any concerns regarding how well the rate is supporting operation and management to the full board of directors.
- H. Review the organization's personnel benefits package and recommend actions to be undertaken by the board as needed.
- I. Make recommendations on long-term financial obligations and sustainability to the board.
- J. Provide advice and guidance in the management of funds and in communication of financial position strategies to the Executive Director.
- K. Oversee long-term investment of funds.
- L. Report all activities to Board of Directors.

Membership: The committee will consist of the Treasurer, and at least two board members serving staggered terms to ensure continuity. The committee also encourages membership in advisory capacity (non voting member) of one or more citizen(s) at large with expertise in

financial planning, budgeting, accounting or management.

Meeting Schedule: The committee will meet quarterly at a minimum, and more frequently as needed. Quorum is a majority of committee members.

Organizational Interaction: The committee will report on its activities to the Board of Directors. In addition, the Executive Director will serve as an ex-officio (non voting) member. The Association's Finance Manager will attend meetings and communicate with the committee at the discretion of the Executive Director and/or committee (prohibited from voting).



Coos Watershed Association

Outreach and Education Committee Charter

Purpose: To assist the Association by communicating with the public about the Association's activities, resources, mission, and structure, as well as ways the public can participate and support our mission. Messaging will seek to educate diverse audiences about the long-term benefits of good natural resource stewardship and how they can be good stewards of the Coos Watershed.

Committee Duration: This standing committee is identified in Section 3(f) of the Coos Watershed Association Bylaws. Each committee member will have a two-year term with unlimited renewals. The chair will track terms and ask committee members if they would like to serve an additional term.

Committee Duties:

- A. Increase community funding and financial support.
- B. Improve public and professional awareness of the Association.
 - A. Educate the community on the Association's strategic plan, projects, and programs.
 - B. Monitor how the community views the Association.
 - C. Guide the Association's image in the community.
- C. Maintain a strong interface between the Association and the community, emphasizing engaging diverse audiences.
 - A. Determine the community's needs/wants related to the Association's mission.
- D. Assist CoosWA in educating community members about the ultimate rewards of good natural resource stewardship and how they can be good stewards of the Coos Watershed.
- E. Report all activities to the Board of Directors at board meetings.

Organization:

Membership: The Outreach and Education Committee shall consist of no fewer than four board members. Additionally, the Committee shall recruit members from the community at large to strengthen and diversify the committee and to help link the committee to the community. The community members can be at large but should have an interest or skills related to public relations, media, outreach, writing/editing, fundraising, natural resources, education, and an overall desire to help the committee achieve the duties and purpose described above.

The Committee shall appoint a Chair. The Chair must be a board member and serve a term of two years. It is recommended that the Chair change every two years. The Chair may appoint a Co-Chair

Adopted at 9/9/2025 Board of Directors meeting



to assist with duties; the Co-Chair can be either a board or community member. The Committee Chair will be responsible for updating the full Board on the committee's activities.

The Association's Executive Director shall attend the committee meetings and function as a liaison between the committee and the Association.

The committee shall meet quarterly at a minimum and more often if needed (ex: fundraiser planning may require more frequent meetings). The Chair shall be in charge of setting the meeting date and time and notifying the committee members.



Coos Watershed Association Resilience Committee Charter

Purpose: To assist the Board of Directors in increasing the organization’s resilience to planned or unplanned vacancies in the Executive Director position and during Executive Director transitions. Additionally, this committee will assist the Board of Directors in proactive succession planning.

Committee Duration: This a “non-board level committee” as defined in section 3(f) of the bylaws and was enacted by the Board of Directors at their July 8, 2025 meeting. This committee will remain in place until the Board of Directors deems the committee duties are complete or otherwise votes to dissolve the committee.

Committee Duties:

- A. By end of 2025, work with the Executive Director to develop an organizational map that clearly articulates the overall role of each position, how positions relate to one another and the overall role each position plays in achieving the organization’s mission. (SP ID: 4.1.4.A)
- B. Support the Executive Director in developing a "standard operating procedure" for the Executive Director role which identifies responsible parties during ED absences by end of Q2 in 2026. (SP ID: 4.1.5.A)
- C. Review list of administrative policies/procedures to identify gaps, recommend additions, and ensure policies are in place by the end of 2026. (SP IDL 4.1.5.B)
- D. Develop a hiring and onboarding plan for the Executive Director position by end of Q2 in 2026 and seek board approval of the plan. (SP ID: 4.1.5.C)
- E. Engage in strategic partnerships as requested by ED that could potentially support the organization during ED absences/transitions, hiring and onboarding. (SP IDL 4.1.5.D)
- F. Report all activities to the Board of Directors at board meetings.

Organizational Interaction: The Committee will engage with staff as needed to achieve the duties described above. The Executive Director will take the lead on staff engagement with the committee.

Membership: The Resilience committee shall consist of the Executive Director and no fewer than three board members. One of the board members must also be a member of the Executive Committee. The Committee may recruit members from the community at large to strengthen and diversify the committee.

The Committee shall appoint a Chair. The Chair must be a board member. The Chair may appoint a Co-Chair to assist with duties. The Committee Chair will be responsible for updating the full Board on the committee’s activities and overseeing the committee’s progress on work plan goals.

The Association’s Executive Director shall attend the committee meetings and function as a liaison between the committee and the Association.

The committee shall meet quarterly at a minimum and more often if needed. The Chair shall be in charge of setting the meeting date and time and notifying the committee members.