

Luckiamute Watershed Council Charter and By-Laws

Adopted by LWC Board, October 2000; Approved by Polk County Commissioners, January 2001;

Revised by LWC Board: September 8, 2011, February 13, 2014 and September 11, 2014

I. Introduction

Geographic Area:

The Luckiamute Watershed Council's geographic area includes the Luckiamute River and Ash Creek watersheds, plus the drainage areas of American Bottom and Duck Slough and the area from the Luckiamute River watershed east to the Willamette River and south to the Albany urban growth boundary (see map).

Authorization:

The watersheds councils of Oregon were created as part of the Oregon Plan (ORS 541.898). The mission of the Oregon Plan is to restore the watersheds of Oregon and to recover the fish and wildlife populations of those watersheds to productive and sustainable levels in a manner that provides substantial ecological, cultural and economic benefits. The Luckiamute Watershed Council (Council) is established under the provisions of House Bill 3441 (1999) and Oregon Revised Statute, ORS 541.910. The Council was recognized by the Polk County Commissioners, January 16, 2001.

Council Goal:

The goal of the Council is to promote broad and informed public participation in the ecologically and economically sound sustainability and improvement of natural resources and environmental quality in the Luckiamute watershed.

Council Mission:

To engage landowners and communities in the voluntary protection, restoration and enhancement of the Luckiamute and Ash Creek watersheds.

Council Objectives:

- Assess watershed condition through observation and monitoring projects, including water quality
- Identify opportunities and recommend priorities for maintenance and improvement of the watershed
- Promote public understanding and facilitate impartial and broad-based discussion of issues
- Promote learning about the watershed
- Promote stewardship by individual landowners and assist them with projects
- Promote collaboration among organizations and agencies to conduct restoration projects
- Maintain a membership that represents a broad spectrum of the natural resource interests within the watershed
- Consider the interrelationships among social, economic, and biological systems within the watershed

II. Relationship to Decision-making Bodies and Other Watershed Interests

The Council is a non-regulatory, non-governmental group consisting of a balance of watershed interests. As such, it seeks information, makes recommendations, and provides advice concerning the natural resources of the watershed and its restoration.

The organizations and interests represented on the Council are not obligated to adopt or carry out the recommendations proposed by the Council, but are encouraged to give due consideration to all advice. These organizations and interests should report back to the Council on any actions taken in response to the Council's recommendations. The Council welcomes and will respond to requests for advice on actions affecting the watershed.

Council members will inform their organizations about the works of the Council and will bring their organization's recommendations to the Council.

III. Council Structure

The Luckiamute Watershed Council Board (Board) is the decision-making body of the Council. It will meet on the second Thursday of each month.

Officers of the Board are elected annually from the Board membership by a majority of those attending the notified election meeting. Officers are: Chair, Immediate Past Chair, Vice-chair, Treasurer, and Secretary. Following the one-year term, the Board shall re-elect officers for another term and/or select new officers.

The Board may form committees and task groups that may include persons not on the Council. All committees and task groups will be created by the Board, and will report back all findings to the Board. The Board, committees, or task group may co-opt technical advisors to use as needed. Standing Committees include Steering Committee, Education and Outreach Committee, Projects Review Committee and Council Support Committee. Responsibilities of these committees are found in the Operating Procedures. Additional Ad Hoc committees may be formed at any time at the request of the Board.

IV. Council Involvement

There will be two levels of Council involvement:

- Board members
- Any interested person known as a *participating stakeholder*.

Board membership is open to any stakeholder who lives or works in Polk or Benton counties. There shall be a minimum of seven Board members as long as the diversity of watershed interests is maintained.

Board members may be nominated and elected to the Board at any time of the year. Any participant who wishes to hold a Board position is eligible and shall notify the Board of their interest. An announcement/notification will be sent with the meeting agenda of intent to appoint a member to the Board, and a vote on the appointment will be taken at the following regular meeting. Board members serve 3-year terms, beginning in January. Terms shall be staggered so that 1/3 of the positions will be up for election each year.

Participating stakeholder is open to anyone with an interest in the watersheds and the Council and will be unlimited in number. The Council will maintain a mailing list of participating stakeholders who will receive advance notice of Council meetings and agendas. Participating stakeholders will not have voting rights.

V. Duties of the Board

The Board members shall establish the Council policies and review and change them as necessary, supervise contracts, authorize expenditures, oversee its financial affairs, and ensure the proper management and use of its assets.

The Board members must ensure that the Board, its employees, and its contractors properly employ the necessary formal procedures to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with applicable state and federal laws.

VI. OFFICER ROLES AND RESPONSIBILITIES

The Officers of the Board are Chair, Immediate Past Chair, Vice-Chair, Treasurer, and Secretary. Officers serve the Council to provide leadership, fiscal oversight, signatures, and record official decisions made by the Board. All Officers serve as members of the Board. The officers shall have no additional roles or decision-making authority other than those outlined below. All officers are expected to support Council goals and objectives to fulfill officer responsibilities.

Chair

The duties of the Chair or the Chair's designee are to:

- Preside at the monthly meetings;
- Participate in preparing the monthly meeting agenda;
- Orient new Council members;
- Appoint Ad-Hoc committee chairs;
- Review and sign approved resolutions and policies;
- Sign contracts and proposals approved by the Board on behalf of the Council;
- Authorize payment for work approved by the Board and consistent with the Council's charter;
- Authorize payments over \$600, for items approved by the Board;
- Represent the Council in meetings with top officers of organizational partners;
- Participate on the Steering Committee; and
- Any other duties as may be prescribed by the Council.

Immediate Past Chair

The duties of the Immediate Past Chair are to:

- Mentor the new Chair and officers;
- Perform duties assigned by the Chair; and
- Participate in Steering, Council and Committee meetings.

Vice-Chair:

The duties of the Vice-Chair are to:

- Act in place of the Chair when needed;
- Participate in preparing the monthly meeting agenda;
- Advise the Chair on programs and policies;

- Arrange special programs for regular Council meetings;
- Review and co-sign approved resolutions and policies;
- Participate on the Steering Committee; and
- Any other duties as may be prescribed by the Council.

The Vice Chair is authorized to:

- Sign contracts and proposals approved by the Board on behalf of the Council;
- Authorize payment for work approved by the Board and consistent with the Council's charter.

Treasurer

The Treasurer shall perform, or cause to be performed:

- Review and ensure accuracy of Council financial records provided by Fiscal Sponsor;
- Keep a full and accurate account of all Council financial records;
- Present monthly financial reports to the Council;
- Serve as primary administrator of the LWC bank account;
- Participate on the Steering Committee; and
- Any other duties as may be prescribed by the Council.

The Treasurer is authorized to:

- Sign contracts and proposals approved by the Board on behalf of the Council;
- Authorize payment for work approved by the Board and consistent with the Council's charter; and
- Authorize payments over \$600, for items approved by the Board.

Secretary

The Secretary shall perform, or cause to be performed:

- Oversee recording of formal decisions and minutes of all Council meetings for distribution in a timely manner;
- Maintain a policy manual and updates of the Council Charter and Appendices;
- Participate on the Steering Committee;
- Serve as secondary administrator of the LWC bank account, as an alternate when the Treasurer is not able to act;
- Be responsible for records retention, official files, and the Participant List; and
- Any other duties as may be prescribed by the Council.

The Secretary is authorized to:

- Sign contracts and proposals approved by the Board on behalf of the Council;
- Authorize payment for work approved by the Board and consistent with the Council's charter; and
- Authorize payments over \$600, for items approved by the Board.

VII. Voting

Business is conducted by those Board members present at the regularly scheduled monthly meetings. Action may be taken only on the items listed in the agenda. Decisions are reached by consensus minus one.

For items and motions that require a Board vote between scheduled meetings, an alternative voting protocol shall be available. Every Board member shall provide two contact methods for communication (i.e., email and telephone). Each Board member will be contacted regarding the item and be requested to respond by a given deadline that provides a minimum of two business

days to respond. Voting results shall be consensus minus one of timely responders. Action taken in this manner will be recorded in the minutes at the next Council meeting.

VIII. Board Member Participation

Each Board member will strive to attend all meetings.

Board members, or the group they represent, may designate a representative of their group to serve as a designated alternate; designated alternates will be listed on the Board roster. If a Board member cannot attend a meeting, the designated alternate shall be notified by the Board member. A designated alternate representing an absent Board member at a meeting has voting rights of the absent Board member. Absent Board members can give written comment or ask another member to express his/her interest, but cannot vote by proxy.

Board members shall notify the Board if they plan to vacate their position. The Board may vacate the position of any Board member who misses 4 of 12 meetings in one year, January through December.

A Board member may be expelled or suspended with or without cause by a Board vote. The Board shall notify the Board member of the action in writing at least 14 days before the meeting prior to the action to allow the Board member to respond in writing or person if necessary.

IX. Board Positions

The Board intends that Board membership represents the diversity of geographic areas and interest groups in the watershed. (See Operating Procedures.)

X. Council Interaction

Members will treat each other with respect, will not monopolize meeting time, and will listen to and try to understand each other's viewpoints. Members will speak when the Chair recognizes them, and the Chair will recognize members wishing to speak. Members will search for opportunities to develop group solutions and resolve conflicts.

XI. Conflict of Interest

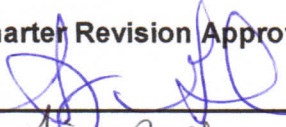
The Oregon Government Standards and Practices Commission defines both "potential" and "actual" conflicts of interest. A *potential* conflict occurs when an individual, such as a Council member or a Contractor takes an official action that *could* affect the financial interest of said individual or his/her relatives or businesses with which he/she is associated. An *actual* conflict of interest involves an action that *would* affect the financial interest of said individual or his/her relatives or businesses with which he/she is associated. (See detailed Council Conflict of Interest Policy.)

A Council member and/or Contractor shall publicly declare to the Board a potential, perceived, or actual conflict of interest and publicly abstain from discussion or voting. The Board will decide whether or not there is a conflict of interest before a vote can be taken.

XII. Amendments

A Board member may propose amendments to the Council Charter at any time. The Council shall vote on the proposed amendments and, if passed, notify all members of the new Charter amendment/s. The Board shall review the Charter annually.




Charter Revision Approved: September 11, 2014

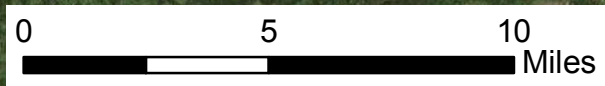

_____, Council Chair


_____, Council Vice-Chair

The Luckiamute Watershed Council's geographic area includes the Luckiamute River and Ash Creek watersheds, plus the drainage areas of American Bottom and Duck Slough, and the area from the Luckiamute River watershed east to the Willamette River and south to the Albany urban growth boundary.

Legend:

-  Luckiamute Watershed Council Boundary, February 2014
-  Calapooia Watershed Council
-  Albany urban growth boundary, 2011



Source: Esri, DigitalGlobe, GeoEye, i-cubed, Earthstar Geographics, CNES/Airbus DS, USDA, USGS, AEX, Getmapping, Aerogrid, IGN, IGP, swisstopo, and the GIS User Community