

BOISE RIVER ENHANCEMENT NETWORK

Governance and Operations

1. PURPOSE.

1.1 Mission Statement. We are a network of people that live, work and play in the Boise River watershed dedicated to promoting the ecological enhancement of the river.

1.2 Vision Statement. The Boise River is recognized as a valuable resource by all communities in the Treasure Valley. Boise River Enhancement Network participants envision a healthy Boise River that enriches the Valley's quality of life.

Imagine a Boise River that:

- Helps meet our communities' desire for outdoor recreation and economic vitality;
- Provides irrigation and drinking water to communities;
- Flows through natural and restored fish and wildlife habitat;
- Offers clean water for swimming and fishing;
- Inspires people to better understand and appreciate the river and engage in stewardship efforts.

2. GENERAL MEMBERS.

2.1 Membership Admission. All people, agencies and organizations that support the mission and vision of the Boise River Enhancement Network are eligible to become BREN general members. To become a general member join the BREN online group at <http://boiseriverenhancement.net/>. An alternate way to become a member is provide your name and contact information to the Coordinating Team.

2.2 Responsibilities. 1) General Members elect Coordinating Team members; 2) General Members will work together in support of the mission, vision and goals of BREN; 3) General Members will act respectfully and search for opportunities to develop group solutions; and 4) General members are invited to participate at all Coordinating Team meetings.

2.3 Official Communication. Official communication with general members will happen through the BREN online group.

2.4 Annual Meeting. The annual meeting of the members shall be held on the date and at such time as the Coordinating Team shall fix each year for the purpose of transacting such business as may come before the meeting.

2.5 Notice of Meetings. It shall be the duty of the Secretary/Treasurer to send a notice of each meeting of the Coordinating Team and any BREN general meeting, stating the purpose thereof as well as the day, hour and place where such meeting is to be held, to each Member at least fourteen (14) days prior to such meeting.

3. COORDINATING TEAM.

3.1 General Powers. The Coordinating Team is delegated the authority to act on behalf of the Boise River Enhancement Network. The Coordinating Team will be elected by the general members.

3.2 Responsibilities. 1) The Coordinating Team will provide direction to BREN in order to achieve BREN's vision, including setting goals, policies and procedures; 2) The Coordinating Team will hold at least 6 meetings per year; and 3) Each member of the Coordinating Team will participate in most of the

Coordinating Team meetings each year, demonstrate a commitment to BREN through involvement in BREN work and cooperate with others to fulfill BREN's vision.

3.3 Number of Coordinating Team Members. The Coordinating Team of the Boise River Enhancement Network shall consist of no fewer than seven (7) members and no more than thirteen (13) members.

3.4 Election and Qualifications of Coordinating Team.

3.4.1 Notice. No later than August 1st, notice of the expiration of a BREN Coordinating Team member's term of office and the opportunity to submit applications for the new term of office shall be published on the BREN website and sent by email to BREN members. The notice shall identify and/or describe: the incumbent Team member whose term is expiring, the process for application, and the process for election.

3.4.2 Team Member Qualification Requirements. Only persons who are members of BREN shall be qualified and eligible for election to the Coordinating Team. Incumbent Team members are qualified and eligible for re-election to the Team.

3.4.3 Submission of Applications. Applications shall be submitted no later than August 31st to the Chair of the Coordinating Team or to another person designated to receive nominations by the Coordinating Team. All applications shall be submitted on the form approved by the Coordinating Team. On the application form, the applicant shall: provide name and contact information, describe their affiliation, if any, describe their relevant experience or interest, describe the expertise they will contribute to achieving the vision of BREN, and state they are a member of BREN.

Incumbent Team members seeking re-election to the Coordinating Team shall so state on the application form, and may, but shall not be required to, submit additional information regarding their interest in continuing to serve on the BREN Coordinating Team.

3.4.4 Coordinating Team Election. The Coordinating Team election shall be held for seven days starting on the third Monday of September. The election will be held online. All BREN members are eligible to cast one vote for each of the vacant Team seats. If there are more candidates than Team seats, then the candidates with the most votes will be elected.

3.5 Term of Office. Each Coordinating Team member's term of office shall commence on October 1st. Terms are two (2) years, and Team members may be re-elected.

3.6 Vacancies. If any vacancy occurs in the Coordinating Team, the Chairperson shall submit name(s) to the Coordinating Team. The vacancy may be filled by the affirmative vote of two-thirds (2/3) of the remaining Coordinating Team. A Coordinating Team member elected to fill a vacancy shall be elected for the unexpired term of such Coordinating Team Member's predecessor in office.

3.7 Removal of Coordinating Team Members. At a meeting of the Coordinating Team called expressly for that purpose, any Coordinating Team member may be removed with cause by a vote of a majority of the Coordinating Team members then in office. Any Coordinating Team member may be removed at such a meeting without cause by a vote of two-thirds (2/3) of the Team members then in office.

3.8 Officers.

3.8.1 Number. The officers of the Boise River Enhancement Network shall consist of a Chair, Vice Chair, and Secretary/Treasurer, each of whom shall be members of and elected by the Coordinating Team. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Coordinating Team.

3.8.2 Election and Term of Office. The officers of the Boise River Enhancement Network shall be elected annually by vote at the first meeting held after the Coordinating Team election. If the election of officers shall not be held at such meeting, such election shall be held as soon as practicable thereafter. Terms are one (1) year, and officers may be reelected once.

3.8.3 Removal. Any officer may be removed by the Coordinating Team whenever in its judgment the best interests of the Boise River Enhancement Network will be served thereby, using the same criteria for removal as in section 3.6 for Coordinating Team members.

3.8.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Coordinating Team for the unexpired portion of the term, using the same criteria for removal as in section 3.6 for Coordinating Team members.

3.8.5 Chair. The Chair will ensure meeting dates/times/places are determined and publicized, meeting agendas are prepared and published and meetings are facilitated. The Chair will lead the Team to accomplish its work and be willing to represent BREN.

3.8.6 Vice-Chair. The Vice-Chair will assist the Chair and act as Chair in the absence of the Chair.

3.8.7 Secretary/Treasurer. The Secretary/Treasurer will make sure Team meetings are noticed at least 2 weeks in advance and that Team agendas and minutes are posted on the website within 2 weeks of the meeting. In the event BREN collects or distributes money, the Secretary/Treasurer will keep records and report to the Coordinating Team.

3.9 Quorum and Consensus Decision-Making. A majority of the duly elected Coordinating Team members shall constitute a quorum for the transaction of business at meetings of the Coordinating Team. A majority of the number of subcommittee members shall constitute a quorum for the transaction of business at a meeting of such subcommittee. In all cases, decisions shall be made by consensus except as noted elsewhere in the Governance and Operations document. Consensus decision-making seeks the consent of all participants. Consensus is defined as an acceptable solution that can be supported by all even if not the "favorite" of an individual. See Appendix A for consensus process.

3.10 Compensation. No Coordinating Team member shall receive a salary or compensation for services in that capacity but may be reimbursed for actual expenses incurred in the performance of such services. This provision shall not preclude any Coordinating Team member from serving the Boise River Enhancement Network in any other capacity and receiving compensation for services rendered.

3.11 Conflicts of Interest. Any Coordinating Team member who has an interest in a contract or other transaction presented to the Coordinating Team or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of their interest to the Coordinating Team or subcommittee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such a person about the contract or transaction that might reasonably be construed to be in conflict with the Boise River Enhancement Network's interest. No Coordinating Team member shall vote on any matter which has a direct bearing on services to be provided by that Coordinating Team member, or any organization which such Coordinating Team member represents or which such Coordinating Team member has an ownership interest or is otherwise interested or affiliated, which would directly or indirectly financially benefit such Coordinating Team member.

3.8 Subcommittees.

3.8.1 Membership. The Coordinating Team may designate and appoint one (1) or more subcommittees, each of which shall consist of one (1) or more Coordinating Team members.

3.8.2 Standing Committees. Standing Committees to be determined as needed.

4. MISCELLANEOUS.

4.1 Books and Records. At its designated place of business, the Boise River Enhancement Network shall keep: (a) correct and complete books and records of account; and (b) minutes of the proceedings of its members and Coordinating Team. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

4.2 Loans. No loans shall be contracted on behalf of the Boise River Enhancement Network and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Coordinating Team.

4.3 Contracts. The Coordinating Team may authorize any officer of the Boise River Enhancement Network to enter into any contract in the name of and on behalf of the Boise River Enhancement Network, and such authority may be general or confined to specific instances.

4.4 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Boise River Enhancement Network, shall be signed-by such officer of the Boise River Enhancement Network as determined by the Coordinating Team.

4.5 Purchasing. Coordinating Team Officers, with unanimous agreement, have authority to purchase goods and services directly with suppliers at a value below \$500.

4.6 Deposits. All funds of the Boise River Enhancement Network not otherwise employed shall be deposited from time to time to the credit of the Boise River Enhancement Network in such banks, trust companies or other depositories as the Coordinating Team may select.

4.7 Gifts. The Coordinating Team may accept or reject gifts on behalf of the Boise River Enhancement Network any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Boise River Enhancement Network.

4.8 Annual Financial Statements. The officers of the Boise River Enhancement Network shall cause a balance sheet as of the closing date of the last fiscal year, together with a statement of income and expenditures for the year ending on that date, to be prepared and presented to the Coordinating Team within three months of the end of the fiscal year.

4.9 Fiscal Year. The fiscal year of the Boise River Enhancement Network shall begin on the first day of January and end on the last day of December in each year.

4.10 Amendments. The Coordinating Team may adopt, amend or repeal any part of this Governance and Operations at a meeting of the Coordinating Team provided the nature of the proposed changes are communicated to all general members at least 2 weeks prior to the meeting and approved by consensus.

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Appendix A – BREN Consensus Decision Making Process

Definition. Consensus decision-making seeks the consent of all participants. Consensus is defined as an acceptable solution that can be supported by all even if not the "favorite" of an individual.

Process.

1. **Clearly state the proposal.** It's best if people can see it in writing.
2. **Check for clarifications.** Does everyone fully understand what is being proposed?
3. **Ask whether anyone has reservations or objections.** With consensus there are several ways of expressing disagreement:
 - a. **Declaring reservations:** *I still have problems with the proposal, but I'll go along with it.* You are willing to let the proposal pass but want to register your concerns.
 - b. **Standing aside:** *I can't support this proposal because... but I don't want to stop the group, so I'll let the decision happen without me and I won't be part of implementing it.* The group may be happy to accept the stand aside(s) and go ahead. Or the group might decide to work on a new proposal, especially where there are several stand asides.
 - c. **Blocking:** *I have a fundamental disagreement with the core of the proposal that cannot be resolved. We need to look for a new proposal.* A block expresses a fundamental objection and always stops a proposal from being agreed. The group can either accept the block and immediately look for another proposal, or look for amendments to overcome the objection.
4. **Check for active agreement.** If there are no blocks, check for active agreement from everyone. People often show they agree by waving their hands, but watch out for silence or inaction and check for the reasons.