

Elk Creek Watershed Council Bylaws

As amended and approved by the Board of Directors 11/19/2013

1. ARTICLE 1 - DEFINITIONS, INTERPRETATION, AND CONSTRUCTION

1.1. DEFINITIONS: As used in these Bylaws:

- 1.1.1. "Applicable Laws" means statutes, regulations, rules, ordinances, and other legal requirements of Governmental Agencies that affect the Council, or these Bylaws.
- 1.1.2. "Alternate" means an individual appointed to perform the duties of a Director when that Director is unable to do so.
- 1.1.3. "Board" means the Board of Directors of this Council.
- 1.1.4. "Council" means the Elk Creek Watershed Council, Inc.
- 1.1.5. "Director" means an individual appointed by the Board, as a Member of the Board.
- 1.1.6. "Entity" includes but is not limited to any corporation, unincorporated association, estate, partnership, trust, limited liability company, joint venture, Governmental Agency, and other juristic person.
- 1.1.7. "Government Agency" includes but is not limited to the State of Oregon and any commission, department, agency, official, or instrumentality of the State of Oregon; the United States and any commission, department, agency, official, or instrumentality of the United States; a county, city, district, authority, or any other municipality or unit of local government.
- 1.1.8. "Individual" means any natural person.
- 1.1.9. "Member of the Board" means a Director or an Alternate who is serving on the Board in the absence of the Director represented by that Alternate.
- 1.1.10. "Person" includes an Individual or Entity.
- 1.1.11. "Third-Party Claims" includes any demands, claims, legal actions, arbitration, administrative proceedings, criminal proceedings, and other adversarial proceedings that are asserted, filed, prosecuted, or appealed and any resulting expenses and liabilities, including damages, judgments, attorney fees, arbitration costs, and penalties.
- 1.1.12. "Elk Creek Watershed" and "Watershed" means the entire land area drained by the Elk Creek and its tributaries.
- 1.1.13. "Statistically Valid Sciences" refers to hypotheses that have been posted, data collections made using standard methodology, with results of the data measurements objectively assessed using an analysis of the data described in the science of statistics.

1.2. STATUTORY DEFINITIONS: Words and phrases that are not defined in these Bylaws will have the definition stated in ORS 65.001, ORS 541.351, or other Applicable Laws. For purposes of interpretation of these Bylaws, the definitions stated in Section 1.1 of these Bylaws supersede definitions contained in Applicable Laws.

1.3. INTERPRETATION: Generally, unless particular provisions of these Bylaws state otherwise or unless the content indicates otherwise, the following provisions apply to interpretation of these Bylaws:

- 1.3.1. Verbs in the present tense include the future and vice versa.
- 1.3.2. Nouns include the singular and plural forms.
- 1.3.3. “Shall”, “will”, and “must” denote acts or obligations that are mandatory.
- 1.3.4. “May” signifies a discretionary or permissive act.
- 1.3.5. “Means” denotes an exhaustive definition.
- 1.3.6. “Includes” denotes a partial definition. The phrase “without limitation” will be deemed to follow the words “includes” and “including” when referring to a list class or group of Persons, things, conditions, events, obligations, rights, powers, or liabilities.
- 1.3.7. Words and phrases that are defined by these Bylaws or Applicable Laws are capitalized.
- 1.3.8. References to sections and subsections of these Bylaws are capitalized.

2. ARTICLE 2 – PURPOSE, GOALS, AND PRINCIPLES IRC 501(C)(3)

PURPOSES This Council is organized and will be operated exclusively for charitable, scientific, and educational purposes.

- 2.1.2. The purpose of this Council will be to engage in lawful activities, none of which are for profit, for which nonprofit corporations may be organized under the laws of the State of Oregon and 501(c)(3) of the Internal Revenue Code.

2.2. PRIMARY PURPOSES: The primary purposes for which this Council is organized are:

- 2.2.1. To prepare and implement a Watershed action program for the Elk Creek Watershed pursuant to ORS 541.388;
- 2.2.2. To improve environmental integrity and economic stability in the Elk Creek Watershed;
- 2.2.3. To foster community understanding and appreciation of Watershed processes; and
- 2.2.4. To develop, implement, and monitor practices beneficial to the Watershed health, recognizing that human and livestock use is an important part of the equation.

- 2.3. GOALS:** This Council will endeavor to fulfill the primary purposes stated in Section 2.2 by pursuing the following goals:
- 2.3.1. Provide public participation in the implementation of ORS 541.351 to 541.426;
 - 2.3.2. Encourage landowners to recognize and accept responsibility for that portion of the Watershed under their stewardship and to take voluntary action in the interest of the Watershed;
 - 2.3.3. Foster public awareness of Watershed processes, activities, and opportunities to take responsibility for, and contribute positively to, the Watershed;
 - 2.3.4. Foster scientific understanding through a program of Watershed information and activities;
 - 2.3.5. Serve as a clearinghouse for Watershed information and activities;
 - 2.3.6. Operate in a manner which supports economic stability and environmental integrity (using Statistically Valid Sciences) within the Elk Creek Watershed; and
 - 2.3.7. Encourage cities and their residents to recognize and accept responsibility for their individual and collective impacts on the Watershed.

- 2.4. PRINCIPLES:** This Council and the Directors ascribe to the following statements of principle:
- 2.4.1. It is possible to achieve both economic stability and environmental integrity within the Elk Creek Watershed and Douglas County using Statistically Valid Sciences.
 - 2.4.2. The natural product and process of the Watershed are indicators of Watershed health and are important to the economy and vitality of communities.
 - 2.4.3. The actions of Persons residing or working within Douglas County can affect the stability of the Watershed and related economy (livestock, logging, farming, etc.).
 - 2.4.4. Land management and other human activities have a legitimate place in the Watershed.
 - 2.4.5. Coordinated planning and action for Watershed health are important, and are most effectively achieved by the Persons who reside and work within the Watershed.
 - 2.4.6. Watershed-scale perspective improves the ability of Persons to sustain the health of the Watershed and related economic activities.
 - 2.4.7. Fish are important to the economic, recreational, ecological, and cultural values of Persons and communities within the Watershed.
 - 2.4.8. This Council shall respect private property rights during the implementation of projects designed to improve Watershed productivity and health. This Council will participate in a project only with the voluntary cooperation of the owner of the land on which the project is located.

2.4.9. This Council shall have no regulatory authority over any private property or publicly owned or managed lands.

3. ARTICLE 3 – DIRECTORS

3.1. NUMBER: This Council will have eleven (11) regular Directors.

3.2. APPOINTMENT AND ELECTION: Eleven (11) Directors will be appointed by the Board.

3.3. QUALIFICATIONS: Directors must be of the age of majority in State of Oregon and must own land within the Elk Creek Watershed.

3.4. COMPOSITION: The composition of this Watershed Council will represent a balance of interested and affected persons within the Elk Creek Watershed and assure a high level of citizen involvement in development and implementation of a watershed action program.

3.5. TERMS: Except as provided in subsection 3.6.2, Directors appointed by the Board shall serve terms of two years that will begin on March 1 of the year of appointment.

3.6. VACANCIES

3.6.1. A vacancy on the Board will exist upon the death, resignation, or removal of a Director.

3.6.2. If a position held by the elected Director is vacant, the Board will appoint a replacement. This Director shall serve for the remainder of the term of the one being replaced.

3.7. REMOVAL AND RESIGNATION

3.7.1. Any Director who is appointed by the Board may be removed by written order of the Board, with or without cause, in accordance to ORS 65.331. A copy of any order for removal will be kept in the records of the Council.

3.7.2. Any Director may resign by giving written notice in accordance with ORS 65.321.

3.8. ALTERNATES

3.8.1. Each Director of the Board may appoint one Alternate who will attend and participate in the meetings of the Board when the Director is unable to attend. All appointments of Alternates will be subject to the written approval of the Board, which will not be unreasonably withheld.

3.8.2. When a Director dies, resigns or is removed from office, or when a Director's term expires, his or her Alternate appointment will be terminated.

- 3.8.3. When attending and participating in meetings of the Board on behalf of a Director, an Alternate will have all the powers and duties of a Director.
- 3.8.4. If an Alternate's position is vacant, a replacement will be appointed in accordance with Subsection 3.8.1.
- 3.8.5. Any Alternate approved by the Board can serve as Alternate for more than one Director, but may only represent one Director at a meeting.

3.9. POWERS: Subject to Applicable Laws and limitations of these Bylaws, the activities and affairs of this Council will be conducted and all powers will be exercised under the direction of the Board.

3.10. DUTIES OF THE BOARD

- 3.10.1. The Members of the Board shall perform any and all duties imposed on them individually or collectively by Applicable Laws, or these Bylaws.
- 3.10.2. In addition to other duties imposed by Applicable Laws, and these Bylaws, the Board shall:
 - 1. Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Council.
 - 2. Supervise all officers, agents and employees of the Council to assure their duties are performed properly.
 - 3. Develop such policies, procedures, and rules that the Board deems necessary for exercising the powers granted by these Bylaws, including rules regarding meetings of the Board and committees; policies regarding entry upon private land; policies regarding confidentiality of information provided this Council by Persons; procedures of financial transactions; and rules governing committees.

3.11. COMPENSATION: Directors and Alternates will serve without compensation for their services, but they will be allowed reasonable advancement or reimbursement of expenses incurred in performance of their duties as approved by the Board.

3.12. TIME AND PLACE OF MEETINGS

- 3.12.1. Meetings of the Board will be held at the Sunnydale Grange Hall unless otherwise provided by the Board.
- 3.12.2. Regular meetings will be held on the 3rd Tuesday of each month at 7:00 PM. If the regular meeting day falls on a legal holiday, an alternate meeting date and time may be selected by the Board.

3.13. NOTICE OF MEETINGS

- 3.13.1. No notice is required for any regular meeting of the Board.

- 3.13.2. Except as provided in Subsection 3.13.3, the Secretary of the Council shall give each Director notice of a special meeting of the Board at least seven (7) days before the meeting is held. Such notice may be oral or written. Oral notice may be given personally or by telephone, and a written record of the notice must be made. Written notice may be given by personal delivery, deposit in the U.S. mail, facsimile transmission, telegraph, or e-mail.
- 3.13.3. If emergency circumstances require immediate action by the Board, notice may be given personally, or by telephone, facsimile transmission, or email not less than twenty four hours before the time of the meeting.
- 3.13.4. The notice of a special meeting must state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. If an emergency meeting is called, the notice must describe the nature of the emergency.
- 3.13.5. If the Secretary learns that a Director will not be able to attend a special meeting, or if the Secretary cannot after diligent effort locate a Director to give notice, the Secretary shall give notice to the Alternate for that Director. If a Director learns that he or she cannot attend a regular or special meeting, the Director will notify both the Secretary and the Director's Alternate personally, by telephone, by facsimile transmission, or by e-mail.
- 3.13.6. Whenever notice of a meeting is required to be given to a Director, a written waiver of notice signed by the Director, before or after the time of the meeting, will be equivalent to giving such notice.

3.14. QUORUM FOR MEETINGS:

- 3.14.1. Six (6) voting Members of the Board constitute a quorum for the Board. An Alternate will be counted for purpose of a quorum only if the Director represented by the Alternate is not present at the meeting.
- 3.14.2. No final action will be taken by the Board at any meeting at which the required quorum is not present.

3.15. DECISIONS OF BOARD: The decisions of the Board will be made by a majority vote.

3.16. CONDUCT OF MEETINGS:

- 3.16.1. The Chairman of the Council will preside over meetings. If the Chairman is absent, the Vice-Chairman will preside over a meeting. If Chairman and Vice-Chairman are absent, the Board may designate a temporary Chairperson to preside over the meeting.
- 3.16.2. Minutes of meetings will be kept by or under the direction of the Secretary of the Council.
- 3.16.3. Meetings will be governed by rules of order determined by the Board that are consistent with these Bylaws and Applicable Laws.

4. ARTICLE 4 – OFFICERS

- 4.1. QUALIFICATIONS:** Any individual Director of the Council may serve as officer of this Council.
- 4.2. ELECTION AND TERM OF OFFICE:** Officers will be elected by the Board annually between March 1 and March 31.
- 4.3. RESIGNATION:** Any officer may resign at any time by giving written notice to the Board or to the Chairman or Secretary of the Council. Any resignation will take effect the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.
- 4.4. VACANCIES:** A vacancy caused by death, resignation, or removal of an officer will be filled by the Board. A vacancy in any office other than the Chairman may be filled temporarily by appointment by the Chairman until the Board fills the vacancy. Vacancies occurring in offices of officers created at the discretion of the Board may or may not be filled as the Board determines.
- 4.5. DUTIES OF THE CHAIRMAN**
- 4.5.1. The Chairman will be chief executive officer of the Council and shall, subject to the control of the Board, supervise and control the affairs of the Council and the activities of the officers.
- 4.5.2. The Chairman shall preside at all meetings of the Council.
- 4.5.3. Except as otherwise provided in Applicable Laws or the Bylaws, the Chairman shall, in the name of the Council, execute deeds, mortgages, bonds, contracts or other instruments when authorized by the Board.
- 4.6. DUTIES OF THE VICE-CHAIRMAN:** The Vice-Chairman will perform all duties of the Chairman when the Chairman is absent or is unable or unwilling to perform those duties. When acting as Chairman the Vice-Chairman will have the powers and responsibilities of the Chairman.
- 4.7. DUTIES OF THE SECRETARY**
- 4.7.1. The Secretary shall:
1. Certify and keep the original, or a copy, of these Bylaws as amended;
 2. Keep minutes of all meetings of the Board and committees.
 3. Assure that all notices are duly given in accordance with these Bylaws or as required by Applicable Laws; and
 4. Be custodian of the records of the Council.
- 4.7.2. Clerical tasks assigned to the Secretary may be performed by others under the direction of the Secretary.

4.8. DUTIES OF THE TREASURER

4.8.1. The Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the Council and deposit all funds in the name of the Council in banks or other depositories selected by the Board;
2. Receive, and give receipt for, monies due and payable to the Council;
3. Disburse, or cause to be dispersed, the funds of the Council as may be directed by the Board, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the Council's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
5. Render to the Chairman and Board, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Council; and
6. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in the required reports.

4.8.2. Clerical and bookkeeping tasks assigned to the Treasurer may be performed by others under the direction of the Treasurer.

4.9. ADDITIONAL DUTIES: In addition to the duties listed, each officer shall perform other such duties as may be required by Applicable Laws, or by other provisions of these Bylaws, or which may be assigned from time to time by the Board.

5. ARTICLE 5 – COMMITTEES

5.1. FORMATION OF COMMITTEES: The Board or the Chairman may establish standing committees and ad hoc committees to assist and advise the Board. The authority of each committee will be determined by the Board or the Chairman and may be modified or revoked by the Board or the Chairman at any time.

5.2. MEETINGS AND ACTIONS OF MEETINGS:

5.2.1. Committees will be subject to the control of the Board and may only perform functions and take actions that are authorized by the Board.

5.2.2. The committees will determine the time and place of committee meetings, unless directed otherwise by the Board. Notice of committee meetings will be given to committee members in the same manner as notice of Board meetings is given to Members of the Board.

- 5.2.3. The Board may designate the Chairperson of a committee who will preside over meetings of the committee, but if the Board does not do so, the committee may designate the Chairperson.
- 5.2.4. Meetings and decisions of committees will be governed by rules determined by the Board that are consistent with these Bylaws and Applicable Laws.
- 5.2.5. Each committee shall report on its actions to the Board at the next regular Board meeting.

6. ARTICLE 6 – EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

- 6.1. LIABILITY FOR COUNCIL OBLIGATIONS:** The Directors, Alternates and officers will not be personally liable for the debts, liabilities, or other obligations for the Council.
- 6.2. INDEMNIFICATION BY COUNCIL OF DIRECTORS AND OFFICERS:** The Directors, Alternates, officers, and other agents of the Council who are acting on behalf of the Council in accordance with these Bylaws will be indemnified from Third-Party Claims by the Council to the fullest extent permissible under Applicable Laws.
- 6.3. INSURANCE FOR COUNCIL AGENTS:** The Board may, by resolution, authorize the Council to purchase and maintain liability insurance for any agent of the Council (including a Director, Alternate, officer, employee, or other agent of the Council) against Third-Party Claims arising out of the agent's acts or omissions that occur while the agent is acting on behalf of the Council in accordance with the Council Bylaws.

7. ARTICLE 7 – LIABILITIES AND THIRD-PARTY CLAIMS

- 7.1. EXECUTION OF INSTRUMENTS:** The Board, unless as otherwise provided in the Bylaws, may by resolution authorize any officer or agent of the Council to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee will have any power or authority to bind the Council by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.
- 7.2. CHECKS AND NOTES:** Except as otherwise provided in these Bylaws, or as otherwise required by Applicable Laws, checks, drafts, promissory notes, orders for payment, and other evidence of indebtedness of the Council must be signed by two officers of the Council.
- 7.3. DEPOSITS:** All funds of the Council must be deposited in a timely manner to the credit of the Council in banks or other depositories selected by the Board.

7.4. GIFTS: The Board may accept on behalf of the Council any contribution, gift, bequest or devise for the nonprofit of this Council.

8. ARTICLE 8 – COUNCIL RECORDS

8.1. MAINTENANCE OF COUNCIL RECORDS: The Council shall keep all Council records at its principle office, including:

- 8.1.1. A copy of the Bylaws as amended to date;
- 8.1.2. Minutes of each meeting of the Board, any committee appointed by the Board, which indicate:
 - 1. The time and place of the meeting;
 - 2. Whether the meeting was regular or special;
 - 3. How the meeting was called;
 - 4. The notice given for the meeting;
 - 5. The names of those present; and
 - 6. The business transacted at the meetings;
- 8.1.3. Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and
- 8.1.4. Any records required by Applicable Laws.

8.2. INSPECTION OF RECORDS: Every Director will have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of this Council as may be required under these Bylaws and Applicable Laws.

8.3. PERIODIC REPORT: The Board shall cause any annual or periodic reports required by Applicable Laws to be submitted to the Secretary of State.

9. ARTICLE 9 – IRC 501(C)(3) TAX EXEMPT PROVISIONS

9.1. LIMITATION ON ACTIVITIES

- 9.1.1. No substantial part of the activities for this Council will be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided in Section 501(h) of the Internal Revenue Code, and this Council will not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- 9.1.2. Notwithstanding any other provisions of these Bylaws, this Council will not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to

which are deductible under Section 170(c)(2) of the Internal Revenue Code.

9.2. PROHIBITION AGAINST PRIVATE INUREMENT: No part of the net earnings of this Council will inure to the benefit of, or be distributable to, its Members, Directors or trustees, officers, or other private Persons, except that the Council will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

9.3. DISTRIBUTION OF ASSETS: Upon dissolution of this Council, its assets remaining after payment of all debts and liabilities of this Council will be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or will be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution will be made in accordance with all Applicable Laws.

10. ARTICLE 10 – AMENDMENT OF BYLAWS

10.1. AMENDMENTS IN GENERAL: Subject to the powers of the Members under Section 10.2 and except as otherwise provided by the Articles of Incorporation and Applicable Bylaws, these Bylaws may be amended by approval of the Board.

10.2. AMENDMENTS TO ARTICLE 2: Amendments to Article 2 of these Bylaws concerning purposes, goals and principles of this Council may be approved by 60% of the Board as determined by the “Director’s List” 30 days prior to the vote on the proposed change.

SIGNATURE PAGE:

The Elk Creek Watershed Council - Bylaws (As amended November 19, 2013) is hereby accepted and adopted by the Board of Directors of the Elk Creek Watershed Council.

November 19, 2013

James Mast, Chairman