

# **BY-LAWS OF THE SALMONBERRY TRAIL INTERGOVERNMENTAL AGENCY AND BOARD OF DIRECTORS**

## **ARTICLE I-NAME**

The name of this organization shall be the Salmonberry Trail Intergovernmental Agency, hereinafter referred to as “Agency”. The governing body of the Agency is the Salmonberry Trail Board of Directors, hereinafter referred to as “Board” or STB.

## **ARTICLE II – FORMATION**

The Intergovernmental Agency and Board were formed through an intergovernmental agreement between the Oregon Department of Forestry (ODF), the Oregon Parks and Recreation Department (OPRD), Tillamook County, Washington County, and the Port of Tillamook Bay (POTB).

## **ARTICLE III-PURPOSE**

Section 1. Purpose. The purpose of the Agency is to plan, develop, and maintain a multi-use trail within an 86-mile rail corridor currently owned by Port of Tillamook Bay running from Banks to the Tillamook Airport through the canyon of the Salmonberry River and the Tillamook State Forest.

## **ARTICLE IV – ORGANIZATION OF THE BOARD**

Section 1. Members. The parties to the intergovernmental agreement shall each designate one official to be a Member of the Board and to accomplish the purposes set forth in Article III, Section 1. The officials to be designated shall be elected officials or Chief Administrative Officers of the respective agencies. Members shall also designate an alternate Member who can attend meetings and act on behalf of the primary Member. Members may be added only through the unanimous consent of the existing members of this agreement and the subsequent adoption of an amendment to this agreement by each party.

Section 2. Ex-officio Membership. The Board may appoint and remove Ex-officio Members. Ex-officio membership on the Board is intended to be limited to those individuals and organizations that have or potentially have significant in-kind or other resources to contribute to the implementation of the concept plan. Ex-officio Members are non-voting members, but can fully participate in discussions and deliberations of the Board. The initial Ex-officio Members of the Board are representatives from: Cycle Oregon; the Tillamook Forest Heritage Trust (TFHT); the Washington County Visitors Association; along with State Senator Betsy Johnson; State Representative Debbie Boone; and the Governor’s Regional Solutions Team North Coast Coordinator.

Section 3. Terms of Office. Each Member and Ex-officio Member shall serve a term of office that is determined by their parent agency or organization.

Section 4. Officers. The Board shall establish Conveners or Co-conveners whose role will be to call meetings, preside over and facilitate meetings, give an annual report, and perform other tasks as determined by the Board. For calendar years 2015 and 2016, the Co-Conveners shall be the Director of the ODF and the Director of OPRD. In January, 2017, a new Convenor or Co-Conveners shall be appointed by the Board through consensus of the Directors.

Section 5. Decision-Making. The Board shall strive for consensus on all decisions. However, if consensus is not achievable within a reasonable period of time, decisions shall be made by majority vote of the Members. No decisions, whether by consensus or by majority vote, can be made without a quorum.

Section 6. Quorum. A quorum shall be defined as attendance by a simple majority of the Members.

Section 7. Responsibilities. All ordinary business of the Agency shall be under the sole care and management of the Board. The Board shall plan and implement the programs and activities of the Agency.

Section 8. Powers. The Board may exercise all the powers of the Agency, including the authority to conduct its business as determined by the intergovernmental agreement which created the Agency and Board and as enumerated in ORS Chapter 190. The Board's power shall rest in the lawful actions of the Members, who meet in regular or special session. As individuals, Board members shall hold no special authority over Board business.

#### **ARTICLE V – COMMITTEES**

Section 1. Advisory Committees. The Board may establish Advisory Committees or Special Committees as it deems necessary and appropriate. The Board shall appoint Chairs of Advisory Committees or of Special Committees that may be necessary to carry out the business of the Board. Each Committee Chair shall select such members as are qualified and willing to serve on the Committee.

Section 2. Authority. It shall be the function of Committees to conduct research and make recommendations. They shall report in writing to the Board. No Advisory or Special Committee shall represent the Board in advocacy of or opposition to any project without the specific confirmation of the Board.

#### **ARTICLE VI – TRAIL SUPPORT CHAPTERS**

Section 1. Formation of Trail Support Chapters. The Board may adopt Articles establishing Trail Support Chapters as the Board deems necessary. Chapters shall be an unincorporated organization of individuals, community groups, businesses, and/or local government agencies interested in the support, preservation, maintenance, and improvement of the Salmonberry Trail. The Articles shall specify the operation of the Chapters and define the relationship between the Chapter and the Board and their respective roles in supporting the Salmonberry Trail.

Section 2. Nonprofit Trail Support Chapters. The Board may enter into an agreement with a qualified nonprofit corporation to be a Trail Support Chapter. Such an agreement shall be similar to the Articles approving an unincorporated Trail Support Chapter.

#### **ARTICLE VII - MEETINGS OF THE BOARD OF DIRECTORS**

Section 1. Regular Meetings of the Board. The Board shall hold regular meetings; the date, time, and place of which shall be fixed from time to time by the Board. The Convener or Co-Conveners may, for cause, cancel, or postpone a Board meeting.

Section 2. Special Meetings. Special meetings of the Board may be called by the Convener or Co-Conveners.

Section 3. Annual Meetings. The first annual membership meeting of the Intergovernmental Agency shall be held in July, 2016. Thereafter, the annual membership meeting of the Agency shall be held in July of each year at a date, time, and place designated by the Board.

Section 4. Annual Report. The Board shall prepare and present an Annual Report at the Annual Meeting.

Section 5. Records; Public Reports and Meetings. The conduct of Board meetings and all business of the Board shall be conducted in accordance with ORS Chapter 192.

#### **ARTICLE VIII - AMENDMENT OF BY-LAWS**

Section 1. Amendment. These by-laws may be altered, amended, repealed or added to by an affirmative vote of the Board, at a regular Board meeting.