



The Bylaws of the Puyallup River Watershed Council

Article 1: NAME, MISSION, COVERAGE, OFFICE, MEETINGS AND DECISION MAKING

1.1: Name and Genesis

The name of the organization is the "Puyallup River Watershed Council" ("Council"). The Council was originally created through a recommendation in the Lower Puyallup Watershed Action Plan, adopted in 1995. The first meeting was held in April 1996.

1.2: Mission of the Council

The mission of the Council is to provide a Forum which gives those in the watershed the opportunity to promote and implement programs that restore, maintain, and enhance the watershed in order to protect its environmental, economic and cultural health.

The Strategies (goals) of the Council shall be to: (1) create opportunities for communication, collaboration, and cooperation in partnership with watershed stakeholders, (2) create an outreach program to inspire and empower citizens to make a difference in their communities, and (3) create a State of the Watershed Assessment Plan to maintain visibility of the current state of the watershed, to identify problem areas, and track progress.

The Council shall foster partnerships that provide those who live, work, and play within the Puyallup River Watershed the opportunity to protect the quality of life within its boundaries. The Council shall work on building trust, relationships, and synergy among individuals and groups in the watershed.

1.3: Council Geographical Coverage

The work of the Council shall cover the Puyallup-White hydrologic basin and sub-basins known as the Puyallup River Watershed, incorporating the Puyallup, White, and Carbon river systems and their tributaries, and independent drainage's (also known as Water Resource Inventory Area - WRIA10) that drain into Puget Sound in the State of Washington, United States of America. The Puyallup River watershed is a rich and diverse watershed, ranging from 14,411 feet in Mount Rainer National Park and flowing through forested, agricultural, and urbanized lands to Commencement Bay and into Puget Sound.

1.4: Council Office

The official mailing address is Sumner City Hall, 1104 Maple Street, #205, Sumner, Washington, 98390. The official Council web address is:

<http://www.piercecountywa.org/prwc>

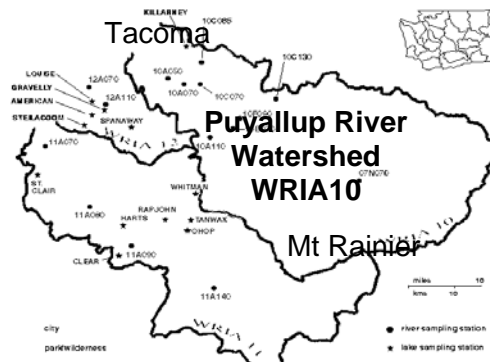
1.5 Monthly Forum Meetings: Time, Location and Purpose

The Chair of the Council shall call monthly Forums on the fourth Wednesday of each month, typically held at Sumner City Hall, 1104 Maple Street, Sumner Washington, 98390, at 5:00 p.m. Notice and agenda for the meetings shall be provided. The Chair may elect to change the place, date, and/or time of the meeting or call ad-hoc meetings as necessary.

An Annual Retreat will be held each fall to review the PRWC Mission, Goals and Strategic Action Plan, and develop a work plan for the upcoming year.

Anyone may put forward an issue for consideration by the Council.

1.6: Decision Making



The Executive Committee shall make decisions of the Council. Consensus is the desired method of decision making, but in the event that consensus cannot be reached, the Chair may call for a vote. The Council Chair shall seek the input of the Council Forum on issues considered important by anyone.

Article 2: MEMBERSHIP

2.1: Membership

Membership on the Council is open to anyone who lives, works, or plays within the Puyallup River Watershed (also known as Water Resource Inventory Area – WRIA 10).



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Article 3: STANDING COMMITTEES

3.1: Committee Organization

The Council is based on an active committee system. Any standing committee must have three (3) or more members to be considered a functioning committee. The chair of each committee shall be a member of the executive committee. The Council may also establish Ad-Hoc committees to address specific issues.

3.1.1: Committee Appointments

The members of each committee shall elect a chair and vice-chair from among the members. Notification of the change of officers must be given to the Council Chair in a timely manner. The term of a committee officer is for one year without a limit on the number of terms. The committee chairs shall take office January 1.

3.1.2: Committee Decision-Making Process

Each committee is urged to use a consensus process to reach decisions and recommendations. Once an issue is agreed, the chair shall take the committee's recommendation forward to the Executive Committee.

3.1.3: Committee meetings

Each committee should meet as needed, but not less than twice a year. The time and place notice shall be provided to members and the Council Chair in a timely manner. Meeting notes should be kept.

3.1.4: The Responsibilities of Committee Officers

The chair of each committee ("chair") shall represent the views of their committee members at the Executive Committee. The chair is responsible for submitting the committee's annual workplan to the Executive Committee for approval. The chair shall then ensure that the workplan is implemented. Any new initiative that requires a partnership with another group must be presented to the Executive Committee for their approval before any action is taken. The chair of each committee will become familiar with the work of all other council committees and will endeavor to facilitate the exchange of ideas.

The chair may also delegate authority at his/her discretion. That delegate shall then have the authority of the chair for a designated period. The vice-chair of each committee shall act in place of the chair when the chair so delegates that authority.

Article 4: EXECUTIVE COMMITTEE

4.1 Responsibilities

The Executive Committee shall oversee the implementation of the Council Mission, goals, and Strategic Action Plan. The Executive Committee shall be led by the Council Chair.

The Executive Committee shall have the responsibility to undertake tasks that cannot be accomplished during public Forums. These may include: (1) implementing the Mission and the Strategic Action Plan, (2) proposing updates to the by-laws, (3) being the point of contact for public information, (4) carrying out other administrative duties, and (5) coordinating standing and ad-hoc committees. All Executive Committee members shall strive to fairly represent the views of the Council, without bias.

4.2: Make-Up

The Chair, Vice Chair, and Secretary of the Council, committee chairs, and past Council chairs shall all be officers of the Executive Committee. Any member of the PRWC is allowed and encouraged to attend these meetings. Governmental staff is encouraged to attend in an advisory capacity.

4.3: Procedure

The Executive Committee shall hold monthly meetings at a time and place the Executive Committee decides. The Chair and Secretary or their designees shall be present at all Executive Committee meetings. Meeting notes shall be kept for all Executive Committee meetings. Notice for these meetings shall be sent to the Executive Committee members and other interested persons in a timely manner. The meeting notes for Executive Committee meetings shall be distributed after meetings in a timely fashion.

Fifty percent of the Executive Committee members shall constitute a quorum. A quorum must be present before decisions can be made.

Article 5: COUNCIL GOVERNANCE

5.1: Council Officers

Members are encouraged to bring initiative, creativity, and energy to the Council and help implement the Mission, goals, Strategic Action Plan and work plan of the Council. The Council works on a collaborative



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basis and relies on the Forum and Executive Committee to guide Council actions.

The Council Chair, Vice Chair and Secretary shall be elected from the general membership of the Council. Elections and appointments shall take place at the Annual Retreat. The elected officers shall begin their terms on the following January 1. Terms of all offices shall be for one year. Consecutive terms are permitted.

5.2: Responsibilities of Officers

The Council Chair shall: (1) guide the Council in accordance with the Mission, goals, and Strategic Action Plan (see Section 1.2); (2) ensure that information is shared within the Council; (3) ensure that all people who live, work, or play within the Watershed shall be welcomed and have a voice at the Council; (4) collaborate with the committee chairs on the structure and function of the committees, and (5) convene and preside at each meeting of the Council (Forums) and Executive Committee.

If the Chair is unavailable then the Vice Chair shall assume the responsibilities of the Chair. The Chair and Vice Chair are encouraged to work closely to further the mission of the Council. If both the Chair and Vice Chair are unavailable, then meetings may be chaired by the Secretary.

The Secretary shall attend Council meetings and keep the meeting notes of action items and record of attendance. In addition, the Secretary shall collect notes, attendance records and workplans from all of the committee chairs. It is the responsibility of the committee chairs to provide these documents to the Secretary after each meeting.

The Secretary shall maintain the records of Council and committee meetings, including agendas, minutes/notes, attendance, and other related documents at the Council offices and on the Council's web site, as appropriate.

5.3: Removal of a Council Officer

Any elected officer of the Council may be removed or replaced for inappropriate actions that bring the good name of the Council into disrepute, misrepresenting the name of the Council for personal gain, or for

supplying false information, significant misrepresentation or other misleading statements.

5.4: Standing Committees

The formation or dissolution of a standing committee may be made by the Executive Committee. The minimum number of members needed to form a new committee shall be three (3). Once convened, the committee shall elect a chair and vice chair. The chair of that committee shall represent the committee at Executive Committee meetings.

Article 6: ADMINISTRATIVE AND FINANCIAL PROVISIONS

6.1: Financial Provisions

A nonprofit corporation, the Puyallup River Watershed Foundation, exists to financially support the mission and goals of the Council. The Council will work cooperatively with the Puyallup River Watershed Foundation on projects of mutual interest.

The Council shall have no financial authority, bank account or tax status.

No loans shall be contracted on behalf of the Council or members and no evidences of indebtedness shall be issued.

6.2: Administrative Year

The Council shall operate on a January 1 to December 31 year for administrative purposes.

6.3: Policies and Procedures

The Executive Committee shall maintain policies and procedures necessary to conduct Council business. These policies and procedures shall include, but are not limited to, a process for responding to issues and procedures for Council communication.

Article 7. AMENDMENTS OF BYLAWS

7.1: Process of Bylaws Amendments

These Bylaws may be altered, amended or repealed. Notice of proposed changes to the Bylaws shall be presented at the Forum preceding the Forum at which they will be addressed.



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Article 8: SIGNATORIES

The previous bylaws were adopted on April 7, 1999. A copy is on file in the watershed office.

On behalf of the members of the Puyallup River Watershed Council, the signatories below register that this current version of the bylaws were adopted on this _____ day of _____, 2006.

_____, Council Chair

_____, Vice Chair,

_____, Secretary