



<u>APPROVED ON AND BY:</u>	February 8, 2016 EMSWCD Board of Directors
<u>POLICY STATEMENT:</u>	The policies and procedures below are intended to ensure East Multnomah Soil & Water Conservation District (EMSCD) compliance with all applicable laws and assist the EMSWCD board and committees in undertaking productive and efficient meetings. The EMSWCD's board, committees, and staff must abide by the policies and procedures set forth below in points 1 – 12.
<u>APPLICABILITY:</u>	All board directors, associate directors, directors emeritus, and staff of the EMSWCD.
<u>DEFINITIONS:</u>	<u>Associate Director</u> : A non-voting board member appointed by the board of directors to expand capacity and/or expertise of the board.
	<u>Board Members</u> : Board members include directors, associate directors, and directors emeritus.
	<u>Committee</u> : A committee of the board is any group charged with developing recommendations for board action. Committee membership is not limited to board members. All committees of the EMSWCD are subject to Oregon Public Meeting law requirements.
	<u>Director</u> : A voting board member who is publicly-elected or appointed to a vacant position.
	<u>Director Emeritus</u> : A non-voting board member appointed by the board of directors to expand capacity and/or expertise of the board; the position is reserved for a person who previously served as an EMSWCD board member.
<u>ATTACHMENTS:</u>	Appendix 1: Annual Calendar of Events Appendix 2: Motion Summary

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OVERVIEW

1.1 Background

The East Multnomah Soil & Water Conservation District (EMSWCD) is a non-regulatory, local government agency operating east of the Willamette River centerline in Multnomah County. EMSWCD's mission is to help people care for land and water. EMSWCD policies and programs are directed by a board that oversees an executive director.

1.2 Board Make-up

The EMSWCD board is made up of five publicly elected directors. Associate directors and directors emeritus may be appointed to the board by the board of directors. Directors, associate directors, and directors emeritus are all considered "board members."

1.3 Director Zones

To ensure proper representation within the district, EMSWCD is divided into legally-defined zones. As a five member board, the EMSWCD has three zone director positions and two at-large director positions.

1.3.1 The boundaries of Zone 1 include: the Multnomah County line to the north, the Willamette Base Line/Willamette Meridian (T.1N – T.1S township line)¹ to the south, the Willamette River centerline to the west, and the Sandy River centerline to the east.

1.3.2 The boundaries of Zone 2 include: the Willamette Base Line/Willamette Meridian (T.1N – T.1S township line)¹ to the north, the Multnomah County line to the south, the Willamette River centerline to the west (including Ross Island), and the Sandy River centerline to the east.

1.3.3 The boundaries of Zone 3 include: the Multnomah County line to the north, the Multnomah County line to the south, the Sandy River centerline to the west, and the Multnomah County line to the east.

2.0 BOARD DIRECTORS

2.1 Responsibilities

All directors are responsible for:

- 2.1.1 Ensuring the EMSWCD is in compliance with all federal, state, and local laws and consistent with the policies of ODA.
- 2.1.2 Approving policies needed to govern the operations of the EMSWCD; including reviewing and approving policies to ensure fiscal accountability and integrity are maintained, and ensuring that fiscal policies are followed and proper controls maintained.
- 2.1.3 Authorizing (via policy or action of the board) directors or staff to approve contracts, sign written instruments, and take other actions on behalf of the EMSWCD.
- 2.1.4 Electing board officers and defining their authorities and responsibilities.
- 2.1.5 Appointing committee members and defining their authorities and responsibilities.
- 2.1.6 Recruiting, supervising, and evaluating the executive director; in order to properly manage the EMSWCD within board-approved policies, clearly defining the responsibilities, authorities, and actions of the executive director through a job description and work plan.
- 2.1.7 Ensuring that employee issues go through proper channels; personnel matters may be directed to the executive director, the personnel committee, or the full board as appropriate.
- 2.1.8 Periodically assessing progress toward accomplishing the vision, mission, strategic plan, and annual work plans.

¹ Stark Street runs along the Willamette Base Line almost to the Sandy River. Stark Street curves to the south just west of the river. The Base Line continues east. The zone boundary continues along the Base Line.



2.1.9 Reviewing and approving the annual budget, appropriating funds, certifying the tax, and adjusting the budget as needed.

2.1.10 Regularly reviewing the financial status of the EMSWCD.

2.2 Qualifications

Oregon Revised Statute (ORS) 568.560(2) and (3) describe the eligibility requirements for a person to become an Oregon conservation district director.

2.2.1 All directors (at-large and zone) must:

2.2.1.1 Reside within EMSWCD boundaries; and

2.2.1.2 Be a registered voter.

2.2.2 Zone directors must also:

2.2.2.1 Reside within the zone that is being represented and manage 10 or more acres within EMSWCD boundaries **OR** reside within EMSWCD boundaries and manage 10 or more acres within the zone that is being represented.

OR

2.2.2.2 Reside within the zone that is being represented **AND** have served at least one year as an EMSWCD director or associate director **AND** have a conservation plan approved by the EMSWCD board.

2.3 Restrictions

2.3.1 Board members may not serve as EMSWCD staff.

2.3.2 EMSWCD staff may not serve as board members.

2.3.3 Board members may serve as EMSWCD volunteers, but must defer to staff in such situations as would any other volunteer.

2.4 Director Election and Appointment Processes

2.4.1 Conservation district director elections occur during the General Election in November on even-numbered years. ORS 568 and ORS 255 outline the basic process for director elections. Where ORS 568 is incomplete, election law under ORS 255 is followed.

2.4.2 The Oregon Department of Agriculture (ODA) is the filing officer for conservation district elections. ODA notifies each conservation district of positions that are up for re-election, procedures for candidates and conservation districts, applicable laws and rules, and timelines. Conservation districts and candidates are responsible for submitting the required forms and information to ODA and county clerks before the deadlines. It is the responsibility of the conservation district and candidates to make sure election deadlines are met. Candidates are responsible for publishing their information in the local voters' pamphlet.

2.4.3 EMSWCD Zone 1 Director, Zone 2 Director and At-Large 1 Director are elected during the same election year; Zone 3 Director and At-Large 2 Director are elected during the same election year.

2.4.4 Directors are elected for a four-year term.

2.4.5 An oath of office will be taken by each director at or immediately following the meeting at which they are appointed or when their elected term begins. Oaths will be witnessed by a notary public. A signed oath will be kept on file and a copy sent to ODA.

2.5 Vacating a Director Position

As per ORS 568.560(7), a director position becomes vacant before the term expires under the following circumstances:

2.5.1 A director is not attending publicly advertised meetings of the district board and has missed at least three consecutive meetings. A majority of the board provides a written



recommendation that the position be declared vacant by ODA. The position then becomes vacant when ODA issues a declaration.

- 2.5.2 No individual qualifies for election to have their name placed on the ballot or to have the write-in votes cast in their name counted. The position becomes vacant on January 1 following the General Election.
- 2.5.3 ODA determines a candidate that received the most votes does not qualify to hold the position. The position becomes vacant on January 1 following the General Election unless another individual that is qualified has been appointed to the position.
- 2.5.4 A director serving in a position no longer qualifies to hold the position. The position becomes vacant upon ODA declaring that the individual no longer qualifies for the position.
- 2.5.5 A director resigns from a position. The position becomes vacant upon ODA receiving notice of the resignation.
- 2.5.6 A director, elected or appointed, refuses to take the oath of office as a director. ODA may declare the position vacant if the oath of office signed by the director is not provided.

2.6 Filling a Vacated Director Position

- 2.6.1 According to ORS 568.560(8), a board may fill a vacancy that occurs between General Elections by a majority vote of remaining board members. If the remaining board directors cannot agree on an appointee, ODA may make an appointment to fill the vacant position. An appointed director must meet the director eligibility requirements. An appointed director will serve until the next General Election, regardless of term. The appointment will end on January 1 following the next General Election.
- 2.6.2 Vacant board director positions will be posted publicly and applications from interested candidates will be solicited.

3.0 ASSOCIATE DIRECTORS AND DIRECTORS EMERITUS

3.1 General Role

- 3.1.1 Associate directors and directors emeritus are volunteers and serve as non-voting members of the board. They may be appointed to serve on and vote during committees and may contribute to discussions of EMSWCD business.
- 3.1.2 Associate directors and directors emeritus fill current needs and/or bring necessary skills and abilities as identified by the board of directors to enhance the board's effectiveness.
- 3.1.3 Associate directors and directors emeritus work to pursue the mission of EMSWCD.
- 3.1.4 Associate directors and directors emeritus represent the interests of constituents to EMSWCD.
- 3.1.5 Associate directors and directors emeritus represent EMSWCD, its board of directors, and policies in the community.

3.2 Qualifications

Associate directors and directors emeritus must:

- 3.2.1 Live within the EMSWCD's service area.
- 3.2.2 Attend at least three board or committee meetings prior to application.
- 3.2.3 Advance the current recruitment goals identified by the board by possessing identified needed expertise in a relevant area, such as community involvement and outreach, conservation practice implementation, project management, accounting and finance, law, personnel management, land and water management (farming, forestry, ecological restoration, etc.) and/or public policy. Evidence of identified needed expertise may be obtained through 10 or more years of relevant education, employment, and personal experiences.



- 3.2.4 Demonstrate interest and experience in natural resource conservation.
- 3.2.5 Possess a willingness and ability to attend a majority of board meetings.
- 3.2.6 Possess a willingness and ability to serve on at least one board committee and attend a majority of the committee meetings.
- 3.2.7 Possess a willingness and ability to represent the EMSWCD with other organizations and external committees.
- 3.2.8 Possess a commitment to and demonstrated ability to work as a team member with the district staff and board.
- 3.2.9 Possess a commitment to a voluntary, non-regulatory, and collaborative approach to conservation.
- 3.2.10 In addition to the above, directors emeritus must have served as an EMSWCD board director.

3.3 Associate Director Appointment Process

- 3.3.1 The board of directors will identify needed expertise on the board and instruct staff to post a recruitment announcement for an associate director on the EMSWCD website, among other places. The board will consider constituent representation; desirable personal qualities and skill sets desired and will endeavor to recruit in pursuit of these assets.
- 3.3.2 Board members and staff should actively recruit for the needed associate director(s) within their professional networks.
- 3.3.3 Interested candidates will submit a cover letter and resume to EMSWCD, indicating interest in serving as an associate director, setting out relevant skills/qualifications and indicating a particular area of interest in working with the EMSWCD and its board. Application materials should include the names, addresses, and telephone numbers of at least three professional references. Staff will acknowledge receipt of all applications and keep candidates informed of the status/outcome of their request throughout the process.
- 3.3.4 Qualifications and eligibility will be verified by staff and references will be checked. An interview by the executive director may be requested.
- 3.3.5 Applications from viable candidates will be referred to the board and considered during a regularly scheduled board meeting. Although not a requirement, it is customary for the candidate associate director not to be present when their appointment is discussed and voted on. Board directors may, however, explicitly ask applicants to attend the board meeting to introduce themselves.
- 3.3.6 The board will consider the applications and, at its sole discretion, may appoint by majority vote one or more associate directors at that time. If, however, questions or concerns arise, appointments may be deferred to one or more subsequent board meetings. In either case, associate directors will not be appointed during the six-month period preceding an election (June – November in even years).

3.4 Director Emeritus Appointment Process

When board directors voluntarily step down from their positions either at the end of their defined service period or beforehand, they may ask (or be asked by one or more of the remaining board directors) to remain active on the board by becoming a director emeritus. When this is the case, the board may take up the issue at the next opportune board meeting or they may wait until the next January board meeting. The appointment as a director emeritus will be approved by a majority vote of the board of directors.



- 3.5 **Oath of Office:** An oath of office will be taken by each associate director and director emeritus at or immediately following the meeting at which they are appointed. Oaths will be witnessed by a notary public. A signed oath will be kept on file and a copy sent to ODA.
- 3.6 **Terms, Dismissals, and Re-appointments:** Associate directors and directors emeritus will normally serve up to a two-year term, which will expire at the end of December in even-numbered years. The need and relevance of existing positions and appointments will be reviewed in even-numbered years and may be renewed/re-appointed at the board's discretion in January of odd-numbered years. Associate directors and directors emeritus may, however, be removed at any time by a majority vote of the board of directors.

4.0 AUTHORITIES, REQUIREMENTS, AND RESPONSIBILITIES

4.1 General Authorities

Oregon Revised Statute 568.550 outlines the general statutory powers granted to Oregon conservation district boards. Individual directors do not have individual powers and authorities under the statute, unless granted by the conservation district board. Individual directors may be given authority or power to act on behalf of the board for specific limited tasks. This authority or power is granted through board action and must be recorded in the conservation district board meeting minutes.

4.2 Basic Legal Requirements

The EMSWCD board must ensure that the basic requirements below, as identified in ORS 568, are met.

- 4.2.1 Develop and submit an annual work plan to ODA for review and comment.
- 4.2.2 Develop and submit an annual report to ODA.
- 4.2.3 Provide for an annual audit of the accounts of receipts and disbursements in accordance with ORS 297.210, 297.230 and 297.405 to 297.555.
- 4.2.4 By board Resolution, a date and time for an annual meeting must be fixed, due notice shall be given to landowners and other residents, and the annual report and audit shall be presented during an annual meeting.
- 4.2.5 Develop and submit a long-range plan to ODA for review and comment.

4.3 Additional Legal Conditions

- 4.3.1 **Compensation:** Board members may request up to \$50 in compensation for each day or portion of a day spent on EMSWCD business. Requests are made in writing using the prescribed form, submitted to and approved by the executive director.
- 4.3.2 **Conflicts of Interest:** In accordance with Oregon law, if a board/committee member has a potential conflict of interest (could result in a pecuniary benefit) in a matter before the board/committee, they must disclose that potential conflict immediately. If a board/committee member has an actual conflict of interest (will result in a pecuniary benefit) in a matter before the board/committee they must declare that conflict before acting and recuse themselves from discussion and voting in the matter. Benefit could be to board/committee member, relative of board/committee member, or business with which board/committee member or relative is associated.
- 4.3.3 **Expense Reimbursement:** Board members may be reimbursed for reasonable expenses incurred in the course of representing EMSWCD at meetings or attending relevant trainings. These expenses must be within the amount budgeted for such items. The EMSWCD will not reimburse for the cost of guests accompanying a director to an event or for the cost of alcoholic beverages.
- 4.3.4 **Legal Compliance:** All board and committee members must comply with the Oregon public meeting law and follow approved EMSWCD rules for conducting meetings.



- 4.3.5 Legal Coverage: Board members acting within the “scope and power” of their legal responsibilities as board members are protected by both the EMSWCD’s liability and crime protection policies and by the Oregon Tort Claims Act. Board members are not protected from personal liability for actions taken that are outside their authority, including any willful misconduct or criminal act. The EMSWCD, however, is covered against such acts. A personal liability “umbrella” policy is recommended but not required.
- 4.3.6 Political Activities: EMSWCD staff, resources, webpage etc. may not be used for political activities. EMSWCD staff can provide information and answer questions regarding election procedures but must do so equally for all requestors and may not perform any other tasks related to the election process. EMSWCD staff must remain neutral in political matters. The board may take a position on political issues through a board-approved motion, but shall not authorize or require staff or EMSWCD resources to be used for political activities. Please also see SDAO’s elected officials guide.
- 4.3.7 Record Keeping: All board and committee members must keep full and accurate records of all proceedings, resolutions, regulations, and orders. All EMSWCD-related records, including emails on personal e-mail accounts, are subject to retention requirements and disclosure. To assist with public records retention, directors may copy all EMSWCD-related emails to pubrec@emswcd.org or other address identified by the executive director for this purpose. The EMSWCD will provide a separate email account for EMSWCD-related communications upon request.

5.0 GENERAL EXPECTATIONS

[See Appendix 1: Board and Committee Calendar.]

- 5.1 Board Effectiveness: Board members should periodically assess the effectiveness of the board’s operations.
- 5.2 Board Recruitment: Board members should recruit and orient new prospective directors, associate directors, and directors emeritus.
- 5.3 Complaints: Complaints regarding staff or volunteers should be directed to the executive director. Complaints regarding the executive director or directors should be directed to the chair or the personnel committee as appropriate. The chair may call an executive session if warranted.
- 5.4 Conduct: Respectful, constructive and courteous conduct is expected in meetings and when representing the EMSWCD. Frank discussion and critical questions are encouraged, but disruptive or destructive behavior will not be tolerated. Directors who disrupt EMSWCD work or whose behavior reflects negatively on the EMSWCD or the mission may be prevented from communicating with the press, staff or partners on behalf of the EMSWCD.
- 5.5 Confidential Information: Board members are expected to protect the confidentiality of communications from the EMSWCD attorney, executive session discussions and other sensitive information.
- 5.6 EMSWCD Representation: Board members are expected to be clear when they are speaking for the EMSWCD and when they are not. If speaking for the EMSWCD, board members are expected to represent accepted policy or the position of the board as a whole. When communicating with the press, board members are expected to ensure that the entire board and the executive director are aware of what is being communicated. It may be desirable in the case of controversial issues to follow a set of “talking points” agreed to by the entire board. Staff can assist in this area.
- 5.7 Identification of Needs: Board members should identify conservation needs and initiate, support and evaluate programs ability to meet them.



- 5.8 **Knowledge of EMSWCD:** Board members should have a good understanding of the EMSWCD's history, existing programs, ongoing work, legal authorities, and institutional relationships. Board members should read the regular activity reports and other communications from the executive director to stay abreast of events between meetings.
- 5.9 **Meeting Attendance:** Board members are expected to attend 12 regularly scheduled board meetings per year as well as committee meetings, several meetings related to budget development, the annual meeting and other special meetings. Altogether there is an average of 20 meetings per year. Most meetings are three hours or less, although some special meetings may require a full day or more. An average of one out-of-town event per year should also be expected.
- 5.10 **Meeting Preparation:** Board and committee materials should be read before meetings.
- 5.11 **Public Outreach:** Board members should keep the public, landowners, other constituencies, county commissioners, legislators, agencies, organizations, funders, and the media informed of EMSWCD programs, services, achievements, and needs.
- 5.12 **Public Participation:** Board members should invite constituents, volunteers, partner agencies, and groups to board and committee meetings to explore issues and seek solutions.
- 5.13 **Public Service:** Board members are expected to serve the public and the resources of the EMSWCD to the best of their ability. Board members should keep the public interest and the EMSWCD's mission foremost.
- 5.14 **Timeliness:** Board and committee meetings should commence on time, which requires that board members arrive five to ten minutes prior to the meeting time or to notify the board or committee chair of absences or late arrivals.
- 5.15 **Training:** All new board members are expected to thoroughly review and obtain a working knowledge of all on-boarding materials provided by the executive director and to attend at least one board training during the first year of service. Thereafter, all board members are expected to participate in at least one board training event per year.

6.0 OFFICER QUALIFICATIONS, POSITIONS AND DUTIES

Officer positions and duties are described below. Only board directors may serve as board officers. All appointed committee members may serve as committee officers.

6.1 Chair

- 6.1.1 The chair of the board shall preside at meetings of the board of directors and shall perform all of the duties prescribed by the Oregon Revised Statutes. Likewise, the chair of committees shall preside at committee meetings.
- 6.1.2 The chair shall maintain order in meetings and ensure that meetings are effective and conducted in accordance with Oregon Public Meetings Law these policies and procedures.
- 6.1.3 The chair may limit discussion input from disruptive individuals. It is the responsibility of the chair to maintain order and ensure effective meetings.
- 6.1.4 The chair shall consult with the executive director (or assigned staff for committees) regarding the preparation of each board meeting agenda and provide an opportunity for board/committee members to recommend agenda items.
- 6.1.5 The chair shall have the same right as other members of the board/committee to discuss and to vote on questions before the board/committee.
- 6.1.6 The chair may call special meetings and executive sessions of the board/committee as described by the Oregon Public Meeting Law.
- 6.1.7 Exit interviews should be conducted by the board chair for all outgoing board members as feasible.



6.2 Vice-Chair

In the chair's absence, or during any disability of the chair, the vice-chair shall have the powers and duties of the chair 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.

6.3 Secretary

The position of secretary is required by state law. The secretary of the board shall ensure that the EMSWCD staff take accurate minutes of each board meeting and distribute minutes to each board member in a timely manner for review prior to approval. The secretary shall review draft meeting minutes and provide comment and tentative approval. The secretary shall ensure that EMSWCD staff maintain properly authenticated official minutes in chronological order. The secretary shall provide an overview of action items and the draft meeting minutes at each board meeting, presenting them to the board for their review and approval.

6.4 Treasurer

- 6.4.1 The treasurer of the board shall review and approve monthly financial statements to assure that accurate accounting and financial records are being maintained.
- 6.4.2 The treasurer shall annually review the EMSWCD's financial audit with EMSWCD personnel prior to submitting the audit to the balance of the board.
- 6.4.3 The treasurer shall ensure that copies of the audit are sent to state or local agencies requiring its submission.
- 6.4.4 The treasurer shall act as presiding officer of the EMSWCD's budget committee and ensure that the EMSWCD meets its obligations relative to local budget law.

7.0 OFFICER TERMS AND ELECTIONS

- 7.1 Board officers shall serve two-year terms. Committee officers shall serve one-year terms.
- 7.2 Board officers shall normally be elected at the January board meeting in odd-numbered years. Committee officers shall be elected at the first committee meeting of each calendar year.
- 7.3 Only board directors may serve as board officers. All committee members may serve as committee officers.
- 7.4 Board officers shall be determined by a majority vote of board directors. Committee officers shall be determined by a majority vote of committee members.
- 7.5 The terms of all board officers, unless terminated earlier, shall expire on December 31 of even-numbered years, but shall be extended automatically until the next regular or special meeting at which officer elections are held. The terms of all committee officers, unless terminated earlier, shall expire on December 31 of each year, but shall be extended automatically until the next regular or special meeting at which officer elections are held.
- 7.6 In the event a new officer is not elected at the first regular or special meeting of the year, the board/committee may hold elections over to the next regular or special meeting, or continue balloting as many times as necessary to obtain the majority for a single candidate.
- 7.7 Board officers shall serve no more than one full term consecutively in each position. Committee officers shall serve no more than two full consecutive terms in each position. The board and committees may, however, suspend these limits if no other candidates are willing or able to serve in an officer position. For the purposes of determining board officer term limits, a full term is considered to be the 24-month period between January of odd-numbered years and December of even-numbered years. For the purposes of determining committee officer term limits, a full term is considered to be the 12-month period between January and December of each calendar year. If an officer serves for less than a full term, than this shall not be considered part of the full term limit period.



7.8 Any officer appointed or elected by the board may be removed by a majority vote of the board at any time.

8.0 COMMITTEES

- 8.1 The standing committees, their purposes, and general nature of meetings shall include:
- 8.1.1 Budget Committee: Reviews and approves the EMSWCD's budget and related activities on a fiscal year basis.
 - 8.1.2 Grants Committee: Reviews policies and makes recommendations to the board concerning all EMSWCD grant programs.
 - 8.1.3 Land Legacy Committee: Evaluates the role, opportunities, and activities of the Land Legacy Program and makes recommendations to the board regarding related policies, approaches, and land acquisitions.
 - 8.1.4 Partner in Conservation (PIC) Review Committee: Reviews PIC grant applications and makes funding recommendations to the board.
 - 8.1.5 Personnel and Policy Committee: Makes recommendations regarding staff and human resources-related policies to the board. The executive director is empowered to conduct staff exit interviews, but staff may request an exit interview with the Personnel committee.
 - 8.1.6 Small Projects and Community Events (SPACE) Review Committee: Reviews SPACE grant applications and makes funding recommendations to the board.
- 8.2 Additional standing committees and/or ad-hoc/special committees may be established by the board when determined necessary by the board.
- 8.3 Committee membership shall be determined each year, normally in January, by a majority vote of the board of directors. Committee membership can be augmented or changed during the committee term by a majority vote of the board of directors. Staff support to each committee shall be determined by the executive director.
- 8.4 All committee members shall have the right to vote. Staff assigned to support committees shall not vote.
- 8.5 Committee purposes and authorities will be reviewed and approved each year, normally in January, by a majority vote of the board of directors **in January of odd numbered years**.

9.0 MEETING PREPARATION

- 9.1 EMSWCD board and committee meetings are governed by Oregon's Public Meeting Law (ORS 192.630). All meetings of board/committee members during which there is a quorum are open to the public and must be publicly noticed. Note that executive sessions are not open to the public but must be publicly noticed.
- 9.2 Two weeks prior to each meeting, staff assigned as leads for each board or committee meeting shall work with the board and committee chairs to identify the major topics of each meeting. The major topics shall be sent to the clerk for the board of directors. The clerk shall draft the public notices.
- 9.3 EMSWCD's intent is to publicly notice all board and committee meetings at least 10 business days prior to the meetings. Some meetings (i.e., the annual meeting and some budget meetings) require two notices prior to their occurrence. The clerk shall be responsible for properly noticing all public meetings, which includes sending the meeting notices to individuals and entities that have specifically requested notification.
- 9.4 Seven days prior to each meeting, draft agendas shall be completed by the executive director (or assigned staff for committee meetings) and the board and committee chairs with input from other board and staff members. Agendas shall identify any items where a decision is requested.



- 9.5 Immediately upon completion, the clerk shall distribute draft agendas and supporting materials (including the previous meeting minutes) to the board/committee members, staff, and the public. All materials will be made available electronically and, upon request, in hardcopy form.
- 9.6 At the meeting itself, the meeting agenda and all supporting meeting materials will be made available electronically to board and committee members and staff unless otherwise requested. A sufficient number of hardcopies of the meeting agenda will be made available at all meetings for all staff and public attendees. Two full sets of supporting meeting materials will be produced in hardcopy for public attendees.

10.0 GENERAL MEETING PROCEDURES

- 10.1 These procedures are intended to promote adherence to the Oregon public meeting law and to promote organized and productive meetings of the board and committees. Except where required by the Oregon public meeting law, failure to strictly comply with these procedures shall not invalidate or nullify any board or committee action.
- 10.2 Whenever a quorum of the board or a committee meet, proper prior public notification must be made (see Section 9.0 above). If decisions or actions will be contemplated by the board or a committee, a quorum of the board or committee must be present. A quorum of the board constitutes a majority of the board directors only (as associate directors and directors emeritus do not vote). In EMSWCD's case, a quorum of the board is at least three board directors. A quorum of a committee constitutes a majority of the committee members, which varies by each committee.
- 10.3 Board/committee members and staff are expected to arrive 5-10 minutes prior to the beginning of each meeting. Meetings shall start on-time.
- 10.4 The agenda and time limits for each agenda item shall be followed as closely as possible. At the time stated for making such requests, members of the public or of the board/committee may request that an item be added to the agenda. At the discretion of the chair or by a vote of the board/committee, the agenda may be revised.
- 10.5 The chair has authority preside over the meeting. The chair may interrupt a board/committee member or other speaker when necessary to move the agenda forward or to enforce established meeting rules.
- 10.6 All business requiring board/committee action shall require a motion by a board director or committee member; a second by another director or committee member; and approval by a majority of the directors/committee members unless unanimous approval is required by law or other applicable rule. The chair may second motions, discuss motions, and vote.
- 10.7 Discussion shall be limited to the subject matter being discussed. The chair is responsible for keeping the discussion to the issue at hand.
- 10.8 The chair must recognize any director/committee member who is entitled to speak and requests to do so.
- 10.9 A director/committee member may give an explanation of a subject before making a motion for the board's/committee's consideration. Informal discussion may take place in order to properly frame the motion and to ensure all directors/committee members understand the motion before discussion begins. No debate on the matter will be allowed until a motion has been made.
- 10.10 The director/committee member making the motion has the right to speak first during the discussion. No director/committee member shall begin speaking while another director/committee member is speaking.
- 10.11 The chair may ask a director/committee member to cease speaking if his or her comments are repetitive of remarks previously stated. The chair may limit the number of times each



director/committee member may speak to the same motion at the same meeting. No director/committee member may speak to a motion a second time until every director/committee member who desires to speak on the motion has had an opportunity to do so.

- 10.12 Debate shall be limited to the merits of the discussion.
- 10.13 The chair has the responsibility and authority to ask any person who fails to comply with board-approved rules of conduct, violates state or local laws, or who causes a disturbance to leave the meeting. Upon failure to do so, the person becomes a trespasser and may be arrested.

10.14 Meeting Minutes

- 10.14.1 The clerk shall keep written minutes for all board and committee meetings including emergency and executive sessions. Every meeting will also be audio recorded.
- 10.14.2 After transcribing the meeting minutes, the clerk shall send the minutes to relevant staff and committee members, and (for board meetings only) the secretary for review of accuracy and completeness.
- 10.14.3 Minutes will also be reviewed for accuracy and completeness at the following relevant meeting, amended as needed, approved by the board or committee and then, for board meeting minutes, signed by the secretary.
- 10.14.4 All approved minutes will be maintained in electronic format and be made available to the public. Executive session minutes may be exempt from disclosure as described in Oregon Public Records Law.
- 10.14.5 Any hardcopy handouts or electronic presentations made during any board or committee meeting shall become part of the public record. Electronic versions of the documents and presentations will be obtained, kept on file, and made publicly available.
- 10.14.6 All approved board meeting minutes shall be emailed to a specific group of recipients as requested by ODA.
- 10.14.7 The clerk shall track decisions, positions, motions, resolutions, and actions of the board and committees.

11.0 TYPES OF MOTIONS

The word “motion” refers to a formal proposal by a director/committee member during an official meeting asking the EMSWCD to take a certain action. The following are the available types of motions and the related processes and actions that are to be followed during board and committee meetings.

11.1 Main Motions

The purpose of a main motion is to bring a particular subject before the EMSWCD board or committee for consideration and action. Rules applying to main motions are as follows:

- 11.1.1 It can be made only when no other motion is pending.
- 11.1.2 It must be capable of standing by itself and shall not affect any other motion.
- 11.1.3 It requires a second, can be debated, amended, or reconsidered.
- 11.1.4 It requires only a majority vote, except when a super-majority of four directors or unanimous vote is required by rule or by law.

11.2 Ancillary Motions

Some motions are administrative in nature and affect the disposition of main motions. Ancillary motions must be decided before a final decision on the main motion. Most require only a majority vote. Typical ancillary motions including the following:



- 11.2.1 **Amending** the motion changes or modifies the main motion. If the meaning of the main motion is substantively changed, the original main motion should be withdrawn and a new main motion made.
- 11.2.2 **Referring** the motion sends the matter to a committee or another group for additional study.
- 11.2.3 **Postponing** the motion sets a definite time later in a meeting or at another meeting when the motion must be voted on.
- 11.2.4 **Limiting or extending the time for debate** changes the amount of debate allowed on a motion, such as:
 - The number of minutes each person can speak
 - The number of times each person can speak
 - The number of speeches pro and con
 - Establishing a specific time when debate must cease.
[Requires approval by a super-majority of four (4) directors]
- 11.2.5 **Calling for the previous question** stops debate or other actions (such as amendments) of a pending motion so it will be voted on immediately.
[Requires approval by a super-majority of four (4) directors]

NOTE: “**Calling the question**” is not the same; it indicates only that a director is ready to vote, but it does not stop debate if any director wishes to continue the discussion on the motion and is within the rules.
- 11.2.6 **Tabling** a motion suspends discussion temporarily without setting a time for resuming consideration on the motion. The motion can be taken up again whenever a majority so decides. But if the motion is not “taken off the table” by the end of the next regular monthly meeting, the motion dies. When a motion is tabled, all other motions attached to it, such as amendments, go with it.

11.3 Privileged Motions

The following motions deal with special matters of immediate or overriding importance that should be allowed to interrupt anything else. They relate to the rights of the EMSWCD as a whole or the rights of each director/committee member. No debate is allowed on these motions, which must be dealt with as they are introduced.

- 11.3.1 A **call for the orders of the day** forces a meeting to follow the agenda if items are being considered out of order, or to bring up a matter that has been set for the current time and is now in order. [No second is required for this motion. A super-majority vote of four (4) directors is required to set the agenda aside.]
- 11.3.2 **Raising a question of privilege** gets the immediate attention of the chair to ask a question or otherwise attend to a matter that cannot wait. It relates to the rights and privileges of the directors/committee members on such matters as comfort (noise, temperature), conduct of members, conduct of visitors, discussion of matters that should be handled in executive session, etc. [No second is required. This motion is usually decided informally without a vote.]
- 11.3.3 **Moving for a recess** requests a short intermission in the meeting for a specified length of time.
- 11.3.4 **Moving to adjourn** seeks to close the meeting entirely, even while business is pending, provided that the time for the next meeting has been set. Unfinished business is carried over to the next meeting.
- 11.3.5 **Calling for a special meeting** requests the board/committee to set a date, hour, and place for another meeting before the next regular monthly meeting. This can



be done while business is pending, but before adjourning the meeting. [Special meetings also may be called by the chair when necessary between meetings.]

11.4 Incidental Motions

These actions may be taken at any time and disposed of before continuing the pending business. They are not debated or amended.

11.4.1 **Moving for a point of order** asserts that a rule is being violated and requests the chair to enforce the rule. The chair is required to make a ruling on the question involved.

11.4.2 A **motion to appeal** objects to a ruling by the chair. Any two directors who object to a ruling of the chair may appeal the ruling and bring the matter to a vote requiring a majority.

11.4.3 A **motion to suspend the rules** allows the directors/committee members to act on business or in a matter prohibited by EMSWCD policies and procedures, but not in conflict with statutory requirements such as the public meeting law. [This motion requires a super-majority vote of four (4) directors/(#tbd) committee members.]

11.4.4 **Moving to withdraw** a motion prevents the motion from being voted on. Before the chair has stated a motion, its maker can withdraw or modify it. After the chair has stated the motion, withdrawing or modifying it requires majority approval of the directors/committee members.

11.5 Motions for Reconsideration of Earlier Business

11.5.1 **Moving to take a motion from the table** requests the board to resume consideration of a main motion tabled earlier in the current meeting or in the previous meeting.

11.5.2 A **motion to rescind** seeks to strike out an entire main motion, resolution, rule, or decision that has been adopted. [A majority vote with notice; super-majority vote of four (4) directors without notice.]

11.5.3 A **motion for reconsideration** brings up an adopted motion again during the same meeting, if new information or a changed situation makes it likely that a different result might occur.

12.0 HANDLING A MOTION

Six steps are followed to handle a motion: three to bring the motion before the board and three to take action on the motion. [See Appendix 2.]

12.1 A director/committee member makes a main motion.

12.1.1 A simple motion is introduced by "I move that..." For a very important, complex, and formal question, a resolution may be desirable: "I move the adoption of the following resolution: "Resolved, That..."

12.1.2 Long or complex motions should be offered in writing.

12.1.3 Usually discussion is permitted only with reference to a pending motion. However, a motion can be prefaced by a few words of explanation. A director/committee member may ask for assistance in wording the motion. Discussion of an issue before offering a motion requires permission of the board.

12.2 The motion is seconded.

12.2.1 Another director/committee member who wishes the motion to be considered seconds it, without obtaining the floor. A second merely implies the director/committee member seconding agrees the motion should come before the meeting and not that he/she necessarily favors the motion.



- 12.2.2 If no second is heard, the chair makes sure all have heard the motion by asking “Is there a second to the motion?” If no second is given, the matter is dropped, and the board/committee proceeds to the next item of business.
- 12.2.3 The purpose of a second is to prevent time being used on a motion that only one person wants to see introduced.
- 12.3 The chair states the motion.**
 - 12.3.1 The motion becomes open for debate only after being stated by the chair: He or she may repeat the motion, “It has been moved and seconded that ...” and then asks, “Is there any discussion?”
 - 12.3.2 The chair may rule the motion out of order or may request clarification of the wording of the motion. If the chair rules the motion out of order, his/her decision is subject to appeal.
 - 12.3.3 If the wording of the motion is not clear, the chair must ensure the motion is put in suitable form before stating the motion and opening it up for discussion.
 - 12.3.4 The maker of the motion may withdraw or modify the motion before it is stated. Any director/committee member may request the maker of the motion to modify the motion before it is stated. The maker must state acceptance or rejection of the modification. If modified, the person seconding the motion may withdraw the second. Modifications should be generally acceptable to the board/committee and not bring about separate debate as in amendments.
 - 12.3.5 Any director/committee member without being recognized may suggest certain facts, if he or she believes they would lead to the maker withdrawing the motion. Brief, informal discussion of a motion before it is stated may lead to a clearer and more productive debate.
- 12.4 The directors debate the motion.**
- 12.5 The chair puts the motion to a vote.**
 - 12.5.1 When debate appears to have closed, the chair puts the motion to a vote. The chair should make sure every director/committee member understands the motion and the effects of a “yes” vote and of a “no” vote.
 - 12.5.2 The usual methods of voting are by voice or show of hands.
- 12.6 The chair announces the voting result.**
 - 12.6.1 A director can change his/her vote until the final result is announced.
 - 12.6.2 The announcement should contain: (a) report of the vote; (b) declare the motion as passed or defeated; and (c) state the effect of the vote.
 - 12.6.3 Before the vote is announced, any director may require the vote be retaken (e.g., by standing or a show of hands when a voice vote was taken) and a count made if requested.
 - 12.6.4 The meeting minutes are required to reflect how each director/committee member voted. Stating that a motion “passed unanimously” is sufficient if all directors/committee members present approve the motion.



Appendix 1: Board and Committee Calendar

Activities	Fiscal Year											
	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun
Board meetings/policy and financial oversight	X	X	X	X	X	X	X	X	X	X	X	X
Annual report completion and submission			X									
Annual meeting			X									
Quarterly/mid-year reports				X			X			X		
Annual audit completion and submission					X							
Director public elections					X*							
Board officer elections							X**					
Associate director/director emeritus re-appointments ***							X**					
Committee appointments							X**					
Committee officer elections							First committee meeting following committee appointments ****					
Budget development								X	X	X	X	
Executive director performance review											X	X
Annual work plan approval												X

* Even-numbered years only.

** Odd-numbered years only.

*** Original appointments of associate directors/directors emeritus can be made at any time except that associate directors cannot be appointed during the 6-month period preceding public elections during even-numbered years.

**** Annually.



Appendix 2: Motion Summary

Motion to...	Second Required	Can be Discussed	Can be Amended	Can be Reconsidered	Number Directors for Acceptance	Out of Order When Other Business
Adjourn	Yes	No	No	No	3	No
Amend	Yes	Yes	Yes	Yes	3	Yes
Appeal	Yes	Yes	No	Yes	3	Yes
Call for a Special Meeting	Yes	No	Yes	Yes	3	No
Call for the Orders of the Day	No	No	No	On call or 5 votes	4	Yes
Limit / Extend Time for Debate	Yes	No	Yes	Yes	4	Yes
Main Motion	Yes	Yes	Yes	Yes	3	Yes
Move for a Vote	Yes	No	No	Yes	4	Yes
Point of Order	No	No	No	Chair rules or 4 votes	No	Yes
Postpone to a Certain Time	Yes	Yes	Yes	Yes	3	Yes
Raise a Question of Privilege	No	No	No	No	Chair Rules	Yes
Recess	Yes	No	Yes	No	3	Yes
Reconsider	Yes	Yes	No	No	3	Yes
Rescind	Yes	Yes	Yes	Only no vote	3, if notice 4, if no notice	No
Refer	Yes	Yes	Yes	Yes	3	Yes
Suspend the Rules	Yes	No	No	No	4	No
Table a Motion	Yes	No	No	No	4	No
Take off the Table	Yes	No	No	No	3	No
Withdraw a Motion	By maker	No	No	Only no vote	3	Yes
Make a Nomination	No	Yes	No	No	3	No
Close Nominations	Yes	No	Yes	No	4	No
Reopen Nominations	Yes	No	Yes	Only no vote	3	No