

UNWC ANNUAL MEETING 6.24.2021 AGENDA

5:30 - Call to order.

Today's scribe is:

□ Brenda Lisle □ Corrie Aiuto □ Jeff Walton □ Jim Crawford
□ Michael Calhoun □ Rick Osborne □ Susan Schmidlin □ Sye Laird

• Welcome and Introductions (5 minutes)

- Special Guests:
 - **Aaron Groth**, OSU's Region Fire Specialist for the Coast and Assistant Professor of Practice
 - **Sonia Reagan**, OSU's Columbia County Extension Service Education Program Assistant and Columbia Soil & Water Conservation District – Zone 1 Director
 - **William Steinweg**, Vernonia Rural Fire Protection District
 - **Don Beck**, Deputy Chief Mist-Birkenfeld Rural Fire Protection District
 - **Malcolm Hiatt**, Oregon Department of Forestry
- Board of Directors and Staff

SPECIAL PRESENTATION & DISCUSSION (1 hour 10 minutes)

- *Experiencing Wildfire* – Maggie Peyton's story (10 min)
- *Experiencing Wildfire* – Sonia Reagan's story (10 min)
- *Coastal Fire History; The Tillamook Burn, The Upper Nehalem, and Preparing for Fire*, presented by Aaron Groth (30 min)
- **Q&A time** - with VRFPD, MBRFPD, ODF, OSU and UNWC representatives (20 min)

BREAK (10 minutes)

COUNCIL BUSINESS (35 minutes)

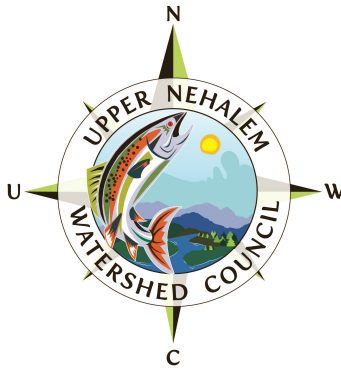
- **Public Comment**

- **Announcements**
- **Minutes - read and approve – May 2021**
- **Business Meeting Agenda - revisions - as provided**
- **Reports/Actions**
 - Executive Director
 - Treasurer
- **Unfinished Business**
 - Fishhawk Lake - update – *tabled till next meeting*
 - Land Acknowledgement – Michael & Sye – *tabled till next meeting*
 - OWEB Organizational Assessment – update - *tabled till next meeting*
- **New Business**
 - 2021/2022 Council membership established
 - Board positions nominations (election at following meeting)
 - 2021/2022 Focus discussion
 - Committee structure?

7:15 – For the good of the Order

- Next meeting – **Thursday, August 5th, 2021**

7:30 – Adjourn – Be well!



Upper Nehalem Watershed Council Meeting Minutes 5/27/2021

Call to Order

A meeting of the Upper Nehalem Watershed Council was held via Zoom video and audio conference on Thursday, May 27th and called to order by Maggie Peyton at 5:30 pm.

Attendees included: Maggie Peyton, Rick Osborne, Corrie Aiuto, Jim Crawford, Sye Laird, Michael Calhoun, Stephanie Beall, Aaron Groth from OSU Forestry and Natural Resources Fire Program, and Kenneth Mortellaro (who joined the meeting and left after introductions).

Absent: Brenda Lisle, Jeff Walton, and Susan Spicer Pond, Susan Schmidlin.

Public Comment

No public comments at this time.

Announcements

No announcements at this time.

Minutes

March minutes read with one correction to the title which said labeled the document "agenda" and should be changed to "minutes."

Sye motions to approve with change, Rick seconds, all ayes, motion carries.

Reports

1. Maggie Director Report:

- a. The Nehalem Strategic Action Plan (NSAP) first draft is scheduled to be sent to Maggie next week. Zac of LNWC and Maggie will review and then share with others.
- b. Focused Investment Partnership: progress on the application has slowed somewhat but Maggie and Zac continue on. Still unclear when the application deadline will land, it could still be this fall.
- c. Nehalem Native Nursery: We received seedlings from BLM, Mark continues to lead the crew including the Forestry class and the nursery is dialed in on water and temperature. BLM RAC funding is finally secure.
- d. Galassi Wetland project has stalled, they are waiting on an easement from the landowners.
- e. Fishhawk Lake has been fined over \$400,000. Maggie advocates to get project funding routed directly through UNWC rather than go through a third entity first.
- f. OWEB requests a meeting with UNWC board. After discussion, June 28th is when key board members are available to meet with them.

2. Treasurer Report:

- a. Jim reports that not much has changed but there are upcoming funding opportunities this summer.
- b. Some discussion about the CPA failing to file a tax extension. It is unclear what caused the filing failure and there is general agreement that someone should check in with the CPA during tax season and discussion about searching for a new CPA. Maggie and Susan S.P. will investigate further.

3. Education and Outreach:

- a. Corrie is back from maternity leave and picking up the threads of work. The baby came via induction two weeks early which contributed to some tasks left unfinished including the Social Media Policy draft and the UNWC brochure.
- b. The board member profile page of the website still needs Jim's and Michael's photos and bios, they agree to send that content soon.

Unfinished Business

1. Fishhawk Lake Update: No update beyond what Maggie provided
2. Secretary/Scribe position: No new updates.
3. Land Acknowledgement: Sye and Michael have more work to do to prepare the statement. Some things to consider including are tribal names and pronunciations, historical context, and using interpretive writing techniques.

4. OWEB Assessments: Missing assessments from Michael, Brenda, and Jim

New Business

- 1) The 2021 Annual Meeting discussion:
 - a) The theme is fire danger. Should we discuss calling attention to the danger, personal steps you can take, or the greater watershed perspective? Aaron Groth will present and is flexible on how much time.
 - b) Have folks from ODF, Mist-Birkenfeld and Vernonia fire districts join in a Q&A
 - c) Aaron suggests Sonia Reagan with OSU's Extension Service to share her personal story with wildfire, and Maggie says she can also share her story.
 - d) Corrie, Maggie, and Aaron will work on details

For the Good of the Order

The next board meeting is on Thursday, August 5th, from 5:30 – 7:30 pm, location TBD.

Adjournment

1. Meeting adjourned at 7:40 pm. Fare thee well!



Upper Nehalem Watershed Council

ANNUAL REPORT

2020

Founded in 1996 to help maintain the health of the waterways and wildlife in the Upper Nehalem Valley. Nestled in the northwest corner of Oregon, the UNWC works with other organizations, community members, and stakeholders to complete projects and share information. The UNWC provides a framework for all stakeholder voices to be heard and to coordinate efforts towards shared goals.

OUR MISSION:

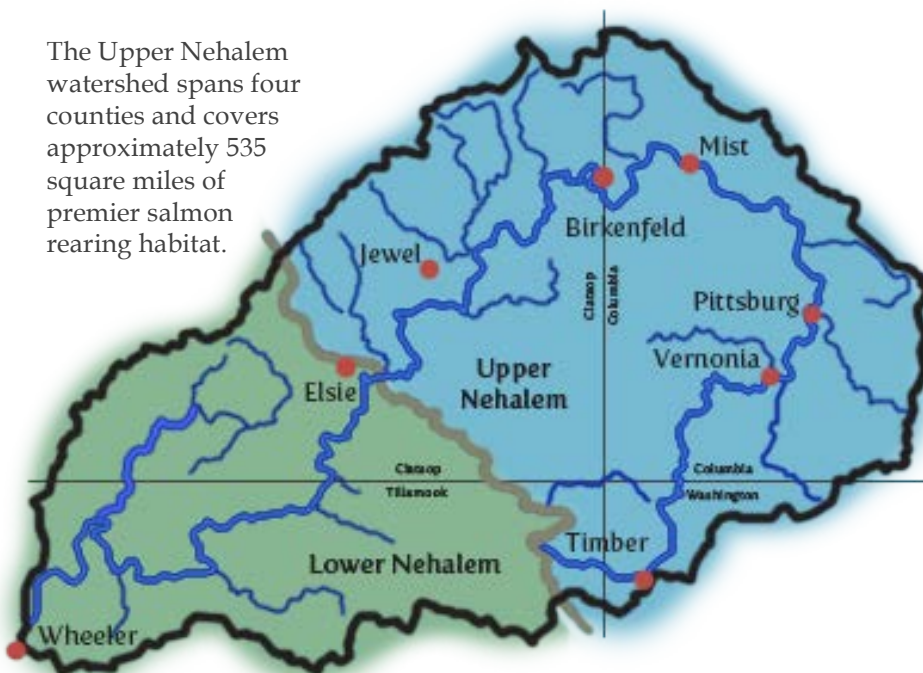
To foster stewardship and understanding of the natural resources of the Upper Nehalem Watershed among the stakeholders of the watershed communities in order to protect, conserve, restore and sustain the health and functions of the watershed.

OUR VISION:

A balanced ecosystem that supports a healthy watershed which provides for an economic base and viable watershed communities.

OUR WATERSHED

The Upper Nehalem watershed spans four counties and covers approximately 535 square miles of premier salmon rearing habitat.



OUR PEOPLE

Maggie Peyton
Executive Director



Susan Spicer-Pond
Office Manager



Jeff Walton
Board Chair



Sye Laird
Board Vice-Chair



Jim Crawford
Treasurer



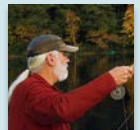
Michael Calhoun
Board Member



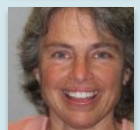
Brenda Lisle
Board Member



Rick Osborne
Board Member



Susan Schmidlin
Board Member



Upper Nehalem Watershed Council
Summary Balance Sheet
 As of December 20, 2020

ASSETS**Current Assets**

| | |
|-----------------------------|-------------------|
| Checking/Savings | 25,187.23 |
| Accounts Receivable | |
| Accounts Receivable | 5,092.71 |
| Grants Receivable | 307,349.33 |
| Total Accounts Receivable | 312,442.04 |
| Other Current Assets | 224.99 |
| Total Current Assets | 337,854.26 |

TOTAL ASSETS**337,854.26****LIABILITIES & EQUITY****Liabilities****Current Liabilities**

| | |
|----------------------------------|-----------------|
| Payroll Liabilities | 2,261.04 |
| Total Current Liabilities | 2,261.04 |

Total Liabilities

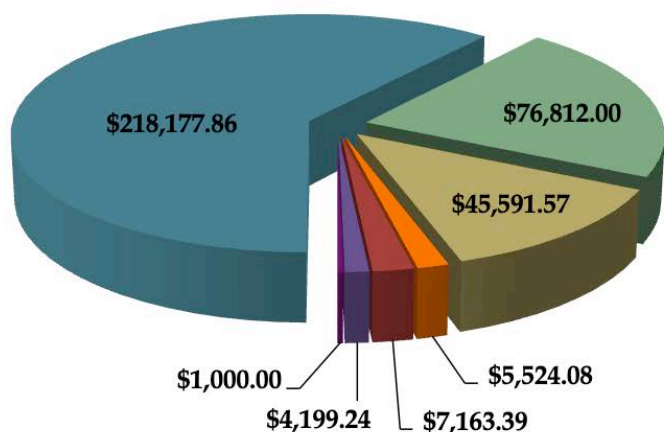
2,261.04

Equity

| | |
|---------------------|-------------------|
| Retained Earnings | 351,635.76 |
| Net Income | -16,042.54 |
| Total Equity | 335,593.22 |

TOTAL LIABILITIES & EQUITY**337,854.26**

FUNDS RECEIVED IN FY 20-21
 (as of 12/20/2020)



- Wild Salmon Center (NOAA funds)
- Council Support (OWEB)
- Oregon Watershed Enhancement Board
- National Fish & Wildlife Foundation
- Department of Environmental Quality
- Bureau of Land Management
- Public Contributions

DIRECTOR'S THOUGHTS



This year has provided numerous opportunities for fresh air and sunshine, exploration, reflection, inspiration and creative community building, and innovation in the navigation of the local effects of a novel virus running wild on the world stage. In isolation we planted good seeds in rich soil with our bare hands and are tending the tender shoots full of promise for a sustainable vibrant future in the heart of the Nehalem watershed. Be well. Be encouraged. Be safe.

Maggie Peyton, Executive Director

THANK YOU to our Partners & Funders!

In addition to the funders listed at the left, we thank:

- Carmichael Family
- Columbia County Soil and Water Conservation District (SWCD)
- Fishhawk Lake Reserve and Community (FLRC)
- Hauck Trust
- Hayes Family
- Olympic Resource Management (ORM)
- Oregon Department of Fish and Wildlife (ODFW)
- Oregon Department of Forestry (ODF)
- Oregon State University College of Forestry - Blodgett Tract (OSU)
- Oregon Water Resources Department (OWRD)
- Pacific University
- Trask Consulting, LLC
- Trask Construction and Design, LLC
- US Fish & Wildlife Service
- Vernonia School District
- Weyerhaeuser
- Zucker Engineering, Inc.

BEAVER DAM ANALOGUES (BDA)

The Beaver Dam Analogue Pilot Project, which began in 2018, addresses the loss of legacy beaver habitat that at one time provided exceptional Oregon Coast Coho salmon rearing potential, by placing “fake” beaver dam structures in streams to entice beaver to return to their historic building sites.

In terms of anchor habitat improvement, BDA structures are cost effective by encouraging the work of a keystone species, beaver, and their irrefutable ability to create a cascade of events that benefit the stream ecology.

The general project goals, outlined by the UNWC and Trask Consulting, LLC are:

- Increase instream habitat complexity for salmonids spawning/rearing.
- Reconnect floodplains to provide access to

off-channel winter/summer habitat.

- Improve hyporheic connectivity to sustain cooler summer flows.

The initial installation in 2018 included 27 BDAs along four stream reaches with an additional 30 structures installed in 2019. The 2020 monitoring report found 15 out of 57 BDA sites were colonized by beaver with an additional 30 natural beaver dams constructed between the BDAs. This has added over 30,000 square feet of pool surface area and greatly increased the Coho salmon rearing potential.

In 2021, eight more BDAs are slated to be installed along the south fork of Rock Creek, which will complete this pilot project. Meanwhile, the 2020 annual report to the National Fish and Wildlife Foundation is in progress and we are excited to continue encouraging the beaver.

LARGE WOODY DEBRIS (LWD)

This anchor habitat improvement project focuses on reviving vital stream dynamics by placing large wood structures in the stream. This mimics what would naturally occur to streams running through mature forests and provides gravel retention, floodplain connectivity, and habitat complexity.

62 LDW structures were installed along approximately 5.9 miles along three different priority stream reaches (Lousignont/Deer/Fishhawk). These reaches are known to host Coho, Summer Chinook, Winter Steelhead, Cutthroat Trout and Brook and Pacific Lamprey.

LWD project goals are the same as the BDA: increasing instream habitat complexity, reconnecting floodplains for off-channel winter/summer habitat, and improving hyporheic connectivity that sustains cooler summer flows.

This year Maggie and ODFW Restoration Biologist Troy Laws ventured out to see how the LWDs fared and saw the log jams settled into the stream dynamic, performing admirably. The final report to NOAA is underway.

HYLA WOODS RESTORATION

The Hyla Woods project utilized LWDs and riparian planting to improve and rebuild complex native Coho habitat and encourage the beaver within Lousignont Creek.

The site is valuable as Lousignont provides essential



spawning, rearing, and refuge habitat to salmonids and Hyla Woods is a showcase for sustainable forestry practices.

Riparian planting was completed this year and the completion report is in progress.

ODA SIA RIPARIAN RESTORATION

In 2015, and in cooperation with landowners Johnson and Armstrong, the Oregon Department of Agriculture (ODA) designated a Strategic Implementation Area (SIA) in the Mist and Birkenfeld areas. This includes Fishhawk Creek, Lundgren Creek and an extended portion of the Nehalem mainstem.

Two sites selected for riparian restoration due to summer temperature water quality issues have now been completely planted and the final report to OWEB and ODA is in progress.

Special thanks to the Columbia River Youth Corps for their work on this and many other riparian planting projects.

SHADE OUR STREAMS

This program came to us from the Clackamas River Basin Council (CRBC), which successfully planted native plants along over 30 miles of streams and six years. They graciously gave the UNWC permission to use all its branded content for the program and adjust it to our needs.

This newest adaptation to riparian planting, launched in November, seeks to



bring the native plant stock, knowledge, and resources to landowners in the Upper Nehalem watershed to successfully implement their restoration projects. We hope to expand this program over the coming years and see many more trees reach the "Free To Grow" stage, when they begin shading the streams and cooling the Nehalem.

YOUNGER RIPARIAN RESTORATION

The Younger family owns 198 acres of farm and forest land in the Birkenfeld area of the Upper Nehalem Valley where portions of the mainstem Nehalem, Fishhawk Creek and Beaver Creek flow through the property. Once upon a time the floodplain and riparian areas were utilized to pasture dairy cows and were cleared of trees and vegetation. This allowed invasive plants like Reed Canary Grass and Japanese Knotweed to thrive.

Over the last six years the UNWC, in cooperation with the landowners, worked to improve riparian conditions by interplanting 8,000+ native plants and shrubs across 27 acres within the ODA SIA (mentioned above).

This year, the riparian restoration crew led by Mark Hall completed planting at the Younger site.

VOLUNTEER Highlight

Volunteers played a key role in watershed work this year. From community members joining us at three SOLVE planting and tree give-away events to Forestry Class students working in the nursery, volunteers filled vital roles. For sticking with us in this challenging year, we thank:

- Columbia River Youth Corps
- Community volunteers
- Landowners
- SOLVE volunteers
- Vernonia Forestry Class and Students



FISHHAWK LAKE FISHLADDER

Constructed in 1969 and managed by Fishhawk Lake Reserve and Community (FLRC), the 52 year old fish ladder at Fishhawk Lake does not meet current fish passage standards and effectively blocks juvenile Coho Salmon and Pacific Lamprey from 34.4 miles of upstream habitat.

This year, the UNWC and Fishhawk partners requested financial support from BLM, ODFW, ORWD, OWEB, and the Weyerhaeuser Foundation

for the construction of a new fish ladder which is parallel to and designed in coordination with a new spillway.

Funds are secured from ODFW and Weyerhaeuser Foundation, OWEB did not fund, and we await details from ORWD and BLM. We will continue to pursue funding options and are hopeful that the project will break ground in 2021.

GALASSI WETLAND ENHANCEMENT

The Galassi Wetland Enhancement project aims to convert pasture back to semi forested wetland in Mist along the Nehalem over five years. We are hopeful that a grant agreement will be signed between Natural Resources Conservation Service

(NRCS) and UNWC in December or January. The easement agreement between NRCS and landowner still needs to be finalized, but qualified contractor BioHabitats is waiting to get started in the early spring.

NEHALEM NATIVE NURSERY

In response to COVID-19, the Nehalem Native Nursery tried something new: growing vegetable starts for the community to fill gardens in a manner reminiscent of the Victory Gardens grown during WWII. With help from the Rachel Organ and the Community Garden volunteers many plants found homes in Vernonia gardens.

Most of our healthy tree stock has been planted at project sites by our hard working crew led by Mark Hall rather than go to waste from lack of staff and funding.



Sebastian Heselton, a Vernonia High School

student, is enrolled in WorkSource program for 120 hours of employment in our nursery and is doing an excellent job organizing, cleaning, and preparing the greenhouse and outdoor nursery for spring planting.

We were excited to announce that the BLM Resource Advisory Committee Title II grant, awarded in December, will fund the ongoing operation of the nursery and local riparian projects.

We recently requested surplus seedlings from the BLM. If granted, they would restock the nursery to provide to interested landowners this winter.

TWEEDLE CREEK MEANDER

The Tweedle Creek wetland reconnection proposes to realign the lower 1,280 ft of Tweedle Creek into a historic toe slope channel that would add 4,800 ft of low gradient stream channel. This would increase the availability of low velocity off-channel winter habitat and cool summer refuge for Oregon Coast Coho.

Implementation includes plugging the existing channel and excavating a new channel that "re-links" it with the wetland.

In cooperation with the landowner and advisors we are seeking cost share to match awarded NOAA funds; the permits have been submitted and are under review and the Cultural Resource Survey is complete.

NEHALEM STRATEGIC ACTION PLAN

The Nehalem Strategic Action Plan (NSAP) aims to advance federal and state Oregon Coast Coho Salmon conservation efforts by identifying the specific locations where habitat protection and restoration will have the greatest benefit to watershed function and Coho production.

The development process for the NSAP began in 2015 when partners working to restore the Nehalem basin convened to:

- Determine specific locations where protection and restoration strategies should be targeted to promote watershed function and increase habitat productivity over the long term, and
- Coordinate project implementation and leverage funding.

Through implementation of the NSAP, local

partners hope to achieve two long term outcomes:

- Protect and restore summer, winter, and incubation habitats sufficient to produce a detectable change in Coho productivity, and
- Protect and restore watershed processes to ensure sufficient habitat diversity for the expression of multiple life history strategies in Nehalem Coho.

As of this writing, a Memorandum of Understanding for the Nehalem Basin Partnership is being drafted with the support of the Lower Nehalem Watershed Council and OWEB and will include implementation of anchor habitat and fish passage improvement projects identified in the NSAP watershed analysis field reconnaissance process.

The NSAP document is nearing the final draft stage and we can't wait to share it with our stakeholders and partners.

SPECIAL THANKS

We thank the Wild Salmon Center and Trask Consulting, LLC for their wide-ranging and dedicated support through multiple initiatives. We are able to advance our mission because their support facilitated state of the art watershed analysis that wrought restoration work that stands the test of time and feeds measurable ecological uplift.

FOCUSED INVESTMENT PARTNERSHIP

The Focused Investment Partnership (FIP) grant program, created and offered by OWEB, invests in conservation approaches that strategizes restoration actions among partners and measures ecological outcomes. It encourages local partners to collaborate, plan, prioritize, implement and monitor projects around a common purpose and monitoring framework.

A FIP initiative is an OWEB investment that:

- Addresses a board-identified Focused Investment priority of significance to the state,
- Achieves clear and measureable ecological outcomes,
- Uses integrated, results-oriented approaches as identified through a strategic action plan,
- Is implemented by a high-performing

partnership with a formal decision-making process.

In late 2019 the UNWC decided to apply for a FIP to fund and implement the goals of the NSAP which was developed with a vision of healthy ecological, economic, and social conditions in the Nehalem Basin to ensure a sustainable future for native Coho Salmon.

All this year Maggie has been working hard on the FIP application. She and Zac Mallon, the Lower Nehalem Watershed Council Executive Director, with support from Renee Coxen of the ODFW Coastal Coho Conservation, have been working to further the application and mission.

The Nehalem Basin Partnership MOU and the NSAP (mentioned above) are key components of the FIP application, the deadline for which is tentatively set for June 2021.

SNAPSHOTS



*Troy Laws inspecting
BDAs and LWDs*



*Beaver Dam Analogue
in upper Rock Creek*



*Maggie masked up at the
Nehalem Native Nursery*



*Beaver dam on Deer Creek
between log jams*



*Sunshine
and
rainbows*



Galassi Wetland Enhancement project area



*Volunteers at the October
SOLVE tree planting event*



*Mark Hall with volunteers at the
October SOLVE tree planting event*

Contact the UNWC

1201 Texas Ave. Suite A
Vernonia, OR 97064

(503) 429-0869

Maggie@nehalem.org

unwc.nehalem.org

UPCOMING EVENTS

August Board Meeting
Thursday, August 5th
5:30 – 7:30 pm - Location TBD

September Board Meeting
Thursday, September 23rd
5:30 – 7:30 pm - Location TBD

Salmon Festival
Saturday, October 2nd
9:00 – 7:30 pm - Hawkins Park





BYLAWS

UPPER NEHALEM WATERSHED COUNCIL

Approved June, 30th 2016

ARTICLE I - Name

These Bylaws will govern the Upper Nehalem Watershed Council and its members.

ARTICLE II - Purpose – Mission – Vision

Purpose

The Upper Nehalem Watershed Council, originally established under The Governor's Coastal Salmon Restoration Initiative and House Bill 3441 (Oregon Legislative Assembly - 1995 Regular Session), is a non-profit 501(c)(3) organization dedicated to the voluntary protection, preservation, conservation, enhancement and restoration of the Upper Nehalem Watershed.

A primary purpose of the Council is to represent the broad and diverse geographic areas and community interests in the Nehalem watershed and to work collaboratively with these interests, including engaging the local community, to protect, restore, and enhance the watershed.

.

Mission

To foster stewardship and understanding of the natural resources of the Upper Nehalem Watershed among the stakeholders of the watershed communities in order to protect, conserve, restore and sustain the health and functions of the watershed.

Vision

A balanced ecosystem that supports a healthy watershed which provides for an economic base and viable watershed communities.

Values

Our role is to establish and support the implementation of a Watershed Action Plan through a consensus building process. Our membership is broadly representative of those individuals and stakeholder groups having an interest in the ecological and economic productivity of the watershed and the health of the watershed communities. We seek to be inclusive rather than exclusive. We seek to maintain a balance of stakeholder group representation.

ARTICLE III – Council Membership

Members of the Council shall represent a balance of interested and affected persons in the watershed such as: State and Federal Public Lands; Private Timber Industry; Small Woodlot Owners; Agriculture; Soil and Water Conservation Districts; Environmental groups, Conservation Groups, Local Government, Citizens-at-Large; Small Business Owners; Local School Districts; Youth Groups. The Four Major Stakeholders are defined as Public Lands (Oregon Department of Forestry, Bureau of Land Management); Industrial Landowners (Private Timber Industry); Small Landowners (Agriculture, Small Woodlot Owners) and the Environmental Community.

The Council membership will be established each year at the Annual Meeting.

Section 1 - Individual Members

Membership is defined by being a stakeholder in the watershed and agreeing to the purposes, mission, vision and values of the Upper Nehalem Watershed Council. If the above criteria are met, voting privileges will be established by members signing in at full Council meeting.

Section 2 - Responsibilities of Individual Members

Members will:

- Adhere to these Bylaws and be responsible to for their enforcement;
- Regularly attend meetings and events;
- Inform their respective agencies or constituencies of Council activities;
- Search for opportunities to develop group solutions and resolve conflicts;
- Treat other Council members with respect;
- Listen to and try to understand one another's views;
- Be effective Council advocates in the community.

Each member must attend the annual meeting to be a member in good standing.

Section 3 – Powers and Responsibilities of the Council

- Approve the By-laws
- Annually elect the Board of Directors

- Approve overarching organizational policies that define the authority and the functions of the Board of Directors
- Ensure the adoption of and adherence to a Conflict of Interest Policy for members, Board of Directors and staff
- Approve the Strategic Plan

ARTICLE IV – General Council Meetings

Section 1 – Meeting Schedule, Notification Requirements

- The Council will meet at a minimum annually and at such time and place as may be designated by the Board of Directors that is reasonably accessible within the watershed.
- Notice of all meetings and a tentative agenda will be mailed to all members not less than 30 days prior to the meeting.
- Meetings will be conducted in the spirit of the Oregon Public Meetings Law (ORS 192.610 to 192.690).
- At each meeting, reasonable time will be set aside for general or public comment.
- The purpose of the annual meeting will be the verification of membership, the election of the Board of Directors, to gather input from the membership on UNWC goals and priorities, and for the transaction of such other business as may come before the Council.
- The fiscal year of the Council will be from October 1 to September 30.

Section 2 – Decision Making

UNWC Council and Committee decisions will be made in the spirit of consensus. “Consensus” means that all voting members that comprise the quorum are in agreement with, or are willing to accept, the same proposed resolution of an issue under consideration. These Bylaws recognize that there may be situations in which consensus is not possible and circumstances dictate that the Council reaches a decision in a timely fashion.

If consensus cannot be reached then Robert’s Rules of Order will be used and a simple majority of the quorum sufficient to pass (unless otherwise stated in the By-laws).

Simple majority exception: Revisions to the UNWC By-laws will ideally be made by consensus. If consensus cannot be reached and majority rule is invoked, such a majority will be 2/3 (i.e. a super majority) of the voting members present at a regularly scheduled and duly noticed meeting of the full Council.

ARTICLE V – Board of Directors

Board members are elected by the Council from among its members in accordance with these By-laws. [The council intends its board to include a diverse range of geographic and community interest in the watershed in order to engage a balance of interested and affected persons within the watershed as required by ORS 541.910\(2\).](#)

Section 1 – Election and Term of Office

A Board of Directors will be elected by the Council to have a minimum of 7 and a maximum of 11 positions to manage executive staff (i.e. Executive Director) and govern the regular business of the council, but subordinate and reporting to the full Council on not less than an annual basis.

A quorum of the Board of Directors shall be 50% plus one. The Chair of the Board of Directors only votes to break tie votes.

Board of Directors term limits will be for three, two-year terms (for a maximum of six years in a row) with a one-year separation required between each 6-years of service. Subsequent terms may be served, with the requisite six year on, one year off requirement. Terms will run through the annual meeting in the year that the term is scheduled to expire: half (+/-1) of the positions to be elected in even-numbered years; likewise in odd-numbered years. At each annual meeting of the Council, Board of Directors positions that will, or have become vacant as of this meeting, be filled by a vote of the Council members present. Seats that are unfilled, or vacant prior to reaching full term may be filled on an interim basis by appointment of the Board of Directors for the remainder of that term.

Section 2 - Responsibilities and authority of the Board of Directors

The Board of Directors is responsible for:

- Providing leadership of the UNWC on behalf of and in support of the Council;
- Overseeing the business of the UNWC as it arises between meetings of the Council;
- Approving the annual operating budget;
- Planning and conducting Council meetings (minimum of annually);
- Guiding the development and implementation of the Strategic Plan or Action Plans;
- Hiring, overseeing, evaluating, compensating and (if necessary) dismissing the Executive Director;
- Acting on behalf of the Council in emergency situations in which immediate response or compliance is required.
- Emergency actions of the Board of Directors will be reported to the Council in a timely manner.
- Serving as or creating subcommittees such as Human Resources, Finance, Fundraising, Program, etc. Subcommittee decision making authority will be determined by the Board of Directors as part of the Sub-Committee charge.

Section 3 – Board of Directors Meetings and Procedures

- Meetings will be held at least quarterly at a regularly scheduled time and place;
- Emergency meetings may be called by the Chair with 24 hours notice;
- The agenda will be prepared by the Chair and the Executive Director;
- The Board of Directors will make decisions by consensus whenever possible; if consensus cannot be reached, Robert's Rules of Order shall prevail and a simple majority needed to pass a resolution;
- The Executive Director (and other key staff as requested) will be present, unless an executive session is called designed to exclude staff.
- Resolutions will not be made in executive session; the Committee is required to come out of executive session before making and acting upon any resolution.
- Minutes, attendance and resolutions will be recorded and retained according to a UNWC records retention policy. Records of motions will include the persons making the motion, seconds, and the voting outcome (that consensus was reached, not reached, or a vote count).
- A quorum of the Board of Directors shall be 50% plus one. The Chair of the Board of Directors only votes to break tie votes.
- Non-Board of Directors members of the Council or from the community are welcome to attend regular meetings of the Board of Directors as non-voting participants.

The Board of Directors shall have an attendance policy requiring a minimum of 75% attendance of regularly scheduled meetings within a 12-month period. Failure to adhere to this attendance policy may result in the dismissal of a member, based on a vote of the Committee. An individual may also be removed from membership by the Board if that person repeatedly violates the mission, bylaws, or policies of the Council.

Section 4 – Officers of the Board of Directors

The Officers will be elected by the Board of Directors from among its members on an annual basis at the first meeting following the annual meeting.

Officer positions shall include:

- Chair
- Vice-Chair
- Secretary
- Treasurer

The Chair may preside or, with the consent of the Board of Directors, appoint a facilitator to preside at all meetings of the Council. The Chair will be responsible for conducting the meeting and the business of the Council and the Board of Directors. The Chair serves as the Board of Directors' designee for direct oversight of the Executive Director in between Board of Directors meetings.

The Vice-Chair will serve in the absence of the Chair, performing all relevant duties and be subject to the same restrictions as the Chair.

The Secretary will be responsible for assuring that: all the proceedings of the meetings of the Council and the Board of Directors are recorded; a current roster of all members is maintained, all records are properly retained and stored; that all notices are duly given in accordance with any provisions of these By-laws and, in general, perform all duties incident to the Office of Secretary and such other duties as may be prescribed by the Council. Staff may be used to assist with carrying out the duties of Secretary but the Board Member is ultimately responsible to assure the functions are taking place.

The Treasurer, working with and through the Executive Director, will be responsible for assuring that all financial records are kept current and available for internal or external review; that accurate records are maintained of income and expenditures of all grants; that all bills are paid when due; and ensure that reports are provided to the Board of Directors (or Council) as reasonably requested by the Board (quarterly reporting at a minimum); and otherwise perform all duties incident to the Office of Treasurer and such other duties as may be prescribed by the Council. Staff may be used to assist with this function but the Board Member is ultimately responsible to assure the functions are taking place.

The Board may determine that an officer should be removed prior to the next annual Council meeting for lack of attendance or violation of Council mission, bylaws, or policies.

ARTICLE VI – Miscellaneous Provisions

Section 1 - Conflict of Interest

The UNWC has a Conflict of Interest Policy that Board of Directors members will adhere to that includes declaring any apparent or potential conflict of interest; if a conflict of interest exists, to absent themselves

from discussion and voting on such matters; and act always in a manner intended to further the interests of the organization. Staff will adhere to a corresponding policy and standard, always acting in the best interests of the organization and proactively declaring when any apparent or potential conflict of interest may exist.

Section 2 - Media Relationships

Public understanding and support for the Council is fundamental to our success. Specific media inquiries will be directed to the Chair and/or the Executive Director.

Section 3 - Use of Litigation to Pursue Regulatory Enforcement

The Council will not use litigation to pursue protection, enhancement or restoration of watershed health through regulatory enforcement.

ARTICLE VII - Restrictions and Dissolution

The Upper Nehalem Watershed Council is organized exclusively for charitable, educational, and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the organization will inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the organization will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization will not carry on any other activities not permitted to be carried on (a) by an organization exempt for federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code

Upon dissolution of the organization, assets will be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or will be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of will be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court will determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII - Adoption

These Bylaws are effective upon adoption or as amended by a 2/3 majority vote of the Council.

Amendments will be proposed in writing and circulated at least one month in advance of any regular meeting or special meeting called for that purpose. The proposals for change must be included on the agenda and distributed in written form with the agenda materials. Amendments must be approved by the regular council decision-making process as described herein.

