

# Bylaws of the Fish Passage Center Oversight Board

## CHAPTER 1 -- AUTHORITY

The Northwest Power and Conservation Council (Council) established the Fish Passage Center Oversight Board (Board) as part of the Council's *2000 Columbia River Basin Fish and Wildlife Program* (Program), as supplemented by the Council's 2003 Mainstem Amendments to that program. The Board derives all of its authority from the Program. There will be no other oversight board or board of directors for the Fish Passage Center (Center).

## CHAPTER 2 -- PURPOSE AND FUNCTIONS

1. Purpose and Functions of the Board: The Program establishes the purpose and functions of the Board and of the Center that the Board oversees. The general purpose of the Board is to provide policy guidance for the Center and to ensure that the Center carries out its functions in a way that assures regional accountability and compatibility with the regional data management system. The functions of the Center that the Board will oversee in this way are described in the next section of this chapter. As part of serving its overall purpose and function, the Board will:
  - conduct an annual review of the performance of the Center and develop a goal-oriented plan for the next year's operation;
  - ensure, with the assistance of the fish and wildlife managers, that the empirical database of fish passage information developed and provided by the Center conforms to appropriate standards for data management, including review of the database by an appropriate scientific or data review group;
  - consult with the Executive Director of the Columbia Basin Fish and Wildlife Authority in the latter's selection of the manager of the Center; and
  - select and oversee the technical advisory committee described below.
2. Purpose and Functions of the Center: The primary purpose of the Center is to provide technical assistance and information to fish and wildlife agencies and tribes in particular, and the public in general, on matters related to juvenile and adult salmon and steelhead passage through the mainstem hydrosystem. This information relates to the implementation of the water management measures in the Council's Program. In performing this function, the Center shall:
  - plan and implement the annual smolt monitoring program;
  - gather, organize, analyze, house, and make widely available monitoring and research information related to juvenile and adult passage, and to the implementation of the water management and passage measures that are part of the Council's Program;

- provide technical information necessary to assist the agencies and tribes in formulating in-season flow and spill requests that implement the water management measures in the Council's Program, while also assisting the agencies and tribes in making sure that operating criteria for storage reservoirs are satisfied; and
- in general, provide the technical assistance necessary to coordinate recommendations for storage reservoir and river operations that, to the extent possible, avoid potential conflicts between anadromous and resident fish.

The Center shall provide an empirical database of fish passage information for use by the region, not just by fish and wildlife managers. No information collected by the Center, and no analyses by the Center, shall be considered proprietary. The fish and wildlife managers will provide a liaison position at the Columbia Basin Fish and Wildlife Authority between the public and the Center to ensure that all parties have timely and thorough access to the database.

Operation of the Center shall include funds for a manager and for technical and clerical support in order to perform its stated functions. The fish passage manager will be selected based on his or her knowledge of the multiple purposes of the regional hydropower system, and of the water needs of fish and wildlife, as well as the ability to communicate and work with fish and wildlife agencies, tribes, the Council, project operators, regulators, and other interested parties, including members of the public. The fish passage manager will be selected by, and be subordinate to, the Executive Director of the Columbia Basin Fish and Wildlife Authority, in consultation with the Board. The Executive Director of the Columbia Basin Fish and Wildlife Authority and the Chair of the Council (or the Chair's designee) will conduct an annual review of the manager's performance.

The Center shall prepare an annual report to the Board and the Council summarizing its activities and accomplishments.

3. Technical Advisory Committee: To assist the Board in performing its duties, the Executive Director of the Columbia Basin Fish and Wildlife Authority, in consultation with the fish and wildlife managers, will propose to the Board candidates for a technical advisory committee that will establish technical protocols and scientific requirements for the Center and review the scientific and technical aspects of the Center's performance. The Board will select the technical advisory committee from the names submitted by the Executive Director. The technical advisory committee will report to the Board.

### CHAPTER 3 -- MEMBERSHIP

The Program provides that Board will have representation from NOAA Fisheries, state fish and wildlife agencies, tribes, the Council, and others. Based on that provision, the Council established the initial membership of the Board as to come from the following categories:

- one Council member or Council representative
- one member representing NOAA Fisheries

- one member representing the upper Columbia River Basin tribes
- one member representing the lower Columbia River Basin tribes
- one member representing the state fish and wildlife managers
- one member from the scientific community
- two members from the public at large

The Council may from time-to-time change the categories and the number of members of the Board, consistent with the provision in the Program. The Council chooses the members of the Board from nominations solicited by the Council for each category. Appointments will be for one year, but a member will continue to serve after the expiration of his or her term until replaced or the member resigns. Members of the Board serve at the pleasure of the Council, and shall receive no compensation for their services on the Board.

#### CHAPTER 4 -- OFFICERS AND ORGANIZATION

1. Officers: The officers of the Board shall be a chair and a vice chair. Subject to the control of the Board, the chair shall have general supervision, direction, and control of the business of the Board. The chair shall preside at all meetings of the Board, and shall have such other powers and duties as may be prescribed from time to time by the Board. In the absence or disability of the chair, the vice chair shall perform all the duties of the chair. The vice chair shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.
2. Elections and Terms: At the Board's Annual Meeting, the Board members shall elect the officers for terms of one year. All officers shall serve until their successors are elected. A vacancy in either office because death, resignation, removal disqualification, or otherwise shall be filled for the remainder of the term by a special election of the Board.
3. Secretary and Records of the Board: The Board shall appoint a secretary. The secretary does not have to be a Board member. The secretary shall keep complete records of the proceedings of the Board, shall give notice of Board meetings and Board actions, as appropriate, and shall discharge such other duties of the office as are prescribed by the Board. The secretary shall transmit the records of the Board to the Council. The Council will hold the records of the Board as public records in a manner similar to other public records held by the Council.
4. Committees: The Board may create and dissolve standing or ad hoc committees to assist the Board it performing its duties.

#### CHAPTER 5 -- MEETINGS

1. Annual Meeting: The Board shall hold an annual meeting during the month of December each year at a time and place to be determined by the Board. Written notice of the time and

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place of the annual meeting shall be delivered to each member of the Board and the Council and announced publicly at least one week in advance of the meeting.

2. Regular and Special Meetings: The Board may hold other meetings, whether on a regular schedule or as specially called. Meetings of the Board may be called at any time by the chair or by a majority of members. Written notice of the time and place of other meetings shall be given in the same manner as for the annual meeting.
3. Place of Meetings: Meetings of the Board shall be held at the offices of the Columbia Basin Fish and Wildlife Authority, Portland, Oregon, unless otherwise determined by the Board.
4. Participation by Telephone: Members may participate in a meeting by conference telephone or similar equipment, so long as all members participating in such meeting can hear one another.
5. Meetings Shall be Open: All meetings of the Board shall be open to the public.

#### CHAPTER 6 -- CONDUCT OF BUSINESS

1. Conduct of Business: The business of the Board shall be conducted by the members at Board meetings.
2. Quorum and Adjournments: At all meetings of the Board, the presence of five members in person or on the telephone shall constitute a quorum
3. Voting: Whenever possible, issues shall be resolved by consensus of the Board. When necessary or appropriate, the Board shall vote on matters before it and each member shall have one vote, to be cast by that member. Passage of any motion shall require approval of a majority of the members voting.

#### CHAPTER 7 -- LIMITATION OF LIABILITY

No Board member shall be personally liable for any indebtedness, liability or obligation of the Center. Any and all creditors of the Center shall look only to the assets or security of the Center for payment. No Board member shall be personally liable for any actions, duties or obligations of the Center or Board or liable for any acts or conduct of the member performed for or on behalf of the Board.

#### CHAPTER 8 -- AMENDMENT OF THE BYLAWS

These Bylaws may be amended or repealed and new Bylaws may be adopted at any meeting of the Board, provided written notice of any such proposed action is given to all members at least

thirty days prior to such meeting in a manner provided above for notice of meetings. Adoption of Bylaw changes shall be by affirmative vote of five members serving on the Board at the time of the meeting.