



Lower Columbia Fish Recovery Board Bylaws

I. PREAMBLE

The legislature having recognized the need to address listings that are made under the federal endangered species act in a way that will make the most efficient use of existing efforts, has created a program in southwestern Washington which takes full advantage of all state and local efforts at habitat restoration in that area to date to address the recent steelhead listings and all future listings. The Management Board having been constituted and empowered by such legislation, hereby and herewith adopts the following bylaws and future amendments to implement the purposes and intent of the legislation.

[Org. 5/16/98; Amd. 9/25/98]

II. BOARD COMPOSITION AND QUORUM

The Board shall be composed of fifteen (15) voting members in accordance with the enabling legislation under Ch. 60, 1998 Session Laws (SHB 2836). A quorum for the transaction of business exists when a simple majority of members of the Board are in attendance at any meeting, but no action may be taken by less than an absolute majority of members of the Board. Members present at a meeting at which a quorum is not present may 1) elect to proceed with the business of the meeting subject to ratification of all action taken whenever a quorum is next present at a meeting, and 2) may elect to adjourn to a definite time and place announced in open meeting at which a quorum is not present at the time of adjournment.

[Org. 5/16/98]

III. BOARD CHAIR AND BOARD DELEGATION

The Chair of the Board shall be selected as designated by statute and shall preside over the Management Board. A Vice-Chair of the Board shall be chosen by the Board, who shall preside as chair pro-tem in absence of the Chair of the Board. If the Chair and Vice Chair are unable to attend a meeting of the Board, the Chair shall designate another Board member to serve as acting chair. The Board may specifically grant to the Chair, or the Executive Director, the Board's authority to execute certain contracts and agreements, or conduct any other administrative Board function, including such official Board business as is reasonably related to or contemplated within such authorization.

[Org. 5/16/98; Amd. 9/25/98, 2/4/11]

IV. CONDUCT AND FREQUENCY OF BOARD MEETINGS

In questions of parliamentary procedure, the actions of the Board shall be conducted according to "Robert's Rules of Order", unless specified otherwise by state law or regulation of the Board. Normally, voting shall be viva voce. However, a roll-call vote may be requested by any member of the board or may be required for the purposes of the official record. The Board shall meet at least monthly, on the first Friday. Special meetings may be called by the Chair. Committees and subcommittees will meet as required to conduct business.

The Chair and Board staff shall be responsible for preparation of the agenda for meetings. Any member may submit agenda items through the Chair. Items for Board consideration shall be scheduled for discussion at least one meeting prior to any scheduled action thereon; EXCEPT, upon agreement of Board members an item first presented for discussion may be acted upon at the same meeting, subject to further review and reconsideration by members at the following meeting if requested. The agenda shall be sent to members of the Board and other appropriate individuals at least one week prior to a scheduled meeting. For



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special meetings, an agenda shall be sent to members of the Board and individuals required to be notified of the special meeting at least twenty-four hours prior to such meeting.

[Org. 5/16/98]

V. CONDUCT OF BOARD MEMBERS

RCW 77.85.200 charges the Board with working for the recovery of threatened Salmon and Steelhead populations in the lower Columbia through the protection and restoration of habitat. The legislation further recognizes that this mission can best be accomplished through a Board comprised of members representing varied and diverse interests.

Toward these ends, it is expected that members will commit themselves to the Board's mission of fish recovery. It is further expected that Board members will commit themselves:

- a. To understanding each other's interests and concerns as well as those expressed by public; and
- b. To using this understanding and sound science to forge creative and effective measures for fish recovery.

The ability of the Board to operate effectively is dependent to the regular and active participation of its members. Board members are, at a minimum expected, to prepare for and participate in regularly schedule meetings of the Board. They are strongly encouraged to participate on the Board's various committees as their time allows.

As volunteers, it is recognized that unavoidable events or commitments may periodically prevent Board members from attending a regular Board meeting. If a Board member is unable to attend a regular Board meeting, the member may request in writing to be excused. The request must be received at the Board's office at least 48 hours before the meeting and must be approved by the chair or vice-chair of the Board. Excused absences will be noted in the meeting minutes. In the event an emergency prevents a written request from being submitted 48 hours in advance of the meeting, the Board member may request to be excused by contacting the Board's staff by telephone. If a Board member has more than three consecutive unexcused absences at regular Board meetings, the Board will automatically request the appropriate appointing authority to replace that Board member.

When a member is unable to attend a Board meeting, he or she should make an effort to advise the Chair or other Board members of any issues which are of concern or of special interest to such member, and in the case of commissioner-members should make an effort to have a commissioner-designee attend a Board meeting. If the commissioner-member is unable to attend a meeting, the commissioner may have a commissioner-designee attend the meeting. The commissioner-designee shall be a county commissioner and shall have proxy-voting authority for the commissioner-member.

Board members are bound by and shall comply with the Code of Ethics for Municipal Officers – Contract Interests, Chapter 42.23 of the Revised Code of Washington (RCW). They shall not use their position on the Board for personal gain. Even where no conflict of interest exists under the law, Board members are encouraged to disclose ex parte contacts or exposure they have had regarding a matter before the Board and excuse themselves from voting on measures relating to such a matter when they believe that such ex parte contact would prevent them from giving the measure fair consideration or would injure the credibility of the Board.



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If a member of the public believes that a member of the Board has or may have a conflict of interested as defined in RCW 42.23, they may bring such a complaint in writing to the Broad at a regular meeting or to the Board's Executive Director at anytime. The Executive Director shall investigate the matter and report the complaint and his findings to the full Board and the appointing authority.

If a member of the public believes that a member of the Board has failed to adequately or appropriately perform his or her duties as a Board member or wish to seek a removal of a Board member for cause, they must fill their complaint with the appointing authority for that member as defined in RCW 77.85.200. Only the appointing authority has the right to remove a Board member.

Members whose expenses are not covered by their organization or employer shall be eligible for mileage reimbursement for travel to and from regular and special meetings at the rate approved by the Board.

[Org. 5/16/98; Amd. 9/25/98; 10/22/99, 11/3/00, 2/4/11]

VI. ADVISORY COMMITTEES OF THE BOARD

In addition to appointment of and consultation with a technical advisory committee formed pursuant to the above-noted legislation, the Board may establish one or more additional advisory committees or subcommittees in order to provide focus on specific issues related to the Board's responsibilities under said legislation. Recommendations from such committees and subcommittees shall be forwarded to the full Board.

Such additional committees and subcommittees will be chaired by a member of the Board, but may draw upon membership outside of the Committee as needed or appropriate to the committee and subcommittee function. Committee and subcommittee membership may be established by the Board or, at the discretion of the Board, by open public enrollment. Members of the Board may attend any committee or subcommittee meeting.

[Org. 5/16/98]

VII. PUBLIC COMMUNICATIONS OF THE BOARD

Business of the Board will be conducted in compliance with the Open Public Meetings Act and Public Disclosure Act, Chapters 42.30 and 42.56 RCW. In providing the public with information, the following will apply:

- a) All official public statements on behalf of the Board will be made by the Chair or designee;
- b) Only documents approved by the full Board will be represented as Board-official;
- c) In public discussions, individual Board members will provide a disclaimer that their statements as personal opinions and not necessarily those of the Board;
- d) Following each Board meeting, a summary of the meeting topics and discussions will be prepared as official minutes (and preferably mailed to Board members in advance of the next meeting), and subject to approval at the next meeting;
- e) After approval, unless otherwise exempt in part or in whole from disclosure, such minutes shall be made available to the public;
- f) Internal working documents prepared for the Board are for internal use, only;
- g) The Board shall at its earliest opportunity adopt Public Disclosure Act rules governing public



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access and disclosure policies for the public.

- h) Board staff shall be responsible for document management and indexing of the records of the Board.

[Org. 5/16/98]

VIII. FINANCES

The Board shall create, a secretary-treasurer position, which shall be filled by nomination and majority vote of the Board. The secretary-treasurer shall hold this office at the pleasure of the Board and shall carry out such duties as the Board shall prescribe. The secretary-treasurer shall be empowered and entrusted to keep accurate accounts of all receipts and disbursements.

The Board shall create a Finance Committee, which shall consist of three Board members. The secretary-treasurer shall be one of the three members and chair the committee. The remaining two positions shall be filled by nomination and majority vote of the Board.

All funds of the Board shall be paid to the treasurer and shall be disbursed by the treasurer only on vouchers approved by the Finance Committee: PROVIDED, that the Committee may authorize an individual Committee members, or the managing director or any other officer or employee, as is legally permissible, to approve or disapprove vouchers presented to defray salaries of employees and other expenses of the Board, arising in the usual and ordinary course of its business, including, but not limited to: expenses incurred by the Board, its committees, or other members and employees in the performance of their duties.

All claims presented against the Board by persons furnishing materials, rendering services or performing labor, or for any other contractual or noncontractual purpose shall be submitted to the Committee and shall be approved prior to payment by the Board's fiscal agent by a Committee member or the Committee's authorized representative as prescribed above. Claims may be paid monthly, bi-monthly or in any increment reasonable to the process of the Board's fiscal agent. The executive director shall report at each regular Board meeting the payments approved and made since the last regular Board meeting. The Board shall receive an annual report comparing actual to budgeted expenses.

The Board may meet any of its obligations in whole or in part with funds available to it under the enabling provisions of the above-noted Session Laws, provided that the Board takes specific action in procuring and setting aside such funds in an appropriate account prior to the incurring of any obligation to be met in whole or in part by said funds.

The receipts and disbursements of the Board shall be subject to the audit and accounting procedures established by the State Auditor's Office. The accounts of the Board shall be open at any reasonable time for inspection to persons authorized by the Board, and duly designated representatives of governments contributing to the Board's support.

[Org. 5/16/98; Amd. 5/29/98, 9/25/98, 7/23/99, 12/5/2014]

IX. TECHNICAL ADVISORY COMMITTEE PURPOSE, COMPOSITION AND QUORUM

The Board shall appoint and consult a Technical Advisory Committee (TAC) pursuant to the enabling legislation Chapter 77.85 RCW. The TAC shall be composed of representatives from the Washington Departments of Ecology, Natural Resources, Fish and Wildlife and Transportation, and other persons with expertise in fisheries, environmental issues, or natural resource management.



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The purpose of the TAC is to provide independent scientific analysis and technical advice on habitat protection and restoration efforts and fish recovery issues. The TAC is an advisory committee and shall make recommendations to the Board. The TAC shall:

- a) Evaluate, rank, and monitor fish recovery projects and programs and submit their findings and recommendations to the Board;
- b) Assist the Board in efforts to assess factors limiting the recovery of fish;
- c) Advise the Board on matters relating to the development of the regional recovery plan; and
- d) Provide the Board with technical advice on fish recovery issues referred to it by the Board.

A quorum for the transaction of business exists when a simple majority of members are in attendance at any meeting, but no recommendation shall be made to the Board without the concurrence of an absolute majority of members of the TAC. A minority opinion report may be submitted by any member of the TAC with the recommendation report of the full TAC.

[Org. 3/3/00]

X. TECHNICAL ADVISORY COMMITTEE CHAIR

The Chair of the TAC shall be appointed by the Board and shall preside over the TAC. A Vice-chair of the TAC shall be appointed by the TAC who shall preside as Chair pro-tem in the absence of the Chair. If the Chair and Vice-chair are unable to attend a meeting of the TAC, the Chair shall designate another member of the Committee to serve as Acting Chair.

[Org. 3/3/00]

XI. TAC CONDUCT AND FREQUENCY OF MEETINGS

In making recommendations to the Board the TAC may elect to use consensus, numerical scoring, Robert Rules of Order or any other methods agreed upon by the TAC to convey their findings to the Board. The TAC shall meet monthly on the second Wednesday. Special meetings of the TAC may be called by the Chair.

[Org. 3/3/00]

XII. CONDUCT OF TAC MEMBERS

Members shall make a concerted effort to attend all TAC meetings. When a member is unable to attend a TAC meeting, he or she should make an effort to advise the Chair or other TAC members of any issues which are of concern or of special interest to such member. Members shall not assign an alternate or proxy. The agenda shall be sent to members of the TAC and other appropriate individuals at least one week prior to a scheduled meeting. For special meetings, an agenda shall be sent to TAC members and individuals required to be notified of the special meeting at least twenty-four hours prior to such meeting.

Committee members shall not use their position on the TAC for personal gain. Even where no conflict of interest exists under the law, TAC members are encouraged to disclose ex parte contacts or exposure they have had regarding a matter before the TAC; and excuse themselves from project evaluation and ranking when they believe that such ex parte contact would prevent them from giving the scoring process fair consideration or would injure the credibility of the TAC.



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If a member of the public believes that a committee member has failed to adequately or appropriately perform his or her duties as a TAC member or wish to seek a removal of a TAC member, they must fill their complaint with the Executive Director who will review the matter with the Board and TAC officers and report their findings to the full Board.

[Org. 3/3/00, 11/3/00]

XIII. PUBLIC COMMUNICATION OF THE TECHNICAL ADVISORY COMMITTEE

Business of the TAC shall be conducted in compliance with the Open Public Meetings Act and Public Disclosure Act, Chapters 42.30 and 42.56 RCW. In providing the public with information the following shall apply:

- a) All official statements on behalf of the TAC will be made by the Chair or designee;
- b) Only documents approved by the TAC in accordance with the procedures of section IX will be represented as TAC-official;
- c) In public discussions, individual TAC members will provide a disclaimer that their statements are personal opinions and not necessarily those of the TAC;
- d) Following each TAC meeting, a summary of the meeting topics and discussions will be prepared as official minutes and subject to approval at the next TAC meeting; After approval, unless otherwise exempt in part or in whole from disclosure, such minutes shall be made available to the public.

[Org. 3/3/00]