

**OPERATING PROCEDURES  
of the  
TOMALES BAY WATERSHED COUNCIL**

The following procedures are intended to guide the members of the Tomales Bay Watershed Council in its operations and to promote effectiveness, openness and inclusiveness.

**I. The Council**

The Tomales Bay Watershed Council (Council) was created in December 1999 by the Tomales Bay Advisory Committee, community members, local organizations and agencies. Current Council members are listed in the attached appendix (Appendix A).

A stakeholder coalition, the Council promotes comprehensive resource planning and management of the Tomales Bay watershed. The Council created a Watershed Stewardship Plan (adopted in 2003) and an Integrated Coastal Watershed Management Plan for the region (adopted in 2007) to guide its efforts. The Council promotes stewardship through implementation of these plans by providing an ongoing coalition to realize local priorities for natural resource planning while reporting the results to the general community.

Other people and organizations that are not currently Council Members are encouraged to participate.

Signing these Operating Procedures shall constitute an endorsement of both the *Tomales Bay Watershed Stewardship Plan: A Framework for Action 2003*, the Integrated Coastal Watershed Management Plan for Tomales Bay 2007, and the current Operating Procedures.

The Council's office, on the date of adoption of these Procedures as amended, is located at the Pacific Coast Learning Center, Hwy. 1, Olema, and its mailing address is P.O. Box 447, Point Reyes Station, CA 94956. The location of the office maybe changed by a majority vote of the members of the Executive Committee

## **II. Membership**

### *2.1 Council Members*

Organizations, agencies and groups of stakeholders may be added to, or deleted from, the Council by the consensus of the Members of the Council at any meeting called for that purpose. Agencies and local organizations may designate representatives. Representatives of national organizations (such as the Sierra Club or the Farm Bureau) are selected from the organization's local entities or are local residents affiliated with the organization. The Executive Committee may propose to the Council individuals for inclusion in Council Membership. Council members shall be committed to Council goals and the consensus process.

### *2.2 Criteria for Council Membership*

Council members include individuals who reside or work in, the Tomales Bay watershed, non-governmental organizations and agencies with an interest or jurisdiction in the watershed, or agencies having primary legal jurisdiction within the watershed.

Membership is limited for efficient conduct of the Council's business. However, 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. New Members may be added to the Council from time to time based on the following criteria:

1. Clear interest in the goals and projects of the Council demonstrated by sustained participation; and
2. A stake in the issues confronting the watershed; and
3. The ability to contribute to the work of the Council.

The addition of any new organization to the Council Membership requires that the organization endorse the *Tomales Bay Watershed Stewardship Plan: A Framework for Action* and adopt the Council's Operating Procedures.

### *2.3 Removal*

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 unwarranted failure to attend meetings or adhere to the agreed-to ground rules and procedures.

### *2.4 Chair of the Council*

The Members of the Council will annually meet and elect or confirm from those on the Council a Chair of the Council who will act as chair of Council meetings and meetings of the Executive Committee. The Chair will preside at all meetings of the Council and will, subject to the control of the Council, generally supervise, direct and oversee the activities, committees, Coordinator, and business of the Council. The 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 Chair will support the goals of the Council by providing consistency and upholding the Operating Procedures of the Council. The Chair is elected by the Members of the Council at the annual meeting for a one-year term. The Chair is

required to be actively involved with the Council for a minimum of two-years prior to being eligible to serve as Chair of the Council.

The Chair of the Council will work with the committees' Chairs to ensure progress in their activities. The Council Chair will also work closely with the Watershed Coordinator to further the work of the Council. The Chair of the Council will call all meetings of the Council to order, conduct the meeting, and facilitate it's discussion to reach decisions on Action Items. The Chair may also designate a Recorder to assure that the summaries of proceedings of the Council and the Executive Committee are prepared and maintained, and to keep record of the attendance of the Members and other participants in those meetings.

### *2.5 Emeritus Chair of the Council*

After serving the Council and upon being replaced, the Chair becomes the Emeritus Chair of the Council. The Emeritus Chair of the Council is responsible for new member orientation and communications; administrative support in preparation for monthly Council meetings; and provides general support and guidance to the current Chair and the Executive Committee as needed. The Emeritus Chair attends meetings of the Council and of the Executive Committee.

### *2.6 Vice Chair*

During the Annual Council Meeting, Members of the Council shall elect a Vice Chair. The 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 Vice Chair of the Council. The Vice Chair works with the Watershed Coordinator to track grants and to oversee monthly financial reports. The Vice Chair also provides support to the Chair, Executive Committee and Council's Coordinator in day-to-day business, and at monthly meetings. During this time, the Vice Chair acts as an alternate for the Chair during Council and Executive Committee meetings, and as an alternate signatory for Chair as needed in conducting Council business.

## **III. Meetings of Members of the Council**

### *3.1. Regular Meetings*

Members of the Council will meet six (6) times each year on the third Tuesday of the month from 4 to 6PM. at the Red Barn Classroom of the Point Reyes National Seashore. These meetings will be held during the months of January, March, May, September, October and December unless such place or time of meeting is changed in advance by notice to the Members. Meetings will be held in a publicly accessible location. At the end of every regular meeting Members may suggest issues to be addressed at future Council meetings. The Executive Committee shall have discretion as to which future meeting will address the issue, depending on the Council workload.

### *3.2. Special Meetings*

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

### *3.3. Quorum and Decisions at Meetings*

Presence at a regularly scheduled or special meeting of one half of the Council Members will constitute a quorum for the conduct of business. The Chair of the Council or, in the absence of the Chair, another member of the Executive Committee, will preside at the meetings. Discussion and facilitated dialog during Council meetings will be open to every person present; however, only Council Members will participate in reaching consensus. Members not present at a meeting and who have serious objection 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 person so requesting. If the Council elects to revisit a decision it will be calendared as an action item for the next Council meeting. Otherwise actions taken at the meetings will be by consensus, that is, the positive vote of all Members at the meeting voting on the issue. If a Member elects to disagree with a proposed action, then that Member is obligated to suggest a workable alternative. The Watershed Coordinator, or the Watershed Coordinator's appointee, will keep record of all issues discussed and decisions made by the Members.

### *3.4 Absence from Meetings of the Council*

Attendance by Members of the Council is of critical importance, as the viewpoint of each stakeholder is needed in reaching decisions relating to the Tomales Bay watershed. Each Member should make every effort to attend all meetings and, when such attendance is not possible, to designate a proxy to attend and vote on behalf of the Member. Council Member attendance at all meetings will be recorded in the summary of the meeting. If an organizational representative Member is absent from three consecutive meetings the Chair will discuss such absences with the organization. If a Member, representing an unorganized stakeholder group is absent from three consecutive council meetings, the Chair will discuss those absences with the Member and may recommend to the Council removal or replacement.

### *3.5. Meeting Summaries*

A meeting summary, including a list of Council Members present and absent, will be prepared to capture the decisions, actions and recommendations made during all Council, Finance Committee and Executive Committee meetings. The Executive Committee and the full Council must record meeting summaries and provide these summaries to the Watershed Coordinator. Council and Executive Committee meeting summaries since the last Council meeting will be distributed to all Members, the mailing list and any other interested party with the agenda of the following meeting. Meetings of the Members of the Council will begin with reviewing the summaries from the past Council meeting and most recent Executive Committee meetings. Chairs of the other committees will give verbal reports of their committees' meetings at each Council meeting. The Watershed Coordinator will maintain a record of the meetings of the Members and the decisions reached.

### *3.6. Notice of Meetings*

Notice of meetings specifying their time and place, together with an agenda, will be given by electronic mail to all Members who have provided the Watershed Coordinator with an electronic mail address, and by first class mail, to all others at the mailing addresses given to the Watershed Coordinator no less than five days before each meeting.

### *3.7. Proxies*

Members are asked to make a concerted effort to participate in the Council's activities, and Members will be permitted to act by proxy including the right to decide issues presented to the Council for action. Each Member will designate a proxy in the case that they are unable to attend a Council meeting.

### *3.8. 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 consensus approach
7. If you can live with it, don't disagree

### *3.9. Annual Meeting of the Council*

The meeting held in October of each year will be the annual meeting of the Council at which any new Members, the Chair of the Council and members of the Executive Committee will be selected by the Members of the Council to serve until their successors are selected.

### *3.10 Nominations and Elections*

During the month of August of every year, members of the Executive Committee will consult with Members of the Council to identify Members who may be willing and able to serve as members of the Executive Committee and as Chair of the Council. Also, the Executive Committee will receive at that time suggestions for additions to Membership in the Council. With the agenda for the September meeting, the Executive Committee will circulate to the Members their recommendations for new Members, Members to fill vacancies in the Executive Committee, and a person to serve as Chair of the Council. At the September meeting, suggestions for other persons to fill such roles may be made by Members of the Council. At the Annual Meeting in October, the Executive Committee, or a nominating committee if one has been appointed, will provide Members of the Council with any recommendations they may have for new Members of the Council, for Members to fill vacancies in the Executive Committee and for the Chair of the Council. Selection of the recommendations will be by consensus, unless action cannot be obtained by consensus, in which case action may be taken by alternate forms of decision-making including a majority vote (with or without a secret ballot, as the Council may decide) by Members present at the Annual Meeting.

## **IV. Executive Committee**

### *4.1. Responsibilities*

An Executive Committee will supervise the day-to-day operations of the Council's activities, review financial reports, approve payment of bills, develop monthly Council meeting agendas and consider any correspondence submitted to the Council. The Executive 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.

#### *4.2. Council Meeting Agenda Development*

The Executive Committee will prepare monthly Council meeting agendas which will identify both information and action items. Interested parties who wish to have an item placed on the agenda should so advise the Chair of the Council or the Watershed Coordinator prior to the Executive Committee meeting. These items will be considered by the Executive Committee along with any Council recommendations from prior meetings. The agenda will include action, discussion, future agenda and emergency items as well as opportunities for public expression. The Council meeting agenda can be modified, if necessary, between the Executive Committee and Council meetings at the discretion of the Chair of the Council, or in the Chair's absence, the Watershed Coordinator, so long as the agenda has not been sent to the Members. Nevertheless, in the event that either the Chair of the Council or the Watershed Coordinator determine that it is necessary that an issue be dealt with by the Council without prior written notice in the agenda, they are authorized to modify the agenda at a meeting so that the particular issue may be addressed in a timely manner.

#### *4.3 Members and Election*

The Executive Committee will consist of no less than five members, but no more than seven members, one of whom will be the Chair of the Council. The Watershed Coordinator shall attend meetings of the Executive Committee. Members of the Executive Committee will be elected annually during the October meeting of the Council and will serve for a term of two years. The terms of the members of the Executive Committee shall be staggered so that no more than three shall be selected in one year and no more than four shall be selected in the following year. In order to inaugurate these staggered terms, the members of the Executive Committee on the date of the adoption of these procedures shall draw straws to determine who has a two year term and whose term shall expire the following October. The terms of office of the members of the Executive Committee will begin immediately upon selection.

#### *4.4. Meetings and Quorum*

The Executive Committee will meet monthly at the offices of the Council, or some other agreed upon location, on the fourth Thursday of every month or at such other time and place as the Executive Committee may determine. A quorum of the Executive Committee will be three members. Decisions of the Executive Committee will be by majority vote of all Executive Committee members. The Chair of the Council, or any two other members of the Executive Committee, may call a special meeting of the Executive Committee.

#### *4.5. Notice of Meetings*

If a meeting of the Executive Committee is scheduled for a date, time or place other than as specified in Section 4.4, notice of the date, time and place of the proposed meeting will be sent by electronic mail to all Members of the Council with an agenda of the matters to be considered at the meeting and a list of all pending solicitations for project support.

#### *4.6. Consent to Executive Committee Meetings or Actions*

The transactions of any meeting of the Executive Committee, however called and noticed and wherever held, will be valid as though they had been at a regularly called meeting of the Executive Committee, so long as a quorum is present. Any action which could be taken at a

meeting of the Executive Committee may also be taken without a meeting if authorized in writing and signed by all of the members of the Executive Committee.

#### *4.7. Meeting by Conference Telephone*

Members of the Executive Committee may participate in a meeting by means of a conference telephone or similar communications equipment so long as all persons participating in the meeting can hear each other. Participation in a meeting in that way will constitute presence in person at that meeting.

#### *4.8. Vacancies*

Vacancies in the Executive Committee may be filled by a majority of the remaining members of the Executive Committee, although less than a quorum, or even by a sole remaining member of the Executive Committee. Each replacement member so elected will hold office until his successor is elected at the next regular meeting of the Council, or at a meeting of the Members called, solely or in part, for that purpose. Members may at any time elect a member to the Executive Committee to fill a vacancy not filled by the existing members of the Executive Committee. A vacancy will be deemed to exist on the death, removal or resignation of a Executive Committee member, or if the Council Members fail to elect the minimum number of members of the Executive Committee.

#### *4.9. Removal of members of the Executive Committee*

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

#### *4.10. Soliciting Council Support for a project or program*

The Executive Committee will have the authority to make a determination if a request for support is consistent with the criteria outlined in Section 4.11. The Executive Committee may support, deny or refer a request to the full Council or to a committee if additional information and/or input is necessary. If Council support or approval is granted, it will be expressed according to the needs of the solicitation (e.g. letter, email, etc.). If a request is referred to a committee, the committee will then make a recommendation to the Executive Committee for action. All Executive Committee actions (approval, deferral, denial) must be reported to the full Council at the subsequent monthly meeting. For a request to be considered by the Executive Committee, it must include a written project description, project budget, list of potential funders to be solicited, identification of project locations, list of partners involved and a deadline for a letter of support. If time is not critical, a request for support must be referred to the Council at its next scheduled meeting.

#### *4.11. Criteria:*

1. The project/program must be consistent with, and contribute in a significant way to progress in achieving Council goals and objectives; and
2. The project/program must be consistent with the watershed plans and the Council's planning process; and
3. The project/program must be supported without an objection of the Executive Committee.

#### *4.12. Summaries of Executive Committee Meetings*

A meeting summary, including a list of Council Members and other committee members present and absent, will be prepared to capture the decisions, actions and recommendations made during all Executive Committee meetings. The Chair of the Council will assure that a summary will be kept of each meeting of the Executive Committee a copy of which will be transmitted to the Watershed Coordinator. These summaries will be distributed to all Members, the mailing list and any other interested parties with the agenda of the following meeting of the Council for approval. Meetings of the Members of the Council will begin with approving the Committee meetings held during that month.

### **V. Finance Committee**

Intentionally Omitted

### **VI. Other Committees**

#### *6.1. Establishment of Committees*

The Council will have the authority to create and dissolve various committees to further the goals of the Council and to appoint members, who need not be Members of the Council, to such committees to serve at the pleasure of the Council provided that 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 committees shall have a written charge approved by the Council, and should self evaluate at least once a year. .

#### *6.2. Chairs of Committees*

The Council will designate one of the members of each committee as chair of the committee. It will be the obligation of the chair to prepare agendas, call and preside over all committee meetings, communicate with committee members through updates when needed if the committee does not meet regularly and to assure that an accurate summary of proceedings of all committee meetings is taken and transmitted to the Executive Committee promptly after each committee meeting. The chair of each committee may recommend to the Council additional persons to serve on such committee.

#### *6.3. Meeting Summaries*

Summaries of committee meetings, including a list of Council Members and other committee members present will be prepared to capture the decisions, actions and recommendations made during all other committee meetings. These summaries will be distributed to the Executive Committee and Watershed Coordinator.

#### *6.4 Conduct of Committees*

The Chair of each committee of the Council will work with the other members of that committee to develop recommendations for consideration by the Executive Committee and the full Council. Chairs of the Committees of the Council must seek the approval of the Executive Committee and the Council prior to taking action. Additionally, all committees, with the exception of the Executive Committee, shall submit substantive correspondence to the Executive Committee for endorsement before sending to outside entities in the name of the Council or the Committee.

## **VII. Watershed Council Watershed Coordinator**

### *7.1. Appointment*

With the approval of the Council, the Executive Committee, or a hiring committee if one has been appointed, is empowered to select and engage a Watershed Coordinator on such terms as the Council will determine to be appropriate and in its best interests.

### *7.2. Duties*

The Watershed Coordinator coordinates and implements actions and activities of the Council and performs such other duties as directed by the Council and Executive Committee. The Watershed Coordinator shall attend meetings of all standing committees, including the Executive Committee, although without a vote. The Watershed Coordinator oversees the income and expenditures of the Council with oversight by the Executive Committee and Vice Chair. Working with the Executive Committee and Vice Chair, the Watershed Coordinator establishes procedures for the disbursement of the Council's funds in conjunction with the fiscal agents, and coordinates the activities of the fiscal agents. Based on the Council's priorities, the Watershed Coordinator projects the funding needs of the Council, a funding strategy and budget with oversight by the Executive Committee and Vice Chair of the Council.

### *7.3 Evaluation and Setting of Goals*

Annually in July the Chair of the Council, after consulting with the Executive Committee, shall meet with the Watershed Coordinator to provide the Coordinator with an evaluation of the Coordinator's performance over the past twelve months and to set performance goals for the Coordinator for the following twelve months.

## **VIII. Adoption and Amendment of the Procedures**

### *8.1. Adoption*

These Procedures will become effective when adopted by consensus action of the Council.

### *8.2. Amendment*

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.

## **IX. Fiscal Sponsorship**

9.1. The Council has established the Tomales Bay Watershed Council Foundation (TBWCF) as a 501 (c) 3 that acts as the Council's fiscal agent. The Council seeks and receives grants through the Tomales Bay Watershed Council Foundation and initiates and oversees activities for the benefit of the watershed through the TBWC Foundation. The Council annually elects the Board of Directors of the TBWCF in accordance with the Bylaws of the TBWCF. The key element of implementing or funding the TBWC stewardship plan is its voluntary aspect with respect to its members. The TBWCF wishes to promote additional opportunities for actions to benefit the region and to decrease competition for funding by supporting and/or implementing projects that its members are not interested in or able to undertake. Thus the TBWCF seeks to be additive to its membership and not replace or compete for funds with its own membership. The Council may engage assistance through the TBWC Foundation, either in a direct employment or contractual relationship.

**Appendix A**

**Oct. 2008-2009 Tomales Bay Watershed Council Members**

	Abbott, Jerry	Inverness Yacht Club
	Bennett, Gordon	Sierra Club
	Berner, Bob	Marin Agricultural Land Trust
	Borello, Judy	Farm Bureau
	Brown, Maria	Gulf of Farallones NM Sanct.
	Clark, Robert	North Marin Water District
	Crosse, Liza	Marin County Sup., Steve Kinsey
	Doughty, Sharon	Tomales Bay Agricultural Group
	Finger, John	Hog Is. Oyster Co.
	Forman, Alex	Marin Munic. Water District
	Fox, Ken	Tomales Bay Assoc.
	Gann, Kaaren	IPUD
	Gardali, Tom	PRBO Conservation Science
	R Plant or R. Giacomini	Marin RCD
	Gillmar, Stan	Inverness Assoc.
	Grossi, Henry	Sonoma-Marin Cattlemen's Association
	Grymes, Ann	East Shore Planning Group
	Hopkins, Dale	RWQCB
	Jones, Daniel	State Parks
	Kelly, John	Cypress Grove, ACR
	Lewis, David	U.C. Coop. Ext.
	McClellan, Jack	Bolinas Community PUD
	Mery, Michael	Watershed stakeholder
	Monson, Julie	League of Women Voters
	Neubacher, Don	PRNS
	Pileggi, Mairi	Watershed stakeholder
	Porrata, Carlos	Watershed stakeholder
	Seymour, Gail	Calif. Dept. Fish and Game
	Smith, Fred	Env. Action Committee
	Yarish, Tom	SPAWN