

OPERATING PROCEDURES
of the
TOMALES BAY WATERSHED COUNCIL

Pacific Coast Learning Center, Hwy. 1, Olema, (P.O. Box 447, Point Reyes Station, CA 94956)

1. Overview

The following Operating Procedures (Procedures) are intended to guide the members of the Tomales Bay Watershed Council (Council Member(s), collectively, the Council Membership) in its operations and to promote effectiveness, openness and inclusiveness.

The Tomales Bay Watershed Council (Council) was created in December 1999 by the Tomales Bay Advisory Committee, community members, local organizations and agencies.

All organizations and individuals interested in the Tomales Bay watershed are encouraged to attend Council meetings and to participate in the work of the Council, whether or not they are members of the Council.

However, Council Membership requires the signing of these Operating Procedures, which shall also constitute an endorsement of both the *Tomales Bay Watershed Stewardship Plan: A Framework for Action 2003* and the *Integrated Coastal Watershed Management Plan for Tomales Bay 2007*. See *Section 2.3 Adding Council Members* below.

2. Membership

2.1 Council Members

Council Members may be added to, or deleted from, the Council by the Consensus (see Section 3.4) of the existing Council Members at any meeting called for that purpose.

2.2 Alternates

Each Council Member may designate an alternate representative to act in the case of the Members absence to decide issues presented to the Council for action, but only one representative per Council Member counts in the quorum and vote. Such Alternates must be designated by the Council Member and communicated to the Council Chair in advance of any Council meeting in order to act in the meeting following such communication as an Alternate.

2.3 Adding Council Members

Council Membership is limited for efficient conduct of the Council's business, however any person, agency or group may apply for Council Membership and any Council Member may propose to add new Council Members subject to the following criteria:

- (a) Council Membership is limited to individuals who reside or work in, the Tomales Bay watershed, or non-governmental organizations and agencies with an interest or jurisdiction in the watershed.
- (b) Prospective members must have participated for at least one year in Council or Council committee meetings prior to being admitted as a Council Member.

- (c) Prospective members should have a clear interest in the goals and projects of the Council, a stake in the issues confronting the watershed and an ability to contribute to the work of the Council.
- (d) Overall Council Membership shall reflect the broad-based stakeholder participation noted in the Council Mission Statement (attached hereto as Attachment A)) and by the signatories of the 2003 TBWC Stewardship Plan.

Representatives of national organizations (such as the Sierra Club or the Farm Bureau) must be selected from the organization's local entities or are local residents affiliated with the organization. All Council members shall be committed to Council goals and the consensus process as noted in 3.7.

2.4 Removing Council Members

In considering the issue of whether an organization or individual will be removed from membership, removal must be agendaized for discussion and action at a Council meeting, and the individual or organization may participate in the discussion but not participate in determining final action. Grounds for removal can include failure to attend meetings or adhere to the agreed-to ground rules and procedures. When proposing the removal of a member, the Council Chair and Steering Committee shall solicit suggestions for alternative representatives from the broad stakeholder group previously represented by the Council Member who is proposed to be removed.

2.5 Automatic Suspension of Membership

Attendance by Council Members is of critical importance. If a Council Member is absent from three consecutive regular meetings of the Council, their membership will be automatically suspended at the beginning of the third meeting and thus they will not count in consideration of a quorum. A suspended membership will automatically be reinstated if the Member attends the next (fourth) consecutive meeting.

2.6 Automatic Termination of Membership.

If a Council Member is absent from four consecutive meetings of the full Council, their membership will be automatically terminated at the beginning of this fourth meeting. Terminated members may re-apply for Council Membership.

3. Meetings of the full Council

3.1. Annual and Regular Meetings of the full Council

A schedule for the next year's regular meetings of the full Council membership will be determined at the Annual Meeting but will not be less than one meeting in addition to the Annual Meeting. Meetings will be held at a publicly accessible location, and at such place or time as established in advance by notice to the Council Members, provided that the Annual Meeting shall be held in November of each year.

3.2. Special Meetings of the full Council

Special meetings of the Council Members for any purpose or purposes may be called by the Council Chair, one half of the members of the Steering Committee, or by the written request of 25% of the Council Members.

3.3. Meeting Quorum

Presence at a regularly scheduled or special meeting of one half of the Council Members will constitute a quorum for the conduct of business. Members not present at a meeting who object to a decision made, may request the Council revisit the decision at a future meeting. The determination of whether to revisit the decision is up to the Council without the participation of the Council Member so requesting. If the Council elects to revisit a decision it will be calendared as an action item for the next Council meeting.

3.4 Decisions at Meetings

Actions taken at the meetings will be by consensus, that is, the positive vote of all Council Members present but excluding those Council Members who abstain. If a Council Member elects to disagree with a proposed action, then that Council Member is obligated to suggest a Workable Alternative (as defined in Section 3.7). Discussion and facilitated dialog during Council meetings will be open to every person present; however, only Council Members (or their alternates) will participate in reaching consensus. Members who abstain (e.g. agencies prohibited from endorsing certain actions) shall have their agency names removed from the Council letterhead on any letter referencing such Council endorsement.

3.5. Meeting Summaries

For both meetings of the full Council and the Steering Committee, the Council Chair (or, in the absence of the Council Chair, the Steering Committee) shall prepare, or direct the designated Recorder to prepare, a summary of all issues discussed and decisions made, including a list of Council Members present and absent and as soon as practicable distribute same to the Council email list and direct the Webmaster to make it available through the Council webpage.

3.6. Notice of Meetings

Notice of meetings specifying their time and place, together with an agenda, will be sent by electronic mail to all Council Members who have provided the Council with an electronic mail address, (or by first class mail, to those without such email address) to the mailing addresses on council records no less than 10 working days before such meeting.

3.7. Meeting Ground Rules

The following ground rules will be used for all Council meetings:

- 1) Focus on the issues, not personalities
- 2) Listen without interrupting
- 3) Respect other views
- 4) Be constructive and solution-based
- 5) Everyone contributes, no one dominates
- 6) Use a consensus approach
- 7) If you can live with it, don't disagree (i.e. if a Council Member disagrees with a proposed

action, then that Council Member is obligated to suggest a workable alternative that is acceptable by consensus of the Council Members present (“Workable Alternative”).)

4 Council Officers: Nominations and Elections

4.1 Nominations

With the agenda for the November Annual Council meetings, the Chair or Steering Committee will circulate to the Council Members all nominations for Council Committee Chairs, and for the Council Chair and Council Vice Chair. At the November Annual Meeting, suggestions for other persons to fill such roles may be made by Council Members. Selection of the recommendations will be by consensus (as set forth in Section 3.7), with or without a secret ballot, as the Council may decide. Officers shall serve one year terms or until their successors are elected, whichever is later.

4.2 Chair of the Council

The Council Members will elect a Council Member to serve as Council Chair who will preside at Council Meetings and meetings of the Steering Committee. The Council Chair is required to be actively involved with the Council for a minimum of two years prior to being eligible to serve as Council Chair.

4.3 Chair Duties

The Council Chair will, subject to the control of the Council, generally supervise, direct and oversee the activities, committees, and business of the Council. The Council Chair will work with Committee Chairs to ensure progress in their activities and will facilitate Council discussions to reach decisions on action items. The Council Chair will be the signatory for the Council and have the powers and duties as may be prescribed by the Council and the Operating Procedures of the Council. The Council Chair will support the goals of the Council and support the Operating Procedures of the Council.

4.4 Council Chair Administrative Support

The Council Chair, with the consent of the Council may nominate and direct administrative support either through volunteers or through contractual agreement with the Tomales Bay Watershed Council Foundation (TBWCF) by the process outlined in Section 7.2. Administrative functions may include but are not limited to a Recorder, who will assure that the summaries of proceedings of the Council and the Steering Committee are prepared and maintained, and to keep record of the attendance of the Members and other participants in those meetings; a Facilitator to enable Council discussions to reach decisions on action items; and a Webmaster to make meeting summaries, agendas and other Council business available through the Council’s website. All official communications from the Council must originate from the Council’s email address (not from personal email addresses).

4.5 Emeritus Chair of the Council

After serving, the Chair becomes an Emeritus Chair and continuing member of the Council Member, provided that the Emeritus Chair continue to fulfill the requirements of Council Membership set forth herein.

4.6 Vice Chair

During the Annual Council Meeting, Council Members shall elect a Council Vice Chair. The Council Vice Chair is required to be actively involved with the Council for a minimum of one year prior to being eligible to serve as the Council Vice Chair. The Council Vice Chair provides support to the Council Chair, Steering Committee in day-to-day business, and acts as an alternate for the Council Chair during Council and Steering Committee meetings, and as an alternate signatory for the Council Chair as needed in conducting Council business.

4.7 Steering Committee

The Steering Committee consists of all Council Committee Chairs and include the Chair and Vice Chair of the Council. The Steering Committee will supervise the day-to-day operations of the Council's activities, review financial reports, recommend payment by the TBWCF of bills authorized by the Council, develop Council meeting agendas and consider any correspondence submitted to the Council. The Steering Committee is also empowered to make decisions on behalf of the Council when such decisions must be made before the next scheduled meeting of the Council, unless the issue to be decided has been specifically reserved by the Council for action at a Council meeting.

4.8 Steering Committee Meetings and Quorum

The Steering Committee will meet as needed at the offices of the Council, or at such time and place as the Council Committee may determine after proper notice to Council Members. A quorum of the Steering Committee will be a majority. Decisions of the Steering Committee will be by majority vote of the quorum present. The Council Chair, or any two other members of the Steering Committee, may call a meeting of the Steering Committee.

4.9 Notice of Steering Committee Meetings

Notice of the date, time, place and agenda of the matters to be considered will be sent by electronic mail to all Council Members and be made available through the Council website at least 10 working days in advance of any such proposed meeting.

4.10 Consent to Steering Committee Meetings or Actions

Any action which could be taken at a properly noticed meeting of the Steering Committee may also be taken without a meeting if authorized by all of the members of the Steering Committee. Members of the Steering Committee may also participate in a meeting by means of a conference telephone or similar communications equipment so long as all persons participating in the meeting, including Council members and the public can hear each other. Participation in a meeting in that way will constitute presence in person at that meeting.

4.11 Removal of members of the Steering Committee

The entire Steering Committee, or any individual member, may be removed from office by the Consensus vote of all Council Members other than those whose office is at issue.

4.12 Soliciting Council Approval or Support for a Project

a. The Steering Committee will have the sole authority to make a determination of Council approval or support for a Project only when the matter is urgent, and resolution cannot wait for

Council consideration. A Project shall include:

- support for or opposition to any legislative or policy issue, or
- any matter requiring Council resources or otherwise promoted as a Council event or
- any initiative that has not been previously approved by Council or Steering Committee action.

Council Members shall not identify themselves as a Council Member unless authorized by a Council officer to do so and expressing a position equivalent to that approved by the Council.

b. Any request for Council support of a Project to be considered by the Steering Committee must include, to the extent applicable:

- 1) A deadline for a letter of support and an explanation of why the request constitutes an urgent matter that cannot wait until the next Council Meeting.
- 2) A written Project description consistent with and contributing in a significant way to progress in achieving Council goals and objectives and the Council's planning process;
- 3) A Project budget, list of potential funders to be solicited, identification of project locations and a list of partners involved,

These details must, at least 10 working days in advance of the proposed meeting, be emailed to all Council members and posted Council website. The Steering Committee may support such Project only by Consensus (as defined in Section 3.7) or may deny or refer a request to the full Council or to a Council Committee if additional information and/or input is necessary.

4.13 Summaries of Steering Committee Meetings

A Steering Committee Meeting summary, including a list of Council Members and other Steering Committee members present and absent, will be prepared to capture the decisions, actions and recommendations made during all Steering Committee meetings. The Chair of the Council or the Steering Committee itself will assure that a summary will be kept of each meeting of the Steering Committee a copy of which, as soon as practicable, shall be distributed to the Council email list and available through the Council webpage. These summaries will be distributed to all Council Members, the mailing list and any other interested parties with the agenda of the following meeting of the Council.

4.14 Steering Committee Agenda Development

The Steering Committee will prepare the next Council Meeting agenda which will identify both information, action items and opportunities for public expression. Interested parties who wish to have an item placed on the agenda should so advise the Council Chair or any Steering Committee member. These items will be considered by the Steering Committee along with any Council recommendations from prior Council Meetings. Agendas so developed must, at least 10 working days in advance of such meeting, be distributed to the Council email list and posted on the Council webpage. Nevertheless, in the event that any Council Member determines that it is necessary that an issue be dealt with by the Council without such prior written notice in the agenda, they may request to modify the agenda subject to the Consensus of the Council at that meeting.

5. Council Committees

5.1. Establishment of Council Committees

The Council will have the authority to create and dissolve various Council Committees to further the goals of the Council and to appoint Council Committee Members, who need not be Council Members, to such Council Committees to serve at the pleasure of the Council provided that (a) such Committee Members are selected from among a slate nominated by that Committee Chair; (b) satisfy criteria for Committee membership as set forth by that Committee; and (c) at least one member of each committee is a Council Member. Committee Members and potential Committee Members are encouraged to attend Council meetings to familiarize themselves with the Council's goals and its process. All Council Committees shall have a written statement of purpose approved by the Council, and should self-evaluate at least once a year.

5.2. Council Committee Chairs

The Council will designate one Committee Member who is also a Council Member, as Committee Chair. It will be the obligation of the Committee Chair to prepare Committee agendas, call and preside over respective Council Committee meetings, communicate with Council Committee members through updates when needed if the Council Committee does not meet regularly and to assure that an accurate summary of proceedings of all Council Committee meetings is taken and transmitted to the Steering Committee promptly after each Council Committee meeting or uploaded to the designated location on the Council website. Each Council Committee Chair may recommend to the Council additional persons to serve on such Council Committee.

5.3. Committee Meeting Summaries

Summaries of Council Committee meetings, including a list of Council Committee Members and other Council Committee Members present will be prepared by the Council Committee Chair or their designee to capture the decisions, actions and recommendations made during all other Council Committee meetings. As soon as practicable, these summaries will be distributed to the Council Chair or in that absence, to the Steering Committee for distribution to the Council email list and made available through the Council webpage.

5.4. Conduct of Council Committees

Each Council Committee Chair will work with the other Committee Members to develop Project recommendations for consideration by the Steering Committee and the Council. Committee Chairs must seek the approval of the Steering Committee and the Council prior to implementing a Project. Additionally, all Council Committees, with the exception of the Steering Committee, shall submit correspondence which would bind the Council to implementation of a Project to the Steering Committee for endorsement before sending to outside entities in the name of the Council or the Council Committee.

6. Adoption and Amendment of the Procedures

6.1. Adoption and Amendment

These Procedures will become effective when adopted by consensus action of the Council. These Procedures may only be amended as an agenda item in a Council meeting after copies

of the proposed changes have been circulated to the Council Members for discussion and consensus action of the Council.

7. Fiscal Sponsorship

7.1. Council Establishment of the TBWCF

The Council has established the TBWCF as a nonprofit 501 (c) 3 entity in order to act as the Council's fiscal agent. Thus, the Council seeks and receive grants through the TBWCF and initiates and oversees activities for the benefit of the watershed through the TBWCF.

7.2 Funding Alternatives

The key element of implementing or funding the Council's stewardship and other plans is its voluntary aspect with respect to its members. Thus, the Council, through the TBWCF, shall promote additional opportunities for actions to benefit the region and to decrease competition for funding by supporting and/or implementing specific individual projects that different from those that its Council members are actively pursuing.

7.3 Council Administrative Support

The Council requires administrative support, which shall be funded by the TBWCF as the Council's sole fiscal agent. The Steering Committee, shall prepare an annual administrative budget and recommend approval by the TBWCF Board. Assuming all TBWCF contracting requirements are met, the Council Chair or the Steering Committee is empowered to select and direct a person or persons to perform Council administrative functions as described in section 4.4.

7.4 Election of the Foundation Board

The Steering Committee annually selects nominees for election by the Council to the TBWCF Board of Directors, which election process as set forth in these Operating Procedures and the TBWCF Bylaws, is intended to sustain orderly governance of the TBWCF's administrative duties. Should the Council fail to achieve a quorum for 6 consecutive regular meetings, the Council shall be considered dissolved and the TBWCF Directors shall then be elected from among themselves in order to continue the administration of their non-profit duties and funds per their Bylaws.