

Benton County Cooperative Weed Management Area **Bylaws**

Article I: Purpose

The goal of the Benton County Cooperative Weed Management Area (BCCWMA) is to prevent the introduction and control the spread of the most harmful invasive plant species in the BCCWMA region by facilitating cooperative management among all willing land managers. The purpose of this group shall be to engage in any lawful activities, none of which are for profit. This group's primary purpose shall be to create public and private partnerships to manage noxious weed populations in the County through education, prevention, inventory and control.

BCCWMA Mission Statement:

To coordinate community-based efforts against those invasive species that have the potential to cause ecological and economic harm in Benton County.

Article II: Participating Organizations

Section 1. Non-membership

The BCCWMA shall have no members.

Section 2. Partner Organizations and Friends

Partner Organizations (governmental and nonprofit) are encouraged to sign the MOU. Partner Organizations may be federal, state, county or city agencies or other public or non-profit groups with a focus on land management or with land management responsibilities. Other parties (businesses and individuals) interested in participating with the BCCWMA may register as Friends of the BCCWMA. Partner Organizations and Friends may attend meetings, receive electronic notifications and access to archived documents and provide input to the BCCWMA's decision making processes. Both Partner Organizations and Friends may serve on action teams. Only representatives from Partner Organizations may serve on the steering committee and vote at full group meetings. At full group meetings, decisions will be made by consensus of those Partner Organizations present.

Article III: Steering Committee

Section 1. Duties

The affairs of the BCCWMA shall be managed by the Steering Committee.

Section 2. Number and Qualifications

The number of Steering Committee members may vary between a minimum of six and a maximum of ten. Steering Committee members shall represent various partner organizations and BCCWMA action teams and support the group's mission and bylaws. These representatives shall consist of a minimum of:

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| ≥1- EDRR Action Team | ≥1- Landscape Level Action Team |
| ≥1- Education & Outreach Action Team | ≥1- Organizational Structure Action Team |
| =2- Co-chairs | =1- Secretary |
| =1- BCCWMA Coordinator | |

Section 3. Term and Election

Except for the initial adjustments of shorter terms needed in order to create staggered terms, the term of office for Steering Committee members shall be three years. The Steering Committee shall make provisions to stagger the terms of Steering Committee members so that each year the terms of one-third of the Steering Committee members shall expire. A Steering Committee member may be reelected without limitation on the number of terms she or he may serve. The Steering Committee shall elect its own members, except that a Steering Committee member shall not vote on that member's own position.

Section 4. Removal

Any Steering Committee member may be removed, with or without cause, by a vote of two-thirds of the Steering Committee members then in office.

Section 5. Vacancies

Vacancies on the Steering Committee and newly created positions will be filled by a majority vote of the Steering Committee members then on the Steering Committee.

Section 6. Quorum and Action

A quorum at a Steering Committee meeting shall be a majority of the number prescribed by the Steering Committee, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by consensus among members. Consensus is understood by the BCCWMA as follows: *All parties believe their views on a particular issue have been satisfactorily heard and agree not to block the group's decision on the issue.* If consensus is not reached at the second regular meeting where an issue is discussed, a vote will be taken. Where an issue or action is moved forward through voting, the decision is made by a majority vote of the quorum at that meeting.

Section 7. Regular Meetings

Regular meetings of the Steering Committee shall be held at the time and place to be determined by the Steering Committee. No other notice of the date, time, place or purpose of these meetings is required.

Section 8. Special Meetings

Special meetings of the Steering Committee shall be held at the time and place to be determined by the Steering Committee. Notice of such meetings, describing the date, time, place and purpose of the meeting, shall be delivered to each Steering Committee member personally, by telephone, by mail or by electronic or printed correspondence not less than two days prior to the special meeting.

Section 9. Meeting by Telecommunication.

Any regular or special meeting of the Steering Committee may be held by telephone or telecommunications in which all Steering Committee members participating may hear each other.

Section 10. Action by Consent

Any action which may be taken at a Steering Committee meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be approved

by all the Steering Committee members. If full committee approval is not achieved by consent, action will be postponed until the next steering committee meeting.

Article IV: Committees

Section 1. Executive Committee

The Steering Committee will act as an Executive Committee. The Steering Committee shall have the power to make on-going decisions between BCCWMA full group meetings and shall have the power to make financial and budgetary decisions. At full group meetings, decisions will be made by consensus of those Partner Organizations present.

Section 2. Other Committees

The Steering Committee may establish such other committees as it deems necessary and desirable. Such committees may be advisory committees.

Section 3. Limitations on the Powers of Committees

No committee may authorize payment of a dividend or any part of the income or profit of the group to its Steering Committee Members or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the group's assets; may elect, appoint, or remove Steering Committee Members or fill vacancies on the Steering Committee or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Steering Committee.

Article V: Officers

Section 1. Titles

The officers of the BCCWMA shall be the Co-Chairs and Secretary.

Section 2. Election

The Steering Committee shall elect the Co-Chairs and Secretary to serve one-year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 3. Vacancy

A vacancy of the office of Co-Chair or Secretary shall be filled not later than the second regular meeting of the Steering Committee following the vacancy.

Section 4. Other Officers

The Steering Committee may elect or appoint other officers, agents and employees, as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Steering Committee.

Section 5. Co-Chairs

The Co-Chairs shall be the chief officers of the BCCWMA and shall act as the Chairs of the Steering Committee. The Co-Chairs shall have any other powers and duties as may be prescribed by the Steering Committee.

Section 6. Secretary

The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Steering Committee meetings and actions; and (b) minutes of all proceedings of the full BCCWMA, and (c) get approval of the draft minutes at the next steering committee or full group meeting.

Section 7. Coordinator

The Coordinator shall perform, or cause to be performed, the following duties: (a) provision for notice of all Steering Committee meetings and full group BCCWMA meetings; (b) keeping of full and accurate accounts of all financial records of the group; (c) deposit of all monies and other valuable effects in the name and to the credit of the group in such depositories as may be designated by the Steering Committee ; (d) disbursement of all funds when proper to do so; (e) making financial reports as to the financial condition of the group to the Steering Committee; and (f) any other duties as may be prescribed by the Steering Committee.

Article VI: Indemnity

This group will indemnify its officers and Steering Committee Members to the fullest extent allowed by Oregon law.

Article VII: Nondiscrimination

Section 1. No person shall be denied membership in the Benton County Cooperative Weed Management Area or be excluded from serving or being served by the organization because of race, color, sex, creed, religion, sexual orientation, national ancestry, national origin, age, marital status or physical disability. The Benton County Cooperative Weed Management Area shall act in accordance with applicable Federal and Oregon State law regarding nondiscrimination.

Section 2. There shall be no discrimination on the basis of race, color, sex, creed, religion, sexual orientation, national ancestry, national origin, age, marital status or physical disability with regards to hiring, assignment, promotion, or other conditions of staff employment, or with respect to members being selected for office or committees or any other such capacity in which they shall serve the membership. The Benton County Cooperative Weed Management Area shall act in accordance with applicable Federal and Oregon State law regarding nondiscrimination.

Article VIII: Amendments to Bylaws

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Steering Committee by a majority vote present, if a quorum is present. Prior to the adoption of the amendment, each Steering Committee Member shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

Date Adopted: _____

Signature of Corporate Officer: _____