

**DRAFT OHIO RIVER BASIN FISH HABITAT PARTNERSHIP
STEERING COMMITTEE BYLAWS
2-3-2012**

Purpose and Mission

The Ohio River Basin Fish Habitat Partnership (Partnership) is a self-directed group of individuals representing organizations and agencies working to achieve the Partnership's mission:

"The Ohio River Basin Fish Habitat Partnership focuses protection, restoration, and enhancement efforts on priority habitat for fish and mussels in the watersheds of the Ohio River Basin for the benefit of the public."

Guiding Principles

The guiding principles reflect the Partnership's "values" and together are a framework for prioritizing commitment of the partnership's resources (financial and time expenditures). The Partnership's guiding principles are as follows:

1. Partnership resources are focused on areas containing both regionally/nationally important fish and mussel species and where there are both angling and species diversity interests.
2. Watersheds are treated holistically, realizing that habitats within a watershed are interconnected and must be dealt with accordingly. Reservoirs will not be addressed in and of themselves, but rather as a part of the stream system within which they occur.
3. Protection of the best areas of each type of habitat is prudent, but in addition, appropriate techniques will be applied to areas where restoration of fish and mussel habitats is necessary and positive results can be reasonably expected, particularly when they result in larger contiguous areas of quality habitat.
4. Use of sound science and measurement of results are foundational.
5. Public support is crucial to generating partnership momentum, securing funding, and ultimately completing on the ground work that will be done by or through local partnerships representing a broad range of interests.

Steering Committee

The Steering Committee is the decision-making body for the Partnership and has oversight responsibility for all activities. The primary function of the Steering Committee will be to move the overall partnership in the direction that is most beneficial to meeting our mission and the objectives set forth in our Strategic Plan. The Partnership

has no authority beyond those of its individual members' organizations. Participation on the Partnership's Steering Committee is voluntary.

Membership and Organization

This group will consist of a Chairperson and a Vice-Chairperson, Coordinator, representatives of states and federal agencies, and other organizations/groups. **Where appropriate and possible**, those on the Steering Committee should be at a level in their agency/organization to commit resources, whether financial or in kind. However, this is not required.

Permanent Seats

Chair

Vice-Chair

Coordinator (non-voting)

States

- Illinois
- Indiana
- Kentucky
- Ohio
- Pennsylvania
- West Virginia
- Maryland
- New York
- North Carolina
- Tennessee
- Virginia

Federal Agencies

- USDA-NRCS
- USACE
- USEPA
- USFS
- USFWS
- USOSM
- USGS

Other

- ORSANCO
- TNC

Up to 12 At-Large Seats Total

Not to exceed 3 from any of the following categories

- **Environmental NGOs** (e.g., TU, Smallmouth Bass Alliance)
- **Local Watershed Groups**
- **Universities**
- **Natural Resource Businesses** (e.g., Bass Pro; Consulting Firms)
- **Industry** (e.g., utilities, barge companies)
- **Local Government** (e.g., SWCDs, municipalities)
- **Concerned Citizens**

Not to exceed 2 from either of the categories below (in addition to permanent seats)

- **States**
- **Federal Agencies**

Terms

The Chair and Vice-Chair will serve two-year terms after which the sitting Vice-chair shall automatically fill the Chair position. At that time, the Steering Committee members shall nominate and elect a new Vice-Chair to serve a two-year term. In the event that the Vice-Chair is unable or unwilling to take the position of Chair, the Steering Committee may ask either or both individuals to serve a third year in their current positions. If either individual declines this request, the steering committee shall nominate and elect a new Chair or Vice-Chair as appropriate. A Secretary-Treasurer position may be elected as needed for a two year term by the Steering Committee.

Permanent Steering Committee seats will be filled by the respective organizations with their designees as they see fit. Permanent Steering Committee members remain seated on the Steering Committee until replaced by their agency.

The intent of At-Large Steering Committee seats is to maintain a diverse committee while also embracing active participation. This structure allows the Steering Committee to pursue active members (e.g., 2 people from one state), which it is in the best interest of the Partnership. At-Large Steering Committee seats will have a term limit of two years, upon which time a new organization may request the seat. If no new organizations request the seat, the sitting at-large organization may keep the seat if they so choose. At-Large Partners with active seats on the Steering Committee may name an alternate/replacement at any time during their term.

New At-Large partners wishing to participate on the Steering Committee may petition the Steering Committee at any time to do so. New organizations must first be approved by the sitting Steering Committee members, but the Steering Committee will strive to maintain the inclusive, collaborative nature of the Partnership. Provided there is a vacant seat on the Steering Committee, petitions will be acted upon by the Steering Committee at their next scheduled meeting or teleconference.

Petitions made when there are no vacant seats will be acted upon as soon as a sitting member's term has ended. In a case where a newly approved organization requests a

seat on the Steering Committee, and more than one sitting member's term is ending, the Steering Committee will ask for a volunteer to step down. If there is no volunteer, the Steering Committee members will vote on which member will step down. Members whose seats are in question will be asked to recuse themselves from the discussion and vote.

An individual Steering Committee member could select a designee to fill their role, with that designee keeping the member informed and passing up higher level decisions when appropriate. Either the member or the designee should be in a position to make routine decisions to facilitate the work of the partnership. But it is understood that some issues will require engagement at higher levels within their respective organization.

Coordinator

The Coordinator will work with all committees to facilitate and coordinate various aspects of the Partnership. The Coordinator may be an employee of one of the partner organizations or may be an independent contractor. The Coordinator is the only non-voting member of the steering Committee. Duties of the Project Coordinator shall include:

- Facilitating communication among members.
- Coordinating annual RFPs, proposal reviews, meetings, teleconferences, and decisions to be made by the Steering Committee.
- Serving as the liaison between the Partnership and the NFHP Board, the Service, the Service's Midwest FHP Coordinator, and other Fish Habitat Partnerships.
- Providing primary staff support to the Steering Committee, advisory groups, and program activities and attending to administrative matters including preparing news releases and other correspondence.
- Working with all Sub-Committees to pursue funding and grant initiatives.
- Monitoring progress in achieving Partnership goals and objectives.

Meetings

The Steering Committee shall schedule one "In-Person" meeting in the fall and at least six teleconference meetings as needed each year, typically on a bi-monthly basis (e.g., first Friday of even-numbered months). The Chair may call additional Steering Committee meetings as needed. In the event a Steering Committee member is unable to attend a meeting or conference call, he or she should designate an individual from his or her agency/organization to represent him or her in their absence. A Steering Committee member's (or their alternate) failure to attend three consecutive Steering Committee meetings or teleconferences may result in the member being replaced.

In order to facilitate the attendance of all members, meetings will be cycled between Owensboro, KY (or Evansville, IN), Cincinnati, OH, and Wheeling, WV. Accordingly, we would meet as follows over the next several years: 2012 - Owensboro, 2013 - Wheeling, 2014 - Cincinnati, 2015 - Owensboro, and so on.

Business

There is no quorum necessary for conducting routine Steering Committee business, but no Steering Committee meeting will be held without at least one-month notice to all persons on the Partnership mailing list. Steering committee meetings are open to any individuals wishing to attend except on occasions as determined by the Chair and Vice-Chair. Steering Committee business conducted via e-mail or teleconference will carry the same authority as business conducted in person.

The Steering Committee normally makes decisions by consensus, defined as “when no party objects to the proposed action or decision.” However, in situations where consensus cannot be reached on questions of unusual urgency, importance, or contentiousness, voting on such questions may be conducted upon the agreement of the Chair and Vice-Chair.

In situations where a vote is necessary, at least 25% of the sitting members must be present to form a quorum. Only decisions with a 3/4 majority vote of the present members will be enacted to help maintain the cooperative nature of the partnership (i.e., only strongly supported decisions, either by consensus or majority vote will move forward). Steering Committee members have one vote per member, and may designate proxies to vote in their absence.

The Steering Committee operates on the principal that any work we do complements the work of any member within the partnership and we do not infringe upon their authorities and jurisdictions without their expressed approval. When there is a major issue, the active Steering Committee may solicit approval from the full Steering Committee electronically. This may be done via email or online survey (e.g., Doodle, Survey Monkey). No response within 10 business days indicates "informed consent".

In the interest of expedited decision-making, the Chair and Vice-Chair can approve actions proposed by the Coordinator or Sub-Committee Chairs if they believe consensus by the Steering Committee is highly likely. If either the Chair or Vice-Chair questions the likelihood of consensus, the proposed action needs approval of the Steering Committee membership via an email “consensus check”. Again, no response within 10 business days indicates "informed consent".

An annual task of the Steering Committee will be to review and prioritize projects for funding. If a Steering Committee member has an interest in a project that is up for funding, they are asked to use their best professional judgment and recuse themselves from discussions about, and the scoring of, that project.

Routine Steering Committee business will include, but not be limited to:

- Adopting, using, and modifying as needed an organizational structure for administration of the Partnership; guiding the development, implementation,

monitoring, and evaluation of conservation strategies at regional and local scales.

- Promoting cooperation and coordination among partners, stakeholders and local project partnerships that lead to restoration and/or enhanced protection of fish habitats.
- Prioritizing projects for funding.
- Providing direction and input to the Sub-Committees, and acting on their recommendations.
- Creating Sub-Committees and ad-hoc task groups as needed and supporting the initiatives of the Partnership with financial and/or staff resources.
- Participating in advocacy efforts/information campaigns to garner additional resources to meet Partnership objectives (within respective agency/organization guidelines).
- Reporting to the National Fish Habitat Board, project partners and stakeholders on the status and accomplishments of the Partnership Strategic Plan.

Partnership-At-Large

The Partnership acknowledges the Steering Committee may not include representation from every agency and organization that may want to be part of the partnership efforts, therefore;

- Each partnering agency, project and/or organization shall designate a person of contact to expedite communications.
- Decisions of funding and project approval shall be conducted by the Steering Committee.
- The Steering Committee shall develop and implement a process to receive and consider input from the Partnership-At-Large.

Sub-Committees

The Steering Committee may organize standing or ad-hoc Sub-Committees or work groups at any time. Sub-Committee members and Chairs will generally be volunteers. Sub-Committee Chairs, however, must be approved by the Steering Committee. Steering Committee members may also serve on Sub-Committees. There are no requirements for Sub-Committee membership composition. Membership in Sub-Committees is open to all interested individuals.

Sub-Committees will be responsible for defining, refining, or accomplishing tasks that assist with meeting Partnership goals and objectives. The Chair of each Sub-Committee, or their designee, will attend Steering Committee meetings and participate in scheduled teleconferences.

Standing Sub-Committees:

Science Sub-Committee

This committee works with the Steering Committee to determine what data are available, how best to combine them to assess current habitat conditions for project prioritization, and how best to measure the impacts of our future improvements to the basin.

Outreach Sub-Committee:

This committee works with the Steering Committee to identify and recruit additional people/groups that are beneficial to the ORBFHP. This committee will also ensure that we have good information and tools to reach out to prospective new members of our group and the public, and that we have long-term capabilities in place for communicating with existing partners and for recruiting new ones.

Implementation Sub-Committee (currently inactive):

This committee will grow as implementation of the Partnership Strategic Plan grows to help be sure that we are effective in translating planning into action.

Fundraising Sub-Committee

This committee's key function is to identify funding opportunities (including creating streams of revenue) and to match those funding opportunities to ORBFHP needs. This committee will be responsible for following all appropriate fundraising rules and guidelines, and ensuring compliance by the Partnership. In addition, this committee will work with any potential fiduciary agent as directed by the Steering Committee.

Procedure to Change By-Laws

Any member of the Steering Committee may propose changes to the Bylaws at any time. Proposed changes will be circulated to the Steering Committee for a period of 60 days for review, after which a Steering Committee vote will be taken to accept or reject the changes. To change the Bylaws, a 3/4-majority vote of all seated Steering Committee membership is required, and will be conducted electronically. Once a vote is called for, no response within 10 business days indicates "informed consent" to the changes.

ORBFHP Governance Structure Diagram

Ohio River Basin FHP Governance

