



Operating Procedures

October 1, 2003,
Amended September 5, 2012,
Amended October 1, 2014

ARTICLE I: NAME OF ORGANIZATION

The name of the organization shall be the Tualatin River Watershed Council. The official abbreviation of its name is TRWC, and may be referred to as the Council in the following articles.

ARTICLE II: MISSION AND PURPOSES

A. Mission

To foster better stewardship and understanding of the Tualatin River watershed resources; address natural resource issues; and ensure sustainable watershed health, functions, and uses.

B. Purposes

The Tualatin River Watershed Council was formed to share information, reduce duplication of activities, help address watershed management issues in the Tualatin River watershed, to provide a framework for coordination and cooperation among stakeholder groups in the watershed, to encourage community engagement, and to coordinate and conduct on-the-ground projects agreed to by consensus, that improve the condition of the watershed, so long as such projects do not interfere with the property rights of the individual property owners.

C. Powers

The Council shall have the following powers:

- a) To establish policies of the Council through Council resolution
- b) To amend the Bylaws and Operating Procedures
- c) To elect officers
- d) To form standing and ad hoc advisory groups or committees on any issue
- e) To delegate to officers and Stakeholder Representatives the power to incur obligations, withdraw funds, and make payments on behalf of the Council
- f) To designate a financial institution in which Council funds will be deposited

- g) To apply for, receive, and expend funds from any source
- h) To administer Council funds or designate a fiscal agent to handle funds
- i) To employ and fix salaries of employees of the Council
- j) To form, or assist in forming, or seek advice from committees
- k) To adopt and effect such measures as are deemed proper and expedient to promote the objectives of the Council
- l) To make contracts and agreements, in accordance with Oregon Public Contracting law, and to exercise whatever degree of management and control it deems is required to assure the success of contracts and projects
- m) To use litigation; except to pursue protection, enhancement or restoration of watershed health (for example to use litigation to enforce environmental regulations)
- n) To designate an individual to accomplish a specific task identified by the Council.

ARTICLE III: STAKEHOLDER REPRESENTATIVES

A. Represented Interests

The Tualatin River Watershed Council shall endeavor, at all times, to include Stakeholder Representatives from the following 20 Stakeholder Groups. Four Stakeholder Representatives shall represent Citizens-at-Large. This will result in 23 active Stakeholder Representatives.

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|--|---------------------------------------|
| Agriculture | Fisheries |
| Business / Industry | Home Builders / Developers |
| Chambers of Commerce | Industrial Forestry |
| Cities | Irrigation Districts |
| Citizen & Neighborhood Participation Organizations | Nursery Industry |
| Citizen-at-Large (4) | Park and Recreation Districts |
| Counties | Sewer Districts |
| Education Community | Small Woodlands |
| Environmental Community | Soil and Water Conservation Districts |
| Farm Bureau | Water Districts |

B. Board Recruitment

The Stakeholder Representatives (other than citizen-at-large representatives) shall be selected by the Stakeholder Group that represents a particular interest. Citizens-at-Large positions will be selected by the Steering Committee.

C. Citizen-at-Large Position

Citizen-at-Large Stakeholder Representatives will be recruited in the following manner:

1. The Council will accept applications from residents of the Tualatin River watershed.
2. Interested individuals will complete an application form.
3. The Steering Committee will review the applications, conduct interviews, or perform other tasks necessary to select a Stakeholder Representative.
4. If the Stakeholder Representative resigns or is unable to serve, the alternate will become the representative and a new alternate will be chosen.

D. Stakeholder Representative Requirements

1. Stakeholder Representatives, with the exception of Citizens-at-Large, will keep their Stakeholder Group informed about the work of the Council and will bring their concerns to the Council.
2. Stakeholder Representatives shall reside or work in the Tualatin River Watershed.
3. Stakeholder Representatives shall act with due care in managing the affairs of the Council, and shall act in the best interests of the Council and the Stakeholder Group they represent.

E. Replacement and Removal of Stakeholder Representatives

1. The Council will act to replace Stakeholder Representatives who resign or are unable to continue serving on the Council. The Council will request the currently represented Stakeholder Group for a replacement Stakeholder Representative. If the Stakeholder Group is unable or unwilling to do so, the position will remain open, but inactive, until the Stakeholder Group selects a new Stakeholder Representative.
2. If the Council has concerns about a Stakeholder Representative's participation on the Council, the Council shall notify the Stakeholder Group of its concerns and request appropriate action to be taken by the Stakeholder Group.
3. If both a Stakeholder Representative and alternate fail to attend a Council meeting for three consecutive months without providing a reason for absence, a warning letter may be sent to the Stakeholder Representatives and Stakeholder Group (if appropriate) requesting explanation for lack of attendance or nomination of new Stakeholder Representatives. If a response is not received within 30 days the Stakeholder Group will be deemed inactive and new representation will be sought from the Stakeholder Group.

ARTICLE IV: OFFICERS

A. Election of Officers

The Council shall elect the officers of the Council from the Stakeholder Representatives of the Council for one-year terms. The term of office shall be for one calendar year. Elections will take place in November; those elected will take office on January 1st of the next year. If a position becomes vacant during the term, a special election will be held to elect a new officer.

B. Officers

The Council Officers shall consist of a Chair, a Vice Chair, a Treasurer, and a Secretary. The Council may select other officers as needed.

C. Duties of the Officers

1. Chair

The duties of the Chair include presiding over Tualatin River Watershed Council meetings and Steering Committee meetings, seeking full participation of Stakeholder Representatives, enforcing ground rules, supervising the Council Coordinator, discussing Council operations with Council Vice Chair and Council Coordinator, serving as a spokesperson for the Council, acting as primary liaison with the designated fiscal agent, signing official documents (such as grants and memoranda of understanding) on behalf of the Council when authorized to do so by the Council, composing correspondence from the Council, and performing other tasks as assigned by the Council.

2. Vice Chair

In absence or disability of the Chair, the Chair's duties and powers shall be performed and exercised by the Vice Chair. The Vice Chair will assist with Chair duties as requested by the Chair, and perform other tasks as assigned by the Council.

3. Treasurer

The Treasurer is the chief financial officer of the Council. The Treasurer shall provide guidance to and define procedures for the Council and staff to manage funds, ensure the deposit of funds in one or more financial institutions, develop an annual budget for approval by the Council, provide for financial reports to the Council, and oversee the keeping of all financial records.

4. Secretary

The Secretary is the chief record keeper of the Council. The Secretary shall work with the Council Coordinator and the Council to ensure that adequate notification of meetings occurs. The Secretary will work to ensure that accurate meeting minutes are taken at Council meetings and official committee meetings, and distributed on a regular basis.

ARTICLE V: COMMITTEES

A. Committees

The Council may form committees and task groups of its own Stakeholder Representatives and individuals not on the Council to (1) perform certain functions (2) focus on specific issues or (3) implement action plan items. Advisory committees can contain individuals not on the Council, and will choose a chair from the committee. Any committee that exercises any function of the Council shall be composed exclusively of two or more Stakeholder Representatives, chosen by majority vote of the Council. Each committee shall have a liaison that reports regularly to the Council, and brings recommendations for Council action.

B. Steering Committee

The Council shall establish a Steering Committee, consisting of the Chair, Vice Chair, Treasurer, Secretary and other Stakeholder Representatives as needed by the Steering Committee. The Steering Committee shall have the power to (1) nominate Citizens-at-Large, (2) review outside grants and prepare letters of support or review, (3) set the work plan of the Council Coordinator, (4) have the authority to act on behalf of the Council as directed by the Council, (5) review progress on projects, grants, and Council activities, (6) set Council meeting agendas, (7) manage fiscal matters identified by the Council, and (8) consider any action referred to it by the Council. The Steering Committee will meet monthly. The agenda and minutes of the Steering Committee meetings (including attendance) shall be posted on the Council website.

ARTICLE VI: MEETINGS

A. Quorum/Decision Making

1. A quorum of Stakeholder Representatives or their alternates must be present to conduct business. A quorum is a majority of active Stakeholder Representatives.
2. The Council will use a consensus decision-making process (Consensus Scale listed below), unless otherwise specified in the Bylaws and Operating Procedures.
3. Any Stakeholder Representative with a conflict of interest will abstain from the decision-making process.

Consensus Scale

1.	Wholeheartedly Agree	Consensus
2.	Good Idea	Consensus
3.	Supportive	Consensus
4.	Reservations (but can be set aside)	Consensus
5.	Serious Concerns (but can live with the decision)	Consensus
6.	Cannot Participate or Support	No Consensus
7.	Abstain	Neutral

B. Council Meeting Procedures

1. Roberts Rules of Order should be used as a guideline for conduct.
2. Ground rules established by the Council will be followed.
3. The Council will hold monthly meetings that are open to the public. At least ten minutes will be set aside at each meeting for public comment.
4. Stakeholder Representatives will make every effort to attend all Council meetings themselves; and if they are unable to do so then will notify their alternate.
5. Stakeholder Representatives will notify the Council chair if both the primary Stakeholder and his/her alternate will be unable to attend a Council meeting.
6. If the Stakeholder Representative and alternate are unable to attend a meeting, the Stakeholder Representative may provide written comments.
7. Notice of all meetings and a tentative agenda shall be mailed or e-mailed to all Stakeholder Representatives prior to the meeting. Meeting information shall be posted on the Council web site.
8. Minutes and an attendance record will be kept for all Council meetings. These will be posted on the web site and available, upon request, from the Council.

ARTICLE VII: FINANCES

A. Accounting Procedures

The Council follows Generally Accepted Accounting Principles (GAAP) as appropriate to the scale and activities of the organization. The Council may seek independent auditing of financial records and management on an annual basis.

B. Revenue Generation

Revenue-generating activities, which are approved by the Council, shall be allowed. The Council shall have the power to receive grants, gifts, bequests and donations, and to engage persons and firms for pay, remuneration and revenue, and to engage in business transactions for the purposes of the Council.

C. Steering Committee Fiscal Responsibilities

1. The Steering Committee shall be responsible for advising on and auditing the implementation of project budgets adopted by the Council
2. The Council shall review progress on grants and projects quarterly. The Steering Committee shall review progress on grants and projects at its monthly meeting.
3. The Steering Committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of or behalf of the Council and such authority may be general or confined to specific instances and shall not exceed \$500. All decisions must be reported to the Council at the next regular meeting.

D. Signatures

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Council shall be signed by such officer or officers, agent or agents, of the Council and in such manner as shall be established by the Council. Two signatures will be required on all checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness for amounts in excess of \$500. For lesser amounts, or for salary or medical insurance reimbursement checks made payable to the coordinator, only one such signature is required.

E. Stakeholder Representative Compensation

All Stakeholder Representatives shall serve without compensation for their services as Stakeholder Representatives, except for expenses incurred during the performance of duties assigned by the Council, which may be reimbursed upon approval of the Steering Committee.

F. Loans

The Council shall make no loans.

ARTICLE VIII: BOOKS AND RECORDS

A. Record Keeping

The Council shall keep current and complete books and records of account, and shall keep minutes of the proceedings of its Stakeholder Representatives, officers, and committees having any of the authority of the Council.

B. Register

The Council shall keep a register of the names and addresses of its Stakeholder Representatives.

C. Access to Books and Records

The Council will make accessible to the public, for inspection, a packet containing: the Council's Articles of Incorporation, Bylaws, Operating Procedures, tax-exempt application and supporting documentation, documents or letters issued by the IRS relating to an approved application, and copies of annual returns (Form 990).

ARTICLE IX: NONDISCRIMINATION

The Council shall provide equal Stakeholder Representative/employment/service opportunities to all persons and will administer personnel policies and practices in accordance with all applicable laws. The Council does not discriminate on the basis of race, ancestry, creed, religion, color, personal appearance, national origin, citizenship, age, sex, sexual orientation, source of income, marital status, parental status, family responsibilities, the presence of any sensory, physical or mental disability, learning disability, matriculation, membership in any labor organization, political affiliation, or political ideology.

ARTICLE X: RESPECT FOR PROPERTY RIGHTS

The Council affirms its respect for private property rights in planning and implementing projects, and monitoring, to improve watershed productivity and health. The Council will only engage in an activity on private property with written permission of the landowner or verbal approval legally recorded during a telephone conversation. Any commitments the landowner makes will be clearly defined and strictly voluntary. The written permission will be obtained from the property owner or manager. The permission form and/or letter of request will be adapted to clearly describe each proposed project or activity.

ARTICLE XI: AMENDMENTS

These Operating Procedures may be amended, altered, or repealed and new Operating Procedures adopted by consensus vote of the Council at a regular meeting. Notice of intent to

consider a change in the Operating Procedures shall be mailed or electronically mailed to each Stakeholder Representative with the agenda for the meeting at which the change will be discussed not less than ten (10) days prior to the meeting. The vote on the change will be taken at the next regular meeting of the Council. Written proxies are acceptable for the voting process. If approved, the change in the Operating Procedures will become effective at the following regular Council meeting.

The Council's Operating Procedures may not contain any provision inconsistent with the law or its Bylaws.

Adopted by Resolution of the Tualatin River Watershed Council on 10-1-2003

Witnessed By:

**Tom Wolf
Council Officer**

Signed copy on file at Council office.

Amended by resolution of the Tualatin River Watershed Council on September 5, 2012

Article III, Section A. Increased Citizen-at-Large stakeholders from two to four thereby increasing active stakeholder representatives from 21 to 23.

Article VII, Section A. Changed the Council must, to may, seek independent auditing of financial records.

Article VII, Section C. Changed the requirement, of requiring two signatures on every check, to requiring two signatures on checks in excess of \$500. For lesser amounts and for checks made out to the coordinator for salary or medical reimbursement, only one signature is required.

Amended by resolution of the Tualatin River Watershed Council on October 1, 2014

Article II, Section B: Added "to encourage community engagement"

Article II, Section C (m): Added information on the use of litigation.

Article III, Section B & C: Changed the selection of Citizen-at-Large positions from a vote by the Council to a vote by the Steering Committee.

Article V, Section B: Added that the Steering Committee meets monthly and the agenda and minutes will be posted on the Council website.

Article VI, Section B: Added that the Council meetings will be held monthly and are open to the public. Meeting information and minutes will be posted on the Council website. The information can also be requested from the Council. Dropped the requirement that it be done seven days in advance.

Article VII, Section A: Added that the Council follows GAAP relative to financial matters.

Article VII, Section D: Added “insurance reimbursement” relative to the medical checks.

Article VII, Section E: Added that Stakeholder Representatives shall serve without compensation “for their services as Stakeholder Representatives.”