

Minutes for the MRWC Steering committee meeting Nov. 13, 2007

Present: Jennifer Beathe, Tom Bedell, Sandra Coveny, Liz Dent, Karen Fleck-Harding,
Tom Murphy, Janine Salwasser, Curt Seeliger
Absent: Jim Fairchild, Wayne Phillips

Agenda:

1. Discuss watershed coordinator contract
2. Discuss council bylaws
3. Set agenda for next council meeting
4. Set agenda for next steering committee meeting

Discussion:

1. Discussion of watershed coordinator contract was postponed until results of recent discussions can be worked into the draft.
2. Discussion of council bylaws - Discussion was based on research by Tom Murphy and Sandra on the bylaws and operating procedures of other watershed councils. This information had been compiled and sent by email to steering committee members on Nov 7. A framework of issues and suggestions that had been proposed then served as the scaffolding for our talks.
 - a. Council Mission – This should serve to differentiate the MRWC from other groups performing similar functions. It should also be short.
 - b. Council Objectives – The list provided is of major objectives and is not exhaustive. The education of youth has been a primary focus of the council, and is expected to continue to be, so it was suggested that this function be explicitly listed.
 - c. Council Structure
 - i. Board of Directors –
 1. The reason for changing the name of the steering committee to the Board of directors is that it is the standard nomenclature for the group of people who make decisions to commit and manage the resources of an organization. There is some concern that this term is somewhat pretentious and above us.
 2. Self-election, while a part of other councils, is troubling due to the inherent lack of local accountability. It was suggested that members of this august body be elected by members at an annual meeting, with mid-term vacancies filled by board/steering committee appointment.
 3. The function of the Board of Directors is described simply as managing all affairs of the council.
 4. A minimum of 7 members was thought to be a good balance of representation and manageability.
 5. Having co-chairs helps distribute the significantly burdensome and onerous workload, but is troubling for

some. Having a chair and chair-elect was discussed as a workaround for this, with the chair-elect filling in for the chair as needed. Each officer would serve two years, with terms staggered by one year.

6. There is also a legal requirement to have, at minimum, a Chair and a Secretary on the board.
- ii. Membership was discussed next since the definition of the Board relies on the definition of members.
 1. From a legal perspective, members of a nonprofit do not manage the affairs of the corporation – that is the Board’s job. The bylaws should specify whether members only vote for the Board, or also vote on other matters, such as amendments to Articles and Bylaws, removal of Directors, etc.
 2. Modest dues were suggested as a means of establishing membership and showing support, with amounts ranging from a dollar for a life-time membership to five bucks annually. There was a general uneasiness about charging fees, even if we made exceptions for those who felt they couldn’t pay. This also would require additional record keeping and funds tracking, and thus might cost more than the \$200 that might be brought in annually.
 3. Other means of establishing membership were discussed, including reception of our newsletter, taking part in meetings, and living or working in, or affecting or being affected by the Marys River watershed. The steering committee recommendation was to leave membership open to anyone in the council or surrounding areas who was interested.
 - d. Decisions of the Board of Directors
 - i. Oregon law requires a quorum to be defined as at least 1/3 of the members of a governing board. We settled on a quorum of ½ of the current steering committee/board membership.
 - ii. Oregon law also allows for decisions to be made at ‘different levels’, which may or may not require a full quorum. It was generally felt that decisions which are in line with previous decisions didn’t require a quorum, and that this differentiation could be left to the chair, with the understanding that the person could be removed if those decisions were found to be poor.
 - iii. A bit more discussion, centering on the law of small numbers, left us with decisions made by simple majority rule.
 - e. Standing and special purpose committees – The list provided is a list of examples of committees we might want to have, and is not exhaustive.
 1. It was agreed to not differentiate among committee types and simply state that the board may create committees as needed, which exist only so long as they are needed.

Comment: This is confusing, and I’m not sure how to clarify. My understanding was that there were 3 parts to this. What decisions require a majority vote of the standing board members, what decisions require a vote of a majority of the minimum ½ quorum, and what decisions do not require a majority vote at all.

2. Committee chairs should not be expected to be board members, as this would tax their resources for heading their respective committees. Besides, we tried this the last two years and it just hasn't worked.
 3. The description of meetings, held monthly and announced publicly, was thought to be pretty good as it stood.
 4. Staff – the term is legally questionable, so it was agreed that this useful shorthand would be changed in the document to Watershed Coordinator and Education & Outreach Coordinator. The book keeper position is also lumped in with 'staff', but needn't report directly to the Board.
 5. The general aesthetic for the bylaws was to make them brief and clean, and thus policy was removed from the document as much as possible. However, it was also felt that we need to develop a policy description to clarify activities and operations of the Board of Directors and the council.
3. Agenda for general council meeting on December 5, 2007 at 7:00 pm
 - a. Titled "Marys River Watershed Council revisited"
 - b. Discuss bylaws changes – the rationale and background behind the proposed changes.
 - c. This would serve as the beginning of our self-evaluation process.
 - d. Meeting announcement goes out a week before the meeting, so an executive summary of the proposed changes would be developed and sent to Sandra prior to November 28. Karen will then send to full Council as part of the December meeting announcement.
 4. Agenda for next Steering Committee meeting on December 11, 2007 at 6:30 pm
 - e. Discuss and respond to Council comments on draft bylaw changes
 - f. Begin development of Council policies