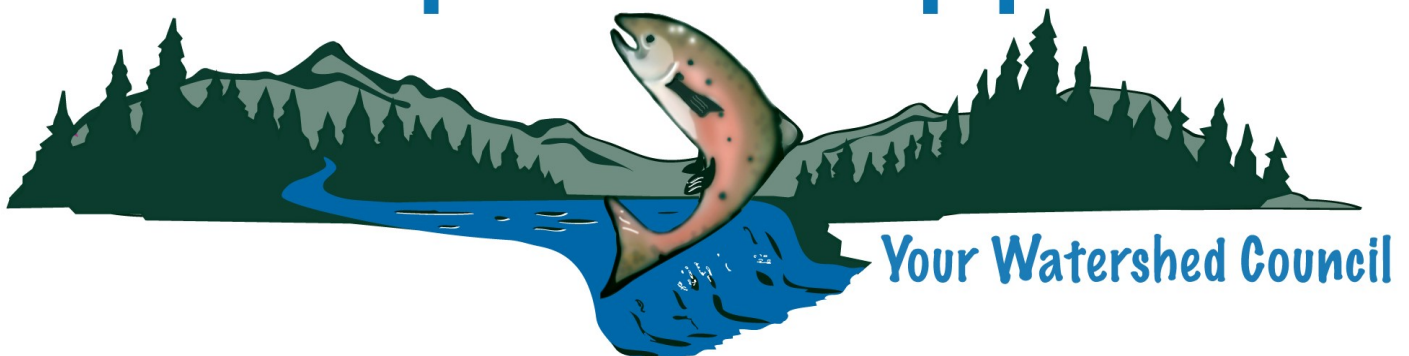


BOARD E-MANUAL

An Orientation and Resource Tool
for the
Board of Directors and Alternates
of the

Partnership for the Umpqua Rivers



As of March 2021

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Abbreviations and Acronyms

ACOE	Army Corps of Engineers
BLM	Bureau of Land Management
BMP	Best Management Practice
BOC	Board of Commissioners
BOD	Board of Directors
BOO	Board of Officers
BOR	Bureau of Reclamation
CRP	Conservation Reserve Program (NRCS)
cfs	cubic feet per second
DEQ	Department of Environmental Quality
DSL	Department of State Lands
DSWCD	Douglas Soil and Water Conservation District
EPA	Environmental Protection Agency
FTE	Full Time Employee
GIS	Geographic Information System
GPS	Geographic Positioning System
INR	Institute for Natural Resources
IPM	Integrated Pest Management
IWRM	Integrated Water Resource Management
LRTC	Lone Rock Timber Company
NMFS	National Marine Fisheries Service
NOAA	National Oceanic and Atmospheric Administration
NRCS	Natural Resources Conservation Service
OAR	Oregon Administrative Rules
ODA	Oregon Department of Agriculture
ODF	Oregon Department of Forestry
ODFW	Oregon Department of Fish and Wildlife
OSU	Oregon State University
ODOT	Oregon Department of Transportation
ORS	Oregon Statute
OWEB	Oregon Watershed Enhancement Board
OWRD	Oregon Water Resources Department
RARE	Resource Assistance for Rural Environments
RGP	Regional General Permit
RR Co.	Roseburg Resources Company
SB1010	Senate Bill 1010 (Agricultural Water Quality Management Area Plan)
SJTC	Seneca Jones Timber Company
STEP	Salmon Trout Enhancement Program
TAC	Technical Advisory Committee
TMDL	Total Maximum Daily Load
UBFAT	Umpqua Basin Fish Access Team
UCC	Umpqua Community College
UGB	Urban Growth Boundary
USWCD	Umpqua Soil & Water Conservation District
USFS	United States Forest Service
USGS	United States Geological Survey
USFWS	United States Fish and Wildlife Service
UO	University of Oregon
WRP	Wetland Reserve Program (NRCS)

BOARD STATEMENT OF RESPONSIBILITIES

(as described in the PUR bylaws)

1.1 DUTIES OF BOARD:

1.1.1 The Members of the Board shall perform any and all duties imposed on them individually or collectively by Applicable Law, the Articles of Incorporation, or these Bylaws.

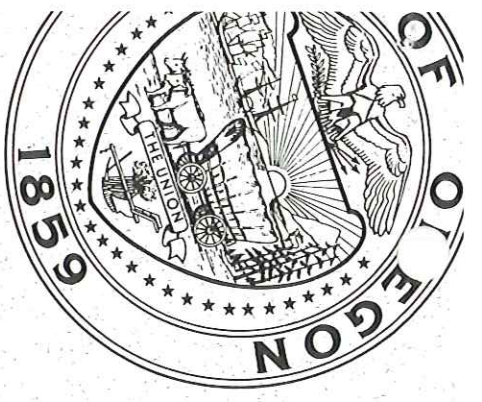
1.1.2 In addition to other duties imposed by Applicable Laws, the Articles of Incorporation, and these Bylaws, the Board shall:

1. Appoint and remove, employ, and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation;

2. Supervise all officers, agents and, employees of the Corporation to assure that their duties are performed properly; and

3. Develop such policies, procedures, and rules that the Board deems necessary for exercising the Powers granted by these Bylaws, including rules regarding meetings of the Board, the Members, and committees; policies about entry upon private land; policies about confidentiality of information provided this Corporation by Persons; procedures for financial transactions; and rules governing committees.

1.2 **COMPENSATION:** Directors and Alternates will serve without compensation for their services, but they will be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.



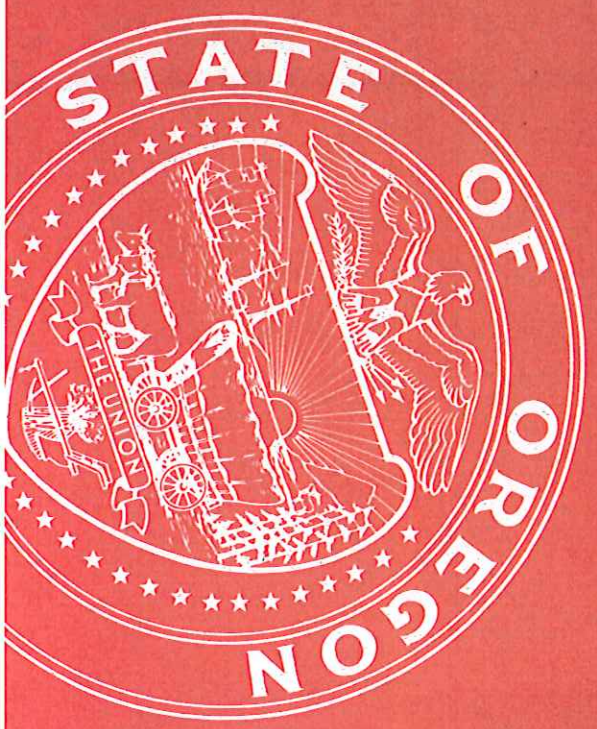
A GUIDE TO NONPROFIT BOARD SERVICE IN OREGON

Office of the
Attorney General



Hardy Myers
Attorney General

Oregon Department of Justice
Charitable Activities
1515 SW 5th, Suite 410
Portland, Oregon 97201



A GUIDE TO NONPROFIT BOARD SERVICE

Thank you for serving as a director of a nonprofit charitable corporation. Oregonians rely heavily on charitable corporations to provide many public benefits, and our quality of life is dependent upon the many volunteer directors who are willing to give of their time and talents.

Although charitable corporations vary a great deal in size, structure and mission, there are a number of principles which apply to all such organizations. This guide is provided by the Attorney General's office to assist board members in performing these important functions. It is only a guide and is not meant to suggest the exact manner that board members must act in all situations. Specific legal questions should be directed to your attorney. Nevertheless, we believe that this guide will help you understand the three "R"s associated with your board participation: your role, your rights and your responsibilities.

Active participation in charitable causes is critical to improving the quality of life for all Oregonians. On behalf of the public, I appreciate your dedicated service.

Hardy Myers
Attorney General

UNDERSTANDING YOUR ROLE

Board members are recruited for a variety of reasons. Some individuals are talented fundraisers and are sought by charities for that reason. Others bring credibility and prestige to an organization.

But whatever the other reasons for service, the principal role of the board member is stewardship. The directors of the corporation are ultimately responsible for the management of the affairs of the charity. This requires active participation.

People who do not have the time to regularly participate should not agree to be on a board. The board must insure that the organization is operated for a charitable/public purpose; it may not be operated for private benefit. Proper stewardship requires that the organization's assets be held "in trust", to be applied to its charitable mission.

One of the most important functions of the board is keeping the resources and efforts focused on the charity's mission. This requires the board to have an adequate understanding of the organization's programs, people and resources available to achieve the organization's goals. As a starting point, every board member should be familiar with the organization's Articles of Incorporation and Bylaws.

The board is not expected to manage the day-to-day activities of the charity. The directors appoint officers so that they, in turn, can carry out the day-to-day activities of the organization. It is the board's responsibility to hire the chief executive officer and to oversee that person's work to see that the charity is fulfilling its mission. The board should periodically review and assess the chief executive's performance. If it becomes necessary, the board has the authority and the responsibility to discharge the CEO.

A related function of the board is to set the compensation of the charity's CEO. Every board member should know what the CEO is paid and participate in the final decision. The compensation should be reasonable for the services rendered and compare favorably to similarly situated executives. The board should remember that CEO compensation, as well as that of other key executive officers, may be important to donors, beneficiaries and the community-at-large. The compensation levels will be reported in financial reports which will be accessible to the general public.

UNDERSTANDING YOUR RIGHTS

In order to carry out your legal responsibilities as a board member, you must be able to make informed judgments about important matters regarding the organization and operations of the charity. The law permits you to reasonably rely on information from the charity's staff, its lawyer, its accountant, outside advisors, and board committees in making those judgments.

Your right to information includes the following: You have the right to reasonable access to management, to have reasonable access to internal information of the organization and to the organization's principal advisors, such as its auditors and lawyers. Senior management must also be willing to facilitate board access to books and records of the charity. The board has the right, if necessary, to engage the services of outside advisors at the charity's expense to assist it with a particular matter.

UNDERSTANDING YOUR RESPONSIBILITIES

In carrying out board responsibilities, the law generally imposes three duties of trust. They are regularly described as the duties of due care, loyalty to the corporation and obedience to the law.

Duty of due care. This responsibility generally requires that a director must discharge the duties with the care an ordinary prudent person in a like position would exercise under similar circumstances. ORS 65.357. Directors need not always be right, but they must act with common sense and informed judgment. To exercise this duty properly, boards must pay particular attention to the following:

- **Active participation.** A director must actively participate in the management of the organization including attending periodic meetings of the board, evaluating reports, reading minutes and reviewing the performance of the executive director.

- **Reasonable inquiry.** Directors should request and receive sufficient information so that they may carry out their responsibilities as directors. When a problem exists or a report on its face does not make sense, a director has a duty to inquire into the surrounding facts and circumstances. The director also has a duty to investigate warnings or reports of officer or employee theft or mismanagement.

Duty of loyalty. Directors have a duty to give their undivided loyalty to the charitable corporation. Decisions regarding the organization's funds and activities must promote the organization's public purpose rather than private interest. Any potential conflict transactions should be scrutinized closely by the board with the realization that the public will predictably be skeptical of such arrangements. There are some general principles which will serve to guide boards faced with conflict of interest situations.

- **Conflicts in general.** While transactions between the charitable corporation and individual board members, their families and businesses they own or operate should be avoided, they are not absolutely prohibited. Under certain circumstances, a contract or transaction between a nonprofit corporation and its director or an organization in which the director has a material or financial interest is acceptable. However, if the transaction is challenged, the director will have the burden of establishing that the contract or transaction is fair and reasonable, that there was full disclosure of the conflict and that the contract or transaction was approved by members or other directors in good faith. ORS 65.361. The board should only approve the transaction if it is clearly in the best interest of the charity.

- **Written policy.** The board should establish a written policy for dealing with conflicts of interest. The policy should address disclosure of financial interest and withdrawal from discussion and voting by interested directors. Due to the sensitivity of conflicts of interest, the board may want to require that transactions benefiting a director may be approved only by a greater than majority vote. Also, requiring an annual disclosure by all board members of their business involvement with the nonprofit organization is recommended.

- **Loans.** In general, a charitable corporation may not lend money to an officer or director. There is one statutory exception. The law allows loans for executive relocation expenses under certain circumstances. ORS 65.364.

- **Corporate opportunity.** Directors of business organizations are under a trust obligation not to divert a corporate business opportunity for their personal gain. A director of a nonprofit corporation is also subject to this duty. This duty means that a director may not engage or benefit from a business opportunity that is available to and suitable for the corporation unless the corporation decides not to engage in the business opportunity and conflicts of interest procedures are followed.

Duty of obedience. Directors have a duty to follow the organization's governing documents (Articles of Incorporation and Bylaws), to carry out the organization's mission and to ensure that funds are used for lawful purposes. Also, directors must comply with other state and federal laws that relate to the organization and the way in which it conducts its business. For example, directors should be familiar with:

- **Federal law.** Charitable corporations usually apply to the Internal Revenue Service for exemption as a tax-exempt organization. Corporations which fail to do so may have their income taxed at normal rates, and contributors to the corporate charity may not be able to deduct their contributions on their income tax returns.

- **State law.** In general, charities must register and file an annual financial report with the Attorney General's office. If an organization contemplates using bingo or raffles to raise revenue, it may need to obtain a charitable gaming license from that same office. A nonprofit corporation must also file an annual renewal with the Corporation Division of the Secretary of State's office.

- **Mission and procedures.** Directors should be familiar with the organization's governing documents and should follow the provisions of those documents. Directors should be sure proper notice is given for meetings, that regular meetings are held, that directors are properly appointed and that the organization's mission is being accomplished.

Other duties. In addition to the above three general fiduciary duties, there are a number of specific responsibilities which must be observed by nonprofit corporate board members.

Satisfactory corporate documents and records. A charitable corporation is required to have Articles of Incorporation and Bylaws. You should see that they are updated and consider amendments if they do not reflect the current mission and operating procedures of the organization. The organization is also required to keep minutes of its board meetings and a record of all actions taken by committees of the board of directors. ORS 65.771.

Adequate financial records and controls. One of the board's responsibilities is to oversee the organization's financial affairs, making sure that the organization has adequate internal accounting systems and controls. With embezzlement from nonprofit organizations on the rise, it is imperative that financial controls are in place before theft occurs. The board should be responsible for approving the organization's annual budget. Board members should expect the CEO (or other designated staff) to produce timely and adequate income and expense statements, balance sheets and budget status reports, and should expect to receive these in advance of board meetings. With large organizations, the board should employ, either directly or through an audit and finance committee, an independent auditor and review the auditor's annual report at a face-to-face meeting.

Safeguarding. The board should oversee the effective use of the resources of the organization. Policies should be adopted and large transactions approved to ensure that the organization's assets are not misapplied or wasted. The board should ensure that the assets are invested prudently, avoiding high risk investments and employing some diversification of investments.

Observing donor restrictions. All donations must be used in a manner which is consistent with the organization's stated mission. However, some donors designate that gifts are to be used for a particular purpose. It is important to keep faith with donor intentions. The board is obligated to see that such restricted funds are used for the stated purpose(s).

Responsible solicitation activities. Some organizations decide to hire professional fundraisers to conduct or assist in soliciting donations. When hiring a fundraiser, select one who is trustworthy; ask for references. Make sure any contract with a professional fundraiser or consultant, especially the terms for compensation, is fair and reasonable from the charity's perspective. Be aware that most donors expect the majority of their contributions to be used for program services and that many "watchdog" organization standards limit annual fundraising costs to no more than 35% of total expenditures. Certain types of contracts require the organization's officers and directors to observe specific procedures. ORS 128.814.

PERSONAL LIABILITY

It is possible that board members of a charitable corporation will find themselves sued as personal defendants in a lawsuit filed by an "outside third party" who has incurred some personal injury or financial loss as a result of dealings with the organization. To encourage citizens to serve as board members for charities, the law cloaks volunteer board members with qualified immunity. They cannot be sued for negligent acts. They may, however, be subject to lawsuits alleging that a loss was due to their gross negligence, willful or fraudulent acts.

NOTE – The IRS may also hold directors personally liable if the organization violates federal tax law. The most likely situation is the failure of the organization to perform mandatory payroll withholding.

Because there is some degree of risk, including the cost of defending a frivolous claim, directors should discuss with the organization's attorney the prospect of purchasing directors and officers (D and O) liability insurance, and/or including indemnification provisions in the organization's governing documents.

SUGGESTED RESOURCES:

Oregon Department of Justice
1515 SW 5th Avenue, Suite 410
Portland, OR 97201
(503) 229-5725
Website: www.doj.state.or.us

Technical Assistance for
Community Services (TACS)
1001 SE Water Street, Suite 409
Portland, OR 97214

Nonprofit Organization
Information and Referral Helpline
(503) 233-9240
Website: www.iaocs.org

Pacific Non-Profit Network
Southern Oregon University
1600 N. Riverside #1094
Medford, OR 97501-5939
(541) 779-6044
Website: www.sou.edu/pnn

The Oregon Nonprofit Corporation Handbook by Cynthia Cunler and Kay Soh, available from TACS. (503) 239-4001

STATEMENT OF NONDISCRIMINATIONS AND COMPLIANCE WITH THE AMERICANS WITH DISABILITIES ACT (ADA)

The Americans with Disabilities Act of 1990 (ADA) requires all programs, services and activities of state and local governmental agencies to be accessible to persons with disabilities.

The Oregon Department of Justice does not discriminate in providing access to its programs, services and activities on the basis of race, color, religion, ancestry, national origin, political affiliation, sex, age, marital status, sexual orientation, physical or mental disability, or any other inappropriate reason prohibited by law or policy of the state or federal government.

For additional information regarding (1) the department's ADA compliance, (2) its policy of nondiscrimination, (3) availability of the information in this pamphlet in a different format or (4) procedures for resolving a complaint that the department has discriminated in providing access to the department's programs, services and activities - please contact the department's ADA coordinator:

ADA Coordinator
1162 Court Street, NE
Salem, Oregon 97310
Telephone: 503-378-5555
503-378-5938 - TTY
Fax: 503-378-8732

Institute for Nonprofit Management
Portland State University
PA/INPM
PO Box 751
Portland, OR 97207-0751
Telephone: (503) 725-8221
Fax: (503) 725-8250
EMAIL: inpm@pdx.edu
Website: www.inpm.pdx.edu

National Center for Nonprofit
Boards
1828 L Street NW, Suite 900
Washington, D.C. 20036-5104
(202) 452-6262
Website: www.boardsource.org

TERMS:

3.5 TERMS:

- 3.5.1 The corporation shall have staggered terms for its Directors so that approximately one-third of the Board will be up for re-election every year.
- 3.5.2 At the expiration of an appointed Director's term, the Board shall either appoint a new Director or reappoint the Director whose term expired. A Director cannot be appointed for more than two consecutive terms.
- 3.5.3 Directors that have served two consecutive terms shall be eligible to serve as a future Director after a one term (three year) absence as a Director.
- 3.5.4 The term of the Director elected by the Members of the Corporation will begin on the date of election and will continue until the annual meeting of the Members the following year. The Director elected by the Members may be reelected, but shall not serve for more than four consecutive terms.

Past and Present Directors and Alternates

Aaron Aasen	Timber	David Parker	<i>Fish/Rec/Cons</i>	Kathy Panner	<i>Agriculture</i>
Abby McEnroe	At Large	Deborah Yates	<i>Cities</i>	Kelly Guido	<i>Timber</i>
Al Walker	<i>Fish/Rec/Cons</i>	Diane Phillips	<i>Agriculture</i>	Ken Bare	<i>Agriculture</i>
Alan Bunce	At Large	Dick Hutton	<i>Cities</i>	Ken Carloni	<i>Fish/Rec/Cons</i>
Allen Liles	<i>Cities</i>	Dick Beeby	<i>Timber</i>	Ken Ferguson	<i>Fish/Rec/Cons</i>
Allen Wittbecker	<i>Fish/Rec/Cons</i>	Dominc Carollo	<i>County</i>	Ken Mauer	<i>Timber</i>
Amy Amoroso	<i>Tribes</i>	Don Ollivant	<i>Timber</i>	Lenny Schussel	<i>Fish/Rec/Cons</i>
Ann Chamberlain	<i>Fish/Rec/Cons</i>	Doug Zenor	<i>Cities</i>	Leonard Gondek	<i>Agriculture</i>
Bill Arsenault	<i>Timber</i>	Ed Frankentein	<i>Fish/Rec/Cons</i>	Lewis Howe	<i>Timber</i>
Bill Hoyt	<i>Agriculture</i>	Frank Nielsen	<i>County</i>	M.A. Hansen	<i>Agriculture</i>
Bill Moore	<i>Timber</i>	Guy Kennerly	<i>Agriculture</i>	Mark Kincaid	<i>Timber</i>
Bill Rice	<i>Timber</i>	Heather Bartlett	<i>Tribes</i>	Mike Brochu	<i>Fish/Rec/Cons</i>
Blair Nash	<i>Cities</i>	Howard Cronibie	<i>Tribes</i>	Mike Fleweling	<i>Timber</i>
Bob Hall	<i>Agriculture</i>	Jack DeAngeles	<i>Fish/Rec/Cons</i>	Mike Pommarane	<i>Cities</i>
Bryan Nelson	<i>Timber</i>	Jake Gibbs	<i>Timber</i>	Mike Wetherell	<i>Cities</i>
Bob Hissong	<i>Fish/Rec/Cons</i>	Jan Kelley	<i>Cities</i>	Mike Winters	<i>County</i>
Bud Johnson	<i>Timber</i>	Jan Tetreault	<i>Cities</i>	Nathan Reed	<i>County</i>
Carol Malmay	At Large	Janice Green	<i>Fish/Rec/Cons</i>	Neal Hadley	<i>Agriculture</i>
Carol Whipple	<i>Timber</i>	Jason Robison	<i>Tribes</i>	Noel Groshong	<i>Cities</i>
Cary Jones	<i>Timber</i>	Jeanne Purcival	At Large	Patrick Starnes	<i>Fish/Rec/Cons</i>
Charles Bailey	<i>Fish/Rec/Cons</i>	Jeff Kruse	<i>Agriculture</i>	Paul Heberling	<i>Agriculture</i>
Chris Berquist	<i>Cities</i>	Jerry Keck	<i>Timber</i>	Paula Stonerod	<i>Agriculture</i>
Chris Boice	<i>County</i>	Jim Alberding	<i>County</i>	Penny Lind	<i>Fish/Rec/Cons</i>
Chris Strunk	<i>Timber</i>	Jim Donnellan	<i>Agriculture</i>	Pete Carson	<i>Cities</i>
Chuck Schnautz	<i>Fish/Rec/Cons</i>	Jim Harris	<i>Timber</i>	Randy Rasmussen	<i>Fish/Rec/Cons</i>
Cindy Haws	<i>Agriculture</i>	Jim Long	<i>Fish/Rec/Cons</i>	Randy Steele	<i>Timber</i>
Claude Sterling	<i>Fish/Rec/Cons</i>	Jim Watson	<i>Fish/Rec/Cons</i>	Tim Lewis	<i>Timber</i>
Craig Burns	<i>Fish/Rec/Cons</i>	Jim Yingst	<i>Fish/Rec/Cons</i>	Tim Rummel	<i>County</i>
Dale Greenly	<i>Fish/Rec/Cons</i>	Joe Federico	<i>Fish/Rec/Cons</i>	Tom Hatfield	<i>Agriculture</i>
Dan Monaghan	<i>Timber</i>	Joe Laurance	<i>County</i>	Tom Manton	<i>County</i>
Darin McMichael	<i>Timber</i>	John Compton	<i>Cities</i>	Tracy Pope	<i>Cities</i>
Dave Archambault	<i>Timber</i>	John Herbst	<i>Tribes</i>	Vic Cangie	<i>County</i>
Dave Grosjacques	<i>Fish/Rec/Cons</i>	John Schaefer	<i>Tribes</i>	Walt Barton	<i>Cities</i>
Dave Moser	<i>Timber</i>	Karen Roberson	<i>Agriculture</i>	Walt Gayner	<i>Agriculture</i>
Dave Russel	<i>Timber</i>	Kasey Hovik	<i>Fish/Rec/Cons</i>		

PUR Board Decisions (2017)
(Exception is minor motions to approve minutes, etc.)

Date	Motion Description	Board Vote		Action Taken
		Motion	Second	
17-Jan	Beaver Conference Donation	Ken Carloni	Dave Grosjacques	Approved
17-Jan	Earth Day donation	Ken Carloni	Dave Grosjacques	Approved
21-Feb	Approval of P&P Charter	Dave Grosjacques	Ken Carloni	Approved
21-Feb	Approval of Dispute Resolution Policy	Dave Grosjacques	M.A. Hansen	Approved
21-Feb	Jason Robison to stay as chair of P&P	Ann Chamberlain	Dave Grosjacques	Approved
16-May	Paul Heberling to be appointed to AG director	Dave Grosjacques	Aaron Aason	Approved
16-May	Blair Nash to be appointed to Cities Director	Dave Grosjacques	Jason Robison	Approved
16-May	Change quorum to 2/3 of sitting directors	Jason Robison	Ken Carloni	Approved
16-May	Statement Regarding OWEB and David Parker be put into the minutes	Blair Nash	Dominic Carollo	Approved
20-Jun	Appoint all 5 diectors up for a 2nd term	Chuck Schnautz	Paul Heberling	Approved
20-Jun	Approval of Operating Budget	Thomas McGregor	Dave Grosjacques	Approved
18-Jul	Changes to Bylaws Atricle 3.1	Blair Nash	Dale Greenly	Approved
18-Jul	Changes to Bylaws Atricle 3.2	Jason Robison	Paul Heberling	Approved
18-Jul	Changes to Bylaws Atricle 3.3	Jason Robison	Blair Nash	Approved
18-Jul	Changes to Bylaws Atricle 3.4	Blair Nash	Aaron Aason	Approved
18-Jul	Changes to Bylaws Atricle 3.5	Dale Greenly	Jason Robison	Approved
18-Jul	Changes to Bylaws Atricle 3.6	Ken Carloni	Aaron Aason	Approved
18-Jul	Changes to Bylaws Atricle 3.7	Jason Robison	Ken Carloni	Approved
18-Jul	Changes to Bylaws Atricle 3.8	Ken Carloni	Jason Robison	Approved
18-Jul	Changes to Bylaws Atricle 3.9	Blair Nash	Jason Robison	Approved
18-Jul	Changes to Bylaws Atricle 3.10	Blair Nash	Jason Robison	Approved
18-Jul	Changes to Bylaws Atricle 3.11	Ken Carloni	Paul Heberling	Approved
18-Jul	Changes to Bylaws Atricle 3.12	Jason Robison	Ken Carloni	Approved
18-Jul	Changes to Bylaws Atricle 3.13	Jason Robison	Dale Greenly	Approved
18-Jul	Changes to Bylaws Atricle 3.14	Jason Robison	Ken Carloni	Approved
18-Jul	Changes to Bylaws Atricle 3.15	Ken Carloni	Jason Robison	Approved
18-Jul	Changes to Bylaws Atricle 3.16	Jason Robison	Abby McEnroe	Approved

PUR Board Decisions (2016)
(Exception is minor motions to approve minutes, etc.)

Date	Motion Description	Board Vote		Action Taken
		Motion	Second	
19-Jan	Earth day donation	M.A. Hansen	David Parker	Approved
19-Jan	Approval of PUR Organizational Chart	Stan Petrowski	Paul Heberling	Approved
15-Mar	Approval of Role of PUR Committees	Ann Chamberlain	M.A. Hansen	Approved
15-Mar	Motion to stay in DTO tent at fair	Chuck Schnautz	Blair Nash	Approved
19-Apr	Move the Annual Meeting to June	Cindy Haws	Ann Chamberlain	Approved
19-Apr	Have the Appointment of Directors in June	Cindy Haws	Ann Chamberlain	Approved
17-May	Split Education and Outreach into 2 separate committees	Alan Bunce	Stan Petrowski	Approved
21-Jun	Cindy Haws to be appointed to another term as AG director	Ken Carloni	Dale Greenly	Not Approved
21-Jun	Stan Petrowski to be appointed to new Director for the AG category	Richard Chasm	Ken Carloni	Not Approved
21-Jun	Table the discussion of the AG director until July	Blair Nash	M.A. Hansen	Approved
21-Jun	Kelly Guido to be appointed to 2nd term as Timber caucus	Blair Nash	Aaron Aason	Not Approved
21-Jun	Ann Chamberlain to be appointed to 2nd term in conservation	Ken Carloni	Alan Bunce	Approved
21-Jun	Sean Negherbon to be appointed to 2nd term as cities director	Bryan Nelson	Blair Nash	Not Approved
21-Jun	Blair Nash to be appointed to 1st term as cities director	Ken Carloni	Karen Robertson	Not Approved
21-Jun	Jason Robison to be appointed as the Tribal Director	Ken Carloni	Aaron Aason	Approved
21-Jun	Approve Operating Budget	Bryan Nelson	Kelly Guido	Approved
19-Jul	Engage an outside facilitator to review bylaws article 3	Ken Carloni	Ann Chamberlain	Approved
19-Jul	Appointment of Kelly Guido as director for Timber	Chuck Schnautz	Aaron Aason	Approved
19-Jun	PUR not be at the Fair this year	Ann Chamberlain	Darin McMichael	Approved
15-Nov	Approval of Ex Com charter	Jason Robison	Dave Grosjacques	Approved
15-Nov	Appointment of Blair Nash as director for Cities	Jason Robison	Chris Strunk	Not Approved
15-Nov	Approval of Education Charter	M.A. Hansen	Ann Chamberlain	Approved

UBWC Board Decisions (2002)
(Exception is minor motions to approve minutes, etc.)

Date	Motion Description	Board Vote		Action Taken
		Motion	Second	
15-Jan	Approve \$628 allocation for education	Kathy Panner	David Parker	Approved: For Outdoor Recreation Show
15-Jan	Lew Howe nominated to serve as Pres-elect	David Parker	Dick Beeby	Approved: Serve two year term
15-Jan	Forward 12 proposals to OWEB	Rick Sohn	David Parker	Approved
19-Feb	Accept Carol Malmay's resignation + award	David Parker	Don Ollivant	Approved: Award for service to UBWC
19-Feb	Bill Rice apply to BOC to sit on UBWC Board	Patrick Starnes	David Parker	Approved
19-Feb	Apply for infrastructure grants w/o approval	Don Ollivant	Patrick Starnes	Approved: Nancy Geyer request
19-Mar	Appoint Bill Rice as At-large Director	David Parker	Patrick Starnes	Approved
16-Apr	Approve PSAs (5) for education/outreach	N/A	N/A	Consensus
16-Apr	WC meetings should be all inclusive	Janice Green	Kathy Panner	Consensus: No separate BOD meeting
19-Apr	Apply for NOAA grant for outreach	Tom Hatfield	David Parker	Approved: Grant not awarded to UBWC
19-Apr	Support goal 3 for the strategic plan	Patrick Starnes	Leonard Gondek	Approved
21-May	Endorse RUSA water re-use OWEB app	David Parker	Lew Howe	Approved: Recommended by D. Zenor
21-May	Forward 2 apps to OWEB for USWCD	Patrick Starnes	David Parker	Approved: David Jones presented
17-Sep	Select signers for checks and documents	Lew Howe	Jake Gibbs	Doug Z; Ken F.; Janice G. & Bob K
17-Sep	Consider Jim Harris & Dean Bloemendaal	Dick Beeby	Lew Howe	for Agriculture category on BOD
17-Sep	Interpret counting Alternates as Directors	Lew Howe	Lenny Schussel	Approved: Will be "floating" alternate
17-Sep	Approve USFS Cedar Creek instream	N/A	N/A	No consensus. Table till next WC mtg.
17-Sep	Approve ONRRI "water zone" training	Don Ollivant	Janice Green	Approved
17-Sep	Approve 3 Douglas SWCD project apps	Don Ollivant	Janice Green	Approved
15-Oct	Administer Alder Cr Childrens Forest funds	N/A	N/A	Consensus: Jim Proctor proposal
15-Oct	Forward names of 19-Nov to BOC	Doug Zenor	Patrick Starnes	Steve Johnson and Jim Harris appointed
19-Nov	Increase Bob Kinyon's salary to \$40K	Janice Green	Patrick Starnes	Approved if funding available
19-Nov	Steve Johnson and Jim Harris sit on BOD	Patrick Starnes	Don Ollivant	Approved

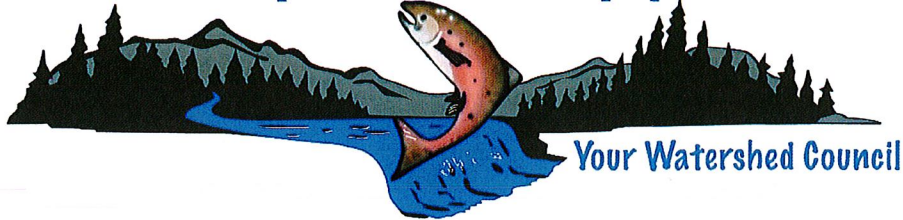
UBWC Board Decisions (2001)
(Exception is minor motions to approve minutes, etc.)

Date	Motion Description	Board Vote		Action Taken
		Motion	Second	
16-Jan	Letter to legislators requesting continued funding	David Parker	Rick Sohn	Approved: Continue funding Sam D
16-Jan	Resubmit ODA proposal to Governor Kitzhaber	Rick Sohn	Don Ollivant	Approved: Support blackberry removal
16-Jan	Send UBWC ratings to OWEB with apps?	Kathy Panner	David Parker	Approved: Yes, send them in
17-Apr	Support 10 applications to OWEB and USFWS	Various	Various	Some approved, some not
17-Apr	Endorse effort to develop 3 PSAs	Bob Hissong	Tom Hatfield	Approved
17-Apr	Purchase stone for Project Leadership project	N/A	N/A	Consensus
15-May	Write joint proposal with Douglas SWCD	Patrick Starnes	Mike Wetherell	Approved: Walt Barton & Glen Brady
15-May	Appoint Dick Beeby to replace Bud Johnson	Bill Aresenault	Patrick Starnes	Approved
15-May	Support OWEB apps for Blackhorse and Jack Crks	Kathy Panner	Bill Arsenault	Approved
19-Jun	Nominations and appointments of Directors	Various	Various	All approved
18-Sep	Support analyzing mercury in Umpqua streams	Tom Hatfield	Don Ollivant	Approved: Request from Bobbi Lindberg
18-Sep	Support OWEBCavitt Cr Road & Restoration app	N/A	N/A	Not approved: 3 Directors blocked
18-Sep	Support Umpqua Basin Streamflow Assessment	Lenny Schussel	Don Ollivant	Approved
18-Sep	Support OWEB Clover Creek instream proposal	Don Ollivant	Patrick Starnes	Approved
18-Sep	Support resubmission of OWEB Blackhorse app	Lew Howe	Bill Moore	Approved
18-Sep	Support OWEB Fisheries Support for the Ump. Basin	Patrick Starnes	Lew Howe	Approved
16-Oct	Apply for funding to EPA for 4 assessments	Patrick Starnes	Lew Howe	Approved
18-Dec	Appoint Doug Zenor president	David Parker	Lew Howe	Approved
18-Dec	Appoint Janice Green Treasurer	David Parker	Lew Howe	Approved
18-Dec	Move RUSA project proposal to OWEB	David Parker	Don Ollivant	Approved
18-Dec	Letter to Jim Mast re Elk Cr WC formation	David Parker	N/A	Bob Kinyon draft letter and send

UBWC Board Decisions (1998)
(Exception is minor motions to approve minutes, etc.)

Date	Motion Description	Board Vote		Action Taken
		Motion	Second	
20-Jan	Discretionary spending limit set for ED	Noel Groshong	Patrick Starnes	Approved: Deviation of 10% or \$300 if less
21-Jan	Scoping document for basin-wide assessment	Jim Donnellan	Janice Green	Approved: Submitted by George Smith
20-Jan	Approve council support budget for ED	Noel Groshong	Leonard Gondek	Approved
20-Jan	Approve UBWC logo as drafted by Bob Kinyon	N/A	Jim Donnellan	Approved
20-Jan	Representation list for the TAC	Ken Carloni	Noel Groshong	Approved: ED send letter to agencies/orgs
20-Jan	Responsibilities of the TAC	Rick Sohn	Ken Ferguson	Approved list
17-Feb	TAC work w/George Smith and Science Team	Ken Carloni	Leonard Gondek	Approved: Assessment proposal
17-Mar	Four agency partnership for pilot assessment	Jim Donnellan	Stan Hendy	Approved: USFWS; NMFS; EPA & DEQ
17-Mar	Education priority list from Big K event	Janice Green	Jim Donnellan	Approved: Remove numbering.
21-Apr	Approve MOU between UBWC and ODFW	Mike Winters	Noel Groshong	Approved
19-May	Approve all motions from the Reedsport mtg	Cary Jones	Jim Donnellan	Approved: Carol Malmay recommendation
16-Jun	Send "Statement of Support" letter	Noel Groshong	Stan Hendy	Approved: For ODFW to Fish Commission
16-Jun	Forward 7 GWEB proposals to Salem	N/A	N/A	Consensus
19-Jun	Accept ED-generated landowner agreement	Noel Groshong	Bob Hissong	Approved: Part of BLM/UBWC MOU
19-Jun	TAC use Bradbury Process	Bob Hissong	Jim Donnellan	Approved: Request from Bobbi Lindberg
19-Jun	Request \$5K from Dave Schwall at PPL	Noel Groshong	David Parker	Approved: For George Smith work
21-Jul	Approve MOU between UBWC and DFPA	Jim Donnellan	Ken Carloni	Approved: Update and sign annually
21-Jul	Approve hiring of George Smith	Noel Groshong	David Parker	Approved: Contracted for Action Plan
21-Jul	Approve Board of Officers	Bud Johnson	Bob Hall	Approved: Rick S; Ken F; Dave P; Noel G
17-Nov	Add word "County" to ULEP proposal	Leonard Gondek	Patrick Starnes	Approved: George Smith change wording
15-Dec	Pay \$100 registration for the COPE trng.	Noel Groshong	Ken Ferguson	Approved: Symposium at OSU
15-Dec	Approve JIW Brush Creek instream proj.	Noel Groshong	Leonard Gondek	Approved

Partnership for the Umpqua Rivers



RESOLUTION OF THE BOARD OF DIRECTORS

OF

PARTNERSHIP FOR THE UMPQUA RIVERS, INC.

Be it resolved that Eric J. Riley, Executive Director, is hereby designated for and on behalf of the Partnership for the Umpqua Rivers, Inc. to represent the corporation in all matters including establishing contracts and executing any and all documents. This includes the signing of checks and contracts. Checks in excess of \$10,000.00 are to have a second signature by either the President or President-Elect.

It is hereby certified that the Partnership for the Umpqua Rivers, Inc. Board of Directors adopts the foregoing resolution, authorizing Eric J. Riley, the Executive Director, to sign checks and enter into contracts on behalf of the Corporation, through an affirmative vote of the Board of Directors on 20 March, 2018.

SIGNED

M.A. Hansen
PUR Secretary

SIGNED

Dan McMichael
PUR President

DIRECTORS

Paul Heberling

D.C. Livestock Association

Dave Archambault

Seneca Jones Timber Co.

Heather Bartlett

Cow Creek Band of the Umpqua

Tribe of Indians

Devon Johnson

Roseburg Resources

Chris Strunk

Weyerhaeuser, President

Mike Madson

Wildwood Nursery

Mike Brochu

Umpqua Fishermen's Assn

Kasey Hovik

Umpqua Watersheds, President -

Elect

M. A. Hansen

Land Owner, Secretary

Blair Nash

Sutherlin Water Control Dist.

Darin McMichael

C&D Lumber Co.

Chris Boice

County Commissioner

Walt Barton

Douglas SWCD

Rusty Lininger

Source One Serenity

STAFF

Phone: 541-673-5756

Eric Riley

Executive Director

Eric@UmpquaRivers.org

Terry Luecker

Restoration Coordinator

TerryL@UmpquaRivers.org

Sandy Lyon

Monitoring Coordinator

Sandy@UmpquaRivers.org

Gilaine Wright

Fiscal Manager

Gilaine@UmpquaRivers.org

Joe Carnes

Asst. Monitoring

Coordinator/ IT

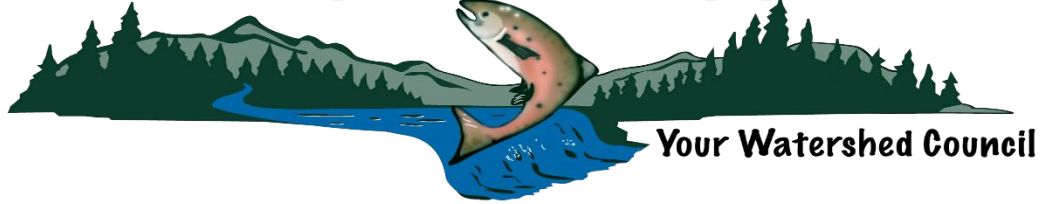
Joe@UmpquaRivers.org

Kimberly Stone

Restoration Project Mgr.

kim@umpquarivers.org

Partnership for the Umpqua Rivers



EQUITY, DIVERSITY & INCLUSION STATEMENT

The Partnership for the Umpqua Rivers is an equal opportunity employer. We are committed to creating and maintaining a workplace culture and environment where all feel valued and are able to perform to their full potential. Our organization is built on a foundation of dignity and respect. We are committed to ensuring that people connected to PUR, including the communities we serve, enjoy spaces free from discrimination, victimization, and harassment and where all of our people are encouraged to grow, flourish and succeed. We believe that PUR benefits from the innovation that results when people who have different experiences and perspectives work together. We seek to continue to diversify our workforce and Board of Directors so we can best expand our base of knowledge, skills, and understanding. We strive to create environments in which people of different generations, genders, races, sexual orientations, abilities, religions, and ethnicities, work together to restore and steward waters of the Umpqua Basin.

Partnership for the Umpqua Rivers



Mission Statement

Through collaboration with diverse participants, the Partnership for the Umpqua Rivers maintains and improves water quality & fish populations from source to sea in the streams of the Umpqua.

We educate people about the value of healthy streams; we work with willing landowners to improve stream conditions; we monitor the health of the streams and their fish populations.

Through these actions the Partnership contributes to the ecological and economic well-being of the basin.



FACT SHEET

Partnership for the Umpqua Rivers

The watershed council members and staff are working toward effective, efficient, and doable management solutions to improve water quality and fish habitat. We provide education about watershed processes and provide technical support to willing landowners.

This council had its origin in 1993 as the Umpqua Basin Fisheries Restoration Initiative (UBFRI) and was changed to Umpqua Basin Watershed Council (UBWC) in May 1995. The council was incorporated as a non-profit in 2000. The name was changed to the Partnership for the Umpqua Rivers in 2005. There are 16 directors, representing diverse interests in the basin and one *At-Large* director elected by the members.

Watershed councils have been established across the state and there are now over 95 councils in Oregon. Each council brings landowners, volunteers, agencies, and interest groups to the table to work together to establish and attain common goals. We are fortunate in the Umpqua Basin to have a wealth of information and local experts available to help assess current situations and work toward reasonable solutions. Join us and learn more about your local watershed, the Oregon Plan for Salmon and Watersheds and how you can help.

Meetings are held the third Tuesday of the month at the ODFW office, 4192 N. Umpqua Highway in Roseburg from 9:00 a.m. till 11:30 a.m. The council office is located at 3012 W. Harvard Ave. Contact Eric Riley, Executive Director at:

Phone: 541-673-5756

Types of Projects:

UBFRI 1993-1997

- Aquatic Habitat Surveys – 2,000 stream miles.

UBWC (1997) & PUR (2005) - Present

- Aquatic and Project Monitoring
- Fish Passage Inventory and Improvement (culverts and bridges)
- Flow Modification (remove ditches and dams and change to sprinkler irrigation)
- GIS Data Collection and Strategic Planning
- Instream Structure Placement (logs and boulders)
- Public Education and Outreach
- Research
- Riparian Restoration (site preparation, planting and fencing)
- Stock Water System Installation
- Stream Temperature Characterization and Water Quality Management Planning
- Streamflow Assessment
- Watershed Assessment and Action Plan Development

Web Site: www.UmpquaRivers.org

PUR is a non-profit organization formed to restore and enhance water quality and fish habitat within the Umpqua Basin, which is located in southwest Oregon.

We meet on the third Tuesday of every month from 9 to 11:30 am in the conference room at the ODFW compound at 4192 N Umpqua Highway, Roseburg. Approximately 40 people gather monthly to discuss watershed, land management and natural resource issues.

Join Us!

Eric Riley
Executive Director
541.673.5756
eric@umpquarivers.org

Partnership for the Umpqua Rivers



Annual Dues	Amount	Amount Paid
Individual	\$20	\$
Business	\$100	\$
Additional contributions are sincerely appreciated . Enter any additional amount at right		\$
Total Contribution		\$

THANK YOU. Receipt available upon request. Your donation is tax deductible.

Name _____

Title _____

Organization _____

Address _____

City _____ State _____

Zip _____ Phone _____

Fax _____

Email _____

Make all checks payable to:

Partnership for the Umpqua Rivers
(Federal ID No. 93-1298800)

and mail to:

1758 NE Airport Rd.
Roseburg, OR 97470

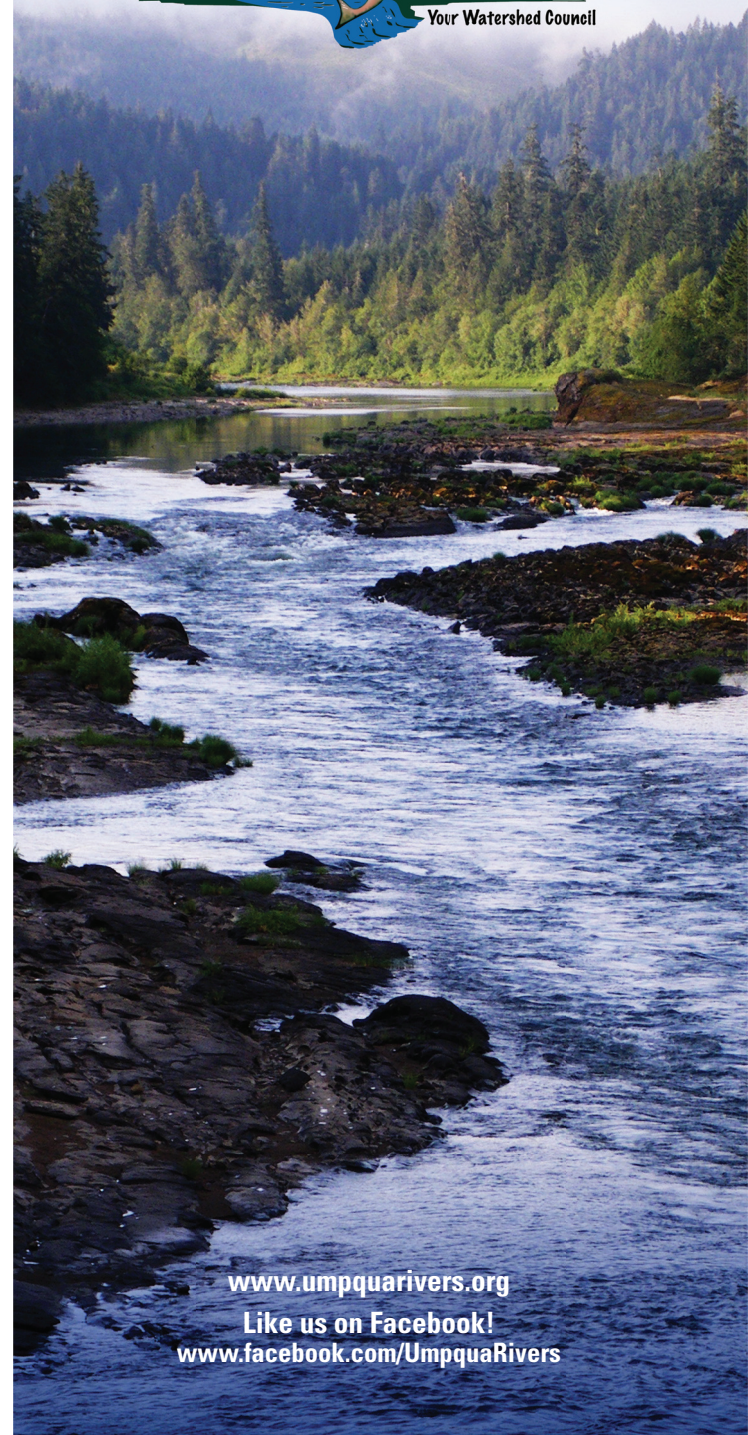
or donate online at www.UmpquaRivers.org

Partnership for the Umpqua Rivers

1758 NE Airport Rd
Roseburg OR 97470



Partnership for the Umpqua Rivers



www.umpquarivers.org

Like us on Facebook!

www.facebook.com/UmpquaRivers

Partnership for the Umpqua Rivers



Mission Statement

Through collaboration with diverse participants, the Partnership for the Umpqua Rivers maintains and improves water quality & fish populations from source to sea in the streams of the Umpqua.

We educate people about the value of healthy streams; we work with willing landowners to improve stream conditions; we monitor the health of the streams and their fish populations.

Through these actions the Partnership contributes to the ecological and economic well-being of the basin.

What We Do

The Partnership for the Umpqua Rivers works collaboratively with local landowners, local businesses, state, federal and tribal entities to fund and implement projects benefiting the entire Umpqua Basin. We have secured over 30 million dollars in grant funding to assist landowners in voluntarily improving fish habitat and water quality. Specifically, our work includes:

- Placing log and boulders in streams to improve fish habitat and stream function
- Replacing failing culverts and bridges to restore fish access to critical habitat
- Monitoring water quality with volunteers throughout the basin to collect status and trend data assisting prioritization efforts
- Conducting effectiveness monitoring on restoration projects to better understand our restoration efforts and promote our work throughout the basin
- Removing non-native plants in riparian areas and planting native species to support natural riparian diversity and function
- Installing fencing and off channel stock water that protects the riparian areas and the stream from livestock while providing landowners management tools
- Educating the public about the benefits of clean water and the importance of stream health; emphasizing respect and stewardship for our watersheds
- Partnering with landowners to identify solutions for working landscapes that are ecologically sound and efficient

Who Are We?

Our board is a diverse group representing livestock, agriculture, timber, tribal, fishing, recreation, mining, construction, cities, conservation, special districts, and public utilities. We currently employ 6 staff members, and use the expertise of scientists, contractors, and consultants for projects and programs.



Get Involved!

- **Volunteer for our organization!**
- **Participate in restoration projects on your land!**
- **Become a member!**
- **Donate towards our work!**
- **Come to a meeting!**

Fish Passage Restoration



Riparian Planting



Stream Habitat Restoration



Education & Outreach



Monitoring



INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **DEC 20 2001**

UMPQUA BASIN WATERSHED COUNCIL, INC
1758 NE AIRPORT RD
ROSEBURG, OR 97470

Employer Identification Number:
93-1298800
DLN:
17053325090031
Contact Person:
MICHAEL RYAN ID# 31362
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
June 30
Foundation Status Classification:
509(a)(1)
Advance Ruling Period Begins:
May 4, 2000
Advance Ruling Period Ends:
June 30, 2004
Addendum Applies:
No

Dear Applicant:

Based on information you supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

Because you are a newly created organization, we are not now making a final determination of your foundation status under section 509(a) of the Code. However, we have determined that you can reasonably expect to be a publicly supported organization described in sections 509(a)(1) and 170(b)(1)(A)(vi).

Accordingly, during an advance ruling period you will be treated as a publicly supported organization, and not as a private foundation. This advance ruling period begins and ends on the dates shown above.

Within 90 days after the end of your advance ruling period, you must send us the information needed to determine whether you have met the requirements of the applicable support test during the advance ruling period. If you establish that you have been a publicly supported organization, we will classify you as a section 509(a)(1) or 509(a)(2) organization as long as you continue to meet the requirements of the applicable support test. If you do not meet the public support requirements during the advance ruling period, we will classify you as a private foundation for future periods. Also, if we classify you as a private foundation, we will treat you as a private foundation from your beginning date for purposes of section 507(d) and 4940.

Grantors and contributors may rely on our determination that you are not a private foundation until 90 days after the end of your advance ruling period. If you send us the required information within the 90 days, grantors and contributors may continue to rely on the advance determination until we make

Letter 1045 (DO/CG)

UMPQUA BASIN WATERSHED COUNCIL INC

a final determination of your foundation status.

If we publish a notice in the Internal Revenue Bulletin stating that we will no longer treat you as a publicly supported organization, grantors and contributors may not rely on this determination after the date we publish the notice. In addition, if you lose your status as a publicly supported organization, and a grantor or contributor was responsible for, or was aware of, the act or failure to act, that resulted in your loss of such status, that person may not rely on this determination from the date of the act or failure to act. Also, if a grantor or contributor learned that we had given notice that you would be removed from classification as a publicly supported organization, then that person may not rely on this determination as of the date he or she acquired such knowledge.

If you change your sources of support, your purposes, character, or method of operation, please let us know so we can consider the effect of the change on your exempt status and foundation status. If you amend your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, let us know all changes in your name or address.

As of January 1, 1984, you are liable for social security taxes under the Federal Insurance Contributions Act on amounts of \$100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the private foundation excise taxes under Chapter 42 of the Internal Revenue Code. However, you are not automatically exempt from other federal excise taxes. If you have any questions about excise, employment, or other federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Internal Revenue Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Donors may deduct contributions to you only to the extent that their contributions are gifts, with no consideration received. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as deductible contributions, depending on the circumstances. Revenue Ruling 67-246, published in Cumulative Bulletin 1967-2, on page 104, gives guidelines regarding when taxpayers may deduct payments for admission to, or other participation in, fundraising activities for charity.

You are not required to file Form 990, Return of Organization Exempt From Income Tax, if your gross receipts each year are normally \$25,000 or less. If you receive a Form 990 package in the mail, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return. Because you will be treated as a public charity for return filing purposes during your entire advance ruling period, you should file Form 990 for each year in your advance ruling period.

UMPQUA BASIN WATERSHED COUNCIL INC

that you exceed the \$25,000 filing threshold even if your sources of support do not satisfy the public support test specified in the heading of this letter.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$20 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed \$10,000 or 5 percent of your gross receipts for the year, whichever is less. For organizations with gross receipts exceeding \$1,000,000 in any year, the penalty is \$100 per day per return, unless there is reasonable cause for the delay. The maximum penalty for an organization with gross receipts exceeding \$1,000,000 shall not exceed \$50,000. This penalty may also be charged if a return is not complete. So, please be sure your return is complete before you file it.

You are not required to file federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You are required to make your annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return or the date the return is filed. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. Copies of these documents are also required to be provided to any individual upon written or in person request without charge other than reasonable fees for copying and postage. You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or you may call our toll free number shown above.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, we will assign a number to you and advise you of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

If we said in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Because this letter could help us resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

UMPUA BASIN WATERSHED COUNCIL INC

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

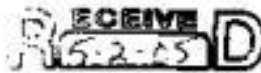
Sincerely yours,



Steven T. Miller
Director, Exempt Organizations

Enclosure(s):
Form 872-C

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201



DEPARTMENT OF THE TREASURY

Date: **ADD 2 2 2005**

UMPOUA BASIN WATERSHED COUNCIL
1758 NE AIRPORT RD
ROSEBURG, OR 97470-0000

Employer Identification Number:
93-1298800
DAN:
17053276760024
Contact Person: **WILLIAM C JARVI** ID# 31431
Contact Telephone Number:
(877) 829-5500
Public Charity Status:
170(b)(1)(A)(vi)

Dear Applicant:

Our letter dated December 20, 2001, stated you would be exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, and you would be treated as a public charity, rather than as a private foundation, during an advance ruling period.

Based on the information you submitted, you are classified as a public charity under the Code section listed in the heading of this letter. Since your exempt status was not under consideration, you continue to be classified as an organization exempt from Federal income tax under section 501(c)(3) of the Code.

Publication 557, Tax-Exempt Status for Your Organization, provides detailed information about your rights and responsibilities as an exempt organization. You may request a copy by calling the toll-free number for forms, (800) 829-3676. Information is also available on our Internet Web Site at www.irs.gov.

If you have general questions about exempt organizations, please call our toll-free number shown in the heading between 8:30 a.m. - 5:30 p.m. Eastern time.

Please keep this letter in your permanent records.

Sincerely yours,

A handwritten signature in black ink that reads "Lois G. Lerner". The signature is written in a cursive, flowing style.

Lois G. Lerner
Director, Exempt Organizations
Rulings and Agreements

Letter 1050 (DO/CG)

RECEIVED
MAY 3 2006

Internal Revenue Service
P.O. Box 2508
Cincinnati, OH 45201

Department of the Treasury

Date: May 4, 2006

Person to Contact:

Sophia Brown
ID# 31-03530

PARTNERSHIP FOR THE UMPQUA RIVERS
% KEN FERGUSON PRES
1758 NE AIRPORT RD
ROSEBURG OR 97470-1419

Toll Free Telephone Number:

877-829-5500

Employer Identification Number:

93-1298800

Dear Sir or Madam:

This is in response to your request of March 7, 2006, regarding your tax-exempt status.

Our records indicate that a determination letter was issued in December 2001 that recognized you as exempt from Federal income tax. Our records further indicate that you are currently exempt under section 501(c)(3) of the Internal Revenue Code.

Our records also indicate you are not a private foundation within the meaning of section 509(a) of the Code because you are described in section 509(a)(1) and 170(b)(1)(A)(vi).

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises transfers, or gifts to you or for your use are deductible for federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,



Cindy Westcott
Manager, Exempt Organizations
Determinations

Secretary of State
Corporation Division

Registry Number: 751710-83

FILED

MAY - 4 2000

OREGON
SECRETARY OF STATE

ARTICLES OF INCORPORATION — NONPROFIT
UMPQUA BASIN WATERSHED COUNCIL

ARTICLE 1. NAME

The name of this corporation is Umpqua Basin Watershed Council, Inc.

ARTICLE 2. TYPE OF CORPORATION

This is a public benefit corporation.

ARTICLE 3. REGISTERED AGENT

The initial registered agent of this corporation is Robert Kinyon. The address of the initial registered office of this corporation is 1758 N. E. Airport Road, Roseburg, OR 97470.

ARTICLE 4. MAILING ADDRESS

The address for mailing notices to this corporation is 1758 N. E. Airport Road, Roseburg, OR 97470.

ARTICLE 5. MEMBERSHIP

This corporation will have members.

ARTICLE 6. CORPORATE PURPOSES

This corporation is organized and will be operated exclusively for charitable, scientific, and educational purposes, and may, to achieve those purposes, make distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, or the corresponding section of any future federal tax code.

ARTICLE 7. NO PERSONAL BENEFITS

No part of the net earnings of this corporation will inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation.

ARTICLE 8. LIMITATION ON ACTIVITIES

8.1. This corporation shall not, as a substantial part of its activities, carry on propaganda, or otherwise attempt to influence legislation, and the corporation shall not participate in, or intervene in (including publication and distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

8.2. Notwithstanding any provision of these articles, the corporation shall not carry on activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

751710-83

ARTICLE 9. DISTRIBUTION OF ASSETS UPON DISSOLUTION

9.1 Upon dissolution of this corporation the assets of the corporation will be distributed to a watershed council, as defined in ORS 541.351(15), located in Douglas County, Oregon, so long as it qualifies for distribution of assets under Section 9.2 below. Otherwise, the assets shall be distributed to an entity that qualifies under Section 9.2.

9.2. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with the laws of the State of Oregon.

ARTICLE 10. INDEMNIFICATION

10.1. As used in this Article, "claims" includes any demands, claims, legal actions, arbitrations, and other adversarial proceedings that the corporation or its members may assert, file, prosecute, or appeal against a director or uncompensated officer of this corporation and any concomitant expenses and liabilities, including damages, judgments, attorney fees, arbitration costs, litigation costs, and penalties.

10.2. The personal liability of each member of the Board of Directors and each uncompensated officer of the corporation for claims shall be eliminated to the fullest extent permitted by ORS 65.047(2)(c) or corresponding provision of any future law.

ARTICLE 11. INCORPORATORS

The following persons are incorporators of this corporation:

Name	Address
Rick Sohn	Sun Studs, Inc. P. O. Box 1127 Roseburg, OR 97470
Ken Ferguson	Steamboaters 2195 W Military Roseburg, OR 97470
David Parker	Eco-Forestry Institute 1230 SE Main St. Roseburg, OR 97470
Noel Groshong	Umpqua Basin Water Association 4972 Garden Valley Rd. Roseburg, OR 97470
Doug Zenor	Roseburg Urban Sanitary Authority P. O. Box 1185 Roseburg, OR 97470
Robert Kinyon	Douglas Forest Protective Association 1758 N. E. Airport Road Roseburg, OR 97470

751710-83

These Articles of Incorporation are executed by:

Rick Sohn
Rick Sohn

4/24/00
Date

Ken Ferguson
Ken Ferguson

4-24-00
Date

David H Parker
David Parker

4-26-00
Date

Neil Grishong
Neil Grishong

4/24/00
Date

R. Douglas Zenor
Doug Zenor

4/24/00
Date

Bob Kinyon
Robert Kinyon

4/24/00
Date

Contact Person: Robert Kinyon (541) 673-5756



BYLAWS OF PARTNERSHIP FOR THE UMPQUA RIVERS, INC.

ARTICLE 1. DEFINITIONS, INTERPRETATION, AND CONSTRUCTION

1.1 DEFINITIONS: As used in these Bylaws:

1.1.1 "Applicable Laws" means statutes, regulations, rules, ordinances, and other legal requirements of Governmental Agencies that affect the Corporation, the Articles of Incorporation or these Bylaws.

1.1.2 "Alternate" means an individual appointed to perform the duties of a Director when that Director is unable to do so.

1.1.3 "Board" means the Board of Directors of this Corporation.

1.1.4 "Corporation" means Partnership for the Umpqua Rivers, Inc.

1.1.5 "County Commissioners" means the Board of County Commissioners of Douglas County, Oregon.

1.1.6 "Director" means an individual appointed by the Board or elected by the Members of the Corporation as a Member of the Board.

1.1.7 "Entity" includes any corporation, unincorporated association, estate, partnership, trust, limited liability company, joint venture, Governmental Agency, and other juristic person.

1.1.8 "Executive Director" is the primary staff person responsible for managing the day to day operations of the organization. The Executive Director's primary duties are administration, supervision of staff/independent contractors, program oversight, funding development and budgeting and public relations. The Executive Director reports directly to the Board of Directors.

1.1.9 "Governmental Agency" includes the State of Oregon and any commission, department, agency, official, or instrumentality of the State of Oregon; the United States and any authority, bureau, commission, department, or other agency or instrumentality of the United States; a county, city, district, authority, or other municipality or unit of local government.

1.1.10 "Individual" means a natural person.

1.1.11 "Member," unless modified by the phrase "of the Board" means a member of this Corporation.

1.1.12 "Member of the Board" means a Director or an Alternate who is serving on the Board in the absence of the Director represented by that Alternate.

1.1.13 "Person" includes any Individual.

1.1.14 "Third-Party Claims" includes any demands, claims, legal actions, arbitrations, administrative proceedings, criminal proceedings, and other adversarial proceedings that are asserted, filed, prosecuted, or appealed and any resulting expenses and liabilities, including damages, judgments, attorney fees, arbitration costs, litigation costs, and penalties.

1.1.15 "Tribe" means a federally recognized Indian tribe that has tribal interests in the Watershed.

1.1.16 "Umpqua Basin Watershed" and "Watershed" mean the entire land area drained by the Umpqua River and its tributaries.

1.2 STATUTORY DEFINITIONS: Words and phrases that are not defined in these Bylaws will have the definition stated in ORS 65.001, ORS 541.890, or other Applicable Laws. For purposes of interpretation of these Bylaws, the definitions stated in Section 1.1 of these Bylaws supersede definitions contained in Applicable Laws.

1.3 INTERPRETATION: Generally, unless particular provisions of these Bylaws state otherwise or unless the context indicates otherwise, the following provisions apply to interpretation of these Bylaws:

1.3.1 Verbs in the present tense include the future and vice versa.

1.3.2 Nouns include the singular and plural forms.

1.3.3 "Shall," "will," and "must" denote acts or obligations that are mandatory.

1.3.4 "May" and "should" signify a discretionary or permissive act.

1.3.5 "Means" denotes an exhaustive definition.

1.3.6 "Includes" denotes a partial definition. The phrase "without limitation" will be deemed to follow the words "include," "includes," and "including" when referring to a list, class, or group of Persons, things, conditions, events, obligations, rights, powers, or liabilities.

1.3.7 Words and phrases that are defined in these Bylaws or Applicable Laws are capitalized.

1.3.8 References to sections and subsections of these Bylaws are capitalized.

1.4 ARTICLES OF INCORPORATION:

1.4.1 All references in these Bylaws to the Articles of Incorporation mean the Articles of Incorporation of this Corporation, as amended from time to time, that are filed with an Office of the Secretary of State for the State of Oregon.

1.4.2 These Bylaws will be interpreted so that they are consistent with the Articles of Incorporation. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation will govern.

1.5 APPLICABLE LAWS: Except for differences in definitions that are subject to Section 1.2, these Bylaws will be interpreted and construed so that they are consistent with Applicable Laws.

1.6 SEVERANCE: If a provision of these Bylaws is determined by the Board or held by a court to be invalid, it will not affect the validity of other provisions, and these Bylaws will be interpreted or construed as if the invalid provision did not exist.

1.7 REFERENCES TO IRC: All references in these Bylaws to a section or sections of the Internal Revenue Code mean the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE 2. PURPOSES, GOALS, AND PRINCIPLES

2.1 IRC 501(C)(3) PURPOSES:

2.1.1 This Corporation is organized and will be operated exclusively for charitable, scientific, and educational purposes.

2.1.2 Subject to limitations stated in the Articles of Incorporation, the purposes of this Corporation will be to engage in any lawful activities, none of which are for profit, for which nonprofit corporations may be organized under the laws of the State of Oregon and 501(c)(3) of the Internal Revenue Code.

2.2 PRIMARY PURPOSES: The primary purposes for which this Corporation is organized are:

2.2.1 To prepare and implement a Watershed action program for the Umpqua Basin Watershed pursuant to ORS 541.910;

2.2.2 To improve environmental integrity and economic stability in the Umpqua Basin Watershed;

2.2.3 To foster community understanding and appreciation of Watershed processes; and

2.2.4 To develop, implement, and monitor practices beneficial to Watershed health.

2.3 GOALS: This Corporation will endeavor to fulfill the primary purposes stated in Section 2.2 by pursuing the following goals:

2.3.1 Provide public participation in the implementation of ORS 541.890 to 541.969;

2.3.2 Encourage landowners to recognize and accept responsibility for that portion of the Watershed under their stewardship and to take voluntary action in the interests of Watershed health;

2.3.3 Foster public awareness of Watershed processes, activities, and opportunities to take responsibility for and contribute to Watershed health;

2.3.4 Foster scientific understanding through a program of Watershed research and focused monitoring;

2.3.5 Serve as a clearinghouse for Watershed information and activities;

2.3.6 Operate according to a plan which supports environmental integrity and economic stability within the Umpqua Basin Watershed;

2.3.7 Support and build upon the goals of "the Oregon Plan" as described in ORS 541.898 to 541.918; and

2.3.8 Encourage cities and their residents to recognize and accept responsibility for their individual and collective impacts on the Watershed.

2.4 PRINCIPLES: This Corporation, the Directors, and the Members ascribe to the following statements of principle:

2.4.1 It is possible to achieve both environmental integrity and economic stability within the Umpqua Basin Watershed and Douglas County.

2.4.2 The natural products and process of the Watershed are indicators of Watershed health and are important to the economy and vitality of communities.

2.4.3 The actions of Persons residing or working within Douglas County can affect the stability of the Watershed and related economy.

2.4.4 Land management and other human activities have a legitimate place in the Watershed.

2.4.5 Coordinated planning and action for Watershed health are important, and are most effectively achieved by the Persons who reside and work within the Watershed.

2.4.6 Watershed-scale perspective improves the ability of Persons to sustain the health of the Watershed and related economic activities.

2.4.7 Native fishes are important to the economic, recreational, ecological, and cultural values of Persons and communities within the Watershed.

2.4.8 This Corporation shall respect private property rights during the implementation of projects designed to improve Watershed productivity and health. This Corporation will participate in a project only with the voluntary cooperation of the owner of the land on which the project is located.

2.4.9 This Corporation will have no regulatory authority over any private property or publicly owned or managed lands.

ARTICLE 3. DIRECTORS

- 3.1 NUMBER: This Corporation will have no more than 18 regular Directors.
- 3.2 APPOINTMENT AND ELECTION:
 - 3.2.1 A minimum of 9 and no more than 18 Directors will be appointed by the Board (also see 3.4).
 - 3.2.2 One Director will be elected by the Members from candidates nominated by other Directors. The first election of the Director will occur at the meeting of the Members immediately following adoption of the Bylaws, and each year thereafter the election of the Director will occur during the annual meeting of the Members.
 - 3.2.3 Any Director, member, and/or interest group may bring forth a nominee as a potential new Director.
 - 3.2.4 All new Nominee's will be vetted through a nominations committee and brought to the Board as final nominees. At least 60 days' notice must be provided for a meeting when a Board appointment vote will take place.
 - 3.2.5 Directors shall be appointed by an affirmative vote of at least 75% of the quorum of the Board at a regular meeting.
- 3.3 QUALIFICATIONS: Directors must be of the age of majority in Oregon and must represent a balance of interested and affected Persons consistent with ORS 541.910.
- 3.4 COMPOSITION:
 - 3.4.1 One Director must be a County Commissioner or a representative designated by the County Commissioners.
 - 3.4.2 At least one and no more than Three Directors will represent agriculture and livestock interests.
 - 3.4.3 At least one and no more than Four Directors will represent timber, aggregate, construction, and mining interests.
 - 3.4.4 At least one and no more than Four Directors will represent fishing, recreation, and conservationist interests.

- 3.4.5 At least three and no more than Four Directors will represent other interests consisting of cities, special districts, utilities, and business and education entities.
- 3.4.6 One Director will represent a federally recognized Tribe with ancestral ties to the Umpqua Basin.
- 3.4.7 One elected Director will represent the interests of the general public and will not represent any of the interests described in Subsection 3.4.2 through 3.4.5.
- 3.4.8 If after reasonable efforts, the Board is unable to find a person who is willing to serve as a Director for any of the interests listed in Subsections 3.4.2 through 3.4.6, the Board may appoint a Director who represents the general public and who does not represent any of the interests described in Subsections 3.4.2 through 3.4.6. Directors appointed pursuant to this subsection will serve for terms described in Subsection 3.5.

3.5 TERMS:

- 3.5.1 The corporation shall have staggered terms for its Directors so that approximately one-third of the Board will be up for re-election every year.
- 3.5.2 At the expiration of an appointed Director's term, the Board shall either appoint a new Director or reappoint the Director whose term expired. A Director cannot be appointed for more than two consecutive terms.
- 3.5.3 Directors that have served two consecutive terms shall be eligible to serve as a future Director after a one term (three year) absence as a Director.
- 3.5.4 The term of the Director elected by the Members of the Corporation will begin on the date of election and will continue until the annual meeting of the Members the following year. The Director elected by the Members may be reelected, but shall not serve for more than four consecutive terms.

3.6 VACANCIES:

- 3.6.1 A vacancy on the Board will exist upon the death, resignation, or removal of a Director. A vacancy will also exist if the Board is unable to find a person who is willing to serve as Director for an open position prior to the time that regular appointments are made pursuant to Subsection 3.5.1 or if no person is elected as Director at the annual meeting pursuant to Subsection 3.5.4.

3.6.2 If any position on the Board is vacant, the Board will, in good faith as soon as practicable, appoint a Director who shall serve for the remainder of the term of the vacant position. The board will strive to maintain 18 Board Directors. The appointment process shall follow section(s) 3.2.3 through 3.2.5.

3.7 REMOVAL AND RESIGNATION:

3.7.1 Any Director who is appointed by the Board may be involuntarily removed cause by an affirmative vote of at least 75% of a quorum of the Board at a regular meeting and a written order of the Board, in accordance with ORS 65.33. The written order of the Board will address the reason/s for removal.

3.7.2 At least a (45) days' notice, including the draft written order addressing the reasons for removal, must be provided to the Directors for a meeting when a removal vote will take place. A copy of any order for removal will be kept in the records of the Corporation.

3.7.3 Any Director elected by the Members may be removed in accordance with ORS 65.324

3.7.4 Any Director may resign by giving written notice in accordance with ORS 65.321

3.8 ALTERNATES:

3.8.1 A Director will nominate their first Alternate or second alternate. First Alternates will attend and participate in meetings of the Board when the Director is unable to attend. The second Alternate will attend and participate in meetings of the Board when both the Director and the first Alternate are unable to attend.

3.8.2 Each Alternate shall represent the same group, organization, or interest described in Subsection 3.4 that is represented by the Director who appoints the Alternate, except that a County Commissioner may appoint an Alternate who is not a County Commissioner.

3.8.3 All Alternate Nominations will be vetted through a nominations committee and brought to the Board as final nominees. At least 30 days' notice must be provided for a meeting when a Board appointment vote will take place.

3.8.4 Alternates shall be appointed by an affirmative vote of at least 75% of the quorum of the Board at a regular meeting.

- 3.8.5 Notwithstanding Subsection 3.5.1, a Director who has served two consecutive terms may be appointed as an Alternate following the expiration of the second consecutive term.
- 3.8.6 When a Director dies, resigns, or is removed from office, or when a Director's term expires, his or her Alternate will serve as the interim director until the board appoints a new director.
- 3.8.7 While attending and participating in meetings of the Board on behalf of a Director, an Alternate will have all the powers and duties of a Director.
- 3.8.8 Subject to the limitation stated in Subsection 3.5.1, any individual who serves as an Alternate may be appointed by the Board as a Director to fill a vacancy on the Board.
- 3.8.9 An Alternate for any Director may be removed by the Board in the same manner as a Director (see 3.7).
- 3.8.10 If an Alternate's position is vacant a replacement will be appointed in accordance with Subsection(s) 3.8.1 through 3.8.4.
- 3.9 POWERS: Subject to Applicable Laws and any limitations in the Articles of Incorporation and these Bylaws relating to actions required or permitted to be taken or approved by the Members of this Corporation, the activities and affairs of this Corporation will be conducted and all corporate powers will be exercised by or under the direction of the Board.
- 3.10 DUTIES OF BOARD:
- 3.10.1 The Members of the Board shall perform any and all duties imposed on them individually or collectively by Applicable Law, the Articles of Incorporation, or these Bylaws.
- 3.10.2 In addition to other duties imposed by Applicable Laws, the Articles of Incorporation, and these Bylaws, the Board shall:
1. Appoint and remove, employ, and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers and the Executive Director of the Corporation;
 2. Supervise all officers, and the Executive Director of the Corporation to assure that their duties are performed properly; and

3. Develop such policies, procedures, and rules that the Board deems necessary for exercising the Powers granted by these Bylaws, including rules regarding meetings of the Board, the Members, and committees; policies about entry upon private land; policies about confidentiality of information provided this Corporation by Persons; procedures for financial transactions; Codes of Conduct, and rules governing committees.

3.10.3 The Board may delegate authority to its Officer(s) and/or Committee Chair(s) to perform any of the duties outlined in 3.10.1 1-3 above. The board may revisit the delegated authority at any time.

3.11 COMPENSATION:

3.11.1 Directors and Alternates will serve without compensation for their services, however; based on available funding, and Board approval, they may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

3.12 TIME AND PLACE OF MEETINGS:

3.12.1 Meetings of the Board will be held at the principal office of the Corporation in Roseburg, Oregon unless otherwise provided by the Board President.

3.12.2 Regular meetings will be held on the third Tuesday of the month, no less than quarterly, at 9 AM, unless such day falls on a legal holiday, in which event the regular meeting will be held at the same hour and place on the next business day or as otherwise directed by the Board President. The board may change this with a 75% of quorum.

3.12.3 Special meetings, not including Executive Sessions, may be called for any reasonable date and time by the Board President and/or the Executive Director.

3.13 NOTICE OF MEETINGS:

3.13.1 No notice is required for any regular meeting of the Board.

3.13.2 Except as provided in Subsection 3.13.3, the Secretary and/or Secretary's designee of the Corporation shall give each Director notice of a special meeting of the Board at least seven days before the meeting is held. Such notice may be oral or written. Oral notice may be given personally or by telephone, and a written record of the notice must be made. Written notice may be given by personal delivery, deposit in the U. S. mail, facsimile transmission, telegraph, or email.

3.13.3 If emergency circumstances require immediate action by the Board, notice may be given personally, or by telephone, facsimile transmission, or email not less than twenty-four hours before the time of the meeting.

3.14 QUORUM FOR MEETINGS:

3.14.1 Two thirds (2/3) of appointed Members of the Board constitute a quorum of the Board. An Alternate will be counted for purposes of a quorum only if the Director represented by that Alternate is not present at the meeting.

3.14.2 No final action will be taken by the Board at any meeting at which the required quorum is not present.

3.14.3 If a Director is unable to attend a meeting in person when a vote must be taken, they may call-in for the meeting and vote upon 7 days' notice being given to the Board President and Executive Director. A notice of modified voting procedures shall be provided to the Board along with the meeting agenda.

3.15 DECISIONS OF BOARD:

3.15.1 The Board will endeavor in good faith to make decisions by consensus whenever possible. When any action is initially considered by the Board, it cannot be approved without consensus of the Board. If two (2) or more Directors block consensus, then that action fails to move forward. If only one Director blocks consensus on an initial action, he/she must state a reason that is consistent with the purposes, goals, and principles set forth in Article 2. If the Director who blocks consensus refuses to withdraw his/her block at the meeting when the action is initially considered, the action will be tabled until the next regularly scheduled Board meeting. During that period the Directors will exchange and consider information concerning the issue and attempt to reach agreement.

3.15.2 When the Board reconsiders an action that is tabled pursuant to Subsection 3.15.1, the Board will endeavor to reach consensus. If two (2) or more Directors block consensus, then that action fails to move forward.

3.15.3 If an action is approved by vote of the Board under Subsection 3.15.2, the Director who voted against it will be allowed to submit a written statement regarding his or her dissent that is consistent with the purposes, goals, and principles set forth in Article 2. Such statement will be with the records of the Corporation regarding the action in question.

3.15.4 Board members may abstain from a voting for any reason. To abstain is to do nothing. It is not a vote.

3.16 CONDUCT OF MEETINGS:

3.16.1 The President of the Corporation will preside over meetings. If the President is absent, the President Elect will preside over a meeting. If the President and the President Elect are absent, the Board may designate a temporary Chairperson to preside over a meeting.

3.16.2 Minutes of meetings will be kept by or under the direction of the Secretary of the Corporation and/or his or her designee.

3.16.3 Meetings will be governed by rules of order determined by the Board that are consistent with the Articles of Incorporation, these Bylaws, and applicable Laws.

ARTICLE 4. MEMBERS

4.1 DETERMINATION AND RIGHTS OF MEMBERS: The Corporation will have only one class of Members. No Member can hold more than one membership in the Corporation. All Members will have the same rights, privileges, restrictions and conditions.

4.2 DUES: The Board may establish dues for membership by resolution to cover the cost of services provided to Members, and the Board may waive dues for any Persons who perform services for the Corporation.

4.3 QUALIFICATIONS OF MEMBERS:

4.9.1 Subject to Subsection 4.3.2, membership in the Corporation is open to any Person who:

1. Has an interest in the activities of the Corporation;
2. Resides in, has a business in, or owns property in Douglas County, or is engaged in activities that will be affected by the Watershed action program implemented under ORS 541.910 for the Umpqua Basin Watershed;
3. Submits a written application for membership that is accepted by the Board;

4. Abides by the provisions of the Articles of Incorporation, these Bylaws, and policies, procedures, and rules established by the Board; and
5. Pays any dues established by the Board.

4.3.2 An Individual must be at least the age of majority in Oregon to qualify for membership.

4.4 NUMBER OF MEMBERS: There is no limit on the number of Members that the Corporation may admit.

4.5 MEMBERSHIP BOOK: The Corporation shall keep a membership book at the Corporation's principal office containing the name and address of each Member.

4.6 TERMINATION OF MEMBERSHIP:

4.6.1 A Member may terminate membership by giving notice to the President or Secretary of the Corporation personally or by mail. Termination under this section will be effective upon the date of delivery of the notice or date of deposit in the mail.

4.6.2 All rights of membership terminate upon the Member's death.

4.6.3 The Board may terminate the membership of any Member if any of the following circumstances apply:

1. The Member fails to pay dues for membership established by the Board within thirty days after the Secretary of the Corporation gives notice of delinquency.
2. The Board determines that the Member has failed to comply with the provisions of the Articles of Incorporation, these Bylaws, or policies, procedures, or rules established by the Board or that the Member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation. The Secretary will give the Member notice of the proposed termination and the Board will allow the Member a reasonable opportunity to be heard either orally or in writing.
3. An affirmative vote of at least 75% of a quorum of the Members of the Board votes to terminate the Member. At least thirty (30) days' noticed must be provided for a meeting when a termination vote will take place.
4. All rights of a Member in the Corporation will cease on termination of membership.

5. Termination of any membership and the date of such termination will be recorded in the membership book.

4.7 NO TRANSFERABILITY OF MEMBERSHIPS: No Member may transfer a membership or any right or interest arising from membership.

4.8 REPRESENTATIVES OF ENTITIES: If the Member is an Entity, an Individual must be duly authorized in writing by the Member to represent the Member at meetings.

4.9 TIME AND PLACE OF MEETINGS:

4.9.1 Meetings of Members will be held at the principal office of the Corporation or at such other place or places as may be designated from time to time by resolution of the Board.

4.9.2 A regular annual meeting of Members will be held during the month of June on a date and at a time determined by the Board.

4.9.3 If the day fixed for a regular meeting falls on a legal holiday, such meeting will be held at the same hour and place on the next business day.

4.9.4 Special meetings of the Members may be called by the Board or the President of the Corporation.

4.10 QUORUM AND DECISIONS:

4.10.1 A quorum for a meeting of the Members will consist of those Members who are present.

4.10.2 A decision or action of the Members must be approved by fifty percent of the Members present at the meeting plus one.

4.11 NOTICE OF MEETINGS:

4.11.1 Written notice of all meetings of the Members will be given to each Member at the last address of record by first class mail at least 30 days before the meeting or by other fair and reasonable means allowed by Applicable Laws. The notice must state the date, time, place, and purpose of the meeting.

4.12 CONDUCT OF MEETINGS:

4.12.1 Every act or decision done or made by a majority of voting Members present in person at a duly held meeting at which a quorum is present is

the act of the Members, unless particular provisions of the Articles of Incorporation, these Bylaws, or Applicable Law require a greater number.

4.12.2 Meetings of the Members will be conducted in the same manner as meetings of the Board as stated in Section 3.16 of these Bylaws.

4.13 VOTING RIGHTS: Each Member is entitled to one vote on each matter submitted to a vote by the Members. Voting at duly held meetings will be by voice vote.

4.14 ACTION BY WRITTEN BALLOT:

4.14.1 Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at a meeting of Members also may be taken without a meeting if the Corporation distributes a written ballot to each Member entitled to vote on the matter.

4.14.2 The ballot must:

1. State the proposed action;
2. Provide an opportunity to specify approval or disapproval of each proposal;
3. Indicate the number of responses needed to meet the quorum requirement and state the percentage of approvals necessary to pass the measure submitted; and
4. Specify the date by which the ballot must be received by the Corporation in order to be counted. The date set must afford Members a reasonable time within which to return the ballots to the Corporation.

4.14.3 Ballots must be sent to the last address of record of each Member by first class mail at least 14 days before the ballot must be returned.

4.14.4 An action may be approved by affirmative ballots equal to fifty percent of the written ballots returned within the time period specified plus one.

4.15 MAILINGS: Members of the Corporation will be entitled to receive all mailings of the Board, including written notice of any meetings of the Board.

ARTICLE 5. OFFICERS

- 5.1 **DESIGNATION OF OFFICERS:** The officers of the Corporation will include a President, a President-Elect, a Secretary, and a Treasurer.
- 5.2 **QUALIFICATIONS:** Any individual who is qualified to be a Member of the Corporation may serve as officer of this Corporation.
- 5.3 **ELECTION AND TERM OF OFFICE:** Prior to July 1, 2007, officers will be elected by the Board annually between July 1 and July 31. All of the officers will be elected during the first year of incorporation. Each year thereafter officers other than the President and President-Elect, will be elected by the Board. The President serving in that office as of June 30, 2006, shall continue to serve until July 1, 2007. The President-Elect serving in that office as of June 30, 2006, shall succeed to the office of the President on July 1, 2007, for a term of two years. Thereafter the President-Elect will be elected by the Board between July 1 and July 31 of every odd year and will become the President in the next odd year following the election. Each officer will hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor is elected and qualified, whichever occurs first.
- 5.4 **RESIGNATION:** Any officer may resign at any time by giving written notice to the Board or to the President or Secretary of the Corporation. Any resignation will take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.
- 5.5 **REMOVAL:** Any officer may be removed, with or without cause, by the Board, at any time.
- 5.5.1 The Board may terminate an officer if any of the following circumstances apply:
1. The officer fails to pay dues for membership established by the Board within thirty days after the Secretary of the Corporation gives notice of delinquency.
 2. The Board determines that the officer has failed to comply with the provisions of the Articles of Incorporation, these Bylaws, or policies, procedures, or rules established by the Board or that the officer has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation. The Secretary will give the officer notice of the proposed termination and the Board will allow the officer a reasonable opportunity to be heard either orally or in writing.

3. An affirmative vote of at least 75% of a quorum of the Members of the Board votes to terminate the officer.
4. All rights of an officer in the Corporation will cease on termination of membership.
5. Termination of the officer and the date of such termination will be recorded in the membership book.

5.6 VACANCIES: A vacancy caused by the death, resignation, or removal of any officer will be filled by the Board. A vacancy in any office other than that of President may be filled temporarily by appointment by the President until the Board fills the vacancy. Vacancies occurring in offices of officers created at the discretion of the Board may or may not be filled as the Board determines.

5.7 DUTIES OF PRESIDENT:

5.7.1 The President will be the chief executive officer of the Corporation and shall, subject to the control of the Board, supervise and control the affairs of the Corporation and the activities of the officers.

5.7.2 The President shall preside at all meetings of the Board and at all meetings of the Members.

5.7.3 Except as otherwise provided by Applicable Laws, the Articles of Incorporation, or these Bylaws, the President shall, in the name of the Corporation, execute deeds, mortgages, bonds, contracts, checks, or other instruments when authorized by the Board.

5.8 DUTIES OF PRESIDENT ELECT: The President Elect will perform all duties of the President when the President is absent or is unable or unwilling to perform those duties. When acting as the President, the President Elect will have the powers and responsibilities of the President.

5.9 DUTIES OF SECRETARY:

5.9.1 The Secretary shall:

1. Certify and keep the original, or a copy, of these Bylaws as amended;
2. Keep Minutes of all meetings of the Board, committees, and the Members;

3. Assure that all notices are duly given in accordance with these Bylaws or as required by Applicable Law; and
4. Be custodian of the records of the Corporation.

5.9.2 Clerical tasks assigned to the Secretary may be performed by others under the direction of the Secretary.

5.10 DUTIES OF TREASURER:

5.10.1 The Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all funds in the name of the Corporation in banks or other depositories selected by the Board;
2. Receive, and give receipt for, monies due and payable to the Corporation;
3. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements;
4. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
5. Render to the President and Board, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation; and
6. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

5.10.2 Clerical and bookkeeping tasks assigned to the Treasurer may be performed by others under the direction of the Treasurer.

5.11 ADDITIONAL DUTIES: In addition to the duties listed in this Article, each officer shall perform such other duties as may be required by Applicable Law, by the Articles of Incorporation, or by other provisions of these Bylaws, or which may be assigned from time to time by the Board.

5.12 COMPENSATION: The salaries of the officers, if any, will be fixed from time to time by resolution of the Board. In all cases, any salaries received by officers of

this Corporation must be reasonable and given in return for services actually rendered to or for the Corporation.

ARTICLE 6. COMMITTEES

6.1 FORMATION OF COMMITTEES:

6.1.1 The Board or the President may, by written resolution or directive, establish standing committees and ad hoc committees to assist and advise the Board. The authority of each committee will be determined by the Board or the President in writing and may be modified or revoked by the Board or the President at any time.

6.1.2 Directors and Alternates of the Corporation may be appointed to committees.

6.1.3 Members and the general public may attend and participate in committee meetings.

6.2 MEETINGS AND ACTIONS OF COMMITTEES:

6.2.1 Committees will be subject to the control of the Board and may only perform functions and take actions that are authorized by the Board, adhering to a Board approved charter.

6.2.2 The time and place of committee meetings will be determined by the committee chair, unless directed otherwise by the Board. Notice of Committee meetings will be given to committee members in the same manner as notice of Board meetings is given to Members of the Board.

6.2.3 The Board may designate the chairperson of a committee who will preside over meetings of the committee, but if the Board does not do so, the committee may designate the chairperson.

6.2.4 Meetings and recommendations of committees will be governed by rules determined by the Board that are consistent with the Articles of Incorporation, these Bylaws, and Applicable Laws.

6.2.5 Each committee shall keep regular notes of its proceedings under the direction of the Secretary of the Corporation and cause them to be filed with the corporate records. Each committee shall report on its actions to the Board from time to time as the Board may require.

ARTICLE 7. EXECUTIVE DIRECTOR AND AUTHORITIES

7.1 EXECUTIVE DIRECTOR:

7.1.1 The Board may, as finances permit, employ an Executive Director. Notwithstanding any limitations provided by these Bylaws and/or the Board, the Executive Director shall have the day-to-day responsibilities for the organization, including carrying out the organization's goals and policies as set by the Board including, but not limited to, fiscal management, personnel management, and execution of contracts and agreements.

7.1.2 The Executive Director shall work at the pleasure of the Board, attend Board meetings, report on the progress of the organization, and carry out the duties set by the Board.

7.1.3 Any direction provided by the Board to the Executive Director shall be directed through the President and/or Executive Committee. No individual Director or Alternate shall provide direction on behalf of the Board without the authorization of the Board.

7.1.4 The Executive Director will receive an annual evaluation at the direction of the Executive Committee.

ARTICLE 8. LIABILITIES AND THIRD PARTY CLAIMS

8.1 **LIABILITY FOR CORPORATE OBLIGATIONS:** The Directors, Alternates, Officers, and Members of this Corporation will not be personally liable for the debts, liabilities, or other obligations of the Corporation.

8.2 **INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS:** The Directors, Alternates, Officers, Members, and other agents of the Corporation who are acting on behalf of the Corporation in accordance with these Bylaws will be indemnified from Third-party Claims by the Corporation to the fullest extent permissible under Applicable Laws.

8.3 **INSURANCE FOR CORPORATE AGENTS:** The Board may, by resolution, authorize the Corporation to purchase and maintain liability insurance for any agent of the Corporation (including a Director, Alternate, Officer, Employee, Member, or other agent of the Corporation) against Third Party Claims arising out of the agent's acts and omissions that occur while the agent is acting on behalf of the Corporation in accordance with these Bylaws.

- 8.4 MEMBERS: Members will not be deemed agents of this Corporation under this Article solely because of their membership. Members will be deemed agents of this Corporation when they are performing services for the Corporation that are authorized by the Board, including service on committees.

ARTICLE 9. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

- 9.1 EXECUTION OF INSTRUMENTS: The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee will have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.
- 9.2 CHECKS AND NOTES: Except as otherwise specifically determined by resolution of the Board, or as otherwise required by Applicable Law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation must be signed by two officers of the Corporation.
- 9.3 DEPOSITS: All funds of the Corporation must be deposited in a timely manner to the credit of the Corporation in banks or other depositories selected by the Board.
- 9.4 GIFTS: The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

ARTICLE 10. CORPORATE RECORDS

- 10.1 MAINTENANCE OF CORPORATE RECORDS: The Corporation shall keep all corporate records at its principal office, including:
- 10.1.1 A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date;
- 10.1.2 Minutes or notes of each meeting of the Board, any committee appointed by the Board, or the Members, which indicate:
1. The time and place of the meeting;
 2. Whether the meeting was regular or special;

3. How the meeting was called;
4. The notice given for the Meeting;
5. The names of those present; and
6. The business transacted at the meetings;

10.1.3 Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and

10.1.4 Any records required by applicable laws.

10.2 INSPECTION OF RECORDS:

10.2.1 Every Director will have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation and will have such other rights to inspect the books, records, and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and Applicable Laws.

10.2.2 In addition to any rights provided by Applicable Laws, every Member of the Corporation will have the right to inspect, at reasonable times, records containing the Members' names and addresses and books, records, and minutes of proceedings of the Members or of the Board or committees, so long as the purpose of inspection is reasonably related to the interests of the Member concerning the Corporation. Inspection will be allowed upon written demand to the Secretary of the Corporation which states a valid purpose for inspection.

10.2.3 Any inspection under the provisions of this Article may be made in person or by agent or attorney, and the right to inspection will include the right to copy and make extracts.

10.3 PERIODIC REPORT: The Board shall cause any annual or periodic reports required by Applicable Laws to be submitted to appropriate State and Federal agencies.

ARTICLE 11. IRC 501(C)(3) TAX EXEMPTION PROVISIONS

11.1 LIMITATIONS ON ACTIVITIES:

11.1.1 No substantial part of the activities of this Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section 501(h) of the Internal Revenue Code, and this Corporation will not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

11.1.2 Notwithstanding any other provisions of these Bylaws, this Corporation will not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

11.2 **PROHIBITION AGAINST PRIVATE INUREMENT:** No part of the net earnings of this Corporation will inure to the benefit of, or be distributable to, its Members, Directors or trustees, officers, or other private Persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

11.3 **DISTRIBUTION OF ASSETS:** Upon dissolution of this Corporation, its assets remaining after payment of all debts and liabilities of this Corporation will be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or will be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution will be made in accordance with all Applicable Laws.

ARTICLE 12. AMENDMENT OF BYLAWS

12.1 **AMENDMENTS IN GENERAL:** Subject to the powers of the Members under Section 12.2, and except as otherwise provided by the Articles of Incorporation and Applicable Laws these Bylaws may be amended by approval of the Board.

12.2 **AMENDMENTS TO ARTICLE 2:** Amendments to Articles 2 of these Bylaws concerning purposes, goals and principles of this Corporation must be approved by 60% of the Members of the Corporation, as determined by the membership book 30 days prior to the vote on the proposed change. Amendments to Article 2 must be initiated by the Board.

Partnership for the Umpqua Rivers



Strategic Plan 2014-2019

The Partnership for the Umpqua Rivers (PUR) is a 501(c)(3) organization based in Roseburg, Oregon that has been dedicated to improving the ecological and economic well-being of Douglas County through stream restoration since 1992.

Mission Statement

Through collaboration with diverse participants, the Partnership for the Umpqua Rivers maintains and improves water quality & fish populations from source to sea in the streams of the Umpqua.

We educate people about the value of healthy streams; we work with willing landowners to improve stream conditions; we monitor the health of the streams and their fish populations.

Through these actions the Partnership contributes to the ecological and economic well-being of the basin.

Vision for 2019

The Partnership for the Umpqua Rivers is a working collaborative with a diversity of opinions and approaches to watershed restoration. PUR is an example for watershed practitioners and a leader for other non-profit organizations.

PUR serves as a liaison among like organizations in the Umpqua Basin and makes long-lasting relationships in and outside the basin that furthers its mission.

In part because of PUR's efforts, the Umpqua Basin has sustaining or increasing fish populations, improving water quality trends to support beneficial uses, and adequate summer base flows.

PUR is appropriately staffed to handle its workload, has a diversity of funding sources, is fiscally and financially sustainable, and has an engaged board, staff, volunteers, and members.

PUR contributes to the economic stability of Douglas County.

Values / Principles

- It is possible to achieve both environmental integrity and economic stability within the Umpqua Basin Watershed and Douglas County.
- The natural products and processes of the watershed are indicators of watershed health and are important to the economy and vitality of communities.
- The actions of Persons residing or working within Douglas County can affect the stability of the Watershed and related economy.
- Land management and other human activities have a legitimate place in the Watershed.
- Coordinated action and planning for Watershed health are important, and are most effectively achieved by the Persons who reside and work within the Watershed.
- Watershed-scale perspective improves the ability of persons to sustain the health of the watershed and related activities.
- Native fishes are important to the economic, recreational, ecological and cultural values of Persons and communities within the Watershed.
- This Corporation shall respect private property rights during the implementation of projects designed to improve watershed productivity and health. Corporation will participate in a project only with the voluntary cooperation of the owner of the land on which the project is located.
- This Corporation will have no regulatory authority over any private property or publicly-owned or managed lands.
- We recognize that community education opportunities are key to achieving long-term sustainable positive change.

Strengths, Weaknesses, Opportunities, and Threats (SWOT)

Strengths (Internal):

- PUR consistently attracts a diverse stakeholder group
- Qualified motivated staff, low turnover rate, diverse set of talents: hydrology, wetland science, information technology, grant writing, GIS, fiscal administration, monitoring
- Strong cash reserves and financial position
- Future projects already identified
- Agency representatives bring in new project ideas
- Strong reputation and relationships
- Own equipment: vehicles, office and field equipment, software (GIS, QuickBooks)
- Trained and dedicated small group of volunteers
- New staff members have introduced new ideas and perspectives
- Funding is more diverse in 2014 than in 2011
- Executive Director has a fisheries background and leadership skills

Weaknesses (Internal):

- Some policies and procedures are not yet documented
- Low visibility & name recognition in the Umpqua Basin
- Confusion on who PUR is (an agency? Umpqua Watersheds?)
- Funding needs more diversification, especially for unrestricted funds
- Adverse environmental conditions for health in parts of the current office building
- PUR is under-represented in community events
- Board members lack information they need to be the most effective
- Staff workloads are too high, roles & responsibilities need more clarity
- Board roles & responsibilities need more clarity

Opportunities (External):

- To build support for federal natural resource funding
- To create even stronger support and collaboration with agencies
- To attract continued support from county officials who can "open doors"
- To identify and cultivate local funders with an interest in PUR's mission
- Focused Investment (OWEB) program
- Mitigation projects (as fee-for-service)
- To diversify projects types

Threats (External)

- Funding for PUR's traditional project types is diminishing
- Title II & other federal funding programs are in jeopardy
- OWEB funding sources & distribution are uncertain
- Impacts of the 2008 recession continue, especially the rising cost of doing capital restoration projects
- More competition for PUR's long-time funding sources
- Higher cost of grant administration come with funding diversification
- Staff turnover in partner agencies

Goals & Objectives

***The following Goals and Objectives are not arranged in order of priority or importance. The enumeration of the Goals and Objectives is intended to reduce confusion and facilitate ease in referencing the document.**

Goal: 1 Maintain and Build a Vibrant Organization. Maintain and build a professional organization with an engaged and informed Board, stakeholders, partners, an energized professional staff, managed with sound fiduciary standards.

- A. Develop and implement a strategy for recruiting and training new board members.
- Task 1: Refine and update Board Manual to facilitate a more comprehensive “Director Training” meeting (*E.D.*)
 - Task 2: Coordinate and host a “Director Training Day” each year to welcome and inform new Directors (*E.D., President, Committee Representative*)
 - Task 3: Establish a Policy and Procedure Committee that meets annually to review organizational documents (*Board*)
 - Task 4: Identify and make available Board education opportunities; including conferences, workshops, regular Board meetings, etc. (*E.D./President*)
- B. Create and update an annual work plan and determine the appropriate staff and other resources to accomplish it.
- Task 1: Develop a “PUR Workplan” template and review/update annually (*E.D./Board*)
 - Task 2: Conduct a staff workload analysis and staffing assessment and review annually (*E.D.*)
 - Task 3: Update and submit OWEB Workplan each biennium (*E.D.*)
 - Task 4: Complete a Quarterly review/update of the existing 5 Year Plan (*Staff*)
 - Task 5: Annually identify appropriate professional development opportunities for the Staff (*E.D.*)
- C. Develop a strategy for communications between stakeholders, board, and staff with appropriate feedback mechanisms.
- Task 1: Develop and distribute an Annual Report (*Staff/E.D.*)
 - Task 2: Develop a comprehensive Board Policy and Procedure Manual (*E.D./P&P Committee*)
 - Task 3: Implement a feedback mechanism plan (*E.D.*)
 - Task 4: Annually deliver presentations about PUR as an organization and its accomplishments to local groups (*Staff/E.D./Board*)
 - Task 5: Host annual meeting with a public reception to recognize the organization, its members and partners (*President/E.D.*)

Goal: 2 Create and maintain a stable and diverse funding base to implement the Objectives in Goals One through Four.

- A. Establish new corporate and foundation partners to leverage funds from existing funders, building community, enhancing visibility.
- Task 1: Distribute Annual Report to potential new partners (*E.D.*)
 - Task 2: Establish 5 new partners/partnerships that results in increased operational capacity (*Staff/E.D., Board*)
- B. Diversify funding by securing new funding sources.
- Task 1: Establish a list of potential funding partners who are not current funders (*Staff/E.D./Board*)
 - Task 2: Research new collaborative strategies that may increase PUR's ability to leverage funds (*E.D./Staff/Board*)
 - Task 3: Work with existing funders to identify new and innovative ways to leverage funds (*Staff/E.D.*)
 - Task 4: Establish 3 new funding partners (*Staff/E.D.*)

Goal: 3 Improve native fish populations through capital projects. Maintain and improve native fish populations in the streams of the Umpqua Basin through capital projects, focusing on fish passage, instream and riparian habitat, and wetland restoration.

- A. Update the Umpqua Basin Action Plan & Prioritization Tool. Use this tool to better prioritize capital projects.
- Task 1: Re-establish the Technical Advisory Committee or TAC and hold annual meetings (*Staff/ Board*)
 - Task 2: In 2016 complete prioritization mapping of all PUR watersheds assessments by (*E.D./Staff*)
 - Task 3: In 2017 complete a review and update of the current Umpqua Basin Action Plan (*E.D./Staff/Board*)
 - Task 4: Annually, work with partner organizations to maintain a 5-Year Plan Binder based on prioritization efforts (*E.D./Staff*)
 - Task 5: Build partnerships that seek to develop and implement watershed scale restoration projects across diverse ownerships (*E.D./Staff*)
- B. Identify/develop projects that address a minimum of **8** fish passage barriers, including culvert and bridge replacements/removals. Implement **4** of these projects. The remainder will serve as ready-to-implement projects should additional funding become available.
- Task 1: Utilize updated PUR Prioritization Tool to identify and prioritize potential fish passage projects in each basin in the PUR Action Plan (*E.D./Staff*)
 - Task 2: Actively pursue restoration of the "Top 100" UBFAT prioritized culverts (*Staff*)
 - Task 3: Work with local agency and non-government partners to identify mutual priorities (*Staff*)
 - Task 4: Work with partners to maximize restoration efforts to increase leveraging of funds (*Staff*)

- C. Identify/develop a minimum of **35** instream habitat projects, including log and boulder placements. Implement **25** of these projects. The remainder will serve as ready-to-implement projects should additional funding become available.
- Task 1: Utilize updated PUR Prioritization Tool to identify and prioritize potential instream projects in each basin in the PUR Action Plan *(E.D./Staff)*
 - Task 2: Utilize UBFAT database and PUR Monitoring data to maximize restoration benefit and deliberately leverage funding *(Staff)*
 - Task 3: Regularly engage partners to develop quality, technically and biologically sound projects *(Staff)*
- D. Identify/develop a minimum of **6** wetland restoration/preservation projects. Implement **2** of these projects. The remainder will serve as ready-to-implement projects should additional funding become available.
- Task 1: Utilize updated PUR Prioritization Tool to identify and prioritize potential wetland projects in each basin in the PUR Action Plan, particularly in the Lower Umpqua River *(E.D./Staff)*
 - Task 2: Identify existing wetland assessment data and analysis available *(Staff)*
 - Task 3: Partner with the McKenzie River Trust on the Schofield Tidal Wetland project by facilitating the application and acquisition, manage the restoration, and partner in the long-term monitoring effort *(Staff)*
- E. Identify/develop a minimum of **10** riparian restoration/preservation projects. Implement **5** of these projects. The remainder will serve as ready-to-implement projects should additional funding become available.
- Task 1: Utilize updated PUR Prioritization Tool to identify and prioritize potential riparian projects in each basin in the PUR Action Plan *(E.D./Staff)*
 - Task 2: Develop a funding strategy for riparian projects that leverages other program funding, i.e.: EQIP and CREP *(E.D./Staff)*
 - Task 3: Work with partners to identify landowners who may not wish to be involved with federally funded programs *(Staff)*
 - Task 4: Partner with local agencies and non-governmental organizations to promote effective riparian restoration projects *(Staff)*

Goal: 4 Monitor Aquatic Conditions. Monitor the health of Umpqua Basin streams through evaluating project effectiveness, by identifying trends in basin conditions, and disseminating the results.

- A. Establish and conduct intensive water quality monitoring of four 5th field watersheds each for three years. The specific watersheds under active monitoring will change during the five year planning period.
- Task 1: Summarize how long which 5th field watersheds have been monitored and identify if additional monitoring is needed *(Staff)*
 - Task 2: Establish a priority watershed list for rotating three years of intensive monitoring in watersheds lacking the complete three years *(Staff)*
 - Task 3: In 2015 develop a timeline for completing watersheds and adding new ones *(Staff)*
 - Task 4: Meet annually and determine a prioritization for monitoring new 5th field watersheds *(Staff)*
 - Task 5: Annually evaluate and establish monitoring sites as new 5th field watersheds are added *(Staff)*

- Task 6: Write addendum to PUR's QAPP to include new watersheds and sites *(Staff)*
 - Task 7: Carry out monthly monitoring for each 5th field for three years *(Staff/Volunteers)*
- B. Continue monitoring a reduced number of reference sites in 5th field watersheds after the conclusion of three years of intensive monitoring in order to maintain baseline data.
- Task 2: Annually meet with partners to determine restoration projects and planning efforts in the watershed *(Staff)*
 - Task 3: Pick a reduced number of sites to maintain monthly monitoring as reference sites regarding Tasks 1 and 2 *(Staff)*
- C. Develop an effectiveness monitoring project for one of the restoration projects listed in Goal #3.
- Task 1: Meet quarterly with restoration planners and partners to determine and prioritize upcoming projects and timelines *(Staff)*
 - Task 2: Identify projects and monitoring parameters that could be expected to produce measureable positive changes *(Staff)*
 - Task 3: Work with partners to identify effectiveness monitoring opportunities *(Staff)*
 - Task 4: Work with OWEB's Effectiveness Monitoring Specialist to develop and evaluate monitoring proposals *(Staff)*
- D. Train volunteers to identify and watch for aquatic and riparian invasive species and to report findings during the regular monitoring runs.
- Task 1: Identify and arrange for a local expert(s) to present training *(Staff)*
 - Task 2: Update PUR's Field Handbase program for recording observations to include invasive species *(Staff)*
 - Task 3: Report new findings to appropriate agency *(Staff)*
- E. Train volunteers to identify the presence of lamprey ammocetes and report presence to the Cow Creek Band of the Umpqua Tribe of Indians.
- Task 1: Seek Tribal specialist to provide training *(Staff)*
 - Task 2: Update PUR's Field Handbase program for recording observations to include lamprey data *(Staff)*
 - Task 3: Notify the Tribe of any lamprey sightings *(Staff)*
- F. Work regularly with monitoring partners to keep the program vibrant, relevant and current in monitoring science
- Task 1: Coordinate regularly with DEQ to ensure data standards are being met and the program continues "A" quality data collection *(Staff)*
 - Task 2: Coordinate regularly with OWEB Monitoring Program Manager to keep abreast of monitoring developments throughout Oregon and Douglas County *(Staff)*
 - Task 3: Coordinate regularly with Douglas SWCD on Morgan Creek Project *(Staff)*
 - Task 4: Coordinate regularly with the Roseburg BLM on macroinvertebrate monitoring partnership opportunities *(Staff)*

Goal: 5 Increase PURs visibility within Douglas County communities and its stakeholders to enhance awareness, understanding and appreciation of watershed processes, of PUR and its activities; including the social, economic and ecological benefits of stream restoration.

- A. Each board member and alternate will participate in or represent PUR at least once a year at a stewardship or outreach event.
- Task 1: in 2015 develop an organizational presentation for delivery at local events (*President/E.D.*)
 - Task 2: Develop a “Presentation Opportunities List” and tracking system in order to provide Board members an opportunity to engage the community (*President/E.D.*)
 - Task 3: Deliver PUR presentation at local community events annually or as appropriate (*Board/Volunteers*)
 - Task 4: Conduct annual field trips with Partners and community members (*Board/Staff*)
- B. PUR projects and activities will be covered at least four times per year in a county-wide publication or in local news media.
- Task 1: Issue press releases when noteworthy actions or events occur (*Ed. & Outreach Coord./Staff*)
 - Task 2: Develop an Annual Report and distribute to stakeholders, partners and other interested parties (*E.D.*)
 - Task 3: Publish *PUR Fishtails* on a semi-annual basis (*Ed. & Outreach Coord./Staff*)
 - Task 4: Publish **2** articles in local publications annually (*Ed. & Outreach Coord./Staff*)
- C. Content on the website and social media will be updated at least weekly.
- Task 1: Work with Board and Partners to increase Facebook utilization (*Ed. & Outreach Coord./Staff*)
 - Task 2: Investigate the possibility of hiring a website/social media contractor to enhanced social media utilization (*E.D.*)
- D. Implement watershed-related education programs and projects at schools, community events, and other venues.
- Task 1: Annually, conduct in-class presentations at local schools and events (*Ed. & Outreach Coord./Staff/volunteers*)
 - Task 2: Expand the *Fish Eggs to Fry* program (*Ed. & Outreach Coord.*)
 - Task 3: Annually organize and facilitate the Umpqua Basin Clean-Up event (*Ed. & Outreach Coord.*)

Partnership for the Umpqua Rivers



ORGANIZATIONAL ASSESSMENT & OPERATIONAL AUDIT APPROVED: April 15, 2008

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I. Organizational Environment

1.0 Introduction

The Partnership for the Umpqua Rivers (PUR) is a 501(c)(3) non-profit organization based in Roseburg, Oregon, and serves as the watershed council for most of the Umpqua River basin. The organization that today is named PUR was formed in 1992 as a subcommittee of the Douglas County Water Advisory Board, and was known then as the Umpqua Basin Fisheries Restoration Initiative (UBFRI). The initial focus of that group was to complete 2,000 miles of aquatic habitat surveys on basin streams.

The group later changed its name to the Umpqua Basin Watershed Council (UBWC) when it was re-created as an advisory committee of the Douglas County commissioners in March, 1997, as an official watershed council, which opened the way for general council support funding from the Oregon Watershed Enhancement Board (OWEB). The official connection as a County advisory committee was later terminated, and UBWC was registered as an Oregon non-profit organization in 2000. The UBWC received provisional 501(c)(3) status the following year. The final IRS ruling was granted in 2006. The UBWC changed its name to PUR in 2005 to avoid confusion with a nearby non-profit organization.

PUR's bylaws define its "primary purposes," of which there are four:

1. To prepare and implement a watershed action program for the Umpqua Basin Watershed pursuant to ORS 541.388 [*ed: establishment of voluntary watershed councils.*];
2. To improve environmental integrity and economic stability in the Umpqua Basin Watershed;
3. To foster community appreciation and understanding of watershed processes;
4. To develop, implement, and monitor practices beneficial to watershed health.

These primary purposes thus cover the range of activities commonly associated with Oregon watershed councils: planning & assessment, capital restoration, education & outreach, and monitoring. In its annual federal financial reporting form (IRS 990), the PUR has categorized its industry designation as code 30: "Natural Resources Conservation and Protection."

The primary purposes are supplemented by 8 operational goals that explain types of activities that it will use to implement its four-fold mission. PUR has also supplemented its goals with five operating principles that embody its philosophical and operational values:

1. It is possible to achieve both environmental integrity and economic stability within the Umpqua Basin Watershed and Douglas County.
2. The natural products and processes of the Watershed are indicators of Watershed health and are important to the economy and vitality of communities.
3. The actions of persons residing or working in Douglas County can affect the stability of the watershed and related economy.
4. Land management and other human activities have a legitimate place in the Watershed.
5. Coordinated action and planning for watershed health are important, and are most effectively achieved by the persons who reside and work within the Watershed.

The stated mission, goals, and values position the PUR to:

- Encompass a broad mission (while avoiding "mission creep"), and thus large selection of activities from which to pursue
- Be responsive to local stakeholder and community concerns
- Focus on local natural resource issues and restoration opportunities, while avoiding politicizing these issues. The door is left open, however, for PUR to weigh in publicly on issues that impact its mission, goals, and values.

The current suite of programs undertaken by PUR address all four of the primary purposes: on-the-ground restoration, economic contribution to the community, education, and monitoring.

PUR's mission statement is:

Through collaboration with diverse participants, the Partnership for the Umpqua Rivers maintains and improves water quality & fish populations from source to sea in the streams of the Umpqua.

We educate people about the value of healthy streams; we work with willing landowners to improve stream conditions; we monitor the health of the streams and their fish populations.

Through these actions the Partnership contributes to the ecological and economic well-being of the basin.

2.0 Organization

2.1 Board of Directors

PUR's board of directors consists of 17 members, of whom 16 are appointed by the Douglas County commissioners, and the final member is elected by the membership. Eighteen is often considered the ideal number of directors for a working board, so the PUR is well-positioned in terms of board size. This number is large enough to be able to draw members for committee work, while not being so large as to be unwieldy.

Directors represent specific interests, and each member designates an alternate with the authority to function fully if that director is unable to attend a meeting. The distribution is as follows:

- 1 County Commissioner or designee
- 3 Agriculture and livestock interests
- 4 Timber, aggregate, construction, and mining
- 4 Fishing, recreation, conservation
- 3 Cities, special districts, public utilities
- 1 Tribe
- 1 General public (the elected member)

This distribution captures the main organizational interests in the basin and provides for a wealth of diversity of opinion. Other councils in Oregon have reserved board seats for other interests that have potential impacts and interests in natural resources, such as education and real estate (brokers or developers). Although projects are often implemented on land owned by private

individuals, there is not much opportunity for board representation here by a private landowner unless such a person is also representing one of the other interests.

Directors are appointed for a three-year term and may serve for as many as two consecutive terms, though the bylaws specify a variety of mixed two-and-three year terms for those directors serving from 2004 through 2013. Term-limits for non-profit boards are generally viewed as beneficial because they force the organization to continually bring in fresh ideas and perspectives while preventing lifetime appointments for under-performing directors.

2.2 Watershed Council Membership

Although there are 17 directors who provide the governance functions of PUR, Council membership is composed of all individuals wishing to be designated a member and who pay their dues. Privileges of membership are: voting on any decisions put to the membership by the membership, eligibility to serve on an official Board Committee, and 60% of members are required to amend article 2 of the bylaws. It is not clear, according to the bylaws, what sort of decisions the membership would be allowed to make that impact the organization, as the bylaws imbue the Directors with the power to direct the affairs of the organization, including the power to elect officers.

Membership is open to any adult who:

- Has an interest in the activities of the Corporation
- Resides in, has business in, or owns property in, Douglas County, or is engaged in activities that will be affected by the watershed action program implemented under ORS 541.388 for the Umpqua Basin Watershed
- Submits a written application for membership that is accepted by the Board
- Abides by the provisions of the Articles of Incorporation, the Bylaws, and policies, procedures, and rules established by the Board
- Pays any dues established by the Board.

PUR offers two levels of membership: individual--\$20/year dues, and corporate/business--\$100/year. These are suggested levels for membership. For any donation in excess of these levels, a thank you letter is sent to the donor. The current membership totals are 48 individuals and 12 businesses/agencies. Members are solicited exclusively by word-of-mouth. Annual membership coincides with the PUR fiscal year, which ends on June 30. Member donations are tracked on a spreadsheet, and renewal letters are mailed out once shortly after the beginning of the fiscal year. Timing membership in this way greatly reduces the paperwork and time spent tracking dues.

2.3 Staff

The Directors implement their projects through a staff managed by an Executive Director (E.D.). The permanent full-time staff is currently composed of :

- Executive Director (10 years with PUR)
- Financial Manager/Bookkeeper (4 years)
- Monitoring Coordinator (4 years)
- Planner / Project Manager (2 ½ years)

- Planner / Wetlands/Estuary Projects (1 year)

This level of tenure with the organization by staff members far exceeds the average for Oregon watershed councils, and is a clear sign of a positive work environment, in a category of organization that is often overworked and underfunded.

PUR makes extensive use of contractors for specialized activities for which there is not enough work for a full-time employee. In this way PUR has availed itself of a wealth of expertise while avoiding a fluctuating staff size inevitable with fluctuating needs and funding.

NOTE: Oregon laws pertaining to Nonprofit Corporations may be found in Chapter 65 of the Oregon Revised Statutes (ORS), 2005.

3.0 Programs

3.1 Scope of Programs

PUR has consistently maintained an ambitious program of work that includes examples of activities from all categories of watershed council work: capital restoration, assessment and planning, monitoring, education and outreach.

Capital Restoration. Working with the Umpqua Basin Fish Access Team, a group that identifies and prioritizes fish passage barriers, PUR has emphasized culvert replacement/retrofit and fish habitat structure placement. During the 2005-07 biennium, PUR replaced/retrofitted 6 culverts, and created 172 large wood and/or boulder structures. PUR also completed riparian plantings on 4 properties, riparian fencing on 3 properties, installed 3 railcar bridges (for livestock exclusion) and installed 1 off-channel watering systems. Approximately 60% of the projects were on public land, 20% on private commercial/industrial property, and 20% on private non-commercial landholdings.

Assessment/Planning. PUR has completed its watershed assessments (18 of 33 5th field watersheds in total), as well as a basin-wide action plan. Assessments will not be completed for those watersheds in the Umpqua Basin that are entirely in public ownership, outside PUR's geographic area, or in an adaptive management area (Little River). The 17-page action plan includes a matrix of factors that limit watershed health for 5th field watersheds that cover 59% of the entire Umpqua River Basin.

PUR has adopted five restoration principles, adopted from those promulgated by OWEB, with a few modifications. They are:

1. Address the symptoms of disturbance that impact fish populations and water quality-limited streams.
2. Restore watershed connectivity limiting key fish populations.
3. Restore watershed processes impacting the aquatic system and water quality-limited streams.
4. Reduce or eliminate harmful human impacts and inputs from land use activities in the basin.
This principle is applied in the context of recognizing PUR's mission to contribute to both the ecological and economic well-being of the basin.

5. Restore key habitats and water quality for Endangered Species Act (ESA)-listed species

Monitoring. PUR maintains a comprehensive monitoring program, focused on three areas: water quality, fish habitat/population, and project-specific effectiveness. Four years of baseline monitoring have been completed, in which temperature, dissolved oxygen, conductivity, pH, turbidity, and bacteria (*e. coli*) were measured. Bacteria monitoring is also conducted to identify and suggest solutions for site-specific problems: selection of appropriate Best Management Practices (BMPs), and to finding funding to help landowners implement BMPs. A recent stream temperature study was conducted to identify cold water refugia at mouths of tributaries in the Lower Umpqua River by measuring temperature at a variety of depths in the water column.

PUR currently employs a team of three full-time seasonal monitoring technicians who are based in the offices of, and supervised by, the Oregon Dept. of Fish & Wildlife. The crew's projects include: spawning surveys, presence/absence, aquatic winter habitat surveys, and population monitoring at smolt traps. A fourth seasonal employee works through the BLM for mussel surveys. With a grant from OWEB, PUR has subcontracted to the Oregon Water Resources Dept. to employ two seasonal technicians to monitor summer streamflow in selected basin locations.

A water quality monitoring laboratory is maintained in the basement of the PUR office. In the past few years PUR has offered a limited fee-for-service to both the Coquille Watershed Association and the Cow Creek Band of the Umpqua Tribe of Indians to process water quality samples. The laboratory is also utilized on an as-needed basis by ODEQ and Douglas SWCD.

With a grant from OWEB, PUR has subcontracted to the Oregon Water Resources Dept. to monitor summer streamflow in selected basin location.

A Council committee focusing on monitoring held four meetings in 2007 to help guide PUR's monitoring program. In the future, the committee intends to hold meetings at least annually to assess and guide the program. The minutes from those meetings indicate review and discussion of individual monitoring topics, rather than a strategic direction for the program as a whole. The main issues discussed were effectiveness monitoring, volunteer management, and monitoring for research to answer specific questions. This information forms part of PUR's monitoring plan, currently under development by PUR's monitoring coordinator.

PUR currently employs a monitoring coordinator full-time, and she also organizes the collected data in a database. Some of this data is intended to be uploaded to the Umpqua Explorer, an internet-based mapping and database program developed by the Institute for Natural Resources and Oregon State University library. The uploaded data will be available for use by other organizations.

Outreach & Education – See section 8, "Marketing & Outreach" for outreach activities. PUR has provided salmon education to primary schoolchildren through the fish toss at past County Fairs. PUR education workshops have been held at the Umpqua Discovery Center, the Alder Creek Children's Forest, Glendale High School and Lincoln Middle School in Oakland. PUR is currently writing a grant to hire a part-time education specialist to develop and implement an education strategy. PUR also helped to educate residents in the Myrtle Creek area on safer substitutes to hazardous products and water conservation through a funded program.

3.2 Project Development

Projects are developed both strategically and opportunistically. In 2007, PUR completed a basin-wide action plan, which synthesized action recommendations from 18 watershed assessments. Project proposals developed by PUR come either from this plan, from council members (especially agency representatives), or are initiated by other individuals who contact PUR with project ideas. The PUR E.D. and the two planners engage in the development of projects prior to funding.

3.3 Project Selection and Prioritization

The 2007 PUR Action Plan contains a flow chart that documents the current project selection process. The chart consists of five steps:

1. Project is presented to staff (Bob/Terry/Eric) for evaluation of its relevance to the mission. If this "screen" is passed, then:
2. A preliminary technical assessment is made of the project: "Consult and prioritize with necessary technical experts with regard to limiting factors: 'assessments, action plans etc, engineers, biologists, hydrologists, UBFAT, TAC'"
3. Formal review of capital projects by TAC. If endorsed, then:
4. Consideration by PUR Board of Directors. If not endorsed, then project is tabled, otherwise:
5. Seek funding

In the first step, the E. D. and/or other staff will evaluate project ideas/proposals for relevance to the mission and strategic documents, such as action plans and watershed assessments. They may also consider a variety of logistical and socio-economic considerations. If the proposal passes all these "screens," then staff passes the proposal on to the TAC for review.

The Technical Advisory Committee (TAC) is a group consisting primarily of natural resource professionals, who evaluate project proposals submitted to PUR, and either recommend or remand the proposal to the proponent. In both cases, they provide comments to justify their decisions. The TAC will often perform a quick review prior to a formal review to determine if the project meets minimum standards.

Earlier in its history, the TAC rated each project proposal numerically on a scale of 1-100, considering social & logistical issues in addition to scientific/ecological merit. The TAC's role has changed, and they currently give each project a "Pass/Fail" rating based solely on scientific/ecological merit. In both cases, they may offer suggestions to improve the benefits of the project.

As an aid in choosing projects more strategically, a Limiting Factors Matrix was created from the 2007 basin action plan. This matrix rates the factors that limit watershed health across watersheds and streams, and rates each matrix location. Oregon watershed councils have been mandated by the legislature to choose projects strategically, and the limiting factors approach is the recommended approach.

Building on the limiting factors matrix, and various GIS layers including UBFAT data, 303(d) temperature, fish distribution, habitat data and known barriers, the staff has created a color-coded map to aid in project selection. Streams are color-coded according to the number of factors

considered as limiting watershed health. These maps are being incorporated into the basin-wide project prioritization effort that is nearing completion. A project evaluation flowchart is being developed to provide guidance for project selection within a fifth-field watershed

Project targets for the 2007-2009 Biennium were listed in the most recent OWEB Council Support Grant Application. These projects were chosen through a vetting process conducted by the TAC with an endorsement by the Board of Directors.

One of the goals of the current formal strategic planning process is to develop and document a consistent methodology for prioritizing projects.

4.0 Human Resource Management

4.1 Compensation

PUR employees are paid directly by PUR as the fiscal agent. Staff compensation is negotiated with the E. D. Each staff position has a description that includes a pay range. Staff members are currently eligible to receive \$200/month in health benefits through a corporate Health Reimbursement Arrangement, and the option of a company match into an Individual Retirement Account of 3% of annual salary. For full-time employees, PUR offers nine paid holidays per year and vacation that begins at 8 hours/month for vacation and sick time at 4 hours/month. Job performance is reviewed annually on the anniversary of the hire date and pay raises are negotiated with the E. D. and may include increased vacation time in lieu of a salary increase.

4.2 Policies

PUR completed an employee handbook in 2006 that is clear and comprehensive with respect to its personnel policies. All staff positions have a current job description that includes responsibilities, required education, experience, knowledge, skills, and abilities, and a payscale.

4.3 Workload

The PUR staff currently consists of five full-time permanent and three full-time seasonal employees. The seasonal employees are focused solely on aquatic monitoring and are managed directly by either ODF&W or OWRD personnel. Several contractors perform ongoing, part-time services for PUR. The current project load of 45 projects is managed by the E. D. and two planners. One planner, Terry Luecker, currently works on 29 projects, 20 of them on a substantial basis. The E. D. is involved in some way in most projects, as well as board development, human resource management, and project development. The financial director manages several corporate databases, performs grant administration, assists in grant writing, as well as manages the organization's finances. The other two full-time permanent employees, the monitoring coordinator and the wetlands projects planner, have job descriptions that are focused on a smaller scope of work.

5.0 Facilities, Technology, Information Management

The PUR office is a converted house that is leased from the Douglas Forest Protection Association (DFPA). The DFPA main office is across the street from the PUR office.

Telephones - PUR's phone system is linked with DFPA: incoming calls to PUR are answered by the DFPA receptionist and transferred to phone extensions at the PUR office. The PUR pays one month per year of the DFPA receptionist's salary in exchange for this service. DFPA's intercom system is also linked to the PUR office. The service provider is Valley Tel Service, Inc. Phone extensions have voicemail.

Computer Hardware - each employee has access to both desktop and laptop computers. The PUR office maintains four desktop computer stations and three laptop computers. Hardware and software maintenance is handled first by the PUR data/fiscal manager. Additional troubleshooting assistance is available from DFPA. Computer workstations are networked in a LAN, with one computer functioning as a server with corporate documents and data. Monthly internet costs are currently \$79.36, which includes web hosting, email, and high speed internet access. Tape backups are performed regularly on the corporate server, and backups are stored off-site.

Major software programs: The most commonly used software programs by the PUR staff are MS-Office, ESRI ArcGIS, and Intuit Quickbooks. Several staff members attended an ArcGIS training course.

Overhead projector(s): PUR owns one computer overhead projector.

Plotter: PUR owns one HP DesignJet 800 plotter.

GPS – PUR owns 4 GPS units (2 Garmin Rhino 520s and 2 Magellan SporTrak). PUR has funding to purchase a Trimble GeoXT GPS unit.

Monitoring Equipment – PUR owns and maintains a full-service water quality monitoring laboratory in its office building. In 2007 PUR purchased a multi-parameter DataSonde for water quality monitoring. The equipment is maintained by the monitoring coordinator.

Copy Machine – Leased, which includes a maintenance agreement.

6.0 Marketing & Outreach

6.1 Media

PUR contracts out writing press releases, primarily for placement in the Roseburg News-Review. This newspaper has been highly receptive to PUR and has covered their projects and activities frequently.

6.2 Corporate Publications

PUR has published a number of pamphlets/fliers, including a tri-fold brochure with general information and membership solicitation.

6.3 Websites

www.umpquarivers.org is the corporate website. The target audience appears to be PUR's council members: the information available is primarily minutes, agendas, board member lists, and staff profiles. A few more general purpose documents are available for download, including a selection of watershed assessments. A few completed projects are highlighted on the site.

www.umpquaexplorer.info is an information-based website that PUR manages in cooperation with the Institute for Natural Resources and the OSU Library. The site is a clearinghouse for natural resource data throughout the Umpqua Basin.

6.4 Presentations to Groups

In 2007, PUR gave multiple presentations to outside groups to explain PUR's mission and projects.

- Roseburg Kiwanas
- Roseburg Rotary Club
- Chamber of Commerce (Canyonville and Roseburg)
- Douglas Timber Operators
- Lunch Bunch
- Gardiner, Reedsport, Winchester Bay Salmon and Trout Enhancement Program
- The Port of Umpqua
- Umpqua Soil and Water Conservation District
- Audubon Society
- Zonta Club

6.5 Events

Each year PUR supports the Umpqua Fisheries Enhancement Derby, a nationally-publicized event that includes a fishing contest, fishing demonstration for children, banquet, and auction. Sponsored by the Douglas Timber Operators (business consortium), money charged to event participants is used to restore basin streams through a grant program. Last year the net income from the Derby was \$78,000, of which 55% (~\$43,000) was awarded to PUR, mostly as \$1,000-5,000 matching grants (though one grant totaled \$15,000)..

For the past several years, PUR maintained a booth at the Douglas County fair with a game, "Fish Toss," aimed at children. For this game, children paid 25¢ to toss 5 rubber salmon to help it "get over barriers" on its way to spawn. The game was popular with children and accomplished its objective, to teach children about salmon. Financially, the project broke even, but has been discontinued because of its heavy logistical demands.

6.6 Mass Mailings & Advertising

PUR does not currently engage in general mass mailings or advertising, though they have sent out targeted mailings to contiguous blocks of land owners for project or issue-related purposes. In 2007, a mass mailing to Myrtle Creek residents was conducted in concert with a DEQ-funded project aimed at reducing household hazardous waste through conversion of the use of toxics to safer substitutes, as well as water conservation through xeriscaping. Ten workshops were conducted in Myrtle Creek. PUR has distributed hats, t-shirts, and pens with the corporate logo displayed.

7.0 Council Self-Assessment Issues

Directors, key agency representatives, and a subset of alternates were all interviewed, mostly via telephone, with questions designed to evaluate their opinions of the current overall functioning of PUR. The questions and responses have been tabulated and analyzed in Appendix A. Input from this questionnaire has been used in the strategic planning process. The top issues needing resolution, as identified by survey respondents, are:

- *Fund diversification & stability*
- *Operating more Strategically*
- *Outreach & Education*
- *Planning for Bob Kinyon's Retirement*
- *Dealing with Natural Resources Issues in the Watershed Outside of Projects*
- *Effectiveness Monitoring*

II. Financial Environment

8.0 Funding & Fundraising

8.1 Existing Fund Sources

The top concern raised by board members in the recent self-assessment was concern about future funding. In the fiscal year ending June 30, 2007, PUR's revenues totaled \$1,979,061, of which 44% came through the Bureau of Land Management from the Title II program. The authorization for these funds comes from the federal 2000 Secure Rural Schools and Communities Act, which has expired, but was reauthorized for one year. Although Congress may reauthorize the bill for another four years at greatly reduced levels, this seems less than likely given the unsuccessful reauthorization attempts to date.

Although more secure, PUR also received 41% of its funding during the same fiscal year from the Oregon Watershed Enhancement Board. Funding for capital projects from OWEB is derived from Oregon Lottery Funds, authorized by SB66, which expires in 2013. What is less secure, however, is the funding for general council support, monitoring, and education/outreach, as these derive primarily from other sources, mostly federal, which vary from year to year. With nearly 85% of PUR's funds from two sources, board members are appropriately concerned in seeking to diversify funding.

TABLE 1: FY0607 Funding Sources

Funder	Category	Amount	Percent
Bureau of Land Management	Federal	\$ 863,391	44.6%
OWEB	State	\$ 814,834	42.1%
DERBY	Private	\$ 62,130	3.2%
Stoel Rives, LLP	Private	\$ 50,000	2.6%
Pacificorp	Private	\$ 44,901	2.3%
DEQ (USEPA)	Federal	\$ 36,066	1.9%
Meyer Memorial Trust	Private	\$ 31,000	1.6%
The Nature Conservancy	NonProfit	\$ 20,000	1.0%
Cow Creek Band of Umpqua Tribe of Indians	Gov-Other	\$ 5,000	0.3%
Lone Rock Timber Co	Private	\$ 3,350	0.2%
Seneca Jones Timber Co	Private	\$ 2,350	0.1%
USFWS	Federal	\$ 1,688	0.1%
Dues	Misc	\$ 1,035	0.1%
Bank Interest	Misc	\$ 659	0.0%
Product/Logo Sales	Misc	\$ 414	0.0%
Total Revenues, FY 06-07		\$ 1,936,817	100.0%

8.2 Funding Expenses

It is sometimes helpful to consider nonprofit budgeting as a matrix of funding sources (revenues) across the columns, and funding expenses across the rows. Each source will have a budget for project-specific expenses, and for general expenses that are spread out over multiple sources and multiple projects. Examples of the latter are bookkeeping, rent, E. D. salary. It is these general expenses that are more difficult to fund, because the project-specific expenses are typically paid for by specific grants in a grant-funded organization such as PUR. It is therefore on these more general expenses that PUR's funding efforts should be focused. The level of project work,

however, should be a close second, because a) the project administration line items in grants fund a considerable amount of the general expenses, and b) project grants contain project management funding that contributes the majority of project manager salaries.

Below is a breakdown of typical watershed council expense categories, each is assigned to a difficulty rating:

- Difficult:* Unrestricted, Administrative personnel (Exec. Dir, bookkeeper) salaries, education & outreach projects, rent & utilities, pre-project development salaries
Moderate: Monitoring projects, planning projects
Easy: Capital projects & those expenses necessary for their completion

8.3 External Environment

PUR's area of concern is the Umpqua River watershed, and the Douglas County boundary closely follows the watershed boundary. Two small watershed councils also operate within the watershed: the Smith River and Elk Creek watershed councils. Each conducts its business in the 5th field watershed(s) bearing the name of the council. PUR's area of concern lies in the remaining 22, 5th field watersheds not completely in federal ownership, so there is generally little competition with these two smaller councils for projects or funds centered on a specific piece of real estate.

The Elk Creek Watershed Council has recently made known that it will consider soliciting projects in the larger Umpqua Basin, creating competition for PUR. As PUR is the more established council in the basin, this is unlikely to cause hardships for PUR.

Though the Oregon Dept. of Fish & Wildlife and PUR maintain a strong, positive working relationship, ODF&W is a competitor for grant funding with PUR for the annual DERBY grants.

The Douglas SWCD also engages in restoration work in the Umpqua Basin, but primarily in the realm of uplands work, which PUR does not currently engage in. PUR and Douglas SWCD work together on the UBFAT (fish passage) initiative. Douglas SWCD has recently competed with PUR for the management and funding of an instream habitat project.

PUR's office is located in the city of Roseburg, the watershed's primary population area. TABLE 2 lists relevant population figures from the U.S. Census Bureau

TABLE 2: Douglas County Population At-A-Glance

2006 Douglas County Population Estimate	105,117
2000 Douglas County Population Census	100,399
Growth from April 1, 2000 to July 1, 2006	4.7%
# Households	39,821
Total # of business establishments, 2002	7,931
Land Area, square miles	5,037

Source: <http://quickfacts.census.gov/qfd/states/41/41019.html>

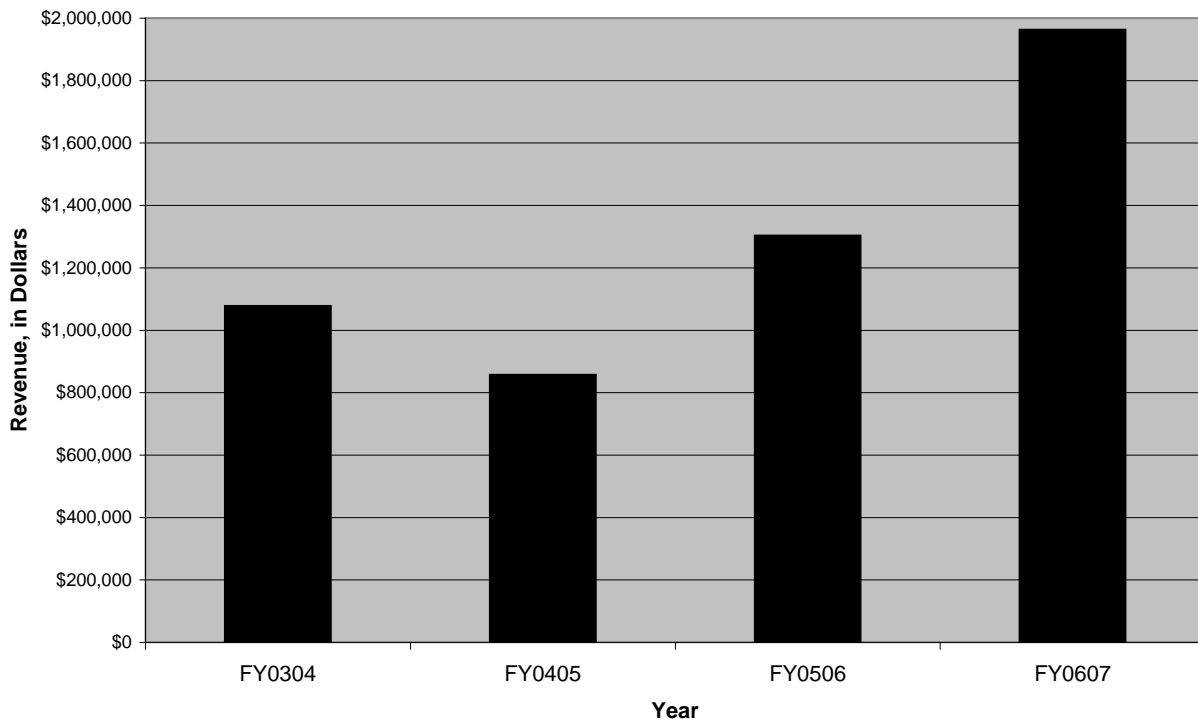
As of March, 2008, the national economic outlook is on a downward trend. Most important to PUR, is the ballooning federal deficit is likely to be followed by further cuts in federal grant programs. It is thus prudent for PUR to rely on a lower percentage of federal funds.

Because of the recent severe drop in bank interest rates and the flattening of the stock market, funding from private foundations may drop.

8.4 Grant Funding Diversity

As noted earlier, nearly 87% of PUR's FY0607 revenues came from two grant programs: Title II (through BLM) and OWEB. Other grant funding sources realized during that year include DEQ's 319 program, Meyer Memorial Trust, The Nature Conservancy, and PacifiCorp. With the uncertainty of the major sources, and the diversity of grant programs available to PUR for capital watershed restoration, it is critical that other grant programs be solicited for funds. See the recommendations section for specifics.

GRAPH 1: PUR Annual Revenues



8.5 Unrestricted Fund Reserve

Most funding sources listed in TABLE 1 are grant-derived. Less than 1% of PUR's funding is non-grant funding. Grants almost always carry with them requirements on how the funds must be spent, and this greatly limits the flexibility on how they may be spent, unless permission from the funder to adjust the grant budget is given. PUR has done an exceptional job of creating an unrestricted fund, which they refer to as the *Prudent Reserve*. This fund currently contains about \$80,000. Many national nonprofits set a target for their unrestricted fund reserve at 25% of their

annual revenues. For nonprofits that are grant-funded, this target is unrealistically high. Instead, 15% of annual revenues is more realistic. When considering a specific amount, however, it is important to recognize that PUR's revenue in the year ending 06/30/07, PUR's revenues were the highest annual total in its 15-year history, and as noted previously, relied on a revenue stream that is likely to disappear. GRAPH 1 shows the progression of revenues for PUR over the past few years, and the large jump in 2007.

8.6 Non-Grant Funding

In the Fiscal Year 2006-2007, PUR realized 99% of its revenues from grants. Non-grant funding sources, especially for the hard-to-fund expenses, represents a crucial area for PUR to explore immediately. Many of these sources have been used successfully by other watershed councils, and PUR is ideally positioned—having a central population center with many businesses and being (almost) the only council in its basin—to take advantage of new funding opportunities. Several of these funding types, including fund-raising events, fee-for-service, contracting, and membership, are covered in the recommendations sections.

9.0 Financial Procedures, Separation of Authorities, Legal

9.1 Checks & Banking

Check Signers: E. D., Board President, Board President-Elect, Board Secretary, Board Treasurer. One signature needed. Two signatures needed if amount is greater than \$10,000

Check Preparation: Staff Bookkeeper prepares checks, then reviews request with E. D. who initials a request.

Check Reconciliation: Bookkeeper, with review from E. D.

Check Security: Unused checks are currently stored in a locked cabinet to which only the bookkeeper holds a key.

Bank Deposit: Bookkeeper only.

Bank Accounts: 2 accounts, both interest-bearing checking accounts. One account is a relic account, used infrequently, kept open because of an organizational name change.

Mail Pickup: USPS delivers to DFPA across the street and is usually picked up by the bookkeeper or occasionally another staff member. Mail is date-stamped upon opening by the bookkeeper.

9.2 Grants

Preparation: staff, as a group, with one staff member serving as the project manager. Staff members mail the application.

Signing the Application: Board President (or president-elect if president is not available).

Signing the Awarded Agreement: E. D.

Tracking: MS-Access database for expiration and interim report deadlines; OWEB's online DB for monitoring reports, and reporting/expiration deadlines as a secondary source.

9.3 Accounting

-Modified Cash-Basis, Fiscal year July 01 – June 30

-Software: Quickbooks Pro 2006

Quickbooks is set up with the following classes:

Unrestricted

Restricted

General Business

Monitoring
Federal Money Restricted
 Federal Grant 1

 Federal Grant n
State Money Restricted
 State Grant 1
 ...
 State Grant n
Other Money Restricted
 Project 1
 ...
 Project n
UBFAT
Grant Administration
Other Money Restricted

The chart of accounts is set up with expense types duplicated for each grant / class.

9.3 Cash Flow

The current Prudent Reserve balance, in excess of \$80,000, provides working capital to mitigate potential cash flow problems caused by timing issues between accounts receivable and accounts payable.

9.4 Budgets

Individual Grants: Budgeting occurs in the grant application stage. Although a single employee will manage the initial drafting of a grant application, the entire staff reviews the application, so project budgets are, in effect, reviewed by the entire staff. Following the grant award, the bookkeeper and staff project manager will review the budget for amendments, as the need arises. Project budgets are entered into the Quickbooks budgeting function.

Administrative / Unrestricted Fund Expenses: The bookkeeper prepares a budget for a portion of this fund for general operating expenses and administrative salaries, thus re-restricting it.

Prudent Reserve: The unrestricted fund residuals are placed into an accumulating fund called the Prudent Reserve, which is managed by the Board Treasurer and the E. D. for special projects and working capital.

9.5 Audits

The total federal grant revenue received was \$943,388, which was in excess of the \$500,000 threshold that requires a grant recipient to undertake an A-130 federal audit. PUR has exceeded this threshold for several years, and has engaged CPA Steve Tuchscherer to perform the audit.

He has no other financial relationship with PUR, nor does he or his immediate family have a financial relationship with any PUR director or staff member.

The most recent completed audit is for the fiscal year 05-06. The report found no instances of non-compliance with Government Auditing Standards. Several notes raise issues that should be discussed by the PUR Board. These are:

- "Basis of Accounting: PUR currently uses a modified cash basis, whereas non-profit standards under *Generally Accepted Accounting Principles* recommend a true accrual-based system (Note 1-J)
- Credit Risk: The PUR bank balance: exceeded the FDIC maximum insurable amount of \$100,000"

9.6 Risk Management

Insurance. PUR maintains the following insurance policies:

Directors & Officers	-- \$1M per occurrence; \$1M aggregate
Errors & Omissions	-- \$1M "Employment Practices Liability"
General Liability	-- \$1M per occurrence, \$2M aggregate
Renter's Insurance	-- \$32,800 for office, includes equipment coverage
Workman's Comp.	-- \$500,000 per accident / \$500,000 per employee, bodily injury by disease / \$500,000 policy limit

Contracting. PUR's construction and personal services contracts include important legal clauses such as indemnification, severability, liability, that improve its protection from potential lawsuits.

9.7 Legal.

PUR has established a long-term relationship with a local attorney.

9.8 Conflict of Interest Policies

In the council self-assessment, several board members expressed a need to have a conflict of interest policy defined, to handle such issues as capital projects on land owned by board and staff members, relatives of council members being hired as staff or contractors. No written policy currently exists, though discussions of these issues have occurred among staff and board members.

III. SWOT Analysis

Both for-profit and larger non-profit organizations often use the SWOT (Strengths, Weaknesses, Opportunities, and Threats) model to analyze environmental factors that affect their businesses as part of the strategic planning process. In this model, both the internal and external environments are examined to articulate key factors that impact the organization. SWOT can be thought of as the following matrix:

	+	-
Internal	Strengths	Weaknesses
External	Opportunities	Threats

Based on the observations and analysis presented earlier in this document, and by answers given in the council self-assessment, the key SWOT factors may be summarized as follows.

Strengths:

- Diverse, active stakeholder group represented on the Board of Directors with a diversity of experience and a willingness to participate
- Qualified motivated staff with low turnover rate
- E. D. with more than 10 years tenure with organization and proven leadership skills
- Strong financial position and cash reserve
- Robust budgeting process for unrestricted funds
- Many potential capital projects identified for outyears
- Board and agency representatives bring in new project ideas
- Strong reputation among stakeholders and funders

Weaknesses:

- Many internal policies & procedures are not documented
- E. D. will be retiring in the next few years
- Low corporate visibility in the general population in the basin
- Perception by some organizations and individuals that PUR is a regulatory agency
- Accounting system needs minor changes to enhance management reporting and auditing needs.
- Funding needs diversification, both in grant sources and for non-grant sources

Opportunities:

- Strong federal/state/local natural resources agency support
- Support of county officials
- Many possible local funding sources are untapped, including businesses and individuals

Threats:

- Main funding source (Title II) is likely to disappear after 2009
- Main unrestricted funding source (OWEB council support) varies each biennium and is dependent on federal funding
- Weakening economy may impact federal grants
- Low interest rates may impact foundation grants

IV. Recommendations, Suggestions, and Comments

2.0 Organization

The Bylaws are comprehensive and clear. The mission and organizational values are especially unambiguous.

- Consider adding Education and Small Business as stakeholder interests into the council. This could be formalized as representation in the bylaws, or by forming committees chaired by new stakeholders. An Education representative could be associated with the K-12 system or with Umpqua Community College. While it would also be beneficial to maintain close ties with the U of O or OSU, it will be more important to have an in-basin stakeholder represent this function. Educating children on issues related to PUR's mission is not only an investment in the future, but children are often the best ways to reach their parents on natural resource issues. Small business representation will be strategic not only as an aide in outreach for PUR's mission, but also an introduction into a new funding source.
- All current board committees are considered advisory in nature. The exception is the TAC, which has a written charter. Each committee of the Board of Directors should have a written charter created at its inception with a clear delegated authority (see ORS 65.354 for applicable laws). In general, committees operate more efficiently when they have some level of decision-making authority delegated to them by the full board. Only the board will know what level of delegation they are comfortable with for each committee.
- Although the council currently appears to operate in a politically well-balanced fashion, a provision in the bylaws runs the risk of over-politicizing the organization: allowing county commissioners to remove a board member "with or without cause." An issue that arose several times during the council self-assessment was the risk associated with PUR being viewed as a government agency.
- Board Roles & Responsibilities. Through the self-assessment process, board members' perceptions of their roles & responsibilities varied widely. I recommend clarifying and documenting roles and responsibilities. It is accepted in most of the non-profit world that board members responsibilities are encompassed by: a) Planning, b) Policy approval, c) Annual review of E. D. performance, d) Setting the compensation structure, e) Fundraising, and f) Financial Management.
- Membership: Increasing both individual and corporate membership can be an effective outreach and funding tool. To do this will be a significant undertaking, requiring a significant time investment. Before undertaking such an effort, a cost-benefit analysis should be undertaken. An important issue to settle before proceeding will be to determine what incentive a potential member would have to join: what are the privileges of membership? This issue will be covered in more depth in the funding section of the organizational audit.

3.0 Funding and Fundraising

Unrestricted Fund ("Prudent") Reserve – Though some consultants recommend an unrestricted fund reserve of 25% of average annual revenues, that percentage is more suited for non grant funded organizations. I recommend 15% as more realistic: the majority of PUR's unrestricted funds come from a diminishing percentage of administrative fees attached to grants. For future planning, I believe it would be prudent to plan for a revenue stream of the average of FY05-07, or about \$1 million. This would put the Prudent Reserve target at \$150,000.

Grant Funding Diversity. Several federal watershed restoration funding programs are available to PUR but have not yet been tapped by PUR to a significant degree. These include:

- NOAA Fisheries Community Restoration Grants (several programs)
- National Fish & Wildlife Foundation (primarily federally funded)
- U.S. Fish & Wildlife (Partners in Fish & Wildlife, Private Stewardship Grant Program)
- USEPA (Regional Geographic Initiative, Watershed Restoration Grants)
- US Forest Service State & Private Forestry Cooperative Grants

Many foundations, especially regional foundations, have programs that may fit with PUR's current needs, and often have flexibility about the types of activities they fund. These funding sources are often more competitive than public funding sources for watershed restoration/monitoring/education.

- Strategically, I recommend that PUR target regional and national foundations for projects that are larger and are attempting basin-level restoration solutions.
- PUR may want to join with organizations doing restoration in adjacent basins to the north or south where such efforts have a common theme/goal, to create more regional restoration efforts that may appeal to such national foundations as the Doris Duke or Surdna Foundations (also to such public programs as USEPA's Watershed Initiative program and USFWS's PSGP).
- Investigate foundation and funding sources that have a history of funding capacity building, education, and outreach to find match funding for those hard-to-fund projects.

Event-Based Funding. PUR already enjoys the benefits of an annual angling-centered funding event sponsored by the Douglas Timber Operators through DERBY grants. To truly realize the benefits of a true unrestricted funding source, I recommend that PUR hold its own annual fundraising event, with the following attributes:

- The first event should begin in 2009, to allow sufficient time for planning.
- The event should be physically and thematically based around the Umpqua River in Roseburg, held in the summer: so as not to compete with the DERBY, when it is safer for people to be around the river, and because an outdoor event will be more enjoyable.
- The seed money should come from the Prudent Reserve, with the goal to pay back this "loan" with revenues from the event.
- The event should be composed of multiple events, each targeted at a different population demographic, all held on the same day or same weekend.
- Event revenues should come from multiple sources: entrance fees, sales, vendor fees, business underwriting, and others.
- The event should serve a dual educational purpose to educate the public both about PUR's mission and about PUR as an organization.
- The event should serve as a recruiting ground for new members and membership funds.
- An individual with significant local knowledge and relevant experience should be contracted with as an event coordinator, so as not to pull staff members away from their regular duties.
- PUR Board experience and interests should be tapped to help with this event.

Fee-for-Service. Beginning with an assessment of staff skills, PUR may want to consider offering services to other organizations and to the general public for a fee. Such services should be linked to PUR's mission and the revenues from these services will be unrestricted funds. Examples of such services are:

- Water Quality Monitoring—sample analysis (and collection)
- Filling out permits—especially fill/removal (and possibly county planning-related)
- Bank Stabilization work for private landowners
- Wetland Delineations
- Farm Planning for the local NRCS office

Contracting with Other Agencies. Agencies such as the US Forest Service and BLM frequently solicit bids for natural resources-related work. PUR may want to consider getting a state contractor's license to allow it the opportunity to bid on more types of contracts. It could then act as a general contractor, sub-contracting to targeted specialists. Going into contracting in this way is likely to increase PUR's general liability insurance premiums. Jobs-in-the-Woods is an example of such a program which could also help fulfill PUR's mission to contribute to the local economy.

Other forms of agency contracting include cost-share agreements (USFS & BLM frequently do this with non-profits), which bears many similarity to grant programs.

Membership. Though PUR has a few individual and business members, the membership arena holds great promise for an increase in revenues. A full-blown membership program should have the following attributes:

- The benefits of membership should be articulated, and must be obvious to potential members.
- The benefits should include financial benefits, such as discounts at local businesses that support PUR and its mission.
- The benefits should include some type of input into PUR's future direction or programs.
- Members should receive informational mailings, such as newsletters, on a regular basis, to keep PUR in their field of mental awareness.
- Outreach material should be created to help bring in new members.
- Targeted direct mailing should be part of the new member outreach program.
- Business members should be solicited on a one-to-one personal-contact basis. Board members should participate in this effort.
- Each board member should make a good faith attempt to convince his/her host stakeholder organization to become a business member of PUR.
- One or more annual social events should be organized for members to create a feeling of belonging, enjoyment, and enthusiasm for PUR. The annual meeting may serve this purpose.
- Membership should serve as a recruiting ground for volunteers.
- An individual or board committee should oversee and coordinate the membership program and should maintain a comprehensive database of members and membership efforts.

4.0 Financial Procedures, Separation of Authorities, Legal

- Although it would require additional paperwork, you may want to create a paperwork trail for all checks written, to be filed chronologically in a dedicated paper file. In such a system, each check would have an accompanying single sheet of paper that listed: check number, date, associated grant (or grant splits), staff/board person requesting check, payee, payee's address & contact info, approval signature, date information was entered into Quickbooks. Copies of receipts (copied onto blank 8 ½ x 11 paper would be attached to the paperwork. This sheet would also serve as the pre-check request form and provide the E.D. with a standardized form with which to review check requests.
- After a review of cash flow needs, a portion of PUR's cash should be placed into a separate account to a) ensure that all accounts are kept within the \$100,000 FDIC maximum insurable limit, and b) to accumulate interest. With 2008 interest rates being on the low side, there is little benefit to keeping funds in a money market account. There is definitely a benefit to keeping cash in a series of short-term (3 months) interest-bearing Certificates of Deposit with maturity dates laddered to provide fund liquidity.
- A member of the Board of Directors, most likely the Treasurer, should conduct the monthly check reconciliation. The key element here is that a board member who does not participate in check signing, or have any other direct banking authority, should conduct this monthly task.
- Grant signatures. The board president signs grant applications and the E.D. signs the grant awards. This procedure is used most of the time, but a formalized procedure should be enacted to memorialize this process. All grant application, grant awards, grant non-awards should be announced at council meetings and entered into the minutes.
- Accounting Basis. PUR should discuss the specific changes necessary to bring the accounting system in-line with accrual accounting by discussing with its auditor those specific relevant issues that he discovered in his audit. This will not only facilitate management information, but will likely bring down future auditing costs.
- Chart of Accounts. The accounting setup in Quickbooks should not have references to specific grants in the chart of accounts. Specific grant references belong in separate classes (as is currently done) only.
- Quickbooks Classes. You may wish to review the partitioning of projects / grants in Quickbooks classes. The final decision will depend on management information needs. Specifically, you may want to group your classes in a deeper hierarchy according to project type. For example, placing all fish passage projects / grants together in one "branch" of the hierarchy, all fish habitat together, all monitoring together, etc, may have benefits. You don't necessarily need to group classes by funding source (federal, state, etc), as the revenue side of the chart of accounts should contain the entries for fund source type.
- Changing Quickbooks. For any significant changes to the current Quickbooks setup, I recommend hiring a CPA with appropriate Quickbooks & non-profit experience to advise PUR. Implementing any changes should consider the impact on the staff Bookkeeper's time. PUR may thus wish to hire a contractor to make the changes
- Documenting policies. By documenting financial and contracting policies, PUR may be able to realize a reduction in certain insurance premiums—as a way of proving lower risk to the insurance companies. The financial policies will most likely be relevant to the Directors & Officers policy, contracting policies to the general liability policy.

- Conflict of Interest. A written policy should be a priority for PUR, especially as it relates to PUR's perception in the community at large. At a minimum, this policy should include: relatives of board members hired as staff or contractors, board member compensation, capital projects on board/staff member property (especially those that improve property value), travel/expense reimbursement policy for board members, and individual board member recusals on issues with which they (or family or business associates) have a material interest. A good primer (available on the web or in print) for non-profit accountability standards is *Principle for Good Governance and Ethical Practice*, published by Independent Sector in October, 2007.

5.0 Programs

- Monitoring. The monitoring program is quite extensive and comprehensive, especially for an organization of PUR's size. This program could benefit from additional strategic thinking and a written long-range monitoring plan. Important questions to be asked to complete this plan include:
 1. What is the purpose, and what are the intended uses of each of the baseline monitoring activities? How many additional years of data are needed?
 2. When a monitoring activity is research-oriented—to answer a specific question or to investigate a problem—who are the appropriate partners to include? Is the activity related to a current or planned project or is only "nice-to-know?"
 3. Since several council members have voiced a desire to know about the long-term impacts and effectiveness of instream projects, effectiveness monitoring should be a key part of the monitoring plan.
 4. How will the data be disseminated? Who (besides PUR) is the intended audience? Is PUR the appropriate group to serve as a repository for this information? If so, how will you fund it?
- Education. As the search for a part-time education assistant continues, I recommend identifying a goal with a small number of objectives for the education program. Important questions to be answered to arrive at these objectives include
 - What subsector of the watershed population are you focusing on for the program (Will you start with K-12 or adults, which adults)?
 - Who will be the key institutional partners for each program? What resources can they bring to the program?
 - When working with K-12 students, I strongly recommend that PUR NOT develop a new curriculum, as there are so many existing programs for salmon, streams, watersheds, etc, in use. It would be cheaper and likely more effective to go with a curriculum that has already been field tested. PUR would likely want to modify a curriculum, of course, to fit the local geography and issues.
 - I recommend making contact with Umpqua Community College and the local public school district early on in the process. There may be one or more individuals in those institutions whose goals coincide nicely with PUR's.
 - Investigate bringing on an Americorps or RARE participant to head up the education program. This can be an inexpensive way to find an individual with both a natural resources background and a passion and career goal for teaching.
- Project Development. I recommend documenting a plan that includes who will be developing projects and how this activity will be funded. Ideally, a number of hours per month for each affected staff member will be allocated several months into the future so that

this activity will fit smoothly into the overall schedule, especially during busy times of the year.

- **Project Prioritization.** This issue will be addressed in the current formal strategic planning process. Here are several issues & questions to consider.
When a project is first introduced to the project review group (currently the TAC-Technical Advisory Committee), there should be a paper trail where strategic questions are answered, so that the entire council can make a decision more informed than just relying on the opinions of a few natural resource professionals. These questions center on the chosen location, the limiting factor to be addressed, the long-term benefits of the project, any social resistance to the project, any legal red flags, logistical ease/difficulty, any multiple (synergistic) benefits, cost/benefit (though stay away from such metrics as "cost per fish").

6.0 Human Resource Management

- With each payroll processing, allocate/transfer vacation pay and HRA liabilities into a separate fund so you won't get stuck with a large bill in the future that could impact your cash flow.
- **Workload.** It is typical in a small nonprofit organization for a staff member to wear many hats and have more work/responsibilities than can be comfortably accomplished in a reasonable timeframe. Depending on the organization, this issue can be solved with additional funding, reallocation of responsibilities, use of contractors, reducing the workload, or some combination of all of these possibilities. The E. D. (Bob), planner (Terry), and financial manager (Debbie) in particular appear to have heavy workloads. Part of the issue appears to be the large number of projects or scope of responsibility. Economies of scale could be realized by reducing the scope (as opposed to the depth) of responsibilities of these individuals. The following suggestions need not all be implemented:
 - Contract out payroll responsibilities (ongoing)
 - Contract out the restructuring of the accounting (temporary)
 - Extend grant deadlines for capital projects to spread out the project management workload over time.
 - Hire a grants administrator to assume all grant administration, including midterm and post-project reporting for the entire organization. This may be less than a fulltime equivalent position. This would leave the financial manager free to focus on the financials and perhaps take on some of the responsibilities current assigned to the E. D.. A variety of combinations present themselves for restructuring these responsibilities with a new (part-time) administrative employee.

7.0 Facilities, Technology, Information Management

Computer needs are well-served by the current set up. Although PUR does not have many pieces of high-priced equipment, it is worth considering itemizing the most valuable equipment on a rider to the renter's insurance to insure the payment of replacement value in the case of a claim.

8.0 Marketing & Outreach

All outreach activities, whether project-related or not, should include organizational awareness as a goal. This latter goal is crucial to successful non-grant fundraising.

- Annual Report. Publish an annual report, which should include annual accomplishments, a financial summary, board & staff listings (consider including brief bios), project pictures, brief organizational history, brief goals & objectives for the following year. This document can serve as introduction to the organization for potential organizational funders and as an outreach tool to elected officials and potential stakeholder partners.
- Newsletter. Consider publishing a newsletter that contains ongoing projects, volunteer opportunities, new funding, upcoming projects, recognizing the contributions of board members and volunteers, funding appeals. This need not be an expensive undertaking—much of the distribution can be electronic, though US Mail delivery can be effective in our age of junk email. The primary goal of this undertaking is to keep PUR constantly in the awareness of members, stakeholders, potential funders, media, and elected officials. Other goals include: fundraising and outreach for bringing in new project ideas.
- Annual Presentations to County Commissioners. OWEB requires that all councils receiving general support funding report on their activities periodically to local officials. Presentations can also solidify the Council's relationship with commissioners, which could lead to increased political support for federal, state, and county funding.
- Mass mailings. Although a general mailing can be a waste of time or resources, a targeted mailing can be both a useful fundraising and educational tool.
- Advertising. Marketing studies have shown that the average American needs to be exposed to a new product **seven** times before they become familiar enough with it to be able to identify it positively. Consider advertising the organization in targeted periodicals—some may even provide the service *gratis* or at reduced rates for nonprofits. Consider renting billboard space in downtown Roseburg—this can be very effective in providing repeat exposure for PUR.
- Media. PUR already uses press releases quite effectively with the Roseburg daily newspaper. Both public and commercial radio stations provide some level of *gratis* public service announcements for nonprofits. Consider using this service, especially for publicizing events. Consider expanding the number of small publications to which you send press releases. Small publications are often hungry for information.
- Join the Roseburg Chamber of Commerce. Membership in this organization brings with it privileges that include a greater access to the local business community.
- Presentations to Community Groups. PUR has already taken the first step: creating a list of potential organizations with whom to network. I recommend making presentations on at least a monthly basis. This should be primarily (though not exclusively) a board, rather than staff responsibility.
- Accomplishments Atlas (a.k.a. Brag Book). Create and maintain one or more 3-ring binders with project fact sheets and pictures, documenting PUR's extensive project history. Bring this to events, presentations, conferences, and the annual meeting. Continue to utilize and enhance the existing PUR DVD.
- Website. Although the content of the current website is useful, it seems to be targeted more toward council members than those outside the organization. Consider rearranging and adding content to appeal to potential members, potential funders, and the general public. Consider including a page with a list with recently completed projects (include a comprehensive list), volunteer opportunities, a basin map with points that bring up projects when clicked, list of funders.

<h1>Council Self-Assessment</h1>	 <p>Partnership for the Umpqua Rivers Your Watershed Council</p>
January, 2008	

Background

A combination of changes, including rapid growth and funding uncertainties prompted the Partnership for the Umpqua Rivers (PUR) to undertake an organizational assessment/audit and a strategic planning process. PUR hired Daniel Newberry to facilitate this process. A crucial step in the assessment process was to interview council directors/alternates and key agency participants to evaluate organizational needs and identify key perceptions. This self-assessment provides key input into the strategic planning process. The ten-questions in this survey were emailed in advance to participants, and the survey was conducted primarily via telephone. The questions were:

1. What motivated you to volunteer for PUR and when did you first become involved?
2. How many hours a month do you spend on council activities?
3. What skills / expertise do you bring to PUR?
4. Which skills would you like to use more frequently?
5. How do you describe your role and responsibilities in PUR?
6. How could the effectiveness of the Board of Directors be improved?
7. What is/are the most valuable thing(s) PUR does?
8. What, if anything would you change about the organization?
9. What are the most crucial (1 or 2) issues to be addressed in the next 3 years
 - Organizationally?
 - For the community and watershed?
10. Any additional comments you'd like to record?

Motivations

The motivations for becoming involved with PUR are as diverse as the interests represented by its participants. The responses can be grouped as follows:

- Job-related (7 respondents)
- Want to restore basin fish runs (5)
- Property owner who joined to restore his/her property (4)
- Represents an interest group as a volunteer (2)
- Cares about the land/streams, wants to make an impact (2)
- Provide representation for western part of county (1)
- Interest in environmental education (1)
- Likes solving problems with a diverse group (1)

Of those that listed a job-related motivation, two people indicated that PUR-related work constitutes a significant portion of their job responsibilities; other respondents listed personal interest, interest in fisheries restoration, and a passion for the mission and wanting to make a personal impact.

Tenure

The effectiveness and health of a board of directors is often dependant on a balance of the continuity in its ranks, and a turnover that brings in fresh opinions and perspectives. According to PUR's bylaws, directors may serve a maximum of two three-year terms. By allowing other opportunities for involvement, such as committee work and serving as alternates, PUR has managed to hold on to some of its long-time members, one of whom is an original founding member from 1993. Of the 23 individuals polled for this self-assessment, 7 have been part of PUR for 3 or fewer years, 5 for 4-6 years, 6 for 8-10 years, and 5 for 13-15 years.

The continuity of the staff is a key indicator of its effectiveness and of successful personnel management. PUR has five full-time staff members. Executive Director Bob Kinyon has a tenure of 10 years, the other staff members have been with PUR for 4 (Debbie Thornton), 4 (Sandy Lyon), 2½ (Terry Luecker), and (Eric Riley) 1 years.

Time Investment

Ten respondents indicated that their current involvement consists of attending the monthly meeting and reading emails—4 to 6 hours per month, depending on drive time. An additional nine individuals indicated that in addition to the monthly meeting, they either participate on a committee or a project, resulting in a monthly total of 7 to 12 hours. Two agency representatives and one volunteer indicated their PUR-related time totaled 35-40 hours a month, and one agency representative explained that he was hired primarily to serve as a PUR liaison and spends approximately 150 hours per month in that capacity.

Roles & Responsibilities

More than 75% of the respondents indicated that representing an interest group or agency was their primary role in PUR. In furtherance of that role, respondents frequently listed such responsibilities as "attend meetings," "give input," "report back to my group/organization on PUR activities," and "understand the issues, especially for voting purposes."

Responsibilities to PUR as an organization fell into two categories: Governance (participating in committee work, guiding projects toward completion, facilitating or keeping meetings on course/agenda, asking tough questions, strategic planning, reviewing financial information, staying non-political, decision-making without rubber-stamping, helping out where needed, listening, making sure projects are prudent with respect to ecology, science, and cost), and Fulfilling the Mission (outreach, technical assistance, identifying project opportunities, assist staff)

Skill Set

PUR members bring an impressive variety of skills that are invaluable to fulfilling the organization's mission. The skills mentioned for this questionnaire are listed below, to serve as both a resource to the staff and board. Those listing *Local Land Knowledge* have lived in Douglas County more than 20 years, and several are life-long residents.

Skill	Name	Skill	Name
Administration	Kincaid	Local Land Knowledge	Chasm
Administration-Public/Prvt Sector	Frankenstein	Local Land Knowledge	Ferguson
Botany	Tetreault	Local Land Knowledge	Ollivant
Construction	Bunce	Local Land Knowledge	Rice
Coordination & Facilitation	Amoroso	Local Land Knowledge	Whipple
Coordination & Problem-solving	Winn	Marine Biology/Estuarine Science	Sterling
Engineering, Chemical	Vejtasa	Marketing	Bunce
Engineering, Civil (bridges)	Ferguson	Non-profit Board Experience	Gibbs
Engineering, Mechanical	Lyon	Non-profit Management	Amoroso
Environmental Science	Amoroso	Non-profit Management	Parker
Facilitation & Group Dynamics	Green	Non-profit Management	Schnautz
Finance	Schnautz	Outreach	Gibbs
Fisheries Biology	Buchholz	Outreach	Petrowski
Fisheries Biology	Cannaday	Outreach (Advocacy)	Amoroso
Fisheries Management, Macroinvertebrates	Heberling	Political Campaigns	Chasm
Forestry	Gibbs	Project Management & Planning	Frankenstein
Forestry	Tetreault	Project Management & problem-solving	Kincaid
Forestry-ecoforestry	Parker	Proofreading	Green
Forestry-Industrial	Kincaid	Public Speaking	Chasm
Forestry-Small Woodlot	Ollivant	Regulations-Federal, esp. ESA	Buchholz
Geology (mining)	Rice	Regulations-State-Former GWEB	Whipple
Grant Writing	Green	Member	Winn
Grant Writing	Parker	Soil & Vegetation Ecology	Green
Habitat Restoration	Buchholz	Statistics	Cannaday
Habitat Restoration	Cannaday	Stream Surveys	Chasm
Hydrology, Forest	Sterling	Tree Planting	Vejtasa
Hydropower	Vejtasa	Water Chemistry	Heberling
Land Management	Gibbs	Water Quality	Nash
Land Stewardship	Lyon	Water Quality	Winn
Landscape Contracting	Parker	Watershed Management	Sterling
		Wildland Firefighting	

Improving Board Effectiveness

Several respondents began their answer to the question "How could the effectiveness of the Board of Directors be improved?" by stating that they think the Board works well now. Just as important, no-one suggested that board is ineffective or low functioning. The suggestions were diverse, and have been grouped into four categories.

Information-related:

- More frequent financial information given to directors (2)
- Better communication with subcommittees, especially TAC
- Develop & improve relationships

Council Meetings

- Stay focused on restoration, not on political issues (2)
- A few board members take up a disproportionate amount of time
- Agencies should have a single representative
- Pass out project progress timelines at council meetings, perhaps using MS-Project, so directors can assess progress without lengthy discussions.

Mission-related

- Focus on watershed benefits rather than political boundaries & ownership issues
- Consider more watershed issues than fish. Water quality, for example.
- Expand base of support
- Focus on long-term sustainability
- More outreach to public
- Projects & discussion too science-oriented, should pay more attention to landowners

Operations & Strategies

- Do Strategic Planning / Establish Goals (3)
- Increase board involvement in activities and projects (2)
- Roles are not clear, especially directors vs. alternates
- Align directors with their skills & interests
- Mix of people should be less weighted to one side
- Need less board turnover, more consistency
- More careful evaluation of proposed projects
- Find members with more practical experience
- Reduce board size
- More participation in subcommittees
- Directors should help bring in more resources
- Some members represent selves rather than their interest group
- Provide email addresses for directors on the PUR URL, business cards for directors
- Keep processes transparent

PUR's Value to the Community and the Watershed

Council members were asked "What is/are the most valuable thing(s) PUR does?" Members were surprisingly unified in their responses. This unity is a strong indication that the council shares common goals and values that transcend interest group representation, and that the Council works well together. Two responses appeared far more frequently than others and form a core of self-identity for PUR council members:

On-the-ground work: (16). This phrase was used verbatim by 12 respondents. The others phrased their answers as "Improving watershed conditions/health (2)," " Salmon restoration," and "Provide fish habitat, protecting fish while balancing/protecting logging."

Bringing diverse stakeholders together: (11). PUR's value to bring the community together as a forum for discussing important and potentially controversial natural resource issues was repeated over and over by respondents. Value was also attached to PUR's mode of decision by consensus, providing a forum for voluntary participation; focus on the importance of natural resources to Douglas County, and as a voice for landowners.

Other answers of the value of PUR included: Public education (3), Works hard to focus on what's important, and Monitoring results to prove effectiveness and project cost/benefits.

Suggestions for Change

A question such as "What, if anything, would you change about an organization" is a leading question and has two purposes. In addition to prompting suggestions for change, the form of the questions identifies the level of satisfaction the respondent has with current operation and form of the organization. Without being specifically prompted, 7 respondents answered that the organization works well now and either doesn't need any changes, or merely minor tweaks. None of the changes suggested below were accompanied by significant negative responses.

Several themes addressed in the Board Effectiveness question were raised again here. The responses have again been lumped into categories.

Mission-related & Meetings

Don't get sidetracked from core mission

Don't shy away from politically-charged issues, get more involved in NR issues

Consider other uses of water than just fish

Prevent a few stakeholders from capturing the focus of the organization

Discuss NR issues, especially those not directly related to fish

Make TAC meetings in the evening so volunteers with day jobs can attend

Meetings are during work hours, hard to attend

Monthly meetings should be working meetings, not an educational forum on NR issues

Strategic & Operational

Continuity of PUR after Bob retires (3)

Need a strategic plan and/or projects should be more strategic (3)

Need an educational arm

Need to diversify funding

Get a handle on the growth of organization—what's the right size?
Staff is spread too thin

Outreach

More emphasis on outreach to parts of community not touched by current projects
Outreach-need to reach a broader public

Other

Don't know enough to answer
Need more effectiveness monitoring so we can prove the investment is worthwhile
Directors need to bring in more resources

Crucial Issues to be Addressed in the Next Three Years

The choice of three years for prioritizing the crucial issues is timed to coincide with the time frame for the ongoing strategic planning process. The answers to this question will form the core information that those council and staff members participating in the strategic plan will draw on to identify goals and objectives. Not surprisingly, the number of issues is small because many council members raised the same issues.

Organizational Issues

- *Fund diversification & stability* (12). The council has relied heavily on the Title II program (and some Title III funds), which relies on federal legislation that is not likely to be re-authorized. Funding levels for some of the grant programs of the Oregon Watershed Enhancement Board (OWEB), the council's other major funder, are also uncertain—primarily for non-capital grants, including general council support. Though OWEB capital funding is stable for the current biennium, the long-term future is questionable, and many respondents felt that it would be prudent not to rely so heavily on a single funding source. Investigating alternate modes of funding, such as fee-for-hire and mitigation work, were suggested.
- *Operating more Strategically* (7): Following through on the strategic plan, choosing projects more strategically, especially considering the dwindling funds from the usual sources, using cost/benefit analysis to determine which culverts to replace, and evaluating operations against existing goals (2).
- *Bob Kinyon's Retirement*.(6): Respondents universally praised Bob Kinyon, Executive Director, for his work with PUR. They raised the concern over the impact to PUR over Bob's upcoming retirement. Bob has been in his position for more than ten years and has been highly successful in his capacity. Council members expressed a desire to articulate a transition plan to ensure the continuity of PUR.
- *Workload & Staff Size* (2): Determining optimal staff level for project load, may be overloaded now. Developing institutional capacity to do what we're doing

Fulfilling the Mission (to the Community and the Watershed)

- *Outreach & Education (7):* A concern raised over and over again was that while PUR is known among its own stakeholder organizations, the community at large has little or knowledge of the organization, its mission, or its activities. The current system of press releases was praised, but respondents felt that more presentation to groups, work with schools, and new outreach tools will be necessary.
- *Dealing with Natural Resources Issues in the Watershed Unrelated To Projects (3):* Several council members felt that PUR should not shy away from using PUR as a vehicle for informing and discussing relevant natural resource issues with the public, though perhaps not at existing council meetings. Liquefied natural gas and the Formosa mine were both mentioned in this regard.

Other

- Effectiveness monitoring—prove the cost/benefits to the community and funders
- Continue with culvert projects
- Credibility: following through on commitments
- Encourage SWCD to finish UBFAT
- Ensuring public doesn't view PUR as a regulatory agency (issue w/WQ testing)
- Too much emphasis on riparian fencing as a method of fixing WQ problems
- Restoring Lamprey

Final Thoughts

Allowing a free-form opportunity for comments can allow a means for ideas to be expressed that were not covered by the other questions. Though some duplication exists, new issues were raised here. Not only were concerns and issues raised, but members used this opportunity to express pride in, and praise for, PUR.

Praise for PUR...

- The WC is an eclectic mix of board members, is unique, fun, and provides good networking opportunities.
- Eric is doing a great job
- The group is doing a lot of good stuff
- Debbie & Sandy are doing a great job
- I am proud to be part of PUR, especially its science-based restoration
- I am proud of PUR's reputation, the commitment of the staff, especially Bob Kinyon
- I'm proud of PUR
- The distrust of federal agencies has decreased, especially as directors have changed, we now have a feeling that "we're all in this together."
- PUR is successful, especially considering the lack of political support, and that we're expected to do nothing.
- I have seen with my own eyes how culvert and instream projects have transformed the streams.
- Projects have been well-implemented
- We have a good, dedicated staff, especially Bob
- The staff, especially Bob, is doing an excellent job – efficient, no dead wood.

- Bob & Terry are doing a great job!
- Eric's off to a great start!
- We are able to transcend political issues to get work done
- PUR does a great job, has a good staff and board, especially volunteer board participation
- I've been involved with several watershed councils, and PUR is the most successful so far. The staff makes a great difference.
- I am humbled and grateful for the opportunity to serve as a board member

Concerns...

- Some community members still confuse PUR with Umpqua Watersheds. What do we do about this?
- There are many hidden agendas among council members
- PUR has a lot on its plate. Are we overextended? Can quality be maintained? Can we meet deadlines?
- Be careful of Mission Creep, especially in discussions. (2)
- Keep the strategic plan simple so it doesn't slow us down.
- The group is too incestuous: projects are done on council and staff member properties. Be careful of appearances.
- Identify projects that focus on limiting factors: be strategic instead of opportunistic
- Holding together a group dedicated to consensus is an ongoing challenge. We need to keep people current on these skills.
- Keep the beavers in the system, they are natural agents of restoration
- TAC is not necessarily objective, too agency-oriented
- Some directors seem to protect their interests above all else: can they see the other side of the issues?
- PUR should not do WQ testing—it makes us look like a regulatory agency
- Need to ensure PUR is not seen as an agency

Make sure we don't forget...

- Don't forget the estuary
- Don't forget SB1010
- The pipeline and WOPR are important issues to address
- Outreach is important, but some people equate it with "environmentalism"
- I liked the old name (UBWC) better (2)
- We need to help diversify the economy in Douglas County
- I want the organization to multiply its effectiveness through reputation building
- Increase the amount of work on private agricultural lands: we've done a lot of work on timber/uplands
- Need to focus on education & outreach
- Need more outreach on the coast
- We need to keep up public outreach
- We need an Education Committee
- We need to keep building partnerships

Participants

The following individuals were interviewed for this self-assessment:

Amy Amoroso	Blair Nash
Todd Buchholz	Don Ollivant
Alan Bunce	David Parker
Bill Cannaday	Stan Petrowski
Richard Chasm	Bill Rice
Ken Ferguson	Chuck Schnautz
Ed Frankenstein	Claude Sterling
Jake Gibbs	Jan Tetreault
Janice Green	Stan Vejtasa
Paul Heberling	Carol Whipple
Mark Kincaid	Jake Winn
Russ Lyon	

This Watershed Council self-assessment was facilitated and written by Daniel Newberry, under contract with the Partnership for the Umpqua Rivers to provide assessment and strategic planning.

Newberry
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HOW TO DEAL WITH CONFLICTS OF INTEREST

Conflicts of interest can jeopardize both the nonprofit corporation and the individual director(s) involved. Accordingly, it is very important that your Board of Directors deal with such conflicts correctly. Most conflicts of interest involve situations in which a director's or officer's personal finances (or those of his family or close friends) will be affected by a decision or action of the corporation. Any conflict between a director's personal interest and the nonprofit corporation's interest must be resolved in favor of the corporation.

While conflicts of interest should be avoided and minimized, it is relatively common for nonprofit corporations to engage in some limited transactions involving their directors or officers. These transactions are not illegal or prohibited, but the proper procedures must be used and the agreements must not confer improper benefits on directors or officers. There are two independent requirements for dealing correctly with conflicts of interest: a procedural requirement, and a substantive requirement. These requirements are described below.

PROCEDURAL REQUIREMENTS: DECLARE, DISCLOSE AND ABSTAIN

This simple four-step process meets the legal requirements for dealing with conflicts of interest. That is, when a conflict of interest arises, a director must 1) formally declare that he or she has a conflict of interest, 2) disclose the nature of the conflict (usually how it will affect his or her personal finances), 3) abstain from discussion and 4) abstain from voting on the matter(s) involved. The minutes of the Board meeting should specifically state that the director performed each of these four steps.

Example: For instance, a director should use this four-step process if the Board is about to decide the advisability of renting a building owned by a partnership that includes one of the directors. The minutes of the meeting should show that the director "declared and disclosed a conflict of interest" and "abstained from discussing and voting on the matter."

REASONABLE, ARMS LENGTH TRANSACTIONS

In addition to following the above procedural requirement, all dealings between the corporation and any of its officers or directors must be fair, reasonable "arms length" transactions which employ usual and commercially reasonable terms. For example, a director can be hired to provide consulting services, but must be qualified to do the work, must be paid at no more than a commercially reasonable rate, and must have his or her job application and performance objectively judged according to normal commercial standards.

USE CLEAR CONTRACTS AND WRITTEN AGREEMENTS TO DOCUMENT TRANSACTIONS INVOLVING PAYMENT OF MONEY OR BENEFITS TO OFFICERS OR DIRECTORS.

It is not illegal to pay directors specifically for their work as directors; however, it is always unwise to do so because it greatly reduces their immunity from personal liability for the Corporation's debts or action. This reduction in immunity does not occur, however, when directors are paid for their work in other capacities (other than their work as directors).

To protect the corporation and its directors and officers, any arrangement involving payment of money or benefits to an officer or director should be reflected in a written contract or agreement, clearly stating what work is being compensated, and stating that it does not involve compensation for the performance of the duties of a director.

Partnership for the Umpqua Rivers



1758 NE Airport Road

Roseburg, OR 97470

PUR Dispute Resolution/Greievence Process

Mission Statement

Through collaboration with diverse participants, the Partnership for the Umpqua Rivers maintains and improves water quality and fish populations from source to sea in the streams of the Umpqua. We educate people about the value of healthy streams; we work with willing landowners to improve stream conditions; we monitor the health of the streams and their fish populations. Through these actions the Partnership contributes to the ecological and economic well-being of the basin.

Definitions:

A **grievance** is generally defined as: (1) a claim by a Board Member, PUR Member, Employee, Partner or Other Individual that he or she is adversely affected by the misinterpretation or misapplication of a written policy or procedure; (2) a complaint due to injury, injustice, or wrong; or (3) illegal, unethical, and/or unprofessional behavior by another Board Member, PUR Member, Employee, Partner or Other Individual.

Grievance procedures are a means of dispute resolution that can be used by PUR to address complaints by a Board Member, PUR Member, Employee, Partner or Other Individuals. A grievance procedure provides a hierarchical structure for presenting and settling workplace disputes.

Arbitration refers to the settling of disputes between two parties by an impartial third party, whose decision the contending parties agree to accept.

General Dispute Resolution:

Keeping in mind the organization's mission statement, it is important to emphasize that our success is powerfully tied to "collaboration with diverse participants". Disagreements will occur and should be **resolved between the parties**, remembering the collaborative nature of the Partnership. When a simple resolution between parties is not attainable, the following process shall be followed.

Grievance Process:

1. When a disagreement cannot be resolved between the parties or if any person feels that someone involved with PUR (Director or Alternate, Member, Employee, Partner, or Other Individual) has misinterpreted or misapplied a written policy or procedure, or has done something illegal, unethical, unprofessional or otherwise causing harm or negligence by word or deed, a formal complaint must be documented and submitted to the appropriate individual(s), as indicated in the attached flowchart.
2. Written complaints that are brought before the Executive Director or the Executive Committee shall have a prompt investigation of the facts of the matter at the next regular meeting of the Committee. If a complaint cannot be resolved at the Executive Director's level the Committee Chair (President) will deliver the Committee's findings to the Board at the next regularly scheduled Board meeting.
3. If a grievance cannot be resolved at the Executive Director's level and/or the Executive Committee level, the Board will review the grievance to determine whether the grievance is valid, and/or if additional follow-up is needed to bring resolution. If the grievance remains unresolved through the Board, an outside arbitrator may be called in to help resolve the issue.

Exceptions:

Complaints, statements and accusations of a particular sensitive nature (sexual harassment, child abuse, unpermitted actions, etc.) that are brought before the Executive Director shall have a prompt investigation of the facts of the matter and appropriate action will be taken. The Executive Committee shall be informed at the earliest possible opportunity by the Executive Director.

This does not in any way relieve the Board of its responsibilities. At any point a dispute may be brought to the attention of the entire Board. In this case, the Board Member that wants to bring an issue to the entire Board is to contact the Board President to ensure that the issue is added to the next meeting agenda and/or is dealt with in a timely manner. If actions are required before the next regular meeting of the Board, the Board President will communicate with the entire Board of Directors.

PUR Dispute Resolution/Grievance Procedure Flow Chart

Type	People Involved	Chain of Communication
Internal		
Staff Member vs. Exec. Director		Complainant contacts Executive Director (ED). If not resolved, complainant contact Executive Committee (ExCom). ExCom investigates and informs Board.
ED vs. Staff Member		Follow Personnel Manual. Inform Board as appropriate.
Staff Member vs. Director*		Complainant contacts ED. If unresolved, ED contacts ExCom. ExCom investigates and updates Board.
Staff Member vs. Staff Member		Complainant contact other Staff Member. If unresolved, Staff Member contacts ED. ED investigates and updates ExCom/Board as appropriate.
Director vs. Staff Member		Complainant contacts ED. ED investigates. If no resolution, ED contacts ExCom. ExCom further investigates and informs Board.
Director vs. ED		Complainant contacts ExCom. ExCom investigates and informs Board
ED vs. Director		Complainant contacts ExCom. ExCom investigates and informs Board
Director vs. Director		Complainant contacts ExCom. ExCom investigates and informs Board
External		
Agency Rep vs. Staff Member		Complainant contacts ED. If unresolved, ED contacts ExCom.
Agency Rep vs. ED		Complainant contacts ED. If unresolved, Agency contacts ExCom.
Agency Rep vs. Board		Complainant contacts anyone and forwards it to ExCom. ExCom investigates and informs Board.
Stakeholder vs. Staff Member		Complainant contacts ED or Director. ED investigates and updates ExCom.
Stakeholder vs. Director		Complainant contacts anyone. Forwarded to ExCom, who investigates and informs Board.
Stakeholder vs. Board		Complainant contacts anyone. Forwarded to ExCom, who investigates and informs Board.
Contractor vs. Board		Complainant contacts Contracting Officer (CO). CO forwards to ED, who investigates and updates ExCom. ExCom shares with Board as appropriate.

* “Director” includes Alternates, Members and Officers.

PUR Committee Function

All committees within PUR exist to implement the goals of the strategic plan and support the mission statement of the organization. They will do so by acting as an “arm” of the Board that works at a more detailed level of operation for the aspect of the operation which they are associated.

General Parameters

All committees act as an advisory unit. Committees have no authority* but provide recommendations to the Board of Directors. The Board will be made aware of the committee’s position and the Board will vote to accept the committee’s recommendations into policy or practice. Once a program/practice has been approved, it can function indefinitely without need to be re-approved (unless the motion specifies a term).

Committees

The standing committees are as follows:

Executive
Technical
Monitoring
Education/Outreach
Policy and Procedures
Finance
Nominations

Other “ad hoc” committees may be created as needed.

Chairs

Committee chairs shall be Board directors or alternates. Committee chairs report to the Board. They will be appointed/approved by the Board. If more than one person is interested in the position, the Board will vote and the person receiving the majority of votes wins. They should be prepared to update the Board at the regular monthly Board meetings.

Meeting Locations and Frequency

Committee meetings are not required on a regular basis but need to be held whenever there is a need. Meetings should be scheduled to accommodate the greatest possible attendance while still being held in a timely manner. Locations should be appropriate for where attendees are coming from and number of attendees.

Process

Programs and/or project concepts/outlines will be presented to the Board for endorsement at the earliest stage possible to minimize effort invested in something that may not be endorsed by the Board. At the same time, proposals need to have enough information to convey the concept and some detail. To minimize disapproval at Board level, committee meetings will be the setting for “hashing out” details. Consensus is not necessary at committee level since committee members do not have to be Board members. However, any Board member with a particular interest or concern about a project or program should make a concerted effort to attend the committee

meetings to discuss the issues and not simply wait to have it come to a vote at a board meeting. In general, the recommendations made to the Board should be approved (because adequate evaluation and discussion will have already been done in committee).

Specific Governing Parameters

All committees are bound by the same general guidelines but each committee has slightly different issues to address. Two examples are: (1) Education Committee will need to exercise creativity in coming up with innovative programs that meet the applicable goals within the strategic plan. (2) Monitoring Committee will need to abide by all appropriate quality control guidelines during the implementation of the program.

*Executive Committee has the responsibility to evaluate the ED's performance on an annual basis and that is not done as a recommendation to the Board.

GENERAL FUNDS REVENUE		
Dues & Miscellaneous	2019-20 (A)	2020-21 (B)
Memberships Dues	1,280.00	3,500.00
Donations & Fundraising		
Misc. Income & Reimbursement	53,000.00	-
Interest Bearing Accounts	-	
Dues & Misc. Subtotal	54,280.00	3,500.00
RESTRICTED FUNDS REVENUE		
Grants & Foundations	2019-20 (A)	2020-21 (B)
OWEB Projects -	499,580.67	1,356,306.00
BLM Projects -	147,787.00	242,683.00
Misc Grants -	310,998.99	30,000.00
Grants & Found. Subtotal	958,366.66	1,628,989.00
TOTAL REVENUE	1,012,646.66	1,632,489.00

GENERAL FUNDS EXPENDITURES		
Personnel Wages	2019-20 (A)	2020-21 (B)
Restoration	137,765.82	180,679.00
Monitoring Programs	111,830.26	130,537.00
Business Admin	108,936.52	154,363.00
Personnel Subtotal	358,532.60	465,579.00
Facilities		
Facilities Lease	21,512.00	14,400.00
Maintenance & Repair	3,547.70	2,340.00
Electricity	1,586.80	2,000.00
Nat Gas	220.27	750.00
Internet	937.92	1,000.00
Water & Garbage	737.85	1,000.00
Facilities Subtotal	28,542.54	21,490.00

GENERAL FUNDS EXPENDITURES		
Operations	2019-20 (A)	2020-21 (B)
Gasoline	1,917.41	3,000.00
Automotive Maintenance	278.26	2,000.00
Travel Reimbursement	732.05	1,000.00
Telephone / Cell	2,822.62	3,200.00
Office Supplies	3,553.04	4,500.00
Postage	54.36	200.00
Audit Services		10,000.00
Payroll Services	129.25	150.00
Prg Events / Catering	1,139.03	2,000.00
Fundraising Expenses		1,000.00
Professional Services	2,204.74	5,000.00
Publications/ Signage	540.00	1,000.00
Marketing	300.00	500.00
Printing Lease	3,473.11	3,500.00
Printing Materials	805.21	800.00
Dues & Fees	445.00	1,200.00
Liability E&O Insurance	1,904.00	3,500.00
Technology Software	1,233.95	2,000.00
Technology Equipment Purchase		1,000.00
Awards		500.00
Property & Auto & WC Insurance	2,810.08	3,500.00
Operations Subtotal	24,342.11	49,550.00
Contract Services & Materials		
Contracted Services	496,785.28	527,544.00
Project Materials	21,166.03	137,807.00
Serv. & Materials Subtotal	517,951.31	665,351.00
TOTAL EXPENDITURES	929,368.56	1,201,970.00

PUR SNAPSHOT	2019-20 (A)	2020-21 (B)
TOTAL REVENUE	1,012,646.66	1,632,489.00
TOTAL EXPENDITURES	929,368.56	1,201,970.00
BALANCE	83,278.10	430,519.00

Partnership for the Umpqua Rivers



ROSEBURG, OREGON

June 30, 2019

Annual Financial Report

PARTNERSHIP FOR THE UMPQUA RIVERS

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Roseburg, Oregon 97471
Phone (541) 673-5756

BOARD OF DIRECTORS

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Inerim Executive Director
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Roseburg, OR 97471

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Fiscal and Data Manager
3012 W. Harvard Ave.
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NON-BOARD MEMBER OFFICER

THOMAS MCGREGOR – Treasurer

3131 NE Diamond Lake Blvd.
Roseburg, OR 97470

PARTNERSHIP FOR THE UMPQUA RIVERS

Audit Report

June 30, 2019

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INDEPENDENT AUDITOR'S REPORT

Board of Directors
Partnership for the Umpqua Rivers
3012 W. Harvard Ave.
Roseburg, OR 97471

I have audited the accompanying financial statements of Partnership for the Umpqua Rivers (a nonprofit corporation), which comprise the statement of assets, liabilities, and net assets—modified cash basis as of June 30, 2019 and 2018, and the related statements of support, revenue, and expenses—modified cash basis and cash flows – modified cash basis for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the modified cash basis of accounting as described in Note 1; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, I express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion, the financial statements referred to above present fairly, in all material respects, the assets, liabilities, and net assets of Partnership for the Umpqua Rivers as of June 30, 2019 and 2018, and the changes in net assets – modified cash basis and its cash flows for the years then ended in accordance with the modified cash basis of accounting as described in Note 1.

Report of Summarized Comparative Information

I have previously audited Partnership for the Umpqua Rivers June 30, 2018 financial statements, and I expressed an unmodified audit opinion on those audited financial statements in our report dated February 19, 2019. In my opinion, the comparative information presented herein as of and for the year ended June 30, 2018, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Basis of Accounting

I draw attention to Note 1 of the financial statements, which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. My opinion is not modified with respect to that matter.

Report on Supplementary Information

My audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The schedule of functional expenses on page 4 is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.



Steve Tuchscherer, CPA
August 13, 2020

BASIC FINANCIAL
STATEMENTS

PARTNERSHIP FOR THE UMPQUA RIVERS

Comparative Statement of Assets, Liabilities, and Net Assets - Modified Cash Basis

June 30, 2019 and 2018

	<u>2019</u>	<u>2018</u>
<u>ASSETS:</u>		
Current Assets:		
Cash and Cash Equivalents	\$ 33,181	\$ 69,676
Total Current Assets	33,181	69,676
Fixed Assets:		
Equipment	29,449	29,449
Accumulated Depreciation	(25,858)	(24,526)
Fixed Assets, net of Accumulated Depreciation	3,591	4,923
Total Assets	\$ 36,772	\$ 74,599
<u>LIABILITIES:</u>		
Accounts Payable	\$ -	\$ (689)
Payroll and Payroll Related Payables	24,358	53,350
Total Liabilities	\$ 24,358	\$ 52,661
<u>NET ASSETS:</u>		
Without Donor Restrictions	\$ 209,048	\$ 183,143
Invested in Fixed Assets	3,591	4,923
Total Without Donor Restrictions	212,639	188,066
With Donor Restrictions	(200,226)	(166,128)
Total Net Assets	\$ 12,413	\$ 21,938

PARTNERSHIP FOR THE UMPOUA RIVERS

**Comparative Statement of Support, Receipts, Expenditures,
and Other Changes in Net Assets - Modified Cash Basis**

For the Fiscal Years Ended June 30, 2019 and 2018

	2019			2018		
	Without Donor Restrictions	With Donor Restrictions	Totals	Without Donor Restrictions	With Donor Restrictions	Totals
<u>RECEIPTS, GAINS AND OTHER SUPPORT:</u>						
Public Support:						
Grants:						
Federal and State Governmental Grants	\$ -	\$ 1,011,493	\$ 1,011,493	\$ -	\$ 860,397	\$ 860,397
Other Agencies and Foundations	-	96,194	96,194	-	39,185	39,185
Total Grants	-	1,107,687	1,107,687	-	899,582	899,582
In-kind Contributions	-	390,309	390,309	-	281,275	281,275
Membership Dues	3,976	-	3,976	3,647	-	3,647
Other Contributions:	8,600	-	8,600	282	-	282
Total Public Support	12,576	1,497,996	1,510,572	3,929	1,180,857	1,184,786
Other Receipts and Gains:						
Interest Income	48	-	48	27	-	27
Gain on Sale of Equipment	-	-	-	3,150	-	3,150
Net Assets Released from Restrictions:						
Satisfaction of Purpose Restrictions	1,520,143	(1,520,143)	-	1,189,267	(1,189,267)	-
Total Receipts, Gains & Other Support	1,532,767	(22,147)	1,510,620	1,196,373	(8,410)	1,187,963
<u>EXPENDITURES AND LOSSES:</u>						
Program Services:						
Water Quality and Fish Habitat Enhancement	1,339,247	-	1,339,247	1,005,139	-	1,005,139
Support Services:						
General and Administrative	180,896	-	180,896	184,128	-	184,128
Total Expenditures	1,520,143	-	1,520,143	1,189,267	-	1,189,267
Change in Net Assets	12,624	(22,147)	(9,523)	7,106	(8,410)	(1,304)
Net Assets, July 1, 2018 and 2017	188,066	(178,079)	9,987	180,960	(157,718)	23,242
Prior Period Adjustment	11,949	-	11,949	-	-	-
Net Assets, June 30, 2019 and 2018	\$ 212,639	\$ (200,226)	\$ 12,413	\$ 188,066	\$ (166,128)	\$ 21,938

PARTNERSHIP FOR THE UMPQUA RIVERS

Comparative Statement of Functional Expenses - Modified Cash Basis

For the Fiscal Year Ended June 30, 2019 and 2018

	<u>Program Services</u>	<u>Support Services</u>	2019 Total Expenses (Memorandum Only)	2018 Total Expenses (Memorandum Only)
	Water Quality & Fish Habitat Enhancement	General and Administrative		
Contracted Services	\$ 497,811	\$ -	\$ 497,811	\$ 393,675
Donated Services & Supplies	390,309	-	390,309	281,275
Equipment, Rental & Maintenance	-	17,153	17,153	12,948
Insurance	-	2,133	2,133	8,150
Legal and Other Professional Fees	-	13,133	13,133	5,187
Miscellaneous	-	7,425	7,425	3,196
Postage and Shipping	-	357	357	213
Printing and Publications	-	633	633	1,332
Rent - Building	-	4,775	4,775	-
Salaries & Wages	281,041	114,325	395,366	396,303
Supplies	163,689	7,774	171,463	65,875
Travel and Training	6,330	5,984	12,314	15,697
Utilities	-	5,940	5,940	3,927
Total Expenses before Depreciation	<u>1,339,180</u>	<u>179,632</u>	<u>1,518,812</u>	<u>1,187,778</u>
Depreciation Expense	<u>67</u>	<u>1,264</u>	<u>1,331</u>	<u>1,489</u>
Total Functional Expenses	<u>\$ 1,339,247</u>	<u>\$ 180,896</u>	<u>\$ 1,520,143</u>	<u>\$ 1,189,267</u>

PARTNERSHIP FOR THE UMPQUA RIVERS

Comparative Statement of Cash Flows - Modified Cash Basis

For the Fiscal Year Ended June 30, 2019 and 2018

	<u>2019</u>	<u>2018</u>
Cash Flows from Operating Activities:		
Change in Net Assets	\$ (9,523)	\$ (1,304)
Adjustments to Reconcile Change in Net Assets:		
Change in Accounts Payable	689	(689)
Change in Payroll Liabilities	(28,992)	13,502
Depreciation	1,331	1,489
Net Cash Provided (Used) by Operating Activities	<u>(36,495)</u>	<u>12,998</u>
Cash Flows from Investing Activities:		
Purchase of Equipment	-	(5,987)
Net Cash Provided (Used) by Investing Activities	<u>-</u>	<u>(5,987)</u>
Net Increase (Decrease) in Cash and Cash Equivalents	<u>(36,495)</u>	<u>7,011</u>
Cash and Cash Equivalents at Beginning of Period	<u>69,676</u>	<u>62,665</u>
Cash and Cash Equivalents at End of Period	<u><u>\$ 33,181</u></u>	<u><u>\$ 69,676</u></u>

BASIC FINANCIAL
STATEMENTS

Notes to the Basic
Financial Statements

PARTNERSHIP FOR THE UMPQUA RIVERS

Notes to the Basic Financial Statements (Cont.)

June 30, 2019

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Nature of Activities

Partnership for the Umpqua Rivers, a non-profit corporation, is a community based organization that through collaboration with diverse participants maintains and improves water quality & fish populations from source to sea in the streams of the Umpqua. Partnership for the Umpqua Rivers educates people about the value of healthy streams and works with willing landowners to improve stream conditions and monitors the health of the streams and their fish populations. Through these actions the Partnership for the Umpqua Rivers contributes to the ecological and economic well-being of the basin. The activities of the Partnership are conducted primarily in Douglas County, Oregon.

B. Basis of Accounting

The accompanying financial statements have been prepared on the modified cash basis of accounting which is a comprehensive basis of accounting other than generally accepted accounting principles. That basis differs from generally accepted accounting principles primarily because certain revenue and the related assets are recognized when received rather than when earned and certain expenses are recognized when paid rather than when the obligation is incurred.

C. Basis of Presentation

Financial statement presentation follows the recommendations of the Financial Accounting Standards Board in its Statement of Financial Accounting Standards (SFAS) No. 117, *Financial Statements of Not-for-Profit Organizations*.

Under SFAS No. 117, the organization is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

D. Revenue and Support

Partnership for the Umpqua Rivers receives its grant and contract support primarily from the state and federal agencies. (See Note 7 - Summary of Revenue and Support). Any of the funding sources may, at its discretion, request reimbursement for expenses or return of funds, or both, as a result of non-use of grant funds or non-compliance by Partnership for the Umpqua Rivers with the terms of the grants/contracts.

E. Contributions

In accordance with Statement of Financial Accounting Standards No. 116, contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support depending on the existence and/or nature of any donor restrictions on the use of the support.

PARTNERSHIP FOR THE UMPQUA RIVERS

Notes to the Basic Financial Statements (Cont.)

June 30, 2019

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

E. Contributions (Cont.)

Contributions are considered to be unrestricted unless specifically restricted by the donor. All funds the board of directors has discretionary control over have been included as unrestricted funds.

In-kind contributions are received from various sources to complete a project. These contributions are determined throughout the life of each project and recorded on a regular basis to provide aide in determining the level of reportable matching attained during each project.

F. Functional Expenses

The Partnership for the Umpqua Rivers allocates its expenses on a functional basis among its program and support services. Expenses that can be identified with a specific program and support service are allocated directly according to their natural expenditure classification. Other expenses that are common to several functions are allocated by various bases.

G. Income Tax Status

Income taxes are not recognized or provided for since the Partnership is exempt under section 501(c)(3) of the Internal Revenue Code, and the Internal Revenue Service Form 990 is filed annually. There was no unrelated business income for the year ended June 30, 2019. The Partnership pays a nominal annual filing fee to the State of Oregon, Department of Justice.

H. Cash and Cash Equivalents

For purposes of the statement of cash flows, cash equivalents include all short-term, highly liquid investments with initial maturity dates of three months or less. Interest income is recorded as income when earned. At June 30, 2019, cash and equivalents included \$33,181 held in one checking account, which did not exceed the \$250,000 amount insured by the Federal Deposit Insurance Corporation. At various times during the fiscal year, the organizations cash in bank balances exceeded federally insured limits.

I. Fixed Assets

Fixed assets acquired by the Partnership are considered to be owned by Partnership for the Umpqua Rivers. However, federal-funding sources may maintain an equitable interest in any property purchased with federal grant monies, as well as the right to determine the use of any proceeds from the sale of these assets. The federal grantor agencies have a reversionary interest in those assets purchased with its funds that have a cost of \$5,000 or more and an estimated useful life of at least two years.

PARTNERSHIP FOR THE UMPQUA RIVERS

Notes to the Basic Financial Statements (Cont.)

June 30, 2019

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

I. Fixed Assets (Cont.)

Partnership for the Umpqua Rivers follows the practice of capitalizing all expenditures for fixed assets with a cost exceeding \$1,000. Fixed assets that are purchased are stated at cost, and donated assets are recorded at their estimated fair market value at the date of donation. Expenditures for maintenance, repairs and minor renewals are charged to expense as incurred. Major betterments and renewals are capitalized. Upon retirement or sale, the cost and accumulated depreciation are removed from the accounts of the organization, and resulting gains or losses are recognized in the statement of support, revenue, expenditures, and other changes in net assets – cash basis.

Depreciation is provided using the straight-line method at rates based on the estimated useful life of the related assets, which was five years on all assets in use at June 30, 2019. The balance of net fixed assets has been recorded as a separate component of unrestricted net assets.

J. Use of Estimates

The preparation of financial statements in conformity with modified cash basis accounting principles, a comprehensive basis of accounting other than generally accepted accounting principles, requires management to make estimates and assumptions that affect certain amounts and disclosures. Accordingly, actual results could differ from those estimates.

K. Comparative Totals

The financial statements include certain prior-year comparative information. Such information does not include sufficient detail to constitute a complete presentation in conformity with the modified cash basis of accounting. Accordingly, such information should be read in conjunction with the organization's reviewed financial statements for the year ended June 30, 2018, from which the summarized information was derived.

PARTNERSHIP FOR THE UMPQUA RIVERS

Notes to the Basic Financial Statements (Cont.)

June 30, 2019

NOTE 2 – FIXED ASSETS AND ACCUMULATED DEPRECIATION

Activity related to the fixed assets and accumulated depreciation accounts consists of the following for the year ended June 30, 2019:

<u>Governmental Activities</u>	<u>Beginning Balances</u>	<u>Additions</u>	<u>Deletions</u>	<u>Ending Balances</u>
Assets being depreciated:				
Machinery and Equipment	\$ 29,449	\$ -	\$ -	\$ 29,449
Total Depreciable Assets	29,449	-	-	29,449
Less: Accumulated Depreciation				
Machinery and Equipment	24,527	1,331	-	25,858
Total Accumulated Depreciation	24,527	1,331	-	25,858
Net Value of Capital Assets Being Depreciated	4,922	(1,331)	-	3,591
Total Governmental Activities -- Net Value of Capital Assets	<u>\$ 4,922</u>	<u>\$ (1,331)</u>	<u>\$ -</u>	<u>\$ 3,591</u>
Depreciation expense was charged as follows:				
Program Services	\$ 1,264			
Support Services	67			
Total Depreciation Expense	<u>\$ 1,331</u>			

NOTE 3 – NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions at June 30, 2019 are available in future periods for the following purposes:

Water Quality and Fish Habitat Enhancement and Monitoring Projects \$(200,226), indicating that amounts expended for grants were not reimbursed in full by June 30, 2019.

NOTE 4 – COMMITMENTS AND CONTINGENT LIABILITIES

Amounts received from grantor agencies are subject to audit and adjustment by grantor agencies, principally the federal government and the State of Oregon. Any disallowed claims and amounts already collected could become a liability of the restricted funds. Management believes that adjustments, if any, will not materially affect Partnership for the Umpqua Rivers' financial position.

PARTNERSHIP FOR THE UMPQUA RIVERS

Notes to the Basic Financial Statements (Cont.)

June 30, 2019

NOTE 5 – CONCENTRATION OF CREDIT RISK

Partnership for the Umpqua Rivers maintains one bank account, which is insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. Cash deposited with the bank exceeded federally insured limits at various times throughout the fiscal year. The balance in the checking account at June 30, 2019 was not in excess of the FDIC limit.

The Partnership does not currently have a policy for requiring collateral to support deposits in excess of FDIC limits that are subject to credit risk.

NOTE 6 – PRIOR PERIOD ADJUSTEMENT

The Partnership inadvertently included as an expenditure during the 2017-18 fiscal year \$11,949 which as identified as an amount overpaid after issuance of the financial statements for that year. The correction is reported on the Comparative Statement of Support, Receipts, Expenditures and Other Changes in Net Assets – Modified Cash Basis.

PARTNERSHIP FOR THE UMPQUA RIVERS

Notes to the Basic Financial Statements (Cont.)

June 30, 2019

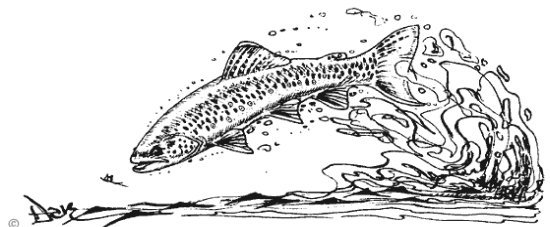
NOTE 7 – SUMMARY OF REVENUE & SUPPORT

Partnership for the Umpqua Rivers was primarily funded through grants and contributions for the year ended June 30, 2019 as follows:

Funding Source	2019 Amount	As a Percent of Total Revenue and Support	<u>Comparative Totals</u>	
			2018 Amount	As a Percent of Total Revenue and Support
<u>Governmental Grants:</u>				
<u>State of Oregon Agency Funding:</u>				
Oregon Watershed Enhancement Board	\$ 388,324	25.7%	\$ 367,178	31.0%
Oregon Dept. of Agriculture	250	0.0%	4,330	0.4%
Subtotal - State of Oregon	388,574	25.7%	371,508	31.4%
<u>Federal Agency Funding:</u>				
U.S. Fish and Wildlife Service	2,790	0.2%	2,397	0.2%
U.S. Bureau of Land Management	422,175	27.9%	335,792	28.3%
U.S. Department of Commerce - NOAA	197,954	13.1%	150,700	12.7%
Subtotal - Federal	622,919	41.2%	488,889	41.3%
<u>Other Agencies and Foundations:</u>				
Umpqua Fishery Enhancement Derby	24,000	1.6%	20,000	1.7%
Meyer Memorial Trust	14,070	0.9%	-	0.0%
Autzen Foundation	10,000	0.7%	-	0.0%
Umpqua Soil and Water	-	0.0%	19,185	1.6%
Cow Creek Bank of Umpqua Tribe of Indians	48,124	3.2%	-	0.0%
Subtotal - Other Agencies and Foundations	96,194	6.4%	39,185	3.3%
Total Grants	1,107,687	73.3%	899,582	75.9%
<u>Other Support & Income:</u>				
In-Kind Contributions	390,309	25.8%	281,275	23.7%
Membership Dues, Fundraising Activities, and Contributions	3,976	0.3%	3,647	0.3%
Miscellaneous	8,600	0.6%	282	0.0%
Interest Income	48	0.0%	27	0.0%
Total Revenue and Support	\$ 1,510,620	100.0%	\$ 1,184,813	100.0%

Past and Present Funding Partners

Autzen Foundation
Bring Back the Natives
Bureau of Land Management
Cow Creek Band of Umpqua Tribe of Indians
Douglas County
Douglas Soil & Water Conservation District
Eagle's View Management Company, Inc.
EcoTrust
Environmental Protection Agency
Jane C. Dirks-Edmunds (Bequest)
Joe Merchep Umpqua River Foundation
Knife River
Lone Rock Timber Company
Membership Dues (Agency/Organization/Individual)
Meyer Memorial Trust
Miscellaneous Mitigation Funds
National Fish & Wildlife Foundation
Oregon Department of Environmental Quality
Oregon Department of Fish and Wildlife
Oregon Watershed Enhancement Board
Oregon Wildlife Heritage Foundation
Pacific Salmon Watershed Fund
PacifiCorp
Roseburg Resources Company
Seneca Jones Timber Company
Stoel Rives LLP (Anonymous Donation)
Umpqua Fishery Enhancement Derby
Umpqua Soil and Water Conservation District
US Fish & Wildlife Service
USFWS Costal Wetlands Program
USDA Forest Service
Whole Watershed Restoration Initiative



PUR Organization Chart

Board of Directors
16 Appointed + 1 @ At-Large

Executive Committee

PUR President

President Elect

Treasurer

Secretary

Executive Director
Eric Riley

PUR Committees

- Executive
- Nominations
- Monitoring
- Education
- Technical Advisory
- Policy & Procedure
- Finance
- Strategic Planning

Administration

Restoration Program

Monitoring Program

Fiscal Manager
Gilaine Wright

Restoration Coord.
Terry Luecker

Monitoring Coord.
Sandy Lyon

Project Manager
Kim Stone

Monitoring Asst.
Joe Carnes

Watershed Tech.
Patrick Quinn

Ed & Out Program

Nancy Geyer

Grant Writer

Amy Pinson-Dumm

 - Contractor

Meet Our Staff

Eric Riley – Executive Director



Eric has been with the Partnership for the Umpqua Rivers since April 2007. He started as a Project Manager, became the Restoration Coordinator in May 2010 and then the Executive Director in June 2011. Before joining the Council, Eric was a Project Manager for Douglas SWCD from March 2003 to April 2007. He also worked as a Field Biologist for Natural Resource Scientist, Inc. and as a Faculty Research Assistant for Oregon State University. Eric has a Bachelor of Science degree in Ecology and Systematic Biology, with an emphasis in Fisheries and Wildlife from California Polytechnic State University, in San Luis Obispo, CA. Eric is also a Colonel in the Oregon Army National Guard and is currently the Commander of the

41st Infantry Brigade Combat Team, based at Camp Withycombe, Clackamas, OR. When not working, Eric is outside hunting, fishing, camping or working around the house or in the garden with his wife and kids.

Gilaine Wright – Fiscal Manager



Gilaine Wright joined PUR in April of 2011. She spends most of her time with accounting software and putting together fund requests. Gilaine completed the Umpqua Community College Accounting Program and is currently working on a Bachelor's Degree in Accounting from Southern Oregon University. When not working, Gilaine spends most of her time with her daughter, playing chauffeur to her many adventures.

Sandy Lyon - Monitoring Coordinator



Sandy Lyon has been working as the Monitoring Coordinator since November 2003. With 20+ years in medical research and lab work, as well as with a degree in Biology from the University of California San Diego, Sandy has the skills and knowledge to design and implement basin-wide water quality monitoring programs and studies. She monitors the large number of completed and future projects for PUR. Furthermore, she trains and coordinates volunteers to participate in monitoring projects.

Joe Carnes – Asst. Monitoring Coordinator/Technology Support



Joe started working for PUR June of 2012 as a part time summer Water Quality Monitoring Assistant for the Monitoring Coordinator. He worked part-time for about 1 ½ years, and was hired full-time for the summer of 2014, on an as-needed basis. Even though he was originally hired as a Water Quality Monitoring Assistant, Joe has become a key member of the PUR staff. He assists with everything from IT support, maintenance, and grant writing, to any field work needed; allowing for other staff members to focus more of their time on important matters,

such as obtaining funding to keep the organization running, and accomplishing more great projects. While Joe has been working for us he has continued to attend college. He currently has his Associates of Applied Science (AAS) in Computer Information Systems degree, and is working to finish his Associates of Arts Oregon Transfer (AAOT) degree to transfer on to a four year college. In his free time, Joe enjoys backpacking, hiking, swimming, and spending time with friends and family.

Terry Luecker – Restoration Coordinator



Terry Luecker joined the team in July, 2005 as our project planner. Terry grew up on a Missouri dairy farm and graduated from the University of Missouri with a bachelor's degree in Fisheries and Wildlife Science. She then attended Oregon State University to complete a master's degree in Forest Hydrology. She completed her thesis in the summer of 2004 and was hired by the Oregon Department of Forestry. At ODF, Terry worked as the Assistant Hydrologist for the Private and Community Forests Program. After a year gaining experience in state forest hydrology issues, Terry became a planner for PUR. In 2017, Terry was promoted to Restoration Coordinator. As the Restoration Coordinator, she works with biologists from public agencies and private landowners to improve fish passage and fish habitat

across the Umpqua basin. She works with the PUR staff to successfully write grants, plan restoration work, and implement on the ground projects.

Kim Stone – Project Manager



Kimberly Stone joined the team in May of 2016 as a Watershed Technician to assist the Project Coordinator and was promoted to Project Manager in 2018. Kim grew up in Roseburg on their family farm and graduated from Oregon State University with a bachelor's in Fisheries and Wildlife. While going to school she worked in Clinton Epps's Wildlife Genetics Lab processing DNA from pellets and tissue samples. After graduating she worked at Sinnhuber Aquatic Research Laboratory as a laboratory technician analyzing zebra fish embryo behavior after different exposures. After moving back to Roseburg, she was hired at PUR and continues to assist the Project Coordinator in stream restoration, UBFAT surveys, developing the website, and assists the Monitoring Crew when needed. In her spare time, Kim enjoys fishing, hunting, hiking, and being with friends and family.