

AGENDA
McKenzie Watershed Council
Thursday, March 14th, 2024
International Paper
785 N 42nd St, Springfield, OR 97478
5:05 – 6:50 p.m.

1. Introductions and Approval of Agenda **5:05 – 5:10**
Facilitator Jared Weybright
Action Requested – Approve March Meeting Agenda.

2. Approval of February 8th Meeting Minutes **5:10 – 5:15**
Attachment: February Meeting Minutes
Action Requested – Approve February meeting minutes.

3. Partner Announcements and Public Comment **5:15 – 5:45**
Information Only

Break **5:45 – 5:55**

4. Governance Documents Review **5:55 – 6:30**
Information only review of Alliance Bylaws and Financial Policy. Presentation and discussion of Council Charter
Action Request – Approve Revised Council Charter
Attachment: Revised Council Charter, Financial Policy and Alliance Bylaws

5. Steering Committee Formation **6:30 – 6:40**
Pending approval of revised charter, solicit volunteers to form a steering committee
Action Requested: Form Steering Committee

6. Director’s Report **6:40 – 6:50**
Information only
Attachment: Director's Report

Next Meeting

- April 11th, 2024.
- Time: 5:05 – 6:45
- Location: TBD
- Topic: TBD

Contact: Jared Weybright, 458-201-8150, jared@mckenziawc.org , www.mckenziawc.org

MINUTES
McKenzie Watershed Council
Thursday, February 8th, 2024
5:15 – 7:10 p.m.
McKenzie Fire & Rescue
Leaburg

Present: Commissioner John Barofsky (EWEB), Brian Brazil (International Paper), Bob Bumstead (McKenzie Fly Fishers), Nate Day (McKenzie Schools), Arlene Dietz (Rice Farms), Susan Fricke (EWEB), Chad Helms (USACE), Ralph Perkins (UWSWCD), Carla Rothenbuecher (Resident Partner), Will Rutherford (Resident Partner), Mark Schulze (HJ Andrews), Emily Semple (City of Eugene), Wade Stampe (Resident Partner), Nancy Toth (EWEB), Kelly Wood (Wildish), Jeff Ziller (ODFW),

Proxys: Kelly Wood for Sue Zeni

Guests: Jeremy Romer (ODFW), Martyne Reesman (ODFW), Carol Ach

1. Approval of Agenda

Bob Bumstead motioned to approve the February 8th meeting agenda. Agenda approved as written, all Partners showing consensus level 3.

2. Approval of February 8th, 2024, Meeting Minutes

Bob Bumstead motioned to approve the February 8th meeting minutes. Meeting minutes approved as written, all Partners showing consensus level 3.

3. Presentation: Pacific Lamprey Dam Passage Study 2019-20 – Leaburg Dam

Jeremy Romer, Assistant District Fish Biologist with ODFW, presented the results of a recently completed research project that addresses the highly variable Pacific Lamprey passage counts at Leaburg Dam. This study helped determine the detection efficiency at the dam and determine how fish distribute themselves in the upper river following dam passage using radio tracking and passive integrated transponder (PIT) tags. Mr. Romer introduced Pacific Lamprey and their significance to our region, before describing how the project was funded. Mr. Romer noted that ODFW staff had to move quickly to complete the study, and relied on local fishing guides to assist with the project.

Bob Bumstead asked if PIT and radio tags were both used when monitoring lamprey via boat. Mr. Romer responded that radio tags only work in the boats due to their effective range.

Wade Stampe asked what is being done now, if anything, following this study. Mr. Romer noted that they are interested in exploring lamprey behavior above Cougar Dam. Mr. Stampe asked if these fish are endangered or threatened. Mr. Romer noted that they are listed as a species of concern.

Kelly Wood asked if there is competition over spawning habitat. Mr. Romer noted that they will spawn over existing nests if there is competition for habitat.

Commissioner Barofsky asked if research is ongoing or if the funding has ended. Mr. Romer noted that the funding was spent out before project ended. He continued that next on the ODFW agenda is radio tagging coho salmon.

4. Partner Updates and Public Comment

Haley Case-Scott reported that she has been working with the UWSN to advance tribal partnerships and decolonization modules. She noted that she is currently working to finalize the network commitment statement.

Chad Helms reported that the Willamette Project started refilling on February 1st except for Cougar Dam which will begin in April or May. He continued that anyone who submitted EIS comments to the Corps should be hearing back soon. Lastly Mr. Helms noted that Koffler is building a lamprey trap for Fall Creek Dam.

Susan Fricke noted that EWEB staff is working on a State of the Watershed Report, which will be presented to the EWEB board at their March meeting.

Wade Stampe reported that underneath the I-5 bridge is cleaner now, although some old motorhomes are now staged along Coburg rd.

Arlene Dietz reported that she is busy with cleanup from the winter storms last month.

Brian Brazil reported that IP was down for over 7 days without and relied on generator power.

Nancy Toth reported that EWEB has expanded its geographic area for septic assistance, but noted that the program is targeted towards lower income residents.

Mark Schulze reported that through a recently awarded NSF Rapid grant, the HJ Andrews is reassessing research planning following the fire over the summer, and is trying to find out how to make research more relevant through facilitating community engagement.

Nate Day extended a thank you to EWEB for providing students with a tour of their water treatment facility. He noted that students are looking forward to a planting event tomorrow with the McKenzie Rive Trust.

Commissioner Barofsky reported the recent storm has the largest impact infrastructure that EWEB has seen. He continued that unfortunately responding EWEB crews have to target higher density areas first, and that EWEB lost all transmission lines from BPA and Carmen Smith. He continued that the Hayden Bridge facility had 3 incoming lines go down, and generators allowed EWEB to continue servicing clean water. Commissioner Barofsky noted that at one point 32,000 customers were without power, affecting roughly 100,000 people. He continued that it can be difficult to communicate with upriver residents in these events and EWEB would like feedback on where residents get information during these storms.

Bob Bumstead reported that Salmon Watch went well, although they had to cancel the appreciation event due to a tree on his house. He continued that members of the McKenzie Fly Fishers are going to Bend for the AFS conference at the end of March and are looking forward to the event.

Jeff Ziller reported that ODFW is gearing up for the summer, with plans to operate the sorter on the left bank once again. He continued that staff from the McKenzie and Leaburg hatcheries will be moving fish to Willamette Hatchery due to issues with the DEQ permit. He continued that, until DEQ issues a new permit, the hatcheries on the McKenzie will not be able to release water into the mainstem McKenzie once it reaches 60 degrees in the summer. Mr. Ziller noted that they may use the pond at the McKenzie Discovery Center to house some of the sturgeon from the observation ponds or they will have to figure out a way to recirculate water without discharging into the McKenzie. He noted that backpack stocking will occur in mid-July if they are able to use the Discovery Center as a base of operation and that folks can contact Martyne if they are interested in volunteering for that. Lastly Mr. Ziller noted that the FRR boat ramp will be closed this Spring, potentially until July.

Martyn Reesman noted that there are volunteer opportunities for family fishing events and operating the fish sorter. She continued that people can contact her if interested in these events.

5. Director's Report

Jared Weybright reported that the organization continues to work towards hiring additional staff. The second round of interviews for a mid-level management position, PWP Coordinator, were held in early January, and an offer was made in mid-January. Unfortunately, our top candidate declined the offer, and we decided that the other candidates were not ideal fits. We plan to repost the job announcement within a couple of weeks and explore additional posting options and recruitment strategies.

He continued that management and administrative staff finalized a review and revisions to the MWA Financial Policy in January. This document and the Charter revision were submitted for legal review in early February. Staff met with a Center for Non-profit Law lawyer in early February to review several aspects of the revised By-laws. Pending the completion of the legal review of these documents, we plan to bring them to the Council at the March meeting, which may be a working meeting.

Lastly, Mr. Weybright reported that the MWA, OSU, and HJ Andrews partners were successful with an application to the National Science Foundation. The proposal focuses on raising awareness of experimental forests and local participation in HJ Andrews's planning, particularly around wildfire response and recovery. We will follow up on this project once we learn more about timelines.

Meeting adjourned at 7:10pm.

Charter

McKenzie Watershed Council

Revision Draft, September 2023

Mission

The McKenzie Watershed Council (Council) provides a framework for voluntary coordination and cooperation towards exceptional water quality and habitats in balance with human livelihood and quality of life in the McKenzie Watershed. The Council works collaboratively with communities and key interests to develop and carry out protection, restoration, education, and community engagement activities to ensure sustainable watershed health, functions, and uses.

Roles of the Council

The Council is a non-regulatory advisory body that makes recommendations concerning the protection, restoration, and enhancement of the McKenzie Watershed. The Council welcomes 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 bring their concerns to the Council.

Relationship Between the Council and McKenzie Watershed Alliance

The McKenzie Watershed Alliance (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.

Objectives

- The Council will act as a forum for discussion and information sharing among engaged partners about the issues and opportunities affecting the watershed.
- The Council will facilitate, inform, and support projects and programs to restore, protect, and enhance the watershed, through the Alliance and other partners.
- The Council will directly engage the McKenzie Watershed community to build awareness and support.
- The Council will build and maintain relationships that foster collaboration and coordinated action around shared goals.

Organizational Structure

The Council is guided by the Steering Committee. The Steering Committee will include 3-5 Council Partners, representing the diversity of interests on the Council to the greatest extent possible.

The Steering Committee is comprised of 3 Council Partners, tasked with the following duties:

1. Committee Chair: The Committee Chair will work with Alliance staff to:
 - a. Schedule Council meetings and secure meeting locations.
 - b. Plan Council meetings, facilitation, and agenda development.

2. Committee Co-Chair: The Committee Co-Chair will work with Alliance staff to:
 - a. Ensure that minutes of Committee meetings are prepared and provided to the Council on a regular basis.
 - b. Ensure meeting packets and additional information is distributed to Partners prior to meetings.
 - c. Fill in for the Committee Chair as needed.

3. Membership Coordinator: The Membership Coordinator will work with Alliance staff to:
 - a. Identify official representatives and alternates from Partners.
 - b. Affirm continued interest from Partners and renew membership on a biannual basis.
 - c. Review and track Partner attendance, and address absences as necessary.

Additional roles of the Steering Committee can include education and outreach, advisory coordination, and Partner nominations.

Steering Committee Members are appointed by Council Partners and serve two-year terms with the option to serve consecutively with no term limit. Three months in advance of the expiration of the Steering Committee members' term in office, the Steering Committee will coordinate to fill vacancies. Recommendation(s) for new Steering Committee member(s) will be presented at the Council meeting preceding the expiration of the outgoing Steering Committee member's term, where Council Partners will vote to approve the appointment.

The Council may form focused committees of its own Partners, Alliance staff, and individuals not on the Council to perform certain functions or tasks. The formation and charge of any committee shall follow the decision making procedures outlined in this document.

Council Partners

The Council's membership will be called "Council Partners" and 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 Council shall attempt to include representatives from the following interests: local utility companies and resource users (e.g., agriculture, private timber), resident partners, community interest groups, and local, state, and federal government. The majority of Partners shall be community members representing a variety of thematic and geographic areas within the McKenzie subbasin. 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 as Council Partners. 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.

Utilities/Resource Users	
• Campbel Global	• Lane Electric
• EPUD	• Rice Family Farms
• EWEB	• Sierra Pacific
• Giustina	• Weyerhaeuser
• International Paper	• Wildish
Resident Partner Geographic Regions	
• Blue River	• Goodpasture Rd.
• Camp Creek	• Leaburg Dam
• City of Eugene	• McKenzie Bridge
• City of Springfield	• McKenzie View Dr.
• Deerhorn Rd.	• Mohawk Watershed
Community Interest Groups	
• Cascade Family Flyfishers	• McKenzie Schools
• Coastal Conservation Association	• McKenzie Valley Long Term Recovery Group
• McKenzie Chamber of Commerce	• Mohawk/Springfield Schools
• McKenzie Fly Fishers	• NW Steelheaders
• McKenzie River Guides	• Travel Lane County
• McKenzie River Trust	• UO/OSU Outdoor Clubs
Public Agencies	
• Bureau of Land Management	• Oregon Dept of Fish and Wildlife
• City of Eugene	• Oregon Dept of Forestry
• City of Springfield	• Oregon Water Resources Dept
• Dept of Environmental Quality	• US Army Corps of Engineers
• HJ Andrews Experimental Forest	• Upper Willamette Soil & Water Conservation District

• Lane County	• Willamette National Forest
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Partners representing agencies and organizations shall serve at the pleasure of their respective agencies and organizations. Partners are encouraged to designate an alternate that will participate on the Council in the Partner's absence. The Steering Committee 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 recommendation by the Steering Committee. Partners and designated alternates will be included on all distribution lists and provided with appropriate background documents.

Resident Partners serve three-year terms and may be re-appointed for additional terms. If they choose, Resident Partners may designate an alternate to participate on the Council in their absence. Partners and Alliance staff will solicit potential McKenzie Resident Partners. Applications will be reviewed by the Membership Coordinator, who will recommend candidates for Council approval. The Steering Committee may interview the applicants and consider the following questions:

- What are the interests of the applicant regarding the McKenzie Watershed?
- How might these interests affect and be affected by Council decisions?
- How would the addition of the applicant benefit the work of the Council?
- Does the applicant represent an interest group or geographic region not currently represented on the Council?
- Is the applicant willing to follow the Charter?

The Steering Committee will evaluate the interests of the applicant for consistency with the mission and goals of the Council and make a recommendation to the Council. The Council will accept new Partners by consensus.

Council Partners, including alternates, may be removed from the Council. Causes for removal may include but are not limited to the following: failure to adhere to the Charter, repeated failures to attend Council meetings, and intentional acts or omissions that a prudent person could reasonably have foreseen that would seriously damage the reputation or interests of the Council.

A Partner or Alliance staff may request removal of a Partner's membership by submitting a written request to the Steering Committee. The request shall detail the reasons for removal. The Steering Committee shall review the request, investigate as appropriate, and may make a

recommendation for its removal to the Council. The Steering Committee may choose to take no action.

A Partner identified for removal shall be given written notice of the pending action and the reasons for the requested removal at least 15 days prior to the recommendation to the Council. An opportunity shall be given to the Partner identified for removal to be heard by the Steering Committee. The individual may choose to respond in person or in writing.

Membership may be removed by the Council by a consensus vote. The party initiating the process and the individual whose membership is under consideration for removal shall recuse themselves from voting. The decision of the Council shall be final.

Procedures

A. Decision-Making

Issues requiring a vote of the Council shall include but are not limited to:

- Operational procedures such as meeting agendas, adoptions of meeting minutes, and revision of governance documents.
- The formation of Council Committees.
- Formal recommendations to the Alliance.
- Formal public endorsements or statements from the Council.

A quorum is required to make a decision. A quorum is defined as 50% of the current Council Partners present.

The Council will strive to achieve consensus for all decisions. Consensus is defined as no more than one dissenting member indicating a level 6 whenever a Partner calls for consensus. One voice at odds with the rest is considered a workable way to go forward, but more than one is a sign that the decision should be reconsidered. When a decision is requested, Partners will display the numbers 1 through 7 to indicate their level of support as described below. Levels 1-5 are considered consenting.

The levels of support 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 Support Decision, will work to block***
- 7 = *Abstain****

*Partners may choose to abstain from indicating their level of support by indicating Level 7. Partners are highly encouraged to express their position as to level of support on any issue. Partners should abstain in circumstances when there is a direct personal or financial interest. Partner abstentions do not affect the ability of the Council to reach consensus.

Rapid Response for Advisory Actions: In most cases, decisions will be made at regularly scheduled Council meetings. For time sensitive issues, Partners or Alliance staff will consult the Steering Committee who will determine if the Council should consider a response. If a response is warranted, the Steering Committee will direct Alliance staff to poll the Partners by e-mail or telephone with a request to respond in a timely manner.

B. Participation

The Council will hold regular monthly meetings, either in person or online, with the exception of July and August. If necessary, meetings may be canceled or postponed at the discretion of the Alliance Executive Director. All meetings are open to the public, and time will be set aside at each meeting for public comment.

The Council will strive to distribute agendas one week prior to the meeting. Meeting minutes will be posted to the Council website following the meeting.

Partners will notify Alliance staff if the Partner or their alternate will be unable to attend. If the Partner and their alternate are unable to attend a meeting, the Partner may provide written comments or designate a proxy. During introductions, any Partner holding a proxy must identify themselves. A proxy vote counts towards the quorum total. A Partner holding a proxy is entitled to their vote and the proxy vote.

Partners and/or their alternates are expected to attend a majority of the scheduled monthly meetings. The Membership Coordinator will address excessive absences as necessary. Partners will notify the Membership Coordinator or Alliance staff if they must vacate their position.

C. Behavior

Partners will adhere to the Charter. Partners will ensure there is adequate time for all voices to be heard. Partners are encouraged to focus on relevant topics, search for opportunities to develop group solutions, and to resolve conflicts.

All meeting attendees will be respectful of others and practice active listening. The meeting facilitator, Steering Committee, and Alliance staff reserve the right to enforce behavior expectations.

D. Charter Amendments

The Council will conduct a charter review every 2 years coinciding with the State of Oregon biennium. Council Partners or Alliance staff may propose amendments to the Charter at any time. Proposed amendments will be placed on a future Council meeting agenda and are subject to the consensus decision-making process. Amendments will become effective at the Council meeting following the decision.

BYLAWS
OF
MCKENZIE WATERSHED
ALLIANCE



MCKENZIE
WATERSHED ALLIANCE

Adopted November 2003

Amendment I. Approved January 5, 2006

Draft Revision March 2023

DRAFT

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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 Center for Nonprofit Law.

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. NONVOTING MEMBERS

Section 1. Nonvoting Members. McKenzie Watershed Alliance will not have voting members but may have nonvoting members.

Section 2. Rights and Obligations of Nonvoting Members. The nonvoting members will have no power to vote on the election of directors or members, or to participate in a binding vote on any corporate matters. The Board of Directors may by resolution establish categories of nonvoting membership and determine the dues, obligations, and privileges of members in those categories.

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 Articles of Incorporation and Bylaws. In the case of any conflict between the Alliance Bylaws and any other planning or guidance document, the Alliance Articles of Incorporation and Bylaws shall control, with the Articles of Incorporation as the primary governing document.

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.

Civil liability of a director for the performance or nonperformance of the director's duties is limited to gross negligence or intentional misconduct. An officer is discharging their duties if they a) act in good faith; b) with the care of an ordinarily prudent person in a like position; and c) in a manner they reasonably believe is in the best interest of the organization. In meeting their duties, a director or officer can rely on the information provided to them in opinions, reports, or statements that are presented by other officers or employees that they believe to be reliable and competent.

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 election. The board will follow the voting process described in **Article III Section 11**. Each Director shall vote separately for each person nominated to be elected to serve on the Board of Directors. The vote must be by a secret ballot if any nominee so requests. The Board shall notify the Council of all Board elections.

Section 7. Vacancies

The selection process outlined in **Article III Section 6** shall be followed for any vacancies on the Board. The Board may elect 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. Once delivered, a notice of resignation is irrevocable. If a Director resigns, and then subsequently desires to re-establish their position on the Board of Directors, the individual must be re-elected anew.

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 quorum is 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. If at any time during an official meeting of the Board of the Directors the number of Directors required to establish the quorum is lost for any reason, no corporate business or making of corporate decisions shall be allowed unless and until a quorum is re-established.

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.

Voting by email is authorized by the Board of Directors. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any decision or action which may be made by the Board at any annual, regular, or special meeting of the Board of Directors may be made by email without a meeting if: (1) The Corporation has a record of all Directors email addresses; and (2) The Corporation maintains a copy of the announcement and a record of the Directors' votes with the corporate records. Electronic signatures, whether from the email address of the Director's

address of record or through reliable third-party electronic signature platforms, shall have the same legal force and effect as hard copy ink signatures.

The Board President, Secretary, Executive Director, or their designees, are all authorized to send electronic announcements for a vote to the entire Board of Directors. The electronic announcement shall be sent to each Director at the email address stored in the corporate records and shall include: (1) A description of the action to be taken; (2) a deadline to respond with a vote which may not be less than forty-eight (48) hours; (3) a statement that a Director may change their vote any time prior to the deadline; and (4) an effective date if the action is intended to be effective at a date which is later than the deadline date. Voting by electronic mail does not require a second.

The affirmative vote of a majority of all Directors in office is an act of the Board of Directors if the action is taken pursuant to this section, unless a greater number of affirmative votes for the proposed action is required by law, the Articles of Incorporation, or these Bylaws.

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 to every Director for every meeting of the Board. The notice shall state the meeting's date, location, and purpose, if required by law or these Bylaws. The notice must be given not less than seven (7) days in advance if delivered by first class mail to an address provided by the individual Director. 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 bylaws 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. Unless they resign in writing or are removed from office, each officer will hold office for one year or until their successor has been properly elected and has taken office.

Section 3. 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**. The Officer being considered for removal has no vote in the process of removal. The removal of an individual as an Officer shall have no effect on the individual's status as a Director, unless the Board also removes the individual as a Director.

Section 4. 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.

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 5. 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 6. 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 7. 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 8. 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, but remains responsible for their proper completion, 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 if the President is unable to perform those duties.

Section 9. 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, but remains responsible for their proper completion, 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, 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 Secretary, unless delegated. 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 VII. 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 of a Director. 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,
- c) abstain from voting on that matter
- d) and leave the room where the votes is to take place, until the votes have been counted.

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, as long as no less than two (2) disinterested Directors vote to approve the transaction. The information relied upon by the Board of Directors, and its source, must be recorded in the minutes.

Section 3. Tax Year

The tax 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 III 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

DRAFT

**McKENZIE WATERSHED ALLIANCE
RESOLUTION 05-07-12(1)**

**Regarding Public Funds and Internal Controls - Adopted July 2005
Revised January 2006
Revised January 2016
Revised October 2018**

Whereas McKenzie Watershed Alliance (ALLIANCE) Board of Directors can be held personally liable for negligence in the management of ALLIANCE funds; and

Whereas development of a system of internal controls that ensures that the Board of Directors closely reviews the ALLIANCE's financial activities is in the best interest of the organization; and

Whereas strict internal controls are absolutely necessary for maintaining a secure and reliable accounting system; and

Whereas internal controls, when strictly followed, can help protect the financial integrity of records and protect against mismanagement of funds; therefore

Be it resolved that the following policy is adopted by the McKenzie Watershed Alliance:

**McKENZIE WATERSHED ALLIANCE
FINANCIAL POLICY**

I. Intent of Policies

It shall be the policy of McKenzie Watershed Alliance (ALLIANCE) to create and maintain accounting, billing and cash control policies, procedures and records which are consistent with Generally Accepted Accounting Principles (GAAP) and which meet the requirements of state and federal statutes and regulations.

ALLIANCE's accounting, audit and financial management policies are designed to:

1. Protect and secure the assets of ALLIANCE and all funds managed by ALLIANCE.
2. Ensure the maintenance of accurate records of all ALLIANCE's financial activities.
3. Ensure compliance with reporting requirements for both governmental and private funding sources.

II. General Procedures

A. General Ledger Account Coding

1. All cash receipts and disbursements are account coded, including class and subclass as appropriate.
2. Funding from project sources will be maintained and tracked independently by job, class and/or subclass.

B. Accrual Based Accounting

1. Accrual based accounting shall be used.

C. Financial Reports

1. An annual budget shall be prepared by the ALLIANCE Finance Committee and approved by the Board of Directors. Any changes to the annual budget require Board of Directors approval.
2. Reports shall be prepared by the Operations or Fiscal staff and reviewed by the Finance Director or Executive Director before presentation to the Board of Directors at Quarterly meetings.
3. An Annual Financial Statement shall be prepared by a third-party accounting firm and will be available upon request.

D. Computer Records Security

1. In order to ensure the security of all accounting computer records, passwords to provide exclusive access the ALLIANCE computer accounting systems shall be issued to the Administrative/Financial Assistant and Executive Director and be changed periodically and upon relevant staff transitions.
2. All accounting systems are backed up automatically when transactions are made in the systems. Archives will be kept remotely via cloud storage applications.

E. Exceptions and Revisions

1. The Board of Directors shall be the body authorized to revise and make exceptions to these policies.

- F. Storage of Checks and Credit Cards.** Checks, credit cards and other financial instruments shall be kept in a secure location where only the Executive Director or other authorized persons may access them.

III. ALLIANCE Budget Principles and Procedure

A. Budget Principles

1. The budgetary process for ALLIANCE's General Operating Funds will comply with the guidelines and principles set forth by the Board of Directors.

B. Procedures

1. ALLIANCE's Executive Director, , will prepare and submit an operating budget to the Board of Directors 30 days prior to the beginning of the new fiscal year. The fiscal year shall be the 12 months beginning the first day of October in one calendar year and ending the last day of September in the subsequent calendar year.
2. The Board of Directors will review and approve the Budget prior to the start of the fiscal year. .

C. Adjustments in Budget/Spending Plans

1. Any adjustments or changes in spending policies/budget plans that vary by more than 10% from the original approved budget will be reviewed and explained at Quarterly Financial Report presentations to the Board of Directors.

2. Contracts, for Accounts Payable, greater than \$250,000 shall be shared with the Board of Directors for review prior to execution. Contracts, for Accounts Receivable, greater than \$250,000 shall be shared with the Board of Directors. .

D. Audit Procedure

1. If during its established fiscal year, ALLIANCE expends over \$750,000 in federal funding, it will contract for an audit that meets the requirements of OMB A-122 and A-133.
2. A formal written report of the audit will be presented to ALLIANCE's Board of Directors and to principal funding sources as required by contracts and grants, or as requested.

E. Fiscal Administration Fees

1. Indirect costs may vary on a case-by-case basis, taking into account the amount allowed by the funding source, the complexity of the project, the need for federal audits, and the amount of funds administered.

F. Bad Debt

1. The ALLIANCE Executive Director retains exclusive authority to write off bad debt.

IV. Accounting Policies and Procedures

A. Bank Accounts, Check Signing and Check Management

1. If necessary, separate bank accounts will be established as required by donors and funding requirements.
2. In order to ensure that funds are placed in the proper accounts, all deposits of ALLIANCE funds shall be made by the Operations or Fiscal staff. .
3. The Operations or Fiscal staff shall reconcile the ALLIANCE check register. The reconciliation shall be done upon receipt of the monthly bank statement and shall be reviewed by the Executive Director. The Board of Directors may, at its quarterly meeting, review accounts and check the register.
4. All checks written on ALLIANCE accounts require one authorized signature and must be accompanied by an approved Expense Form. The person authorizing payment on the Expense Form shall not be the same person who signs the check, with the exception of the Executive Director..
5. Two members of the Board of Directors shall be authorized to sign checks along with the Executive Director of ALLIANCE..
6. The Board authorizes changes in signers on accounts at the time of election of officers. The approval of signers shall be reflected in the Board meeting minutes.
7. Banks are promptly notified of all changes of authorized check signers.
8. Checks shall be kept in a locked location. Only designated Operations and Fiscal staff shall generate checks.

9. Voided checks are to be properly defaced and maintained when possible. Documentation is made when maintenance is not possible, for example when a check is lost in the mail.

B. Electronic Fund Transfers

1. Electronic fund transfers may be made to accounts outside of ALLIANCE bank accounts for payroll or other automated bill paying. The initiation of all automatic payments will be established by Operations or Fiscal staff, and reviewed by the Executive Director when payment is taken. Operations or Fiscal staff may authorize electronic withdrawals from ALLIANCE's accounts for payments given approval per Section IV, B(1) above, for wage expenses and accompanying payroll taxes and benefits to be calculated and disbursed by a third-party accounting firm.
2. Operations or Fiscal staff may transfer funds between ALLIANCE bank accounts to assure cash flow and maximize interest earnings.

C. Cash Receipts

1. Cash is deposited in a timely manner, in the appropriate bank account based on funding restrictions if separate accounts are required.
2. **Events using cash:** For any event using cash, two people should always be present during cash handling. Written documentation should indicate the amount of cash at the

beginning and end of the event and should be signed by two people verifying the amounts.

3.

D. Interest Allocations

1. Interest earnings shall be allocated to projects according to the requirements of the funding source and the policies listed in this document.
2. If ALLIANCE has in its bank accounts funds being held for another organization in an amount that exceeds \$35,000 for a period of more than 3 months, interest may be allocated to that organization under specific circumstances agreed upon by the Board of Directors. ALLIANCE must be receiving their minimum administrative fee for all funds being managed for that organization.
3. ALLIANCE shall not allocate interest earnings for those funds that are being managed without fiscal administration compensation.

E. ALLIANCE Credit Cards

1. The Executive Director or other designated staff members may be authorized by the Board of Directors to have an ALLIANCE business credit card.
2. This credit card may be used for expenditures up to \$10,000 each, for expenses that are within the ALLIANCE Annual Budget without the use of an Expense Form. The ALLIANCE credit card may be used for purchases for other ALLIANCE managed projects as long as they are within the card's credit limits, there is an approved expense and the

necessary funds to cover the purchase are on hand in an ALLIANCE bank account.

3. The credit card statement will be paid in full each credit cycle.
4. **Unknown charges without backup/fraud:** If an unknown charge appears on a card the staff member who used it will be questioned regarding the charge. If the charge was knowingly incurred, unauthorized, and not associated with operations or a project, disciplinary action will occur. If a fraudulent charge is incurred on a card that was not made by an employee, the credit card company will be notified immediately regarding the fraudulent charge. If fraud occurs, new cards will be issued.

F. Cash Disbursements by Check:

1. Policies for all disbursements by check:

- (a) Payment requests shall be accompanied by ALLIANCE's Expense Form.
- (b) The original Expense Form shall be submitted. Each Expense Form will be properly signed and legible, with documentation of all expenses attached, in accordance with the specifications of the funding source.
- (c) Payment requests must be consistent with applicable budget and funding requirements and the funds requested must be in a ALLIANCE bank account before payment is made.
- (d) Before a check is issued, an Operations or Fiscal staff member shall check that proper documentation of expenses is included and recalculate the payment request for accuracy. Operations or Fiscal staff shall also check that payment is in compliance with appropriate budget and funding requirements and that the appropriate funds are in an ALLIANCE bank account. Each Expense Form shall be reviewed and initialed by the Executive Director.
- (e) Checks for payment are signed only when supported by approved Expense Form and documentation of expenses. Checks will not be processed and signed in advance of proper invoicing approval procedures.
- (f) The person signing the check will compare data on supporting documents to the checks being presented for their signature.
- (g) The person signing the check shall not be the same person authorizing the Expense Form with exception of the Executive Director.
- (h) Following issuance of a check, the accompanying Expense Form is marked "PAID", and the check number, the amount paid and the date paid is written on the Expense Form. The Expense Form is then filed appropriately, with the check stub and accompanying receipts attached.

- (i) Account codings for each payment are reviewed for accuracy.
- 2. Policies specific to disbursements from ALLIANCE unrestricted funds:**
 - (a) The Executive Director, approves all payments from operating funds by signing the Expense Form that is prepared by staff with documentation of expenses attached.
 - (b) Expenditures must be reviewed by Operations or Fiscal staff to assure that they are consistent with ALLIANCE Budget Principles and the approved Annual Budget.
- 3. Policies specific to disbursements from restricted funds:**
 - (a) Project sponsors shall designate persons authorized to approve payments of project funds. To do this, project sponsors shall complete ALLIANCE's form, providing ALLIANCE with the names and signatures of persons who may authorize expenditures of project funds. This form shall be kept on file at ALLIANCE. One of persons designated on the form shall sign each ALLIANCE Expense Form before any project funds are released.
 - (b) Project funds will not be released unless all necessary documentation is provided and verified in accordance with the requirements established by ALLIANCE and funding sources.
 - (c) Budget modifications will be documented and kept in project files. ALLIANCE shall not release funds that exceed budget categories unless ALLIANCE has received approval of the modification from the funding source per the method used by the funding source (i.e. e-mail, a written modification, etc.).
 - (d) Separate project accounting files will be maintained and kept up-to-date as funds are expended.

G. Administrative Fees

- 1. ALLIANCE's administrative fees shall be stated in each funding contract and fiscal services agreement and shall be paid and collected by ALLIANCE according to the stipulations of those agreements.

Adopted by Board of Directors on July 12, 2005

Revised by Finance Committee on May 2, 2006

Revised by Board of Directors on January 5, 2016

Revised by Board of Directors on October 24, 2018

**McKenzie Watershed Alliance
Directors Report
March 2024**

1. Operations

Staffing

The organization continues to work towards hiring additional staff. We will post two positions, PWP Program Coordinator and PWP Project Manager, the week of March 18, 2024.

Trainings

We also plan to send four staff to the [Connect Conference](#), in Sunriver, April 16-18. The Connect Conference brings together watershed councils and Soil and Water Conservation Districts from around the state. PWP-affiliated staff have expressed an interest in additional safety training, and we are working with the McKenzie River Trust to provide wilderness first aid training. Joe began an online training course to prepare for the certification test to become a drone pilot. We have purchased a drone. Field staff will participate in a Wilderness First Aid Training this spring along with PWP and UWSN colleagues. We are also planning on offering a GIS training this spring to interested staff.

Governing Document Review and Revision

The Charter will be presented to the Council in March. The By-laws and Financial Policy will go to the MWA Board in April.

Council Meetings, Tours, and Outreach

We need meeting presentation ideas for 2024. Please contact Chase or Jared if you have any recommendations. We do have tentative plans for meetings focused on HJ Andrews and Quartz Creek this spring. We are looking at April 26th or May 10th for potential Quartz Creek Tour dates.

2. Restoration Program

We are wrapping up a contract with Columbia Helicopters to implement the Marten Creek Habitat Restoration Project Phase 2. The project will place approximately 500 pieces of large wood into the creek on BLM-managed lands. The work will occur during the in-water work period, July-August in 2024. We anticipate three days to complete the project. The final significant post-holiday Farm Fire planting is close to wrapping up. The project is funded through EWEB and Oregon Legislature funding managed by OWEB. The Middle McKenzie team is meeting with NOAA representatives to tour Quartz Creek and coordinating on NEPA compliance.

3. Funding

We are still developing two applications, each for \$396,000, to support BLM-focused projects. The applications are through OWEB, which manages federal funds from the BLM through the Good Neighbor Authority. One project will support a culvert replacement project on Cash Creek in the Mohawk Watershed. The second application was originally earmarked for Marten Creek, and we are working to reallocate those funds to various other projects in the Mohawk River Watershed and Hills Creek near Jasper.

The MWA, OSU, and HJ Andrews partners were successful with an application to the National Science Foundation. The proposal focuses on raising awareness of experimental forests and local participation in HJ Andrews's planning, particularly around wildfire response and recovery. We will follow up on this project once we learn more about timelines.