



Approved April 16, 2019

**Clackamas SWCD Special Board Meeting Minutes for April 2, 2019**

<b>PRESENT</b>	<b>Directors:</b>	Jeff Becker (Chair), Roger Fantz (Treasurer), Don Guttridge (Secretary) Jan Lee, Jesse Nelson (Vice-Chair), Joan Zuber
	<b>Associate Directors:</b>	
	<b>Directors Emeritus:</b>	
	<b>Staff:</b>	Jason Faucera, Tami Guttridge, Lisa Kilders, Sam Leininger, Tom Salzer, Nathan Tucker
	<b>Partners:</b>	
	<b>Guest:</b>	Dave Albrecht
<b>NOT PRESENT:</b>		Jim Johnson (Director)

**1 – CALL TO ORDER and ACCEPT AGENDA / PUBLIC COMMENT / DIRECTOR REPORTS / MANAGER’S REPORT ON COMMITTEES**

- A. **Call to order** – Chair Becker called the meeting to order with a quorum present at 2:00 p.m., April 2, 2019, in the Clackamas SWCD conference room at 221 Molalla Ave., Suite 102 in Oregon City, Oregon.
- B. **Agenda** - Chair Becker stated the purpose of the meeting was to review the proposed bylaws from the Oregon Association of Conservation Districts (OACD) and give direction to the District Representative on how to vote at the upcoming OACD meeting. Becker asked if there was anything to add to the agenda.

Director Zuber asked that approval for a Director reimbursement request be added to the agenda. The agenda was amended by consensus.

**2 – Action Items**

- A. **Oregon Association of Conservation Districts (OACD) Proposed bylaws** - Director Lee presented the proposed bylaws and reported that OACD hopes to adopt these bylaws with minor changes at the upcoming meeting. These bylaws are a simplification of the current bylaws.

Some of the changes included: adding district managers to the board, changing the number of board members from 13 to 9, and allowing the board to elect their own officers.

Director Guttridge stated that he could not support the bylaws as written. He noted the following:

- 4.3 - Last line - Members in good standing may also approve referendums that are advisory to the board. Guttridge suggested that the word "approve" could be changed to "submit".
- 5.1 – Notice to members is set at 45-days for meetings. Guttridge recommended this be changed to 90 days.
- For emergency meetings, Guttridge felt the bar was set too high at requiring 10 Districts to participate. He recommended this number be lowered. He also recommended that more notice than 5 days be given for members to meet.
- Section 7.1A - All board directors must be in good standing. What provisions are offered if a soil and water conservation district loses good standing, or if a director leaves in the middle of their term of office?
- Guttridge asked why only district managers and not any district employee may serve on the board? The committee formed to review employee involvement found through a survey that over 60% of participants were in favor of allowing any employee (with the permission of their member board) to serve.
- There were multiple committees appointed at the November OACD meeting and their findings were to be reported to the membership at the April meeting. Some of the committee inputs would affect the bylaws. Those reports have not yet been given to the membership and should be considered.
- Why is there such an urgency to have the bylaws approved prior to the committee report?

Director Lee reported that the bylaws committee hoped to have them approved in April with minor housekeeping corrections, and planned to make any major changes in November. Lee stated that the bylaws had been sent out for review in January and only one district had submitted comments. Director Guttridge noted that he had not received the bylaws until early March.

Lee noted that the 45-day notice for meetings was from the old by-laws.

Lee also stated that the board had not received the report from the committee about employees being elected to the board until two weeks ago, and it did not include a survey showing the committee's recommendations that all employees have the opportunity to participate with their Board's approval.

Guttridge felt that the new bylaws would give the board substantially more power than before and would not promote transparency and involvement.

Director Fantz asked about the process if less than 9 people were interested in serving on the board. Director Lee reported that the elected board would then be able to appoint board members until the next election.

Fantz asked how often the association meets each year. Lee answered there is the annual meeting at the CONNECT conference and one meeting per month.

Director Guttridge stated that he felt that all discussion should be brought to the full membership and that there should be a committee to review the bylaws. Director Lee said she would recommend that a committee be appointed and Director Guttridge be recommended to serve on the committee.

Director Lee noted that the Clackamas SWCD board must decide to vote that the bylaws be adopted or rejected as a whole. The Board must make a decision so that Board representative Guttridge can vote per the Board's recommendation.

Director Lee moved to approve the bylaws as proposed and have them reviewed by committee. The motion died due to lack of a second.

Further discussion took place until it was pointed out that the board needed to make a decision so that Director Guttridge would know how they wished to vote.

Directors Fantz/Lee moved/seconded to approve the by-laws. Motion carried as follows: Directors Fantz/Lee/Nelson/Zuber in favor, Directors Becker/Guttridge opposed.

- B. Oregon Association of Conservation Districts board member selections** - The Board was asked to approve a selection of members to serve on the OACD Board. The Board had no list of who was asking to be elected and it was noted that the new by-laws had not been passed.

This recommendation died due to a lack of a motion.

- C. Reimbursement of mileage for Director Zuber** - Director Zuber asked that the Board approve her mileage to attend the Molalla River Alliance Meeting on the previous Saturday. Zuber stated she did not receive an announcement of the meeting until the Friday before the event and did not have an opportunity to ask for pre-approval.

Directors Fantz/Lee moved/seconded to approve mileage for Director Zuber for her attendance at the Molalla River Alliance meeting. Motion carried unanimously.

## **ADJOURN**

There being no further business, Chair Becker adjourned the meeting at 2:28 p.m.

Respectfully submitted,



Tami L. Guttridge  
Administrative Assistant