

Oregon Association of Conservation Districts
Governance Committee Recommendations for Bylaws Changes
Approved by the committee August 26, 2019

Committee: Chair: Ken Bailey, Members Whitney Collins, Stan Dean, Janet Greenup, Don Guttridge, John McDonald, Terri Preeg Riggsby; Jan Lee (Ad hoc) as staff

The Governance Committee of OACD submits the following amendments to the OACD bylaws to the Board for its review.

1. Section 3.1 - IRS Code 501(c) tax exemption

The committee recommended no change to the currently adopted bylaws, leaving the statement "501(c)" in place until we can get final membership approval of the bylaws, which will then be submitted to the state with the change in the Articles of Incorporation. Both documents are required by the IRS before an application for change in exempt status can be submitted. Once that has occurred, the bylaws can be changed to indicate the IRS approved status.

**2. Section 4.1 - Membership &
6.1 Payment of dues**

The committee recommends no change to section 4.1 and where it is repeated in section 6.1. To have voting authority, members would be required to pay dues or have been excused from paying dues by the board.

3. Section 4.3 - Powers of members

Remove approve and replace with submit, a wording error in the original bylaws. Remove "in good standing from the second sentence, but not from the first. To vote as described in the first sentence, a district member must have paid dues or have been excused from paying dues by an agreement with the board. Removal of "in good standing in the second sentence would allow any district to submit referendums.

Section 4.3 would then read – "Powers for members in good standing include voting on articles of incorporation, 501(c) tax exemptions, bylaws, board director elections, and motions offered that require official action. ~~Any members in good standing~~ may also ~~approve~~ submit referendums that are advisory to the board."

4. Section 5.1 – Membership meeting – Provide 90-day notice of membership meetings

The committee recommends removing the current forty-five (45) day notice and replacing it with ninety (90) days.

Section 5.1 would read – "The association shall hold at least one annual membership meeting each fiscal year at a time and place designated by the board. The officers shall preside at membership meetings. Each member shall be given at least ~~forty-five (45)~~ ninety (90) days advance notice of the time and place of the membership meeting."

5. Section 5.3 – Special Membership meeting

The committee recommends removing the "five (5)" day notice and replacing it with "fifteen (15)" days.

Section 5.3 would read: “Special meetings of the members may be called at any time by the president, the board, or a petition of 10 districts in good standing. Notice of each special meeting shall state the time, place, and purpose and shall be sent by the secretary to each member of the association at least ~~five (5)~~ **fifteen (15)** days prior to such meeting.

6. **Section 7.1 – Board of Directors – Number of directors**

The committee recommends removing “**no fewer than nine (9) and no more than eleven (11)**” and replace with “**nine (9)**” board members, preferring a fixed number of board members.

*The first section of 7.1 would then read: “The board shall consist of ~~no fewer than nine (9) and no more than eleven (11)~~ **nine (9)** directors, who shall be elected by the membership.*

7.-9. **Section 7.1b – regions, board eligibility**

There are three changes proposed in this section. If all of them were adopted, section 7.1b would read as follows. As the vote could differ regarding the acceptance of each of the three changes, below the proposed wording is an explanation of each item. Each item will require an individual vote on the ballot.

Revised 7.1b recommended by committee:

“**Zones Regions** will be established by the board to ensure geographical diversity of directors. At least one director will be elected from each ~~zone~~ **region**. District directors and district ~~managers~~ **administrators** are eligible to be elected to ~~at-large positions~~ **any board position**. The board may at any time adjust the ~~zone~~ **region** boundaries. **‘Administrators’ include district or assistant district managers or alternative titles for district managers.**”

The paragraph above includes the following changes:

7. The committee recommends all references to “zones” be replaced with “**regions**” throughout the bylaws.
 8. The committee recommends that “**district administrators**” may serve in any board position, not just “at-large” positions.
 9. The recommendation is to leave the authority to change the boundaries of regions with the board.
10. **Section 7.1d - Director term limits**

The committee recommends keeping the current term limits.

Section 7.1d reads: “No director may serve more than two (2) consecutive three (3) year terms. A partial term shall not be counted as a term for these purposes. A director who has served two consecutive terms shall be eligible to serve again as a director following one year off the board.”

11. **Section 7.1e - Removal of a board member**

The committee recommends a right to appeal to the membership if the board removes a member.

Section 7.1e would then read: “Any director may be removed, ~~with or without cause,~~ by a vote of two-thirds (2/3rds) of the directors following notice and an opportunity to address the board. **Any board member removed from the board has the right to appeal the removal to the membership. A majority vote of the membership would affirm or overturn the vote of the board.**

12. Section 7.1h – Removal of board member for non-attendance

The committee recommends adding a new section (7.1h) to the bylaws.

Section 7.1h would read: **If a board member misses 3 consecutive regular board meetings without valid cause, the board may take action to remove the board member.**

13. Section 7.2b - Removal of agents & ED

The committee recommends removing “directors” in the following rewording of section 7.2b:

“The board shall have power to appoint and remove at their pleasure all ~~directors,~~ agents and the executive director of the association and shall prescribe their duties and fix their compensation.

14. Section 7.2(f)(3) – Removal of Member

The committee recommends providing an appeal process to the membership for removal of a member.

Section 7.1 f 3 would read: ~~The board’s decision such matters shall be final.~~ **Any member district removed from the board has the right to appeal the removal to the membership. A majority vote of the membership would affirm or overturn the vote of the board.**

15. Section 7.3 - Board meeting notice

The committee recommends replacing “no other notice” with a “**ten (10) day notice**” for board meetings.

*Section 7.3 would read – Regular meetings of the board shall be held at the time and the place to be determined by the board. ~~No other notice~~ **A ten (10) day notice** of date, time, place, or purpose is required.”*

16. Section 7.3b - Notice of special board meetings

The committee recommends removing “**five (5)**” and replacing with “**ten (10)**” and remove the sentence regarding emergency meetings with the intent to maintain the same notice and stating who may call a special meeting of the board.

*Section 7.3b would read: Special meetings of the board may be called when urgent matters should be addressed before the next regular meeting. Special meetings shall be held at the time and place to be determined by the board. Notice of such meetings, describing date, time, place, and purpose, shall be delivered to each director not less than ~~five (5)~~ **ten (10)** days prior to the special meeting. ~~The five (5) day notice is waved for an emergency meeting.~~ **Special meetings of the board may be called by the president or any two board members.***

17. Section 7.4a – Action without meeting

The committee recommends removal of all of section 7.4a.

~~Section 7.4a would be removed: Action without meeting. Any action required or permitted to be taken at a board meeting may be taken without a meeting if the action is taken by a majority of the board. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes. Consent under this section has the effect of a meeting vote and may be described as such in any document.~~

18. Section 7.5 – Board waiver of notice

The committee recommends the entire section 7.5 be removed as notice should be provided.

~~Remove: A director may at any time waive any notice or timing of notice required by these bylaws. Any waiver must be in writing, must be signed by the directors entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes.~~

19. Section 9.3 – Committee member eligibility

Add **“emeritus and associate directors”** to be eligible to serve on committees.

~~Section 9.3 would read: “Members of committees may be any district director, **emeritus director, associate director** or employee from a district in good standing. Each committee may recruit partner representatives and advisors.~~

20. Section 9.6 – Committee meetings

The committee recommends no change. Any regulations on notice of committee meetings should be addressed by the committee chair or in policy and procedures and not in the bylaws.

~~Section 9.6 would continue to read: “Each committee will elect its own officers, if not Appointed by the board. The committee chair is responsible for calling and conducting meetings, managing activities, and communicating with the board liaison.~~

21. Section 11.3 – Diversity and transparency

The committee recommends adding a new section to cover diversity, inclusion and equity (DEI), and an addition to add transparency, a goal important to OACD.

Add Section 11.3 which would read: **OACD and its board are committed to the incorporation of the values of diversity, equity and inclusions (DEI) in the governance and operations of the association, as well as transparency in its internal and external communications and actions.**