



WEST SOUND
WATERSHEDS COUNCIL

Bylaws

Approved: February 18, 2015
By Citizen Advisory Group

Article I – Lead Entity Bylaws

Section 1. Name

The name of this Lead Entity shall be the “West Sound Watersheds Council (WSWC).” Refers collectively to all committees.

Section 2. Geographic area

The WSWC geographic area includes Water Resource Inventory Area (WRIA) 15, excluding Hood Canal, and Vashon-Maury Islands, and is commonly referred to as the West Sound Watersheds.

Section 3. Purpose

The purpose of the WSWC is to achieve ecosystem recovery through restoration, preservation and conservation including requirements of convening a citizen’s committee pursuant to RCW 77.85; specifically to provide a citizen-based, technically sound evaluation of the proposed projects and to prioritize projects that will restore and protect the ecosystem. The WSWC will serve as the coordinating body for implementation of the East Kitsap (West Sound Watersheds) chapter of the Puget Sound Salmon Recovery Plan, which is also a component of the Puget Sound Action Agenda. The WSWC shall be coordinated by Lead Entity staff.

Section 4. Mission

The mission of the WSWC is to provide the nexus for science-based, citizen supported ecosystem recovery efforts through restoration, preservation and conservation.

Section 5. The WSWC shall continue its work until dissolved.

Section 6. Membership

The WSWC consists of volunteer members from the Citizen Advisory Group (CAG) and the Technical Advisory Group (TAG), and subcommittees. It is comprised of representatives from federal and state agencies, counties, cities, conservation districts, tribes, nonprofit organizations, environmental groups, businesses, business interests, landowners, citizens, volunteer groups, regional fish enhancement groups, and other habitat interests. Only two representatives from any one organization, jurisdiction, tribe or agency shall be members of either group (TAG or CAG) at the same time. If there is more than one member from an individual organization, jurisdiction,

tribe or agency attending meetings, then only one member is allowed to vote. Membership, to either the CAG or TAG will be maintained through the process described below:

- A. **Additions** - Members may be added year round after:
 - 1) A potential member contacts the Lead Entity Coordinator with a request.
 - 2) The new potential member will be announced at a WSWC meeting and asked to introduce themselves and explain their interest in becoming a WSWC member.
 - 3) Existing members will be invited to ask questions of the potential member.
 - 4) After introductions and discussions, existing members shall decide on new members' membership by consensus. The meeting Facilitator will determine if consensus has been reached, and if not, a vote will be called and must receive a majority (of the members present) to pass. Issues being put to a vote will be decided by a simple majority, with one vote per organization.

- B. **Terminations** - Membership will be terminated under the following conditions:
 - 1) The member no longer wishes to participate. Resigning members can provide an interim or final replacement to represent their organization and inform the Lead Entity Coordinator of their desire to terminate their membership.
 - 2) The WSWC decides, by consensus, for a membership to be terminated after it is determined that the member has violated the Code of Ethics. The meeting Facilitator will determine if consensus has been reached, and if not, a vote will be called and must receive a majority (of the members present) to pass. Issues being put to a vote will be decided by a simple majority, with one vote per organization.

Section 7. Subcommittee and Ad-hoc work groups

The WSWC can operate with both standing subcommittees and ad-hoc work groups that provide recommendations to the full WSWC for decision making. The WSWC may create ad-hoc work groups to complete specific tasks. All ad-hoc work groups will have clearly defined tasks to accomplish by a specified date. Membership of ad-hoc groups shall be open to the full WSWC.

Section 8. Absentee Policy

Attendance at the meetings is important to continue being an informed WSWC member and providing useful input into the process. Meeting attendance is expected of WSWC members and guidelines are listed in the below section.

- A. **CAG Attendance** - It is expected that CAG members will:
 - 1) Participate in meetings consistently.
 - 2) Send a designee from their organization, if member cannot attend meeting.
 - 3) If unable to attend a meeting, it is the member's responsibility to inform themselves on issues discussed in those meetings through review of the meeting summaries and products.

- B. **TAG Attendance** - It is expected that TAG members will:
 - 1) Participate in meetings consistently.
 - 2) Attend project site visits. If unable to attend group site visit, TAG member will make arrangements to visit site another date before scoring the projects.
 - 3) Send a designee from their organization, if member cannot attend meeting.
 - 4) If unable to attend a meeting, it is the member's responsibility to inform themselves on issues discussed in those meetings through review of the meeting summaries and products.

Section 9. Meetings

The meetings shall be facilitated by the Chair, Vice-Chair or Lead Entity Coordinator. Meetings shall be open to the public and advertised on the WSWC website. Meeting frequency, time, and location shall be at the discretion of the Lead Entity Coordinator and WSWC members based on the need to meet to respond to policy and procedures. The Lead Entity Coordinator and meeting Chair person will draft an agenda and notify members via email. Citizen Advisory Group and TAG meeting summaries will be taken and distributed to all members. Citizen Advisory Group meetings will be posted on the WSWC website.

Section 10. Quorum

A quorum is defined as 50% + 1 of the active members. See Section 8 for requirements of active members.

Section 11. Passing Vote

Consensus shall be the preferred method for decision-making. The meeting Facilitator will determine if consensus has been reached, and if not, a vote will be called and must receive a majority (of the members present) to pass. Issues being put to a vote will be decided by a simple majority, with one vote per organization. The meeting Facilitator will note if decisions were made by consensus or majority vote.

In determining whether there is consensus, the following options are available:

1. Endorsement (I like it)
2. Endorsement with minor contention (I basically like it)
3. Agreement with reservations (I can live with it)
4. Stand aside (I don't like it but I will not stop it)
5. Block (I can't live with it)

Article II – Code of Ethics

Section 1. Individuals Bound by Code of Ethics

Members or employees of the following shall be bound by this Code of Ethics:

- A. WSWC Members (including TAG and CAG)
- B. Lead Entity Staff
- C. Project Sponsors

Section 2. General Principle

Individuals bound by this Code of Ethics must strive to maintain unbiased opinions. This accountability supersedes any conflicting loyalty such as membership on other boards or staffs. It also supersedes the personal interests of any board member acting as a consumer of the organization services.

Section 3. Public Statements

Members' interaction with public, press or other entities must recognize that they cannot speak for the WSWC except for stated WSWC decisions. The Lead Entity Coordinator can provide a letter of support for projects under the following conditions:

- A. Project has gone through CAG and TAG review and found to be viable
- B. Letter is written does not specify that WSWC supports the project, but rather the project is consistent with WSWC salmon recovery strategy
- C. Letter should be signed by the Lead Entity Coordinator

The WSWC will develop policy to further guide communications.

Section 4. Confidentiality

Members will respect the confidentiality appropriate to issues of a sensitive nature. Topics of a sensitive nature; i.e. location of cultural resources, landowner negotiations and identity, and pending legal issues, will be discussed but not included in the meeting summaries.

Section 5. Conflict of Interest

Individuals are bound by and shall comply with the Code of Ethics for Municipal Officers – Contract Interests, Chapter 42.23 of the Revised Code of Washington (RCW). Even where no conflict of interest exists under the law, members are encouraged to disclose ex parte contacts or exposure they have had regarding a matter before the council and excuse themselves from deliberation and voting on measures relating to such a matter when they believe that such ex parte contact would prevent them from giving the measure fair consideration or would injure the credibility of the WSWC.

Members must avoid conflict of interest with respect to their fiduciary responsibility:

- A. There must be no conduct of private business or personal services between any member and the organization, except as procedurally controlled, to assure openness, competitive opportunity, and equal access to information.
- B. In the event the WSWC rules upon an issue in which a member has an unavoidable conflict of interest, that member shall recuse himself/herself without comment from not only the vote but also from the deliberation.
- C. Individuals may be asked annually to disclose their involvement with other organization, with vendors, or any other associations that might produce a conflict.
- D. If reviewers have any concerns or questions about whether their or another member's relationship with an applicant or proposal warrants recusal, they are required to disclose the situation to the other members of the committee at the meeting. The committee will decide jointly whether the situation constitutes a conflict of interest and if so, what steps are to be taken to address it.

Section 6. Failure to Comply

Failure to comply with the stated Code of Ethics is grounds for removal from the WSWC.