

Approve 3/14/2013

OCEAN Board Meeting Teleconference Minutes

Thursday February 14th - 7:30AM



Attendance

Jeremy Baker-President
Janet Greenup-Treasurer
Teresa Matteson
Jason Faucera

Shilah Olson-Vice President
Malyssa Page
Walt Barton

Lisa Mahon-Secretary
Josh Uriarte
Jackie Hastings

Jeremy called the meeting to order at 7:36AM.

Treasurers Report

OCEAN's current balance is \$5,933.52. We have 4 paid members for this next year. Lisa purchased the new edition of the 501c3 book for \$95 since our last one was 8 years old. *Teresa* moved to accept the financial report and *Shilah* seconded. Motion passed unanimously.

Meeting Minutes

Janet moved to accept the December 13th, 2012 minutes with changes. *Jeremy* seconded and the motion passed unanimously.

Connect 2013

Shilah stated that we are on track and getting ready to send out registration. For our keynote speaker this year the Grand Ronde Tribe is offering a welcoming ceremony followed by *Erik Thorsgard* giving a presentation on the tribe and partnerships. *Shilah* said we will also re-recognize the Grand Ronde Tribe as the OACD large cooperator of the year.

Jeremy wanted to bring a gift. *Jackie* thought that it might be neat if we got a bunch of districts to bring a feature of something from their area and put it together to represent our different districts from across the state. *Jackie* offered to pursue the gift idea further after she talks to the resource specialist to find out more information on this tradition.

Lisa explained to the board that the registration process will be different this year. The registration cost will be \$400 which is the cost to OCEAN for each person to attend. Since we want to continue to offer this at an affordable rate to all SWCD's, any employee can qualify for a \$250 scholarship from OCEAN, which would make their cost to attend \$150. The board discussed it and decided that an employee must be an OCEAN member to qualify for the scholarship. This decision came about as a way for SWCD's to pay the full cost of registration if their districts have the funds to while still giving those that cannot afford the full price an option to continue paying the reduced rate. This is another step towards Connect becoming more long term sustainable and less reliant on grant funds.

Membership

Currently the membership year is based on the calendar year. Since the board wants to require an OCEAN membership for anyone applying for a Connect scholarship the board felt it would be more appropriate to have the membership year go from annual meeting to annual meeting. This also will reduce the mailings to recruit members as this information can go out with the Connect registration information and members can pay at Connect for the next year. So, all 2012 OCEAN members will not need to renew until Connect this year. *Jackie* motioned to change the annual membership year from annual meeting to annual meeting and *Walt* seconded. Motion passed unanimously.

Connect Invitees

Jeremy proposed inviting Ryan Conner of NOWC to attend Connect. The board felt that they need to pay full price per person. Lisa suggested they could donate \$500 and can qualify as a sponsor with 2 free registrations but this would not include hotels. The board discussed how many from NOWC should be invited and they decided that Jeremy can invite 4 NOWC employees and/or board members on behalf of OCEAN. Jeremy will talk to Ryan about what they would like to do.

501c3 Update

Lisa sent out draft Bylaws for the board to review and discuss. She explained that many of the changes are in the organization of the bylaws, not the actual content. The board went through the bylaws one Article at a time. Below are the items discussed and the board's decisions. The updated bylaws are attached to the end of the minutes.

Throughout the whole document:

- Lisa asked the board if they would be okay with changing Association to Corporation since we have been trying to get away from the idea of being an Employee Association. The board discussed this and *Walt* suggested we refer to ourselves as the Network since that's truly what we are. The board agreed on referring to OCEAN as the Network throughout the bylaws.
- The board agreed that referring to ourselves as the Board of Directors made the most sense in the bylaws. Lisa clarified that we will still be directors representing our basins. This change will make the bylaws easier to follow instead of using Directors and Representatives both in the document.
- Lisa explained that many things were generalized when revising the Bylaws. This is because the Bylaws are not supposed to be changed often. Details are supposed to be in Policies which is something the Board will work on over the next year. This is where the board will define these details. She reminded the board that we are obligated to follow our Bylaws, so it's safer to have general guidelines than details. The board agreed that was a good idea. There was concern that we needed to adopt policies now, but Lisa clarified that is not required for 501c3 application and that is something the board should work on in the future, but focus on the Bylaws for now.

Article I: Name, Purpose, Area

- Lisa added the standard 501c3 clause under "Purpose" and added Section 3. Area.

Article II: Membership

- A major change that Lisa pointed out was that the Bylaws now state that both Members and Associate Members become members by following the policies established by the Board and are not specified in the Bylaws.
- The board discussed whether or not to continue requiring a membership fee. There was some disagreement among the board of whether we should charge a fee in the future. The board agreed that this is a topic that will be taken to the membership to vote on at the Annual meeting. The membership will have the option to charge a fee to either members or associate members, both, or neither.
- The rest of Article II was discussed with only a few grammatical changes to be made, except for in Section 9 the board asked Lisa to add wording to include electronic written communication.

Article III: Board of Directors

- The board discussed various topics in this section including that vacancies will be filled by a vote of the board of Directors, Directors can be removed with or without cause by the membership, changing the number in a quorum to 6 board members, some votes require a majority of board members in office, not necessarily present, the Board of Directors determine meeting times, places, and purposes, special meetings require a 1 day notice to board members, the new meeting by telecommunication or computer section, and action by consent.
- The board agreed with these new policies.
- The major discussion in this section was how to handle the make-up of the Board of Directors. After much discussion the board decided to take this to the membership as well. The members will be given a few options of how the board could be made up including remaining the same, no regional directors, or fewer regions and regional directors. Lisa pointed out we would need to have a map of the alternative regions. The board was asked to draft a few ideas to discuss at the March board meeting.

Article IV: Committees

- The board reviewed this section and agreed with the new version.

Article V: Officers

- Lisa pointed out there are no major changes in this section and it is mostly just generalized compared to the past bylaws. One of the changes made was to clarify how and when a vacancy needs to be filled.
- The board discussed whether they would like to have term limits for the president, no limits, or it was suggested that we have some continuity such as the vice president becomes the president and the president plays a role as the past president. This would allow people to know how long they will be involved, have continuous turn over, but allow for easier transitions. The board decided to think of ideas and revisit this topic in March.

Article VI. Corporate Indemnity

- The board felt comfortable with the language provided. Lisa asked that if any of the board members know someone with knowledge on this topic they ask them to look over it. The language used in this section is the recommended language.

Article VII. Amendment to Bylaws

- The new description allows the Board and/or the membership to change the Bylaws. This is the recommended format. It's stated that the board has the best knowledge to change Bylaws and therefore the most appropriate, but since our members have always had this privilege Lisa felt it more appropriate to state both the board and the members have the ability to change the Bylaws. There are clauses in there stating what can only be changed by a membership vote. This option has the best balance of the Board being able to handle any small details that may come up, while the membership still has the only authority to change the major issues. The board agreed with this idea.

Communications Committee

Jason reported that the Awards committee had met and asked if it was okay with the board to not do a spotlight award since Shilah already has some presentations that would be a good fit to highlight in these spots. The board agreed that was fine. Jason reminded the board that all the Districts need to register on the website. He so far only has 15 registered. *The Directors representing areas are asked to remind the Districts in their areas to register on the OCEAN website right away.* This information is needed to do the Year of Service Awards.

Jeremy asked if anyone had anything else to discuss. Teresa mentioned that a lot of Extension offices received grants for regional trainings so that might be an area of opportunity for OCEAN to look into partnering on regional training.

Due to the length of the meeting the board agreed to table the rest of the agenda till the March meeting.

Jeremy adjourned the meeting.