

# Wheeler Soil and Water Conservation District

## Board of Directors By-Laws and Policy

---

### I. OFFICERS AND ELECTIONS

- a. Officers of the Board of Directors shall be the Chair, Vice-Chair, and Secretary/Treasurer.
- b. Election of Officers shall be held on the first meeting of each calendar year (normally in January).

### II. QUORUM AND VOTING

- a. Pursuant to ORS 568.570, a quorum shall consist of a majority of Directors (5 of 7 or 3 of 5). The concurrence of a majority in any matter is required for its determination.
- b. Voting by proxy, mail, or by secret ballot is not authorized by Oregon Law.

### III. VACANCIES

- a. Vacancies on the Board shall be filled by appointment by a majority of the remaining members of the Board. If a majority of the membership of the Board is vacant, or if a majority cannot agree, the vacancies shall be filled promptly by the Wheeler County Court.
- b. The period of service of a person appointed to fill a vacancy shall expire on December 31<sup>st</sup> after the next regular District election at which a successor is elected. The successor shall be elected to serve the remainder, if any, of the term of the position for which the appointment was made. If the term for which the appointment was made expires on December 31<sup>st</sup> after the election of the successor, the successor shall be elected to a full term. In either case, the successor shall take office January 1<sup>st</sup> following his/her election.

### IV. MEETINGS

The District shall comply with Oregon's Public Meeting and Records Laws set out in Oregon Revised Statutes 192.

- a. **Regular Board Meetings** shall be held at 6:00pm on the last Wednesday of each month at Big Sarvice Corral Conference Room (40280 Highway 19, Fossil, Oregon 97830).
- b. **Exceptions to Regular Board Meetings**
  - i. No meeting in July
  - ii. During October meeting, the Board will choose date of November meeting
  - iii. Annual Meeting replaces regular meeting in December
- c. **Special Meetings**
  - i. Special meetings require 24 hour notice. Such notice should include a press release or telephone call to media, particularly media that has requested prior notice. Special meeting notice should also include telephone, letter, or fax notice to other interested parties.
  - ii. The Board shall hold special meetings at the request of the Chairman, or any three members of the Board. If the Chairman is absent from the District, special Board meetings may be held at the request of the Vice-Chairman.
  - iii. No special meeting shall be held upon less than 24 hour public notice

**d. Emergency Meetings**

- i. Emergency meetings may be held on less than 24 hour notice.
- ii. Emergency meetings may be held at the request of persons entitled to call special meetings.
- iii. An actual emergency must exist; and, the minutes must describe the emergency with justification of less than 24 hour notice.
- iv. An emergency exists where there are objective circumstances which, in the judgment of the person or persons calling the meeting, create a real risk of harm to the District which would be substantially increased if the Board were to delay in order to give 24 hour notice before conducting the meeting.
- v. Notice of an emergency meeting must be *appropriate to the circumstances*, which should at least include a reasonable attempt to contact the media and other interested parties.
- vi. An actual emergency on one item does not permit consideration of other items at the emergency meeting.

**e. Executive Sessions**

The Board may meet in executive (closed) session only under certain, statutorily-authorized situations as set forth in ORS 192.660

- i. All final decisions must be made outside of the executive session, so the public has a chance to be aware of the final decision. A vote of the District Board relating to information discussed in the executive session can satisfy this requirement.
- ii. Executive sessions may not be held for the purpose of taking any final action or making any final decision.

**V. DUTIES and RESPONSIBILITIES OF THE BOARD**

**a. Meeting the Needs of the District**

It is the policy of the Board of Directors to exercise those powers granted to it, and to carry out those duties assigned to it by law, in such a way as to best meet the needs of the District.

**b. Formulation and Interpretation of District Policy**

The most important activity of the Board is the formulation and interpretation of District policies. The Board shall establish policy, reserving to itself all authority and responsibility not expressly assigned to other District officers and personnel.

**c. Board Members Authorized by Official Board Action Only**

No individual Board member may speak for or act on behalf of the Board or District unless authorized to do so by official Board action as recorded in the official minutes, guidelines, or policies of the District.

**d. Ethical Standards**

Board members act as representatives of the citizens of the District. Therefore, Board members shall adhere to the highest ethical standards in the conduct of District business.

**e. Board Member Education**

In order to effectively carry out their duties, Board members must be adequately informed. Members are encouraged to attend such conferences and other training programs as the Board may authorize.

**f. Board Legal Requirements**

With its statutory authorities, the Board also has five basic legal requirements under ORS Chapter 568:

- i. Submit its Long-Range Plan to ODA

- ii. Annual Work Plan to ODA
- iii. Hold an Annual Meeting with proper notice
- iv. Present the Annual Report at the Annual Meeting
- v. Present the Audit at the Annual Meeting
- g. Board Functioning**
  - i. Motivate Board members to accept positions of leadership and responsibility.
  - ii. Appoint, change, or abolish committees of the Board.
  - iii. Define powers and responsibilities of Board members and committees.
  - iv. Appoint and compensate outside auditors and legal counsel.
  - v. Approve contracts for professional services required by and for the Board.
  - vi. Do not make commitments on any matter that should come before the Board as a whole.
  - vii. Recognize that an individual Board member has no legal status to act for entire Board.
  - viii. Realize that if a quorum of the Board meets, then the meeting is considered a public meeting and must comply with all the requirements of the Oregon Public Meeting Laws.
  - ix. Discussions on all matters of overall policy outside of regular Board meetings can violate the open meetings law.
  - x. Follow all requirements of the Oregon Public Meetings Laws.
  - xi. Recruit and orient new Directors and associate Directors.
- h. Expectations of Individual Board Members**
  - i. Attend and actively participate in all Board meetings.
  - ii. Be well versed in the field of conservation and interested in local conservation issues.
  - iii. Recognize natural resource management needs that can be met through District programs.
  - iv. Review mailings prior to meeting and come to meetings prepared.
  - v. Carry out committee responsibilities as assigned, including the District Budget Committee.
  - vi. Keep abreast of local conservation issues.
  - vii. Participate in at least one state association (OACD) meeting and in training opportunities.
  - viii. Promote the District's work to local landowners, the District's constituency, and other organizations.
  - ix. Promote the District's work to legislators and other decision makers, regarding the District's funding.
- i. Responsibilities of the Board**
  - i. Communications**
    - i. Strive for open communication between the Board and the District employees.
    - ii. The Board may designate participation of employees on appropriate committees.
    - iii. Solicit ideas, recommendations, and opinions from the employees and communicate the same to the employees.
    - iv. Invite customers, volunteers, partner agencies, and groups to Board and committee meetings to explore issues and seek solutions.
    - v. Respect the opinions of other Board members, customers, and partners.

- vi. Practice active listening to other Directors, employees, customers, and partners.
  - vii. Keep the public, landowners, other constituencies, county commissioners, legislators, agencies, organizations, funders, and the media informed of District programs, services, achievements, and needs.
  - viii. Distribute an Annual Report.
  - ix. Conduct an Annual Meeting.
- ii. Financial**
- i. Approve the annual budget, which includes individual project and grant budgets.
  - ii. Set policies to ensure fiscal accountability and integrity are maintained.
  - iii. Regularly review the financial status of the District.
  - iv. Arrange for and submit annual financial reports [annual audit or financial statement (“In Lieu of Audit Report”) to the Secretary of State]. Include an annual financial statement in the Annual Report.
  - v. Seek additional funding to expand the capacities and services of the District.
- iii. Policies, Objectives, and Plans**
- i. Understand and follow all laws and policies governing the District.
  - ii. Approve the Annual Work Plan.
  - iii. Approve the Long-Range Business Plan and review or update it annually.
  - iv. Approve policies needed to govern the operations of the District. Recognize the primary responsibility of the Board is making policy.
  - v. Approve and monitor District projects.
  - vi. Receive and act on committee or other group’s recommendations.
  - vii. Recruit partners to be involved in planning and decision-making processes.
  - viii. Approve plans for District operations, training, and Board operations.
  - ix. Implement District programs effectively.
  - x. Identify local conservation needs and work to meet them within the limits of available resources.
  - xi. Keep the District’s vision and mission in focus.
- iv. Management**
- i. Select Board officers and respect their rights and authorities to carry out their duties.
  - ii. Recruit, train, and supervise employees.
  - iii. Define the duties, responsibilities, authorities, and accountabilities of all Board members, officers, employees, committees, and volunteers.
  - iv. Select legal counsel and consultants for the Board.
  - v. Authorize officers or other agents to approve contracts, sign written instruments, and take defined financial actions.
  - vi. Approve the form and amount of reimbursement for Board members.
  - vii. Approve programs for management development.
  - viii. Ensure all actions are taken by the Board or by delegation to a committee or Director as recorded in minutes of meetings.

- ix. Evaluate the performance of employees.
- x. Assess the capacities, policies, and procedures of the Board's operations.
- xi. Clearly define the responsibilities and authorities of the District Manager to properly manage the District within the Board's policies and recognize that Directors should not usurp these administrative functions.
- xii. Provide advice and consultation to management on matters within the purview of the Board's responsibilities.
- xiii. Recognize that the District Manager should have full administrative authority for properly discharging the duties of managing the operation within the limits of the established policy.
- xiv. Give the District Manager the respect and consideration due dedicated people in their community service role.
- xv. Use workshops, regular Board training, and seminars to gain a deeper understanding of issues and develop skills to be effective Directors.
- xvi. Develop and carry out the Long-Range Business Plan and Annual Work Plan.
- xvii. Recruit Associated Directors, as necessary.

**v. Employee Relations**

- i. Approve any employee benefit plans.
- ii. Approve the plan, form, and amount of management compensation, that is, salaries, bonuses, vacation, travel, and so on.
- iii. Insist that personnel complaints go through a proper chain of command. If not resolved, only then should the Board get involved.
- iv. Approve contracts with and between any unions involved with the organization.
- v. Do not allow personnel problems, other than problems with the District Manager, to be brought into Board consideration.

**vi. Control**

- i. Identify types of information needed by the Board to analyze effectively the District's directions and achievement. Create a process for collecting and analyzing information.
- ii. Realize that the citizens within the boundaries of the District are the true *owners* of the District.
- iii. Conduct a periodic review and assess the organization's performance against the Annual Work Plan and Long-Range Business Plan objectives, resources, plans, and services rendered.
- iv. Analyze major *shortfalls* in achievement.
- v. Identify obstacles, sense changing needs, and propose new directions or goals.
- vi. At least annually, review policies and complete the Special Districts Self-Assessment Guide from SDAO.
- vii. Be knowledgeable of and ensure that the District is in compliance with all applicable federal, state, and local laws.

- viii. Be informed about the laws governing how the Board must operate, such as budget development, audit, holding public meetings, contracting laws, etc.
- ix. Ensure the Board's policies, activities, Annual Work Plan, and Long-Range Business Plan are consistent with the policies of the Oregon Department of Agriculture, Natural Resources Division, and the Oregon Soil and Water Conservation Commission.

**vii. Public Accountability**

- i. Keep the public informed on all District matters.
- ii. Make decisions based on the wishes and needs of the public.
- iii. Spend the District's money with prudence and trust.
- iv. Place the needs of the public above the ambitions of the Board or the District.

j.

**VI. DUTIES and RESPONSIBILITIES BOARD OFFICERS**

**a. Chair**

- i. Preside at meetings of the Board of Directors.  
The Chair shall conduct the meetings according to policies established by the Board. Customary functions are to entertain motions from other members, call on people to speak, limit discussion if necessary, and facilitate the process to conduct business. The Chair has the inherent authority to keep order and to impose any reasonable restrictions necessary for the efficient and orderly conduct of a meeting.
- ii. Review input from Directors and the staff to prepare meeting agendas.
- iii. Call special meetings of the Board as necessary and in accordance with the Oregon Public Meetings Laws.
- iv. Appoint committees and their Chairs.
- v. Request reports.
- vi. Orient new Directors.
- vii. Sign official District documents on behalf of the Board when authorized to do so by Board action.
- viii. Supervise employees as determined by Board action.
- ix. The Chair shall have the same rights and responsibilities as other members of the Board to discuss and vote on questions before the Board.
- x. Review District financial records as deemed necessary to protect District interests.
- xi. Review all reconciled bank statements.

Any of the foregoing responsibilities may be delegated to staff members under the supervision of the Chair.

**b. Vice-Chair**

In the absence of the Chair, or during any disability of the Chair, the Vice-Chair shall have the powers and duties of the Chair of the Board as prescribed by District policy. The Vice-Chair shall have such other powers and duties as a majority of the Board may from time to time determine.

**c. Secretary/Treasurer**

- i. The Secretary-Treasurer of the Board shall cause accurate minutes of each Board meeting to be taken, transcribed, and distributed to each Board member in a timely manner for review prior to approval.
- ii. Maintain properly authenticated official minutes in chronological order.

- iii. Assure that accurate accounting and financial records are maintained by the District.
- iv. Annually review the District's financial audit with District personnel prior to submitting the audit to the balance of the Board. The Secretary-Treasurer shall send copies of the audit to state or local agencies requiring its submission.

Any of the foregoing responsibilities may be delegated to staff members under the supervision of the Secretary/Treasurer.

**d. Clerk**

The Clerk of the Board shall be the Administrative Assist of the District, or such other person as may be designated by the Board.

- i. Respond directly to routine correspondence
- ii. Handle correspondence of special interest to the Board, as follows
  - i. Draft replies in advance, when possible, for Board consideration
  - ii. Seek instruction for reply, when necessary
  - iii. Prepare correspondence as the Board directs
- iii. Prepare for Board Meetings
  - i. Prepare agenda with advice of the Chair
  - ii. Maintain a calendar for the Board's unfinished business
  - iii. Call to the Board's attention any legal requirements and those matters for which the District is responsible
  - iv. Draft policy motions at the request of any Board member
- iv. Board Meeting duties
  - i. Attend all Board meetings or designate alternative
  - ii. Make physical arrangements for Board meetings
  - iii. Provide notice of Board meetings in accordance with the Public Meeting Laws
- v. Maintain and update the District's Policy and Procedure Manual

**VII. ASSOCIATED DIRECTORS**

**a. Eligibility**

- i. Have previously served as a Director or Associate Director with an Oregon SWCD, or
- ii. Be an educator currently engaged in teaching or having taught science or natural resource related topics, or
- iii. Be a person with a skill or interest in conservation beneficial for serving the District in accomplishing its mission, or
- iv. Manage ten or more acres of agricultural or forest land within the District

**b. Appointment Procedures**

- i. The candidate shall first be nominated by a Director or request to be appointed
- ii. The Chair shall then review the nominee's eligibility and if eligible, may appoint the candidate as an Associate Director
- iii. The Board of Directors shall review appointments made by the Chair, and may, by majority vote, confirm appointee
- iv. Upon confirmation by the Board, the appointment becomes official and the Natural Resources Division shall be notified and a certificate of appointment prepared

**c. Criteria for Successful Service as an Associate Director**

Because service as an Associate Director may be used to establish eligibility to become a Director, the Board of Directors shall determine

whether or not an Associate as actually served. That determination shall be made during an Associate's twelfth month as an Associate Director. The following criteria shall be used by the Board in evaluating performance of Associate Directors:

- i. Regularly attend SWCD meetings
- ii. Be actively involved in task groups, committees, and other activities of the District

**d. Removal Policy and Procedure**

Associate Directors may be removed from their position for just cause, which includes but is not limited to:

- i. Failure to perform assigned duties in satisfactory manner
- ii. Conviction of a serious crime
- iii. Violation of District policy
- iv. Activities incongruent with the mission and goals of the District when such activities adversely impact the District's credibility or its ability to carry out its mission

Because Associate Directors are appointed to their position and not elected by a vote of the people, methods of removal of elected officials within existing Oregon law are not applicable.

An Associate Director who misses three consecutive Board meetings, is not actively participating in District activities, or falls under other removal criteria listed above may be removed as an Associate Director by majority vote of the Board of Directors.

**VIII. ORIENTATION**

**a. Cooperation with Board Candidates**

The Board, through its staff, shall cooperate impartially with candidates for the Board and provide them with information about Board policies, administrative regulations, and other aspects of the operation of the District.

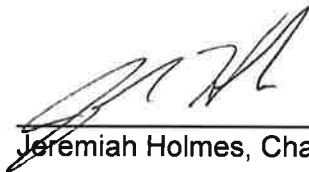
**b. Orienting New Board Members**

The Board and its staff shall assist each new member – elected or appointed – to understand the Board's functions, policies, and procedures before he/she takes office. The following methods shall be employed:

- i. New members shall be invited to attend and participate in public Board meetings prior to being sworn in.
- ii. The District Manager shall provide material pertinent to District meetings and respond to questions regarding such material.
- iii. New members shall be invited to meet the District Manager and other District personnel to discuss the services each performs for the District.
- iv. The District Manager shall give each new Board member:
  - i. An updated copy of the District's Policies and Procedures Manual
  - ii. A copy of the Attorney General's *Public Records and Meetings Manual*
  - iii. Copies of the minutes of all Board meetings, except executive sessions, for the preceding twelve (12) months
  - iv. Copy of the District's current budget document
  - v. Copies of the District's insurance policies
  - vi. Copies of all such documents as the attorney(s) for the District may recommend with respect to any pending claims or lawsuits

- vii. A list of all District Personnel
- viii. Copy of the Oregon Soil and Water Conservation District Guidebook
- ix. Copy of Oregon Soil and Water Conservation District Laws
- x. Copy of Oregon Governmental Standards and Practices Laws
- xi. Such other materials as the Board may direct or the District Manager deems appropriate

This policy, was **approved** and **adopted** by the Board of Directors on the **25<sup>th</sup> day of March 2020**.

  
\_\_\_\_\_  
Jeremiah Holmes, Chair

5-27-20  
\_\_\_\_\_  
Date

