

MidCoast Watersheds Council

Adopted April 3, 2008

The MidCoast Watersheds Council, hereinafter “Council”, is a public benefit membership nonprofit corporation organized exclusively for charitable purposes under the current provisions of Chapter 65 of the Oregon Revised Statutes and Section 501(c)3 of the Internal Revenue Code.

ARTICLE I: PURPOSE, GOALS AND OBJECTIVES

Section 1 Purpose. The MidCoast Watersheds Council shall be operated for the purpose of improving conditions for fish and wildlife populations and thereby furthering the general welfare and common good of the people living in or having an interest in the coastal watersheds of the Salmon, Siletz, Yaquina, Alsea, Yachats Rivers, and Ocean Tributaries from Cascade Head in the north to Cape Creek near Heceta Head in the south.

Section 2 Goals.

1. To provide a public forum for discussion and education about regional watershed issues.
2. To assess the conditions of MidCoast watersheds.
3. To implement and monitor scientifically based projects to promote the protection or restoration of habitat function, healthy fish and wildlife resources, water quality and quantity, and overall watershed health

Section 3 Objectives.

1. Establish an open framework to educate and involve citizens, government and non-government agencies and other groups in cooperation and partnerships for the protection and restoration of the overall health of MidCoast watersheds.
2. Provide a forum to improve communication about watershed issues.
3. Facilitate the development of integrated, comprehensive MidCoast watershed restoration strategies.
4. Provide on-going information and evaluation during implementation of restoration strategies.
5. Support efforts to improve conditions of watersheds relative to established benchmarks and fish populations capable of sustaining fisheries.
6. Seek funding and other resources necessary to fulfill the purpose and goals of the Council.
7. Seek opportunities for watershed restoration jobs that benefit workers, families, and communities of the Central Oregon Coast.
8. To help provide social and economic stability for communities of MidCoast watersheds.

III: Board of Directors

Section 1 Qualifications for Membership. Membership is open to all interested persons who support the purpose and goals of the Council. Persons who have attended the last four consecutive meetings or six of the last twelve monthly Board of Directors meetings qualify for Membership. They shall be notified that they have met the qualifications and may request to become a Member.

Section 2 Responsibilities.

1. Attend a minimum of six regularly scheduled Board meetings per annum in order to retain Membership privileges.
2. Support the purpose and goals of the Council and work to help the Council achieve them through approved actions and activities.

Section 3 Voting. Members are eligible to vote at the Annual Meeting for At-Large Board Members and their Alternates and Board Officers, at Committee meetings unless Board level decisions are being considered, at special Membership meetings and on other occasions as determined by the Board of Directors. Decisions to amend, repeal or adopt Articles of Incorporation and Bylaws are restricted to the Board of Directors.

Section 4 Proxy Voting. There shall be no proxy voting at Membership meetings.

Section 5 Annual Meeting and Elections.

1. The Council shall hold the Annual Meeting of Members near the end of the calendar year.
2. The Annual Meeting shall include election by the Membership of two At-Large Board Members and two Alternates and the Officers of the Council. Each Member shall receive a ballot mailed or hand delivered at least 7 days before the Annual Meeting.
3. Votes shall be tallied during the Annual Meeting. Officers and At-Large Board Members are elected by majority of the votes cast. In the event no candidate for a position receives a majority of the votes, there will be an immediate runoff election between the top two candidates.

Section 6 Notice of Meetings. Members shall be notified of Board of Directors and Membership meetings. Notice shall consist of the delivery, at least 4 days in advance, of the agenda, date, time and place of the meeting. Notice of the regularly scheduled Board of Directors meetings shall include notice of all regularly scheduled committee meetings and regularly scheduled meetings by Council funded groups. Notice shall be by email unless some other means is requested

Section 7 Special Meetings. Special meetings of the Members shall be held at the request of the Board of Directors, or by the request of 25 per cent of the membership or of at least five members by a demand signed, dated, and delivered to the Coordinator or the Chairperson. Such demand by the members shall describe the purpose of the meeting. Notice of special meetings shall be sent to all Members at least 7 days in advance by phone, fax, e-mail, or first class mail.

Section 8 Termination of Membership.

1. A Member may request termination of the right of Membership of another Member by submitting a request in writing that includes the reasons for termination to the Coordinator or the Chairperson who shall present it at the next scheduled Administrative Committee meeting to be considered for forwarding to Board of Directors for action at the next regularly scheduled Board Meeting.
2. The member shall be given written notice by first class or certified mail of the pending action and the reasons for the requested termination at least 15 days before the Board Meeting. An opportunity shall be given the Member to be heard by the Administrative Committee and the Board orally or in writing. A written response must be received not less than five days before the Board Meeting.
3. The consideration of the Membership termination shall appear on the Board Meeting's agenda.
4. Membership may be terminated by the Board of Directors by a two thirds majority of the vote of a quorum. The decision of the Board shall be final and shall not be reviewable by any court.
5. Once Membership of an individual has been terminated, if that individual attends a function of the Council or one of its funded groups, they shall not be permitted to participate and shall be asked to leave.

III: Board of Directors

The Council strives to have a diversity of interests represented on its Board of Directors and to have participation from the whole geographic area covered by the MidCoast Watersheds Council. The Board of Directors is composed of individuals who have a specific interest or those who work or volunteer for private groups and agencies. The members of the Board must, in good faith, support the goals and objectives of the Council and work to help the Council achieve them. No organized interest group shall fill more than one of the positions listed below.

Section 1 Board Members.

1. One representative from each Basin Planning Team.
2. One representative from each of our primary partner agencies.
 - Oregon Department of Forestry
 - Oregon Department of Fish & Wildlife
 - U.S. Forest Service (Siuslaw National Forest).
3. Two At-Large Board Members and two alternates elected from among the members by the Memberships. Alternates vote only when At Large Board Members are absent.
4. Officers who are not already Board Members.
5. Up to two representatives from each of the following interest areas.
 - Public resource/fish & wildlife management
 - Industrial timber
 - Commercial fishing
 - Restoration workers
 - Agriculture
 - Ranching
 - Academic (University/Scientific)
 - Tribal government
 - City government
 - Small woodland owners
 - Recreational fishing
 - Large industry
 - Aquaculture
 - Environment
 - Public education
 - County government
 - Ports

Section 2 Alternate Board Members Any Board Member may have an Alternate who votes in his/her place when the Board Member cannot attend. The Alternate must be specifically approved by the Board.

Section 3 Board Members to represent our major partners. Each of our major partners shall select a representative and notify the Council of these appointments.

Section 4 Board Members to represent Basin Planning Teams or interest groups.

1. Each Basin Planning Team funded by the Council shall select a nominee to represent them on the Board and send a letter notifying the Council of its selection.
2. An organization may request representation on the Board to fill an interest group position by sending a letter to the Council asking for representation and notifying the Council of a nominee to represent them.
3. A Board Member representing a Basin Planning Team or interest group may serve at the pleasure of that group and of the Board without term limitation.

Section 5 Individual Members representing an interest area listed above.

1. A Member of the Council may request representation on the Board to represent an interest area by submitting a letter to the Board that:
 - a. Includes a statement of interest in supporting Council goals and objectives
 - b. Stating why their interests, knowledge or experience makes it appropriate for them to represent that interest area.
 - c. Stating how they will strive to represent others with similar interests and keep them informed of Council activities and concerns.
2. Terms are 2 years and may be renewed by a 2/3 majority vote of a quorum of the Board.

Section 6 Approval Process A prospective Board Member or Alternate nominated by an interest group or Basin Planning Team or an individual Member representing an interest area shall become a Board Member or Alternate by a 2/3 majority vote of a quorum of the Board.

Section 7 Board Members elected by the Membership.

1. Members are eligible for Officers, At Large and Alternate At Large Board Member positions.
2. Officers and At Large Board Members and At Large Board Member Alternates are elected by a majority of the Membership at the Annual meeting.
3. The term of office for these Board Members shall be one year.
4. These Board Members may be re-elected without limitation on the number of terms they may serve.
5. Nominations for these positions shall be solicited by the Vice-Chairperson, or a delegated Board Member or staff person at Board meetings and through an email sent to the Membership starting at least two months before the annual meeting.
6. Nominations for Officers, At Large and Alternate At Large Board Members may also be accepted from the floor at the Annual Meeting.

Section 8 Duties and Responsibilities. The Board of Directors shall manage the affairs of the Council. The Board is responsible for the following:

Responsibilities of individual Board Members:

1. Maintain Membership in the Council by attending a minimum of six regularly scheduled Board Meetings per annum
2. Keep their respective constituencies informed of Council activities, projects and concerns.
3. Review and maintain familiarity with bylaws and the business of the Council.
4. Solicit participation in Council activities, educate about Council goals and concerns, and promote the work of the Council.

Responsibilities of the Board that cannot be delegated:

1. Oversee Board Officers and any committee delegated to perform Board functions.
2. Approve prospective Board Members and Alternates by a 2/3 majority vote of a quorum.
3. Form and disband Council committees as needed and keep abreast of what each committee is doing.
4. Select members of committees that exercise Board functions by a majority vote of all the Board Members holding office at that time.
5. Evaluate biannually actions taken to fulfill the goals and objectives of the Council including individual actions by Members.
6. Vote on proposed bylaw changes.

7. Vote on projects recommended by the Council Committees for sponsorship or funding.

Responsibilities that may be delegated:

1. Adopt a budget and ensure that appropriate financial safeguards are in place.
2. Review and authorize expenditures of funds.
3. Seek funding to accomplish goals and meet objectives.
4. Assure participation in and effectiveness of the Technical Team, Administrative Committee, and Education Committee.
5. Develop, update, and implement outreach and education programs.
6. Develop and update the Council Action Plan to fulfill Council goals and objectives.
7. Biannually review bylaws or as requested by a quorum of the Council Board.
8. Initiate, encourage, recognize, and support Basin Planning Teams.
9. Update annually the County Board of Commissioners on activities and accomplishments.
10. Maintain contact with City Councils to inform them about activities and accomplishments in their areas.
11. Strive to keep Board of Director positions filled by maintaining contact with represented interest groups and by outreach efforts to Members of the Council.
12. Solicit increased involvement in the Council and Council activities by contacting potential new interest groups and the general public.

Section 9 Removal of a Board Member.

1. A Member may request the removal, with or without cause, of a Board Member by submitting in writing a request that includes the reasons for removal, if one is stated, to the Coordinator or the Chairperson who shall present it to the next scheduled Administrative Committee meeting to be considered for forwarding to Board of Directors for action at the next regularly scheduled Board Meeting or for forwarding to a Membership Meeting, as appropriate.
2. A Board Member representing an interest group, a Basin Planning Team or an individual who supports an interest area may be removed by the Board of Directors, with or without cause, by a vote of two thirds of the Board Members then in office at a regularly scheduled Board Meeting. The consideration of Board Member removal shall appear on that meeting's agenda.
3. Officers, Board Members at Large, Alternate Board Members at Large or one elected by the Board of Directors to fill a vacancy in these positions may only be removed, with or without cause, at a meeting called for that purpose, by a majority vote of the Membership.
4. The Board Member shall be given at least 15 days written notice by first class or certified mail of the pending action and the reasons for the requested removal, if given. An opportunity shall be given the Board Member to be heard by the Administrative Committee and the Board or Membership, orally or in writing. A written response must be received not less than five days before the Board or Membership Meeting.

Section 10 Attendance and Vacancies. If an Officer has three consecutive unexcused absences, the Board shall treat such absences as a vacancy and the Coordinator or Vice-Chairperson shall request nominations for the vacant position.

1. If an At Large Board Member has three consecutive unexcused absences, the Board may treat such absences as a vacancy and the Coordinator or Vice-Chairperson may request nominations for the vacant position.
2. If a Board Member or alternate representing an interest group have three consecutive unexcused absences, the Board may treat such absences as a vacancy and ask the interest group to select other representatives for consideration by the Board.

3. Vacancies on the Board of Directors and newly created Board positions will be filled by a majority vote of the Board present at the meeting.

Section 11 Special Board of Director Meetings. Special meetings for urgent situations can be held at a time and place determined by the Board, at the request of the Board, staff or one of its committees or basin teams. Members shall be notified at least 4 business days in advance.

Section 12 Executive Sessions. The Board of Directors may go into executive session during a Board meeting upon a request of the majority of a quorum of the Board.

1. Executive sessions may be held for the following purposes:
 - a. Consideration and decision about termination of Membership, Board of Director or Officer status.
 - b. Discussion of the employment, appointment, assignment, duties, promotion, demotion, compensation, evaluation, disciplining, resignation or dismissal of an employee.
 - c. Investigation or hearing of charges or complaints against/among employee(s) or the Council if public discussion could reasonably be expected to cause damage to the reputation or violate the individuals' right to privacy.
 - d. Consultation between the Council and its attorney concerning legal rights and duties.
 - e. Discussion of fiscal matters of a confidential nature.
 - f. Discussion of other matters of a confidential nature.
2. Reporting of executive sessions shall include the time and date of the meeting, those present and the general purpose of the discussion. Reporting of sensitive decisions is not required unless they materially affect the finances or operations of the Council.

Section 13 Quorum. A quorum at a Board meeting is composed of a minimum of five Board Members or 1/3 of the number of Board Members in office before the meeting begins, whichever is greater.

Section 14 Voting and Consensus.

1. Each Officer and Board Member shall have one vote. Alternate Board Members shall vote only in the absence of their respective primary representatives.
2. A consensus is required for Council actions except for termination of Membership; selection, removal and replacement of Directors and Officers; and amending, repealing and adopting Articles of Incorporation and Bylaws.
3. Consensus is understood to mean: Board Members believe their individual views on a particular issue have been satisfactorily heard and agree to allow the group's decision on the issue. Participants with dissenting views may stop the decision process if their disagreement is strong enough or they may express their disagreement and allow the decision to proceed.
4. If an impasse occurs on an essential vote, after 3 consecutive regular Board of Director meetings when a consensus has not been achieved, a 2/3 majority will decide the issue.
5. The Board will not comment on public policy initiatives or actions without considerable deliberation on an appropriate, consensus-based response or position. Board decisions will result from discussions held at two separate meetings.
 - The purpose of the first meeting will be for education and information gathering/sharing.
 - The second meeting will be for discussion and decision making.

ARTICLE IV: OFFICERS AND ROLES

Section 1 Officers. The Officers of the Council shall be Chairperson, Vice-Chairperson, Treasurer, and Recorder. Officers are Members of the Board of Directors. Responsibilities of Officers are limited to those duties listed below.

Section 2 Terms and Elections. The term of office shall be one year or until the next Annual Meeting and election. An Officer may be re-elected to a maximum of five consecutive terms. Any Member can serve as an Officer. The Officers are elected by a majority of the Members at the Annual Meeting.

Section 3 Vacancies. Vacancies in Officer positions shall be filled by a majority vote of the Board of Directors at the next scheduled Board of Directors meeting.

Section 4 Chairperson. The Chairperson has the responsibility to

1. Attend at least 75% of regular Board and Administrative Committee meetings.
2. Sign contracts and proposals on behalf of the Council.
3. Preside over the Annual Meeting.
4. Accept complaints from a member of the public, a Member or staff and notify the Administrative Committee of the complaint at the next Administrative Committee meeting.
5. Serve as one of two Officers as a signatory authorized to disburse funds.

Section 5 Vice-Chairperson. The Vice-Chairperson has the responsibility to

1. Attend at least 75% of regular Board and Administrative Committee meetings.
2. Exercise all functions of the Chairperson office while the Chairperson is absent or as delegated by the Chairperson.
3. Coordinate annual and special elections, including soliciting nominations, preparing and mailing ballots and conducting the elections at the Annual meeting.

Section 6 Recorder. The Recorder has the responsibility to perform or cause to be performed:

1. Attend at least 75% of regular Board and Administrative Committee meetings.
2. Record the minutes of Board of Directors and Membership meetings. Minutes shall include at a minimum the date, time and place of meeting and attendance.
3. Record actions at the Board of Directors and Membership meetings and those who abstained on those actions.
4. Maintain a current and accurate membership list and a list of the members of the Board of Directors.

Section 7 Treasurer. The Treasurer has the responsibility to perform, or cause to be performed:

1. Attend at least 75% of regular Board and Administrative Committee meetings.
2. Track Council funds.
3. Keep a full and accurate account of all Council financial records.
4. Deposit all moneys and other valuable effects in the Council name.
5. Serve as one of two Officers as a signatory authorized to disburse funds.
6. Make monthly financial reports to the Board.
7. Keep Board informed on financial issues or problems

Article V: Committees

Responsibilities of committees are limited to those listed below or those additional assigned by the Board of Directors. Committee meetings are open to Members, Board Members and their guests, and staff members and their guests.

A. ADMINISTRATIVE COMMITTEE The purpose of the Committee is to assist the Council to meet its administrative obligations and duties.

Section 1 Membership and Voting. All the Officers of the Council are members of the Committee with additional Board Members appointed by the Board of Directors to make the committee size up to 6. A quorum of 2 is needed in order to make Board Level decisions, except for Section 2 no's. 6 and 7 below where a quorum of 3 is required. The Council Coordinator is a non-voting member.

Section 2 Board Level Decisions:

1. Approve financial report.
2. Approve bylaw revisions to be forwarded to full Board.
3. Adopt an annual budget for administrative funds.
4. Assure appropriate bookkeeping, tax reporting, insurance coverage, personnel policies, and other activities to provide for legal protection and organizational sufficiency.
5. Forward complaints found to have merit to the Council for consideration.
6. Hire, supervise and terminate Coordinator and other staff.
7. Perform an annual review of staff performance.
8. Provide a report of committee decisions at each meeting of the Board of Directors except as provided under Executive Sessions.

Section 3 Non Board Level Functions:

1. Members attending have voting privileges on non Board level decisions.
2. Review the monthly fiscal report and provide feedback to the bookkeeper on reporting needs.
3. Review annual budget for administrative funds.
4. Update staff work plans with input from other committees and the Board of Directors.
5. Review bylaws and other working documents on at least a biannual basis.
6. Consider complaints received by the Board President or Coordinator.
7. Make provisions for publication of annual report.
8. Record proceedings of Administrative Committee meetings.

B. TECHNICAL TEAM

Section 1 Membership and Voting. The Technical Team must have at least two members from the Board of Directors. The Council Coordinator is a non-voting member. Members attending the meeting have voting privileges.

Section 2 Responsibilities.

1. Assess present watershed conditions.
2. Identify data gaps and target projects towards listed or sensitive species or other indicators of watershed health

3. Periodically update the Council Assessment and Action Plan to guide Council work priorities and focus areas.
4. Recommend to Council priorities of projects within and among sub-watersheds including projects to serve as demonstration and educational field sites on private, state, or federal lands.
5. Solicit projects from constituent sub-watersheds and recommend project priorities to the Council.
6. Monitor each Council funded project and present monitoring results of all projects to the Board of Directors at least once a year
7. Keep minutes of the Technical Team.
8. Provide a report of committee decisions at each meeting of the Board of Directors.
9. Refer approved projects to the Board of Directors for action.

C. Special Committees.

1. The Board of Directors may form special committees by an action of the Board.
2. Such committees may exercise functions of the Board of Directors or may be advisory committees. Upon formation, the committee shall be charged with specific duties and have a clear understanding of its decision making or reporting role and have a specified term of existence.
3. Each committee that performs Board functions shall contain at least two Board Members.
4. The formation of the committee and its charge should be noted in writing by the Recorder and made a part of the official record of the council.

D. Meeting by Telecommunication. Committee meetings may be held by telephone or telecommunications, as long as all committee members can hear each other.

ARTICLE VI: BASIN PLANNING TEAMS

Section 1 Definition. Basin Planning Teams (BPT) are groups focused on watershed health and restoration issues in more localized geographic areas within the Council's boundaries of operation. They work to support and further the Council's Purpose, Goals, and Objectives.

Section 2 Purpose. Like the Council, BPTs:

1. Provide a public forum for discussion and education about local watershed issues.
2. Strive to involve all agencies, interest groups, landowners and residents in the geographic area in BPT activities.
3. Create cooperative partnerships that carry out projects and activities that promote the protection or restoration of overall watershed health.
4. Work towards consensus on decisions.

Section 3 Recognition.

1. Representatives of a prospective BPT shall send a letter to the Board describing its area of operation and including:
 - a. A list of initial group members and their affiliations.
 - b. A statement of intent to follow the spirit and letter of the bylaws, policies and procedures of the MCWC.
 - c. For groups registered with the State as a non-profit organization, a copy of the group's bylaws highlighting those areas indicating a consistency with the Council's mission and policies.
2. The Administrative Committee shall review this material and make a recommendation to the Board concerning recognition of the BPT.
 - a. The BPT is recognized by a 2/3 vote of a quorum of the Board at a scheduled Board meeting.
3. Once a group is recognized as a qualifying BPT, it is entitled to a seat on the Council's Board of Directors and is eligible to receive funding and other support from the Council.

Section 4. Responsibilities of the Council

1. Provide technical team and administrative support to BPT as requested.
2. Send a representative of the Council to BPT meetings.
3. Report to PBT on Council activities.
4. Apply, on behalf of the BPT, for OWEB funds for BPT support.
5. Orient, mentor and/or supervise BPT staff or contract coordinators as directed by the Administrative Committee
6. Refrain from taking any action regarding BPT support or staff without consulting with the BPT.
7. Notify appropriate agencies working within the BPT geographic area of formation, or renewed activity of, any BPT-Council collaboration and invite participation by the agencies in the BPT efforts.
8. Act as fiscal agent for any joint Council/BPT projects or activities.
9. As time, interest and resources permit, encourage members of the public and agencies working in each fifth field watershed to form a BPT.

Section 5. Responsibilities of a BPT.

1. Abide by the letter and spirit of the BPT letter requesting Council recognition.
2. Select a nominee to represent them on the Board and send a letter notifying the Council of its selection. Selection of an alternate is encouraged.
3. Attendance and participation by the BPT representative or alternate at a minimum of nine regular Board of Director monthly meetings per year.
4. Present a monthly report of BPT activity to the MCWC Board meeting.
5. Maintain attendance records and records of the volunteer/professional hours provided at all BPT meetings and activities.
6. Submit a report to the Council at the end of the fiscal year which shall include:
 - a. A current membership list with contact information and affiliations, in electronic format if possible.
 - b. A narrative BPT activity report and at least 3 pictures illustrative of the group and its activities during that year for use in the annual Council report, submitted in electronic format.
 - c. A list or brief description of watershed projects and activities undertaken by the BPT including those completed, in process, and approved for funding.
 - d. Accounting of projects and activities funded with Council-provided money and individually obtained monies.
 - e. Attendance records and records of the volunteer/professional hours provided at all BPT meetings and activities.
 - f. Speakers or presentations heard.
 - g. Problems encountered and progress made during the year.
 - h. Ideas or suggestions for ways the Council could better assist the group.
 - i. Estimate of funds needed from the Council for the coming year.

ARTICLE VII: ACCESS TO RECORDS

Section 1. By Members without a Reason. The Member must give notice at least 5 business days in advance. Costs to cover labor and materials may be collected. Members do not have to give any reason for inspection/copying of:

- 1) Articles of Incorporation
- 2) Bylaws
- 3) Minutes of meetings of Members and records of all actions approved by Members for the past three years
- 4) Notices sent to Members of meetings and written communications regarding general membership matters within the last three years.
- 5) List of names and business or home addresses of current Board Members and Officers.
- 6) Most recent annual report.
- 7) Financial statements or accountant reports for the last three years.

Section 2. By Members that Require a Proper Purpose. The Member must give notice at least 5 business days in advance. Costs to cover labor and materials may be collected. The following can be inspected/copied only if the Member's demand is made in good faith and for a proper purpose, the Member describes the purpose and the records s/he wishes to inspect, and the records are directly connected to this purpose:

- 1) All minutes of meetings and records of actions taken by Members and Board of Directors for the last three years.
- 2) Records of all actions taken by Committees of the Board making Board level decisions for the last three years.
- 3) Accounting records for the last three years.
- 4) Current Membership list of the names and addresses of all members.

Section 3. By Board Members and Staff. Board Members and staff have access to all records necessary to carry out their functions.

Section 4. General Public. The public may request notification of the regularly scheduled Board of Directors meetings, which includes the agenda of the Board of Directors meeting and the time and place of other regularly scheduled meetings of Council committees and Council funded groups. Notification shall be by email.

The public can inspect:

1. The most recent annual report.
2. The tax-exempt application and its supporting documentation which include the Articles and Bylaws at time of filing
3. Documents or letters issued by the IRS relating to the approved application
4. Annual tax returns not to include names and addresses of individual contributors to the Council

ARTICLE VIII: INDEMNIFICATION

The corporation will indemnify its officers and directors to fullest extent allowed by Oregon law. No individual member, officer, committee member or employee of the Council shall be liable for damages either to persons or property as a result of actions or projects of the Council. Indemnification is provided if tasks have been undertaken in good faith, and with the degree of diligence, care, and skill that ordinarily prudent people exercise under similar circumstances without recklessness and without the intent to inflict harm on others.

ARTICLE IX: AMENDMENTS TO BYLAWS

Council bylaws shall be reviewed at least biannually. They may be let stand, amended, or repealed and new bylaws adopted.

Section 1 **Notice** Board Members shall be given at least two weeks prior notice of the meeting at which consideration of bylaws changes will take place. Meeting notice shall include a copy of the currently in effect bylaws and the proposed amendment(s) or revisions.

Section 2 **Voting** Changes shall be adopted by a 2/3 majority of a quorum of the Board.