

ILLINOIS VALLEY WATERSHED COUNCIL BYLAWS

Article I: NAME OF ORGANIZATION

The name of the public benefit corporation shall be Illinois Valley Watershed Council. The official abbreviation of its name is IVWC and is hereafter referred to as the Council.

Article II: PURPOSE

The Council was formed as part of the State's model watershed program identified in HB 2215. It was formed on April 6, 1994 under the Oregon Plan for Salmon and Watersheds (ORS 541.388) to help address watershed management issues and to provide a framework for development and implementation of watershed action programs.

Section 1: MISSION

We collaborate with our community to restore, enhance, and sustain the health of the Illinois Valley Watershed. Water is life and healthy watersheds sustain life.

Section 2: GOALS

1. To focus on watershed assessment, restoration and enhancement efforts on projects and public outreach programs.
2. Actively foster communication among interested citizens and representatives of local, state, tribal and federal agencies.
3. Maintain responsible, accountable management and collaborative, effective projects that are broadly supported by local interests and that seek to provide resilient ecological benefits at scale.
4. Council directors shall reflect a diverse, inclusive representation of the community who uphold the mission.

Section 3: CORE VALUES

- Data and Science-driven information and processes
- Knowledge, communication, learning and teaching
- Collaboration
- Community engagement
- Proven processes
- Measured progress
- Acknowledgement that all parts of the watershed are connected and interdependent.

- Respectfulness
- An inclusive community
- Openness, honesty, and transparency

Article III: FUNCTION

The Council encompasses all lands drained by the Illinois River and its tributaries.

The Council is an advisory, non-membership and non-regulatory body that works with its community partners and neighbors including local, state, tribal and federal agencies and other organizations.

The Council is organized and shall be operated exclusively for educational, charitable, and scientific purposes that qualify as a 501(c)(3) organization and under the authority of the Oregon Nonprofit Corporation Act, ORS Ch. 65 as an Oregon watershed council.

Article IV: STRUCTURE

The Governing body will consist of a Board of Directors with authority and responsibility to conduct business of the Illinois Valley Watershed Council. The Council will consist of the Executive Director and six (6) to ten (10) community members appointed by the Council and shall have a term of office of four (4) years commencing on the date of appointment. All vacancies will be widely advertised and filled using the organization's application policy.

Section 1: BOARD ELIGIBILITY

Qualifications are as follows:

1. With the possible exception of the Executive Director, be a resident of the Illinois Valley River Watershed.
2. No more than one member of any family or household may hold a position on the Council at any time.
3. Demonstrate the ability to work in cooperation with other community members.
4. Be committed to the goals and mission of the Council.

Section 2: DIRECTOR DUTIES

Duties shall include establishing and maintaining Council positions and serving as part of the policy-making body for the corporation, approving the Strategic Plan, adopting and amending bylaws, and electing officers. These positions will uphold the stated mission, goals, and policies of IVWC, provide staff support and guidance, assume responsibility for staff and Council operations, designate powers or terminate powers of authority as required by the Board.

Section 3: RECRUITMENT AND REMOVAL

The Council shall have a recruitment document which lays out board requirements and the importance of adherence, including meeting attendance, outreach,

fundraising, and event participation.

Section 4: INDEMNITY

The Council shall carry Officers and Directors Liability insurance.

Article V: MEETINGS

All meetings shall be led by the Chairman of the Board and follow Robert's Rules of Order/Parliamentary Procedure as appropriate.

The Council may hold regular meetings that will open to the public with a proposed agenda published in advance.

Special Executive sessions, which are not open to the public, may be held as needed.

Public participation shall be encouraged at regular monthly meetings, shall be allowed at the discretion of the Chair, and not hinder the Council from conducting business in accordance with its mission and goals.

The public may address the Board on any specific watershed issues by requesting time on the agenda. Participation may be limited at the Board Chair's discretion.

Section 1: QUORUM and ACTIONS

Special Meetings of the Board may be called by the Chair with notice given to each Director at least 24 hours in advance of such meeting. Notice describing time, place, date, purpose shall be delivered to each Director by phone, email, in person, or by mail.

A quorum is necessary for the Council to conduct business and to reach decisions. A majority of the current filled director seats is considered a quorum.

An official action by the Council Board will be a vote by the majority of Directors present at a meeting at which a quorum is required. Any action required by law to be taken at a meeting may be taken without a meeting if a majority of the Board agrees without objection. Consent in writing includes electronic communications.

Section 2: COMMITTEES

The Council Board may form task groups or committees to perform specific functions and address specific issues related to business of the Watershed Council. Committee recommendations are advisory and must be considered for action by the Board of Directors at a meeting.

Article VI: OFFICERS

There shall be three officers: Chair, Treasurer, and Secretary who shall be nominated and voted into place by the Council at the first meeting of the year. A Vice Chair office may also be appointed if the Council Board so elects. Officers shall serve for one (1) year.

Section 1: OFFICER DUTIES

The Chair shall conduct business and oversee all meetings and sign as necessary as representative of the Council. The Chair serves as the Principal Officer of the

organization, supervising all Council affairs, providing leadership, and helping to guide and mediate Board actions with respect to organizational priorities and governance concerns.

The Treasurer will act as Chief Financial Officer of the Council Board to ensure that full and accurate accounts of financial transactions are provided monthly and annually. This position shall serve on all budget and/or financial committees.

The Secretary shall be responsible for ensuring meeting notices are provided where required and minutes of the meeting are recorded. The position is responsible for ensuring that staff practice effective records management and minutes are distributed to relevant parties. The Secretary may draft Council correspondence as requested by the Board.

The Vice Chair, if appointed, shall assume the duties of the Chair in the absence of the Chair. If no Vice-Chair is appointed, the Board will appoint someone to act on the Chair's behalf.

All officer positions also perform the duties of Council Board Members as Directors.

Section 2: REMOVAL OR VACANCY

An officer or Director may resign at any time by delivering notice to the Board. An officer or Director may be removed with or without cause by a two-thirds (2/3) vote of the Board.

Vacancies in officer positions shall be filled by an election of the Board and serve until the next regular election of officers.

Section 3: DUTY COMPENSATION

Positions shall not receive compensation for service to Council Board but may be reimbursed for actual and reasonable expenses incurred in performing their duties at the discretion of the Executive Director or ranking staff.

Article VII: BY-LAW REVIEW

An ad-hoc committee shall review the bylaws on an as-needed basis. The committee will present any findings and recommendations to the full Council for discussion.

Articles or bylaws may be amended, repealed, or restated by two-thirds (2/3) vote of all Directors in office at any meeting where such action is on the published agenda and a summary has been presented in the meeting.

Adoption of Bylaws of Illinois Valley Watershed Council

The directors of IVWC approved the foregoing updated Bylaws as Bylaws of the corporation, Illinois Valley Watershed Council, on 1-11-24, effective 1-11-24

IVWC Representative Signature [Signature] Date 1-11-24

IVWC Secretary Signature [Signature] Date 1-11-24