

**AGENDA**  
**McKenzie Watershed Council**  
**Thursday, March 9th, 2023**  
**International Paper**  
**785 N 42nd St, Springfield, OR 97478**  
**5:05 – 6:50 p.m.**

|   |      | Item                             | Description  | Min  | Materials/Facilitation   |
|---|------|----------------------------------|--|------|--|
| 1 | 5:05 | Intro                            | <ul style="list-style-type: none"> <li>Approve March 9<sup>th</sup> agenda &amp; meeting logistics</li> </ul>  | 5    | <i>Jared/Chase</i>   |
| 2 | 5:10 | Meeting minutes                  | <ul style="list-style-type: none"> <li>Approve February 9<sup>th</sup> meeting minutes</li> </ul>  | 5    | <i>Jared/Chase</i>   |
| 3 | 5:15 | Partner Updates                  | <ul style="list-style-type: none"> <li>Partner updates &amp; Public comment</li> </ul>   | 25   | <i>Partners</i>  |
| 4 | 5:40 | Director's update                | <ul style="list-style-type: none"> <li>MWA By-law Revisions (attached)</li> </ul>  | 20   | <i>Jared</i>   |
| 5 | 6:00 | Charter Updating                 | <ul style="list-style-type: none"> <li>Review agenda &amp; plan for MWC Charter revision</li> <li>3 main questions to discuss (Council composition, decision-making, and governance structure)</li> <li>we will get as far as we can in each meeting, making sure to have enough time for discussion or to resolve disagreement</li> </ul>   | 5-10 | <i>Sydney &amp; Jared</i>  |
| 6 | 6:05 | MWC composition & Participation  | <ul style="list-style-type: none"> <li>Walk around and think about if anyone is missing from the Council (5-10, grab a drink or snack)</li> <li>In small groups discuss: Who else should be at the table? Use markers and include anyone/group you think is missing (10)</li> <li>Come back and discuss as a whole group (10)</li> <li>Vote (5)</li> </ul>   | ~30  | <i>Prepare sheets with reps from each area (below), give everyone a group number first (bring little papers 1-5), set up tables for each group</i> |
| 7 | 6:35 | Decision-making part I (if time) | <ul style="list-style-type: none"> <li>Everyone grab your voting thing</li> <li>Q1: Do people like the way that decision-making is currently carried out?</li> <li>Q2: has this method of decision-making caused any issues in the past that you can recall? Q3: Do you think we should maintain consensus or consensus-1 for MWC decision-making? ((vote &amp; make note)</li> <li>Discuss if time, if not, we will take up the conversation in May or June.</li> </ul> | 15   |  |
| 8 | 6:50 | Close Out                        | <ul style="list-style-type: none"> <li></li> </ul>   |      | <i>Jared</i>   |

MWC charter participants: local government, water utility companies, McKenzie Valley residents, resource users (e.g., agriculture, private timber), industrial forest land managers, major water consumers, environmental advocates, state government and federal government

**Upcoming Meeting Schedule**

- April 13, 2023: DOGAMI Lower McKenzie Channel Migration Study, International Paper

**Contact:** Jared Weybright, 458-201-8150, [jared@mckenziawc.org](mailto:jared@mckenziawc.org), [www.mckenziawc.org](http://www.mckenziawc.org)

## **PUBLIC COMMENT PROCEDURES MCKENZIE WATERSHED COUNCIL**

Adopted February 14, 2013

A general public comment period of at least ten minutes will be placed on each agenda at the beginning of the meeting. During this session, testimony is allowed on any matter relevant to the Council's mission. The facilitator shall determine relevance. The time limit for comments is three minutes, which can be reduced at the discretion of the facilitator. The facilitator also may allow public comment or questions on specific agenda items as they are addressed, with a three-minute time limit. The facilitator has the discretion to end public testimony if needed to make sure the Council completes its business.

Before members of the public may provide comments, first they must be recognized by the facilitator. Individuals should raise their hands to be recognized and provide their names and the organizations they represent, if any. The Council will require speakers to fill out a public comment card identifying themselves and the topic they wish to address.

Each agenda should include a statement describing these public comment procedures.

### **COUNCIL MISSION STATEMENT**

To foster better stewardship of McKenzie River watershed resources, deal with issues in advance of resource degradation, and ensure sustainable watershed health, functions and uses. The Council will accomplish its mission through fostering voluntary partnerships, collaboration and public awareness.

### **MEETING AGREEMENTS**

- Honor the agenda or modify by agreement
- Candid and constructive conversation
- Ask questions for clarification and understanding
- Monitor speaking time
- Focus on problems (issues) not people
- Avoid sidebar conversations
- Listen carefully to each other; focus on content not style

### **ROLE OF THE FACILITATOR**

- Use meeting agreements for guidance
- Refrain from contributing your own ideas (if you feel strongly about providing an opinion on a certain issue, pass the gavel temporarily to another Exec. member)
- Keep group's attention focused on agenda items
- Make sure everyone has a chance to participate
- Maintain agreed upon time schedule
- Summarize to move from one topic to another (but don't try to bias what was just decided by the council)
- Coming to consensus:
  - Highlight where participants agree
  - Identify areas of disagreement
  - Develop plan for achieving consensus

**MINUTES**  
**McKenzie Watershed Council**  
**Thursday, February 9th, 2023**  
**Virtual**

**Present:** Diane Albino (Resident Partner), Bob Bumstead (McKenzie Flyfishers), Brian Brazil (International Paper), Dana Burwell (McKenzie Guides), Nate Day (McKenzie Schools), Rod Fosback (NW Steelheaders), Chad Helms (USACE), David Kretzing (Resident Partner), , Andy McWilliams (Resident Partner), Steve Mealey (McKenzie Guides), Todd Miller (City of Springfield), Ralph Perkins (UWSWCD), Jeremy Romer (ODFW), Will Rutherford (Resident Partner), Emily Semple (City of Eugene), Mark Schulze (HJ Andrews), Wade Stampe (Resident Partner), Nancy Toth (EWEB), Kelly Wood (Wildish), Sue Zeni (Resident Partner)

**Staff:** Chase Antonovich, Lara Colley, Vanessa Taylor, Jennifer Weber, Jared Weybright, Joseph Ycaza

**Guests:** Adam Spencer, Lisa Krentz, Robin Leighty, Ken Vogeney, Kate Meyer, Jeremy Somogy, Mark Zinniker

### **1. Approval of Agenda**

Bob Bumstead motioned to approve the February 9th meeting agenda. Meeting minutes approved as written, all partners showing consensus level 3.

### **2. Approval of January 12th Meeting Minutes**

Jared Weybright motioned to approve the January 12<sup>th</sup> meeting minutes. Meeting minutes approved as written, all partners showing consensus level 3.

### **3. Decommissioning the Leaburg Hydroelectric Project: What's around the bend?**

Lisa Krentz, EWEB Generation Manager, alongside a team of EWEB staff, presented on the EWEB Board of Directors' recent decision to move forward with developing plans to decommission the Leaburg Hydroelectric Project. Ms. Krentz began by introducing her team, consisting of: Mark Zinniker, Generation Engineering Supervisor; Jeremy Somogy, Project Manager; Adam Spencer, Communications Specialist; and Robin Leighty, Regulatory Compliance lead. Ms. Krentz then introduced proposed alternatives to the project, followed by triple bottom line attributes focused on social, environmental, and economic concerns. She then discussed recommendation highlights before covering a brief timeline of the project.

Bob Bumstead inquired as to what a canal plug is, and if it resembles a check dam. Mark Zinniker responded that yes, it is essentially a check dam although more substantial in size. These plugs would be used to divert the flow of water from Cogswell Creek Johnson Creek away from vulnerable portions of the canal.

Steve Mealey asked Lisa Krentz if EWEB accepts no responsibility for loss of water supply to the McKenzie Hatchery. Ms. Krentz responded that they have no legal responsibility to provide water to the hatchery although EWEB is open to collaboration where feasible.

Jared Weybright asked if there has been any planning around the draining of the reservoir and what will be done with that space. Ms. Krentz responded that no design work has been done at this point, and that it will be covered in the next phase of planning. Jeremy Somogy noted that the draining in the lake will be at least 10 years out so EWEB plans to implement extensive restoration and monitoring efforts.

Kelly Wood asked if EWEB could elaborate on the drilling practices that will be used. Jeremy Somogy responded that a DPP plan has not been submitted so they cannot say for sure, although they anticipate a log of auger drilling with accompanying SPT counts and infiltration testing. They plan to limit hydraulic drilling while exploring sonic drilling where applicable.

Jared Weybright asked Ms. Krentz if she could talk about what would happen with Lloyd Knox Park. Ms. Krentz responded that they still don't have a plan for the park although they know that it is important to the community.

Mr. Weybright inquired as to what the public and community feedback requirement looks like. Ms. Krentz responded that as part of the official regulatory process there are specific requirements with federal and state regulatory agencies. Adam Spencer noted that EWEB will be creating a Leaburg updates newsletter and action plan. Additionally there will be an upriver board meeting May 16<sup>th</sup>, and an email account created to field Leaburg inquiries.

Rod Fosback asked if any boulders will be removed or if boater navigability will be addressed. Ms. Krentz responded that navigability will be addressed in the long term plan, and they assume the river will look much different following the dam removal.

Chad Helms asked if there is going to be a fish salvage effort for the lamprey ammocoetes present in the sediment behind the dam. Mark Zinniker responded that it is difficult to salvage those so they will be looking to agencies for advice. He continued that a slow reduction in water level gives the ammocoetes time to migrate so they may utilize that type of strategy.

For more information and background about the Leaburg Hydroelectric Project Strategic Evaluation: <https://www.eweb.org/about-us/power-supply/mckenzie-river-hydro-projects/future-of-the-leaburg-hydroelectric-project>

Link to the full TBL: [https://www.eweb.org/documents/board-meetings/2023/01-03-23/m10-record\\_of\\_decision\\_with\\_attachments\\_leaburg\\_hydroelectric\\_project\\_future\\_2022\\_12\\_27.pdf](https://www.eweb.org/documents/board-meetings/2023/01-03-23/m10-record_of_decision_with_attachments_leaburg_hydroelectric_project_future_2022_12_27.pdf)

To sign up for the Leaburg Updates newsletter: <https://www.eweb.org/about-us/power-supply/mckenzie-river-hydro-projects/future-of-the-leaburg-hydroelectric-project/leaburg-newsletter-sign-up>

At any time, please email [LeaburgInfo@eweb.org](mailto:LeaburgInfo@eweb.org) with questions

#### **4. Partner Updates**

Councilor Emily Semple reported that the City Council has approved moving their facilities to the old EWEB building.

Nancy Toth reported that the EWEB septic grant program is in full swing, with residents able to get their whole system repaired with grant funding.

Bob Bumstead reported that the next McKenzie Fly Fishers meeting will feature Emma Garner, education coordinator for the MFWWC. Bob continued that the Fly Fishers are looking forward to using the new pond at the McKenzie Discovery Center to educate students on fish and proper fish handling.

Rod Fosback reported that the NW Steelheaders hatchery is open and waiting for fish, with 20,000 smolts currently in the pond ready for April.

Dana Burwell reported that the McKenzie Guides have decided to not take a position on the removal of Leaburg dam, although many guides strongly encourage ODFW to keep the hatcheries open.

Todd Miller provided kudos to the MWC for the series of presentations that have occurred at recent meetings. He continued that in regards to the cooling of wastewater outflow studies they have been working on there is a shortcoming in some of the data analysis so they could not present some of the findings. They plan to go back to USGS and do it correctly, but they were able to present other information to DEQ staff that helped gain traction. Mr. Miller noted that hopefully in the next year there will be an opportunity to demonstrate what floodplain projects do for stream temperatures. Mr. Miller added that they are launching biochar production next month with several users lined up, and plan to study how biochar can be beneficial in wastewater treatment.

Nick Grant reported that Darren Cross has taken a temporary detail as the Siuslaw Forest supervisor for 120 days. Additionally, Johan Hogervorst has taken a job with forest service enterprises so he will no longer be on the Willamette but instead will be able to focus more on restoration both on the McKenzie and across the country. Matt Helstab will also be moving on to enterprise.

Link to Johan's thank you page: <https://www.kudoboard.com/boards/8RMNftbL>

Jeremy Romer reported that the Discovery Center pond is watered and the trail is looking good, making this a great opportunity for education and outreach. Additionally, Mr. Romer noted that AFS will be held February 28<sup>th</sup>-March 3<sup>rd</sup>, with registration currently open.

Chad Helms reported that the USACE has begun refilling reservoirs as of February 1<sup>st</sup>, with the exception of Cougar, Fall Creek, and Foster. Mr. Helms added that the Willamette basin fisheries review is in April, and he will share out that date soon.

Will Rutherford reported as a proxy for Andy McWilliams that the University of Oregon Museum of Natural and Cultural History is hosting a nature night May 20<sup>th</sup>, and wanted to know if the MWC would like to table. Mr. McWilliams volunteered to help out if there is interest.

Nancy Toth noted that Karl Morgenstern is retiring March 1<sup>st</sup>, and will be joining the UWSWCD and McKenzie Land Trust boards. Susan Fricke will be replacing Mr. Morgenstern at EWEB. Bob Bumstead suggested gifting Karl a plaque or another award. Mr. Weybright volunteered to take the lead on the gift.

## **5. Director's Report**

Jared Weybright provided a brief update of Council activities. He noted that the 2022 annual report is out and had been sent out to Partners earlier in the week. He noted that the DOGAMI presentation will be moved to the April Council meeting, with March being used for reviewing the Council charter. Mr. Weybright continued that Delta Campground decommissioning is underway and going well, with much of the infrastructure being recycled in Eugene. Mr. Weybright briefly noted that planting season is also underway, with the PWP planning to have 1.1 million native trees and shrubs planted in the HFF footprint following this planting season. Lastly, Mr. Weybright noted that cooperative planning for Finn Rock Reach Phase 2 and Quartz Creek continues. The MRT released a Referral For Proposals (RFP) for the

Phase 2 project in late January and will conduct site visits with interested contractors through February. Partners expect the project to begin in the spring of 2023.

**Meeting adjourned, 6:55pm.**

# **Charter**

## **McKenzie Watershed Council**

Revised Charter Approved by Consensus September 11, 2014

### **Purpose**

The McKenzie Watershed Council was formed to help address watershed management issues in the McKenzie River watershed, as well as provide a framework for voluntary coordination and cooperation among key interests in the development and implementation of a watershed action program. A primary purpose of the council is to work collaboratively with communities and landowners to develop and carry out voluntary watershed protection, restoration, enhancement, education and community engagement activities.

### **Vision**

Through the McKenzie Watershed Council's Conservation Strategy, the McKenzie River watershed supports exceptional water quality and habitats in balance with human livelihood and quality of life.

### **Mission**

To foster better stewardship of the McKenzie River watershed resources, deal with issues in advance of resource degradation, and ensure sustainable watershed health, functions and uses. The Council will accomplish its mission through fostering voluntary partnerships, collaboration and public awareness.

### **Relationship to Decision-Making Bodies and Communities of Interest**

The McKenzie Watershed Council is an advisory body to established decision-making bodies and communities of interest. As such, the Council makes recommendations concerning the protection, restoration, and enhancement of the quality of the McKenzie River watershed.

The agencies, organizations, and interests represented on the Council are not obligated to adopt or carry out the recommendations of the Council but will give due consideration to the recommendations and take actions they consider appropriate. These agencies, organizations and interests will report back to the Council on any actions taken in response to Council recommendations.

The Council welcomes and will respond to requests for advice on actions affecting the watershed that are proposed by local, state and federal agencies, organizations, and/or interests.

Council Partners will keep their respective agencies, organizations and interests informed about the work of the Council and will also bring their concerns to the Council.

## **Objectives**

1. Establish a framework for coordination, cooperation and citizen involvement to ensure an appropriate level of participation in the Council's work;
2. Improve communication among affected private individuals (landowners), interested citizens and representatives of local, state and federal agencies;
  - Publish and distribute a "State of the Watershed" report periodically (currently every 5 years).
3. Provide a forum for hearing, considering and acting upon problems and conflicts related to the Council's mission;
4. Develop an integrated, comprehensive watershed management program;
  - Determine the current condition and uses of the watershed;
  - Identify the desired condition and uses of the watershed;
  - Prepare a proposed watershed action program, including recommended policies and actions, to achieve and maintain the desired condition; and
  - Monitor implementation of the watershed action program.
5. Evaluate program effectiveness, ensure accountability and communicate results;
6. Promote ongoing monitoring of the health of the McKenzie River Watershed; and
7. Promote partnerships and secure funding to implement the Council's Work Plan.

## **Cooperative Partners**

The Council's membership will include broad and diverse representatives of the range of geographic and natural resource interests in the watershed, as well as public and private interests. The McKenzie Watershed Council shall attempt to include representatives from the following interests: local government, water utility companies, McKenzie Valley residents, resource users (e.g., agriculture, private timber), industrial forest land managers, major water consumers, environmental advocates, state government and federal government. A majority of Partners shall be local citizens, including local officials or their designated representative. Ideally, the Council will have representation from 20-28 diverse stakeholder groups and residents. The following is a list of interests and organizations that could be considered for Council composition. This list is not intended to limit participation, and the Council recognizes that newly formed groups could be approved for partnership by consensus and that existing groups sometimes dissolve and will be removed from the Council.



| <b>Interest</b>         | <b>Agency/ <u>Representative</u><br/>Organizations</b>  | <b><u>Representative's</u><br/>Position</b> |
|-------------------------|---|---|
| Local Government        | Lane County, City of Eugene, City of Springfield, City of Coburg  | Elected official or staff designee          |
| Water Utility           | Eugene Water & Electric Board, Springfield Utility Board, Community Water Associations  | Elected official or staff designee          |
| Recreation Provider     | McKenzie River Guides Association   | Officer                                     |
| Mohawk Valley resident  | Mohawk Watershed Partnership  | Board member                                |
| McKenzie residents      | At-large stakeholders   | Residents*                                  |
| Industrial forest       | Weyerhaeuser, <u>Rosboro, Giustina</u> (or similar)   | Land use manager                            |
| Resource users          | Upper Willamette SWCD   | Board member                                |
| Major water consumers   | International Paper, Kingsford (or similar)   | Plant manager                               |
| Environmental Interests | McKenzie/Cascade Family Flyfishers, Oregon Wild, Audubon, Izaak Walton League, Sierra Club, Obsidians, Northwest Steelheaders, Oregon Trout | Officer(s)                                  |
| State Agencies          | Department of Fish and Wildlife, Department of State Lands, Oregon Department of Forestry, Department of Environmental Quality              | Manager                                     |
| Federal Agencies        | Bureau of Land Management, Forest Service – Willamette N.F., Army Corps of Engineers  | Manager                                     |
| Land trust              | McKenzie River Trust  | Managing director                           |
| Formal educator         | Springfield, McKenzie or Mohawk Schools   | Teacher or administrator                    |
| Business interest       | McKenzie or Springfield Chamber of Commerce or Convention and Visitors Bureau, Local farmers and ranchers, Aggregate Industries             | Officers and stakeholders                   |

\*McKenzie residents include citizens with diverse interests from the various communities/areas of the McKenzie watershed.

Resident Partners serve three-year staggered terms. Incumbents may be re-appointed for additional terms. Partners and staff will solicit potential McKenzie resident partners. Applications will be reviewed by the Executive Committee, and the Executive Committee will recommend candidates for Council approval.

Partners representing agencies and organizations shall serve at the pleasure of their respective agencies and organizations. These Partners are encouraged to designate an alternate that will participate on the Council in the Partner's absence. The Council will act to replace Partners who resign or are unable to continue serving on the Council. The Council will strive to maintain continuity and the balance of interests by giving preference to representation from the same agencies and organizations. The Council will request the agency or organization to nominate a replacement representative. If the agency or organization is unable or unwilling to do so, the Council will seek representation from another agency or organization of the same community of interest.

The Council may add agencies, organizations or interests as Council Partners upon nomination by an existing Partner and approval by the Council.

## **Organization**

The Council may select a chair or co-chairs to serve as spokesperson(s), advise the Council coordinator or other Council staff on Council agendas, call and manage Council meetings, enforce ground rules, and perform other tasks assigned by the Council. Chairs will serve one-year terms and must be members of the Executive Committee.

The Council shall establish and appoint members to an Executive Committee and will delegate certain duties to that Committee. These duties shall include:

1. Provide direction to and evaluate the performance of the coordinator;
2. Assist the coordinator in setting Council meeting agendas;
3. Recommend funding sources and develop project proposals for Council approval;
4. Decide minor administrative, budget and project policies on behalf of the Council;
5. Review periodically the Council's work plan and budget and ensure work plan objectives are being met;
6. Facilitate Council meetings and other meetings as needed;
7. Serve on the McKenzie Watershed Alliance Board of Directors;
8. Recommend plans, policies and procedures for Council approval; and
9. Ensure that minutes of Committee meetings are prepared and provided to the Council on a regular basis.

The Executive Committee should include five members, and members shall represent the diversity of interests on the Council to the greatest extent possible. Members shall serve two-year terms and may be re-appointed. Three months in advance of the expiration of the Executive Committee's term in office, a three-member nominating committee will be formed, including one member of the Executive Committee and two other Council Partners. The nominating committee shall make a recommendation for a new Executive Committee at the Council meeting preceding the expiration of the outgoing Executive Committee's term.

The Council may select other officers as needed. The Council may form committees of its own Partners, and task groups that include individuals not on the Council to perform certain functions or focus on specific issues. If a committee is considering an action that is outside the scope of an approved budget, action plan or work program, the committee must get Council consensus on amending the budget, action plan or work program prior to proceeding. If a committee has any questions about whether an issue is outside the approved budget, action plan or work program, Council consensus will be sought. All requests for proposals will require Council consensus.

As funding allows and as approved by the Council, Council staff can include a coordinator, project manager and other positions. Partner agencies, organizations and interests may provide staff assistance when requested by the Council staff or the Council. The Council can also decide to provide funds to sub-watershed groups and programs that fit the Council's goals and mission.

## **Procedures**

### **A. Decision-Making**

A quorum is required to make a decision. A quorum is a majority of the current Partners on the Council. The Council will strive to achieve consensus whenever a Partner recommends an action. A consensus decision is one that will not be blocked by any Partners. When a decision is requested, Partners will display the numbers 1 through 7 to indicate their level of consensus as described below.

#### **The levels of consensus include:**

- 1 = *Wholeheartedly Agree, will take a lead in the follow-up***
- 2 = *Good Idea, can bring resources toward***
- 3 = *Supportive, but not likely to provide resources***
- 4 = *Reservations, but will stand aside***
- 5 = *Serious Concerns, but can live with the decision***
- 6 = *Cannot Participate in Decision, will work to block it***
- 7 = *Abstain\****

\*Abstention: Partners may choose to abstain from indicating their level of consensus by indicating Level 7. Partners are highly encouraged to express their position as to level of

agreement or opposition on any issue. Partners should abstain in circumstances when there is a direct personal or financial interest. When appropriate, Agency Partners may abstain when the Council is considering a recommendation to their agency. Partner abstentions do not affect the ability of the Council to reach consensus.

If a consensus is not achieved, and if time allows, the Council will appoint an ad hoc committee composed of Partners on all sides of the issue to try to achieve consensus. The committee will report back to the Council at the next meeting. If the issue is time-sensitive, the Council will make a decision using the consensus minus one process. For actions on external matters in which consensus is not attained, the Council may decide to submit a recommendation or comment by reporting the consensus level achieved.

The following criteria may be used to determine if a Council consensus decision is appropriate:

The issue affects the McKenzie Watershed;  
The Council has the potential to influence how the issue is handled;  
The issue could not more appropriately be addressed by another forum;  
Resources can be identified to assist the Council in addressing the issue; and  
The Council's decision would be timely.

Rapid Response for Advisory Actions: In most cases, decisions will be made at regularly scheduled Council meetings. In some cases, there may be a need to provide a Council comment to other entities on relevant issues under a short time frame without a Council meeting. The staff will advise the Executive Committee of a potential advisory action which has a deadline prior to the next Council meeting. The Executive Committee will determine if the Council should provide a comment, and if so, will direct the staff to poll the Partners by e-mail or telephone with a request to respond by a date certain. If there is a consensus of the responding Partners, the staff will send a comment on behalf of the Council.

## B. Participation

- The Council will hold regular meetings and follow the provisions of the Open Meetings Law. Meeting frequency is monthly, with the exception of July and August. In cases of inclement weather meetings may be canceled or postponed. At least ten minutes will be set aside at the beginning of each meeting for public comment.
- Partners will notify the Council coordinator or Council chair if both the Partner and his/her alternate will be unable to attend a Council meeting.
- If the Partner and his/her alternate are unable to attend a meeting, the Partner may provide written comments or ask another Partner or the Council coordinator to represent his/her position on a particular issue.

- Partners will notify the Council if he/she must vacate his/her position.

#### C. Behavior

- Partners will treat each other with respect, will not monopolize meeting time, and will listen to and try to understand one another's views. Partners are discouraged from placing blame for past practices.
- Partners will search for opportunities to develop group solutions and to resolve conflicts.
- Partners will strive to adhere to the Charter and will be responsible for its enforcement.

#### D. Amendments

A Council Partner may propose amendments to the Charter. Proposed amendments will be placed on the agenda as an action item and are subject to the consensus decision-making process. Amendments will become effective at the meeting following the decision.

#### E. Process and Criteria for Adding Partners

Potential Partners can be nominated by Council Partners or identified by staff. Staff will interview the applicants with the following questions:

What are the interests of the applicant regarding the McKenzie River watershed management program?

How might these interests affect and be affected by Council decisions?

How would the addition of the applicant benefit the work of the Council?

Is the applicant willing to follow the Charter?

The Executive Committee will review the responses to the questions, determine whether the interests of the applicant are consistent with the mission and goals of the Council, and make a recommendation to the Council. The Council will accept new Partners by consensus.

#### F. Process for Removing Partners

A Partner or individual representative representing a partner organization may be removed for the causes stated in these bylaws only with the approval of the McKenzie Watershed Council through a consensus vote. A Partner or individual representative representing a partner organization may be recommended for removal for the following causes: repeated failures to attend Council meetings, failing to fulfill the duties required by the McKenzie Watershed Council, or intentional acts or omissions that a prudent person could reasonably have foreseen would seriously damage the reputation or interests of the McKenzie Watershed Council.

A Partner may request termination of the right of membership of another member by submitting a request in writing that includes the reasons for termination to the Coordinator or the Chairperson who shall present it at the next scheduled Executive Committee meeting to be considered for action at the next regularly scheduled Council meeting.

The Partner or individual representative representing a partner organization shall be given written notice by first class or certified mail of the pending action and the reasons for the requested termination at least 15 days before the Executive Committee. An opportunity shall be given the Partner or individual representative representing a partner organization to be heard by the Executive Committee and the Council orally or in writing. A written response from the member must be received not less than five days before the Executive Committee Meeting.

The recommendation of the Executive Committee of the termination shall appear on the Council's meeting agenda.

Membership may be terminated by the McKenzie Watershed Council by a consensus vote. The party initiating the process and the individual whose membership is under consideration for termination shall recuse themselves from voting. The decision of the Council shall be final and shall not be reviewable by any court.

**BYLAWS  
OF  
MCKENZIE WATERSHED  
ALLIANCE**



**MCKENZIE**  
WATERSHED ALLIANCE

**Adopted November 2003**

**Amendment I. Approved January 5, 2006**

**Draft Revision January 2023**



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NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits the powers and procedures available to nonprofit corporations. Where any questions arise about the meaning of these bylaws or where these bylaws are silent on an issue, the Oregon Nonprofit Corporation Act should be consulted. For assistance in updating, amending, or interpreting these bylaws, contact David Atkin, Attorney at Nonprofit Support Service.

DRAFT

**BYLAWS**  
**OF**  
**MCKENZIE WATERSHED ALLIANCE**

**ARTICLE I. DEFINITIONS**

**Section 1. Organization Name**

The "Alliance" shall mean the McKenzie Watershed Alliance, its Board of Directors, staff, and its successors and assigns.

**Section 2. Board**

The "Board" shall mean the Alliance Board of Directors.

**Section 3. Directors**

“Director(s)” shall mean individual member(s) of the Board.

**Section 4. Council**

"Council" shall mean the McKenzie Watershed Council.

**Section 5. Council Partners**

"Council Partner" shall mean members of the Council.

**ARTICLE II. PURPOSE**

**Section 1. Purpose**

The purposes of the Alliance are exclusively those allowed for organizations defined under §501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of the Alliance include:

- a) To assist in developing, implementing, maintaining, and monitoring coordinated resource management to conserve and enhance the McKenzie River sub-basins natural resources, business, and social relationships.
- b) To carry out fiscal, administrative, educational, restoration, and scientific purposes of the Council.

- c) Act as the fiscal sponsor for other organizations if it is in the Alliance's best interest to do so and by consent of the Board.

## Section 2. Relationship with the Council

The Alliance is the nonprofit arm of the Council and acts as its fiscal sponsor. The Alliance is the employer of record for staff working to implement the goals, objectives, and programs of the Council as described in annual or **bi-annual work plans and 5- or 10-year strategic plans**.

The mission of the Council is to foster better stewardship of the McKenzie River watershed resources, deal with issues in advance of resource degradation, and ensure sustainable watershed health, functions, and uses. The Council seeks to accomplish its mission by fostering voluntary partnerships, collaboration, and public awareness. The Council is comprised of representatives from 20-28 diverse stakeholder groups and residents. Representatives are referred to as Council Partners.

The Council is governed by a Charter approved by the Lane County Board of Commissioners on February 22, 1994, and updated and approved by Council Partners in 2014.

## Section 3. Governance

The Alliance shall be governed by its Bylaws. In the case of any conflict between the Alliance Bylaws and any other planning or guidance document, the Alliance Bylaws shall control.

## Section 4. Nondiscrimination Policy

The Alliance does not discriminate regarding any individual's race, color, religion, sex, gender, national origin, age, veteran status, sexual orientation, disability, genetic information, or that of their relatives, friends, or associates, and that creates an intimidating, hostile or offensive working environment, interferes with an individual's work performance, or otherwise adversely affects an individual's employment opportunities. This clause shall be applied to all aspects of Alliance operations. The Alliance shall ensure that all employment and participation decisions are based on merit, qualifications, performance, and competence. The Board will comply with all applicable federal and state statutes on equal employment opportunity.

# ARTICLE III. BOARD

## Section 1. Responsibilities

Director(s) responsibilities include:

- a) Regular attendance at quarterly and annual Board meetings.
- b) The oversight of Alliance policies, programs, and activities, including formal and binding guidance to the Executive Director.

- c) Governance of financial affairs, review and approval of quarterly financial reports and the annual budget, and formal and binding guidance to the Executive Director regarding the financial matters of the Alliance.
- d) The development, review, and approval of formal recommendations to the Council and public endorsements or statements.
- e) Assurance of proper management and use of organizational assets and property.
- f) Executive Director hiring, supervision, and termination.

The Board ensures that the Alliance properly employs the necessary corporate formalities to make its decisions, prepares and submits all required state and federal reports, and complies with relevant state and federal laws. Directors must diligently prepare for, attend, and participate in the meetings of the Board and any assigned committees to carry out these tasks. The role of the Board does not include direct management of the organization's daily operations or the supervision of staff members other than the Executive Director.

## Section 2. Qualifications

Directors must exhibit an interest in and commitment to the stated purposes of the Alliance. Each Director must demonstrate good faith and act in the best interest of the Alliance. A majority of the Board must be stakeholder representatives currently serving as a Council Partner on the Council.

## Section 3. Conduct

Directors must discharge their duties in good faith with the care an ordinarily prudent person in a similar position would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the Alliance's best interest.

## Section 4. Number

The Board shall consist of an odd number of at least three and at most nine members. The specific number of Directors may be changed by resolutions passed by a majority of the Directors (**see Article III. Section 11**).

## Section 5. Terms

Directors will serve two-year terms. Directors will remain in office until their successors are properly elected, designated, or appointed, unless they formally resign or are removed from office. There is no limit to the number of terms a Director may serve.

## Section 6. Selection

**The Board shall be responsible for Directors' recruitment, vetting, and appointment. The Board shall notify the Council of all Board appointments.**

## Section 7. Vacancies

The selection process outlined in **Article III Section 6** shall be followed for any vacancies on the Board. **The Board may appoint a Director to fill a vacancy only until the next regular election of Directors.**

## Section 8. Removal

The Board may remove a fellow Director following voting processes described in **Article III Section 11** for the following causes:

- a) Repeated failures to attend Board meetings.
- b) Failure to fulfill required responsibilities.
- c) Intentional acts or omissions that a prudent person could reasonably have foreseen would damage the reputation or interests of the corporation.

The Board is responsible for formal notification to the Council upon the removal of a Director.

## Section 9. Resignation

A Director may resign at any time. The resignation must be written and delivered to the Board President, Secretary, or presiding officer.

## Section 10. Decision-Making

The Board shall make decisions on matters pertaining to responsibilities outlined in **Article III. Section 1**. Issues requiring a vote of the Board of Directors shall include but are not limited to:

- a) Operation procedures such as meeting agendas, adoption of meeting minutes, and revision of governance documents.
- b) Matters related to the Executive Director's hiring, supervision, and termination.
- c) Review and approval of quarterly financial reports and the annual budget.
- d) Direction regarding Alliance financial affairs, policies, programs, and activities to the Executive Director
- e) The formation of Alliance committees.
- f) Formal recommendations to the Council.
- g) Formal public endorsements or statements from the Alliance.
- h) Revision to Alliance governance.

## Section 11. Voting

All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each Director will have one vote. Specific votes by Directors may be recorded per request from any Director. The affirmative vote of a majority of the Board at any properly called meeting at which a quorum is present or following "consent resolution" procedures

outlined in Article III. Section 14 is necessary and sufficient to make a binding decision of the Board. No voting by proxy is allowed at any meeting of the Board or as part of reaching any decision of the Board.

A majority of Directors are necessary to allow the transaction of Alliance business or the making of binding decisions. **A quorum is defined as 50% of the Board present, plus one if there are an even number of Directors.**

The Board may make any decision or take any action within its power without a meeting through a "consent resolution" in writing or electronic format that sets forth the action so taken, affirmed by a majority of the Directors, per voting procedures outlined in **Article III. Section 11**. The affirmation shall include a signature, electronic signature, or consent statement over an electronic platform. The resolution vote is concluded when the last Director registers a vote on consent, votes must be made within a timely manner. Successful resolutions are effective upon the final vote unless the resolution specifies an earlier or later date. The consent resolution must be filed with the corporate records.

#### Section 12. Meetings

The Board shall establish a regular meeting schedule at a fixed time, physical location, or virtual platform. The Board's meeting schedule shall include quarterly meetings coinciding with financial quarters and an annual meeting coinciding with the fiscal year (**Article VII. Section 4**). The Board shall hold a minimum of three meetings during the fiscal year. The Board President, 50% of the Directors, or the Executive Director may call an additional Board meeting.

#### Section 13. Notice of Meetings

A notice must be given for every meeting of the Board. The notice shall state the meeting's date, location, and purpose. Once a meeting schedule is established and agreed to by the Board, seven days' notice before the meeting is expected. The notice should include an agenda and associated materials. The Board may call an emergency meeting at any time with no meeting notice required. Meeting notices may be made electronically, over the phone, or in person.

#### Section 14. Authority of Directors

No Director may act on behalf of the Alliance without specific authorization by the Board to do so. The authorization shall follow the voting procedures in **Article III. Section 11**.

#### Section 15. Nonvoting Members

**The Alliance shall not have non-voting members. Guest(s) may attend Board meetings at the invitation of a Director.**



## ARTICLE IV. OFFICERS,

### Section 1. Officers

The Board shall establish officers to accept specific roles and responsibilities consistent with the bylaw of the Alliance. Officers shall include a President, Secretary, and Treasurer and may also include one or more Vice Presidents and any other officers the Board may desire. The Board shall maintain a minimum of President, Secretary, and Treasurer officer positions. The same person may not hold the offices of the President and Secretary simultaneously, but the same person may hold any other two offices.

### Section 2. Election and Term of Office

The Board shall elect the officers for a one-year term consistent with **Article III Section 11**. Election of officers shall be done as soon as possible following the appointment of Directors. Each officer will hold office for one year or until their successor has been properly elected and has taken office.

### Section 3. Resignation

A Director may resign as an officer at any time. Resignations must be made in writing and submitted to the Board. In the case of a resignation, the Board shall elect a new officer consistent with **Article IV Section 2**.

### Section 4. Removal of Officers

Any Board officer may be removed by the Board whenever, in its judgment, the Alliance's interests would be best served by such removal. Any removal of a Board officer shall follow a voting process consistent with **Article III. Section 11**.

### Section 5. Vacancies

If an officer position becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the Board shall elect a new officer to fill such a vacancy consistent with **Article IV Section 2**. The elected officer will hold office for the unexpired portion of the term of that office.

### Section 6. Delegation

The Board may delegate all or any part of the powers or duties of any officer to any other officer or any Director or Directors consistent with **Article III Section 11**.

### Section 7. President

The President is the principal officer of the corporation. The role and responsibilities of the President are as follows:

- a) The President is responsible for the lead supervision role of the Executive Director.
- b) The President is the point of contact for staff communication or formal complaints regarding the Executive Director.
- c) The President will chair Board meetings but may delegate the responsibility to the Executive Director or other Directors.
- d) The President may be required to perform other duties assigned by the Board.

#### Section 8. Vice President

In the absence of the President or the President's inability to act, the Vice President performs the President's duties. When serving as President, the Vice President has all the powers of the President. The Vice President may perform other duties assigned by the Board. More than one position of Vice President may be created, and their duties clarified through the amendment of this section of these bylaws or by a formal decision of the Board.

#### Section 9. Secretary

The Secretary shall ensure that Alliance record keeping adheres to state and federal law and best management practices. **The Secretary may delegate to the Executive Director responsibility for Secretarial duties, including:**

- a) The timely recordkeeping of the Board meetings and Board committee meetings.
- b) Providing meeting, and other notices, following the provisions of these bylaws or as required by law.
- c) Ensure that corporate records are kept following state and federal law and best management practices.
- d) Keep a register of each Director's contact information.
- e) Ensure all required reports for partnering state and federal government agencies, funding entities, and partners are prepared and filed as necessary.
- f) Perform other duties as assigned by the President or the Board.

If the President or Vice President is unable to perform their duties or if no Vice President has been appointed, the Secretary shall assume the role and responsibilities of the President.

#### Section 10. Treasurer

The Treasurer shall ensure that Alliance financial affairs adhere to state and federal law and best management practices. **The Treasurer may delegate to the Executive Director responsibility for Treasurer duties, including:**

- a) Oversight and the proper management of all Alliance funds.
- b) Prepare complete and accurate financial records on a quarterly and annual basis of all the income, expenses, and assets of the Alliance.
- c) Presentation of quarterly and annual financial reports to the Board.
- d) Providing financial information necessary to prepare and file the required reports to state and federal government agencies, funding entities, and partners as necessary.
- e) Perform other duties as assigned by the President or the Board.

## ARTICLE V. COMMITTEES

### Section 1. Establishment

The Board may establish any committee, including standing committees or temporary committees. Such resolutions must name the committee, the purpose of the committee, and desired timeline.

### Section 2. Responsibilities

Committees are responsible for the specific charge identified within the relevant Board resolution. **Committees shall be responsible for making recommendations to the Board. Committees do not retain the authority to make binding decisions on behalf of the Alliance, including those, but not limited to budget adoption, spending, policy, program establishment, hiring, or public endorsements.**

### Section 3. Members

Committee membership is voluntary and may include Directors, Council Partners, the Executive Director, Alliance staff, and other interested parties. The term of a standing committee member will continue until their successor is appointed unless the committee is terminated, the member resigns or is removed from the committee. The term length for temporary committee members depends on the committee's designated purpose. Committee members shall adhere to the qualifications and conduct consistent with **Article III. Section 2 and Section 3**. Committee members may resign at any time, consistent with **Article III. Section 9**. Committee members may be removed from the committee by a vote of the majority of committee members consistent with **Article III. Section 11**.

### Section 4. Chair

One member of each committee will be selected or appointed chair by the Board, or if the Board wishes, it may delegate that power to the President or the committee members.

### Section 5. Procedures

Unless otherwise specified, committee meetings will operate with the same quorum, voting, and other requirements as the Board, as stated in these bylaws. Any formal recommendations approved by a committee must be recorded as committee minutes and filed with the Executive Director. Any recommendation(s) made at the committee level are to be presented to the Board for consideration of formal adoption, depending on the charge to the committee.

## ARTICLE VI. BANK ACCOUNTS AND CONTRACTS

### Section 1. Bank Accounts

The Board is authorized to select the banks or depositories it deems proper for the funds of the Alliance. The Board shall designate two Directors to serve as signatories on accounts. The Board may delegate signatory responsibilities to the Executive Director.

### Section 2. Contracts

The Board shall authorize two Directors to serve as signatories and authority to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Alliance, and such authority may be general or confined to specific instances. The signatories shall be the same Directors serving as signatories on Alliance bank accounts. Unless authorized by the Board, no Director, agent, or employee shall have any power or authority to bind the Alliance by any contract or agreement, pledge its credit, or render it liable for any purpose or to any amount. The Board may delegate signatory responsibilities and authority to enter into contracts and agreements to the Executive Director. It is the responsibility of the Executive Director to provide regular updates of new contracts and agreements to the Board as appropriate.

## ARTICLE VII. MISCELLANEOUS PROVISIONS

### Section 1. Compensation of Officers and Directors

No Directors will receive compensation for fulfilling the responsibilities of a member of the Board or of an officer as defined in these bylaws. However, the Alliance may pay compensation to Directors for other services performed as employees or independent contractors if the required rules for conflicts of interest (**Article V. Section 2.**) are followed. Directors may receive reimbursement for expenses, including travel, supplies, and materials they incur while fulfilling their responsibilities.

### Section 2. Conflicts of Interest.

A conflict of interest occurs when the Alliance pays compensation or provides tangible benefits to a Director or relative. All transactions involving conflicts of interest must be presented to the Board for approval. Directors who have a conflict of interest in any matter must

- a) declare the existence of any direct or indirect conflict of interest,
- b) disclose its nature on the record, and
- c) abstain from voting on that matter.

The rest of the Board must analyze the transaction and ensure that all transactions involving a conflict of interest are fair to the Alliance and that no special benefits are given to the Director or any person. Any Board decision regarding a conflict-of-interest transaction of a Director must be made by a consensus of the Board, notwithstanding the abstaining Director with a conflict of interest.

### Section 3. Tax Year

The tax year of the corporation is the calendar year.

### Section 4. Fiscal Year

The fiscal year of the McKenzie Watershed Alliance will be from October 1 through September 30.

### Section 5. Annual Financial Review

The Board shall require the performance of an annual financial review by a qualified and independent entity. The Board may authorize a full audit at their discretion, or as is required by law.

## ARTICLE VIII. AMENDMENTS

### Section 1. Amendments

Amendments to these bylaws may be made by the Board consistent with **Article II Section 11**. Proper notice must be given in advance, including a copy of the proposed amendments.

## ARTICLE X. DISSOLUTION

### Section 1. Dissolution

The Alliance may be dissolved only upon adopting a plan of dissolution and distribution of assets by the Board that is consistent with the Bylaws and State law.

These Bylaws were adopted at a meeting of the Board of Directors of the McKenzie Watershed Alliance on \_\_\_\_\_

\_\_\_\_\_  
Name  
President

\_\_\_\_\_  
Name  
Secretary

\_\_\_\_\_  
Name  
Treasurer