

June 26, 2013

Recommendations of the Bylaws subcommittee to the Lower Boise Watershed Council Board of Directors

In January, 2013, the LBWC Board established a subcommittee to address issues discussed at the Dec. 12, 2012 Special Bylaws review meeting. Those issues are:

- Number, composition and terms of Board members
- Board member election process
- Board member meeting attendance policy
- Time and place of Board meetings
- Role of Technical Advisory Committees
- Privileges of financial support
- Conflicts of interest

The subcommittee has met seven times and recommends adoption of 11 amendments to the bylaws and 3 policy resolutions.

Bylaws Amendments

ARTICLE II, Section 1. Directors.

The subcommittee found that the interest of municipal stakeholders in the work of the LBWC has increased and the reasoning behind the existing director composition is outdated. This new composition and larger maximum number of directors better serves the current and future needs of the LBWC.

Article II, Section 3. Number, Tenure and Qualifications.

Two changes are made; 1) The first sentence is deleted because it's inaccurate and redundant if Section 1 is amended as suggested, and 2) The subcommittee feels the terms of directors representing the same interests should be staggered, and that means the first term of the newly established positions needs to be less than the 3 years the bylaws provides.

Article II, Section 4. Election of Directors.

The addition of the words **at least** (two-thirds of the directors) are added to clarify the meaning of this bylaw.

Article II, Section 5. Voting Rights.

If Section 1 is amended as suggested, the board could have an even number of directors (12) and be deadlocked. This section is amended to specify that the Chairperson will vote only to break a tie. If there are 12 directors and all directors besides the Chair cast a vote, this wouldn't be an issue, but if only 8 directors cast a vote, it could result in a tie.

Article II, Section 9. Vacancies.

The current bylaws do not clearly specify how the board of directors shall fill a vacancy. It implies they are elected. This language clarifies that vacancies are filled by a vote of at least two-thirds of the directors just like the (amended) language in Section 4. Election of Directors.

Article II, Section 11. Conflict of Interest

This is a new section. The committee was asked to develop a conflict of interest rule to guide the LBWC and give legal authority to any action we make take relevant to director conflict of interest.

Article III, Section 6. Proxies.

The subcommittee decided that active involvement of the directors in governing and decision making makes the organization stronger and more effective. The subcommittee also determined that proxy use can lead to attendance by people that aren't qualified to fully participate (discuss, volunteer, chair working groups, do outreach, etc.) in the work of the LBWC. To discourage the use of proxies and encourage attendance by people who are able to fully participate, the use of standing proxies is prohibited.

Article III, Section 8. Attendance.

This is a new section. The LBWC currently has no attendance requirement. For the reasons described above, the subcommittee decided that minimal attendance by directors is required and failure to attend at least 3 meetings is grounds for dismissal from the board.

Article III, Section 9. Alternates.

This is a new section. The subcommittee sees the benefit of an active Board with all members fully participating, but knows that reasonable accommodation has to be made for directors that can't attend all meetings. The option of a director designating an alternate who would be able to fully participate in the director's absence is the recommendation from the subcommittee.

Article IV, Section 2, Officers.

If the board size and composition and the voting rights sections are amended as suggested, this section needs to be amended for consistency in defining the voting rights of the Chairperson.

Article IV, Section 3, Responsibilities of Officers.

This section is suggested for amendment to eliminate the provision that the office of Chairperson can be assumed and is not necessarily an elected position. As it reads now, this contradicts Section 2 that says officers will be elected. The vice-chair can still be encouraged or expected to run for the office of Chairperson, but cannot assume the office.

Resolutions

001 – The subcommittee agreed that a nomination and election procedure and nomination form would strengthen the LBWC by making the nomination and election process consistent,

easy to find and easy to follow. This procedure allows sufficient time for the process, sets deadlines and defines qualifications.

002 – The subcommittee suggests this policy to address stakeholder and director dissatisfaction with inconsistent facilitating at and note taking and reporting from committee meetings and unclear roles and responsibilities of the directors, the stakeholders and Idaho DEQ.

003- The subcommittee wants terms of directors representing the same interest to be staggered, and the bylaws should have been amended to reflect that. This resolution establishes the first term of the two newly established director seats so that they are staggered with the existing municipal and other seats. Please note that there is no provision in the bylaws to change the terms of the established seats and that the existing two municipal seats are not staggered.